SCHEDULE

BLACKROCK PRIVATE MARKETS – BLACKROCK MULTI ALTERNATIVES GROWTH FUND

(THE "SUB-FUND")

MARCH 2025

THE SUB-FUND QUALIFIES AS A EUROPEAN LONG-TERM INVESTMENT FUND ("ELTIF") WITHIN THE MEANING OF REGULATION (EU) 2015/760 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL DATED 29 APRIL 2015, AS AMENDED OR SUPPLEMENTED FROM TIME TO TIME (THE "ELTIF REGULATION") AND IS AUTHORISED BY AND SUBJECT TO THE PRUDENTIAL SUPERVISION OF THE LUXEMBOURG SUPERVISORY AUTHORITY OF THE FINANCIAL SECTOR *(COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER*, THE "CSSF"). CONSEQUENTLY, THIS SCHEDULE AND THE GENERAL SECTION OF THE PROSPECTUS HAVE BEEN SUBMITTED TO THE CSSF. THE FUND IS AN UMBRELLA FUND AND MAY CONSIST OF SEVERAL SUB-FUNDS.

BLACKROCK FINANCIAL MANAGEMENT, INC., THE INVESTMENT MANAGER OF THE SUB-FUND, IS CURRENTLY A MEMBER OF THE NATIONAL FUTURES ASSOCIATION AND IS REGISTERED WITH THE US COMMODITY FUTURES TRADING COMMISSION (THE "CFTC") AS A COMMODITY POOL OPERATOR (AS DEFINED BY THE CFTC, A "CPO") AND A COMMODITY TRADING ADVISOR, AS DEFINED BY THE CFTC. THE CFTC REGULATIONS MAY, WHERE APPLICABLE, PROVIDE CERTAIN PROTECTIONS TO INVESTORS BY IMPOSING CERTAIN DISCLOSURE, REPORTING AND RECORD-KEEPING OBLIGATIONS ON CPOS. HOWEVER, THE INVESTMENT MANAGER OR AN AFFILIATE, WITH RESPECT TO THE SUB-FUND, MAY CLAIM AN EXEMPTION FROM REGISTRATION AS A CPO PURSUANT TO CFTC RULE 4.13(A)(3) AND, ACCORDINGLY, IS NOT EXPECTED TO BE SUBJECT TO CERTAIN DISCLOSURE, REPORTING AND RECORDKEEPING REQUIREMENTS WITH RESPECT TO THE FUND (WHICH ARE INTENDED TO PROVIDE CERTAIN REGULATORY SAFEGUARDS TO INVESTORS) THAT WOULD OTHERWISE BE APPLICABLE ABSENT SUCH AN EXEMPTION. FOR EXAMPLE, UNLIKE A REGISTERED CPO, THE INVESTMENT MANAGER OR SUCH AFFILIATE ARE NOT EXPECTED TO BE REQUIRED TO DELIVER TO INVESTORS CERTIFIED ANNUAL REPORTS AND A DISCLOSURE DOCUMENT IN ACCORDANCE WITH THE APPLICABLE CFTC REGULATIONS. SUCH MATERIALS WOULD CONTAIN CERTAIN DISCLOSURES REQUIRED THEREBY THAT MAY NOT BE INCLUDED HEREIN OR IN THE REPORTS TO BE PROVIDED TO THE INVESTORS BY THE FUND. INVESTORS SHOULD NOTE THAT AN EXEMPTION UNDER CFTC RULE 4.13(A)(3) IS AVAILABLE TO OPERATORS OF POOLS (I) WHOSE PARTICIPANTS ARE LIMITED TO "ACCREDITED INVESTORS" AND "QUALIFIED ELIGIBLE PERSONS" AND (II) WHO ENGAGE IN A LIMITED AMOUNT OF COMMODITY INTEREST TRANSACTIONS, AMONG OTHER THINGS. AS A RESULT OF THE LIMITATION ON COMMODITY INTEREST TRANSACTIONS, THE SUB-FUND'S PERFORMANCE MAY BE ADVERSELY AFFECTED. IN ORDER FOR THE INVESTMENT MANAGER TO QUALIFY UNDER THIS EXEMPTION, THE SUB-FUND MUST BE EXEMPT FROM REGISTRATION UNDER THE SECURITIES ACT, THE SHARES MUST BE ADVERTISED AND MARKETED TO THE PUBLIC IN THE U.S. SOLELY, IF AT ALL, IN COMPLIANCE WITH RULE 506(C) OR RULE 144A OF THE SECURITIES ACT AND THE SUB-FUND CANNOT BE MARKETED AS OR IN A VEHICLE FOR TRADING IN THE COMMODITY FUTURES OR COMMODITY OPTIONS MARKETS. IN THIS REGARD, EACH PURCHASER OF SHARES MAY BE REQUIRED TO REPRESENT THAT IT IS A "QUALIFIED ELIGIBLE PERSON". GENERALLY, A "QUALIFIED PURCHASER" IS A "QUALIFIED ELIGIBLE PERSON".

1. GENERAL

How to read this Schedule

This schedule (the "Schedule") forms part of the prospectus (the "Prospectus") of BlackRock Private Markets (the "Fund"). This Schedule and the general section of the Prospectus (the "General Section",

namely the Prospectus other than its schedules), constitute an offering document provided to Investors to describe the key features of, and the key terms of an investment in, BlackRock Multi Alternatives Growth Fund (a sub-fund of the Fund) (the "Sub-Fund").

The General Section describes key features and terms that are applicable to the Fund as a whole. This Schedule outlines the investment objective and strategy, features and terms and conditions specific to the Sub-Fund.

This Schedule should be read together with the terms of the Fund's articles of association (the "Articles") and the terms of the General Section.

Accordingly, to understand in full the terms of an investment in the Sub-Fund and before making any investment decision, Investors should carefully review not only this Schedule but also the General Section and the Articles.

Terms not otherwise defined throughout this Schedule shall have the meaning ascribed to them in the General Section and Section 5 of this Schedule "*Definitions*".

Investors should take note of the following:

- An investment in the Sub-Fund offers limited liquidity and should be regarded as long-term in nature. The Sub-Fund has a ninety-nine (99) year life, which may be extended further by up to three (3) years.

- The Sub-Fund is intended to be marketed to certain Retail Investors, as well as to Professional Investors. Further information in respect of the eligibility of Investors to make an investment in the Sub-Fund is set out in Section 4 of this Schedule "*Summary of Principal Terms and Conditions of the Sub-Fund - Eligible Investors*".

- Shareholders (other than BLK Seed Investors holding Class Y Shares) will have no right to redeem their Shares before the expiry of the second anniversary of the Launch Date.

- No preferential treatment shall be granted to Investors in the same Share class (each, a "Share Class") of the Sub-Fund, to the extent that such Share Class is marketed to Retail Investors, though different terms may attach to different Share Classes in accordance with Section 8.3 of the General Section "*Share Classes*" and, as noted in Section 8.1 of the General Section "*Shares*", the Net Asset Value per Share may differ between Investors in different Share Classes of the Sub-Funds per Section 6 of this Schedule "*Share Classes*".

- During the life of the Sub-Fund, distributions shall be made in accordance with Section 8.4 of the General Section "*Dividend Distribution Policy*" and Section 4 of this Schedule "*Summary of Principal Terms and Conditions of the Sub-Fund – Distributions*".

- Investors are advised that only a small proportion of their overall investment portfolio should be invested in an ELTIF such as the Sub-Fund.

- BlackRock's hedging policy for the Sub-Fund is described in Sections 5.2 and 5.3 of the General Section "*Investment Objectives and Strategies*". Financial derivative instruments may only be used for the purposes of hedging risks inherent to the other investments of the Sub-Fund, as such concept is construed under the ELTIF Regulation, which may increase the risk profile of the Sub-Fund. Further information regarding the hedging policy for the Sub-Fund and the risks associated therewith is set out in Section 6.2 of the General Section "*Investment Considerations and Risk Factors - Management"* and in Section 8 of this Schedule "*Sub-Fund Specific Risk Factors*".

- There are risks involved in investment in private equity, private credit, real assets (including private real estate and infrastructure) and the other investments

contemplated by the Sub-Fund's investment strategy as set out in Section 4 of this Schedule "*Summary of Principal Terms and Conditions of the Sub-Fund – Investment Strategy*". Certain of such risks are set out in Section 8 of this Schedule "*Sub-Fund Specific Risk Factors*".

Investors will be provided with, or will be provided with access to, an Annual Report, which will include information specific to the Sub-Fund. A paper copy of the Annual Report will be delivered to Investors upon request, free of charge.

The AIFM, in its capacity as 'manager of the ELTIF' and 'EU AIFM', as such terms are defined in the ELTIF Regulation, is responsible for the information in this Schedule which is prescribed by the 2013 Law and the ELTIF Regulation. With the exception of such information, the AIFM assumes no responsibility for the other information contained in this Schedule which shall be the responsibility of the Board.

The persons responsible (as set out above) hereby declare that having taken all reasonable care to ensure this is the case, the information contained in this Schedule (in the case of the Board) and the information in this Schedule prescribed by the 2013 Law and the ELTIF Regulation (in the case of the AIFM) is, to the best of their knowledge, in accordance with the facts and contains no omissions likely to affect its import.

No cross-liability may occur between Shares in this Sub-Fund and any shares or classes of shares in other sub-funds of the Fund or any other investment in any other collective investment scheme.

2. SUB-FUND FEES AND EXPENSES

2.1 It is expected that Investors will bear, directly or indirectly, the costs set out in the table below. Unless otherwise stated, these expected costs are expressed as a percentage of the estimated size of the Sub-Fund[1] and assessed on an "all taxes included" basis. The table should be read in conjunction with the more detailed description of the relevant costs described in paragraphs 2.2 and 2.3.

As described in Section 6 of this Schedule "*Share Classes*", the Sub-Fund has established unhedged alternative Share Classes to the EUR Share Classes depicted in the table below in USD, GBP, CHF, AUD, JPY and SEK. Whilst not expressly listed in the below table, the costs associated with the alternative currency unhedged Share Classes are consistent with the equivalent EUR Share Classes depicted below, provided that certain type of expenses relating to a specific Share Class within a Sub-Fund may be pooled together and allocated by the Board to the relevant Share Class of such Sub-Fund. For example, in addition to the A1 EUR Share Class, the Sub-Fund has also established A1 USD, A1 GBP, A1 CHF, A1 AUD, A1 JPY and A1 SEK (all unhedged) with the same terms as A1 EUR.

[1] "size of the Sub-Fund" means the estimated Net Asset Value of the Sub-Fund. "size of the Share Class" shall be construed accordingly. The estimated size of the Sub-Fund for these purposes assumes the Net Asset Value of the Sub-Fund will be €1 billion. For the avoidance of doubt, the expenses set out in the table below are estimates and are based on the estimated size of the Sub-Fund, size of the Share Class and similar, and therefore the expenses actually borne by Shareholders in the Sub-Fund may be considerably higher than those set out in the table. Please see Section 8 ("*Sub-Fund Specific Risk Factors - Uncertainty of Estimates*") for further information.

	Class D	Class A1	Class B1	Class I1	Class I2	Class I3	Class I4	Class A2	Class B2	Class ZD	Class ZA1	Class ZB1
Currency	**EUR**											
Minimum Subscription	10,000	10,000	10,000	1,000,000	50,000,000	100,000,000	1,000,000	500,000	500,000	10,000	10,000	10,000
One-off costs												
Estimated costs of setting up the Fund and the Sub-Fund (a)	0.15%											
Distribution costs[2] (b), including Subscription Fees (as a percentage of each investor's subscription for Shares)	up to 5.00%	up to 5.00%	up to 5.00%	N/A	N/A	N/A	N/A	up to 5.00%	up to 5.00%	up to 5.00%	up to 5.00%	up to 5.00%
Ongoing costs												
Estimated costs related to the acquisition and management of assets (a)	0.10%											
Management related fees (b)	1.25%	1.75%	2.25%	1.25%	1.15%	1.05%	2.00%	1.60%	2.05%	1.00%	1.50%	2.00%
Estimated other costs including operational expenses (as a percentage of the estimated size of the Share Class, over a one-year period) (c)	0.30%											
Incidental costs												
Performance Fee (b)	15.00%											
Aggregate Charges												
Overall cost ratio (d) (estimated average annual costs as a percentage of the estimated size of the Share Class over a one-year period)	3.70%	4.10%	4.55%	3.70%	3.60%	3.50%	4.30%	4.00%	4.35%	3.50%	3.90%	4.30%

[2] As further described in paragraph 2.2(b), these one-off distribution costs do not include any Other Distributor Fees which Distributors may charge to investors directly. Investors should contact their Distributors for details of any Other Distributor Fees that may be charged.

	Class ZA2	Class ZB2	Class ZEIT	Class ZEITU	Class ZI1	Class EIT	Class X	Class Y
Currency	**EUR**							
Minimum Subscription	500,000	500,000	10,000	10,000	1,000,000	10,000	N/A	N/A
One-off costs								
Estimated costs of setting up the Fund and the Sub-Fund (a)	0.15%							
Distribution costs[3] (b), including Subscription Fees (as a percentage of each investor's subscription for Shares)	up to 5.00%	up to 5.00%	up to 3.00%	up to 3.00%	N/A	up to 3.00%	N/A	N/A
Ongoing costs								
Estimated costs related to the acquisition and management of assets (a)	0.10%							
Management related fees (b)	1.35%	1.80%	2.50%	2.50%	1.00%	2.50%	N/A	N/A
Estimated other costs including operational expenses (as a percentage of the estimated size of the Share Class, over a one-year period) (c)	0.30%							
Incidental costs								
Performance Fee (b)	15.00%						N/A	N/A
Aggregate Charges								
Overall cost ratio (d) (estimated average annual costs as a percentage of the estimated size of the Share Class over a one-year period)	3.75%	4.15%	4.75%	4.75%	3.45%	4.75%	0.45%	0.45%

[3] As further described in paragraph 2.2(b), these one-off distribution costs do not include any Other Distributor Fees which Distributors may charge to investors directly. Investors should contact their Distributors for details of any Other Distributor Fees that may be charged.

2.2 One-off costs

(a) Costs of setting up the Sub-Fund

The establishment and organisational expenses incurred in connection with the setting up of the Sub-Fund, including the Sub-Fund's portion of the Fund's establishment and organisational expenses (as set out in Section 10.3 of the General Section "*Formation Costs and Expenses*"), will be borne by the Sub-Fund, and Investors will bear their allocable share of such expenses. These one-off expenses are expressed, in the table above, as a percentage of the estimated size of the Sub-Fund and may be amortised over the first sixty (60) months of the Sub-Fund's operations, commencing on the six-month anniversary of the Launch Date or such other period as the AIFM may determine. Although "one-off" costs that will not continue to arise throughout the life of the Sub-Fund, given such costs may be amortised over the first sixty (60) months of the Sub-Fund's operations, such costs may be disclosed in the Sub-Fund's reporting and elsewhere as ongoing costs of the Sub-Fund.

(b) Distribution costs

Investors may be required to pay Subscription Fees to their Distributors (each as defined below). Such fees will be payable by Investors directly to their Distributors separate from and in addition to their subscription for Shares. The maximum Subscription Fee rate applicable to an Investor's subscription for Shares of a particular Share Class is expressed, in the table above, as a one-off percentage of the amount of the subscription.

Distributors may also charge Investors Other Distributor Fees (as defined below) in respect of certain advisory, account and/or other ancillary services they may provide. Such fees will be payable by Investors directly to their Distributors separate from and in addition to their subscription for Shares. There is no maximum cap applicable to Other Distributor Fees, which (if any) are to be agreed between Investors and their relevant Distributor. Other Distributor Fees are not expressed in the table above.

Please refer to Section 4 of this Schedule "*Summary of Principal Terms and Conditions of the Sub-Fund – Placement of Shares*" and Section 6 of this Schedule "*Share Classes*" for more information about Subscription Fees.

2.3 Ongoing costs

(a) Costs related to acquisition and management of assets

The Sub-Fund (including any subsidiaries or other vehicles, through which it makes investments) will be responsible for, and Investors will bear their allocable share of, all expenses incurred by the Sub-Fund in connection with the Sub-Fund's business, affairs and operations, including identifying, structuring, managing, evaluating, trading, conducting due diligence on, investing in, acquiring, holding, disposing of (including the transfer or sale of), any Investment or prospective investment (whether or not consummated), including "broken-deal expenses", legal, accounting, advisory fees, fees of finders or sourcing partners, and travel and accommodation expenses.

These costs are expressed, in the table above, as a one-off percentage of the estimated size of the Sub-Fund.

For further information, see Section 10.6(1) of the General Section "*Fund Expenses*".

(b) **Management and performance related fees**

The management fees comprise all payments from the Sub-Fund to the AIFM, including any person to whom this function has been delegated, except the fees that are related to the acquisition of assets. Shareholders may also bear a performance fee payable by the Sub-Fund to the Investment Manager.

The management-related fees and performance fees borne by Investors in the Sub-Fund vary between Share Classes. Please refer to Section 4 of this Schedule "*Summary of Principal Terms and Conditions of the Sub-Fund – Management Fee"* and *"Performance Fee*" and Section 6 of this Schedule "*Share Classes*" for further information.

(c) **Other costs, including operational expenses**

These costs comprise all the expected payments to the Administrator, the Depositary, the Auditors, including any person to whom they have delegated any function, and all other administrative, regulatory, depositary, custodial, professional services and audit costs in relation to the Sub-Fund that will be borne by the Sub-Fund.

The Administrator will be entitled to receive, out of the assets of the Sub-Fund, an annual fee which shall accrue monthly at a rate which shall not exceed an amount equal to 0.1% of the estimated size of the Sub-Fund, subject to a minimum fee agreed between the Investment Manager and the Administrator in respect of the Sub-Fund.

The Depositary will be entitled to receive, out of the assets of the Sub-Fund, an annual fee which shall accrue monthly at a rate which shall not exceed an amount equal to 0.03% of the estimated size of the Sub-Fund, subject to a minimum fee agreed between the Investment Manager and the Depositary in respect of the Sub-Fund.

The costs set out in this sub-paragraph 2.3(c) also comprise all payments to any person providing outsourced services to any of the above, and all the expected payments to legal and professional advisers, audit fees, registration fees and regulatory fees.

The costs set out in this sub-paragraph 2.3(c) also include other fees, costs and expenses to be borne by the Sub-Fund (as described in Section 10 of the General Section ("*Fees and Expenses"*)) that are not otherwise included in 2.3(a) to (b) (inclusive) above. These will include (for the avoidance of doubt and without limitation) fees, costs and expenses relating to the negotiation and documentation of distribution agreements and ongoing fees, costs and expenses payable by the Sub-Fund in respect of the Sub-Fund's underlying investments (such as management fees).

The costs set out in this sub-paragraph 2.3(c) are expressed, in the table above, as an annual percentage of the estimated size of each Share Class.

(d) **Overall ratio**

The overall cost ratio of the Sub-Fund is expressed in the table above, for each Share Class, as an estimate of the annual aggregate costs of the Sub-Fund to be borne by each Share Class (being the aggregate of the total costs described in 2.2 and 2.3(a) to (c) above) as a percentage of the estimated size of the Share Class over a one-year period.

Investors should note that this ratio does not include any Other Distributor Fees that may be payable by an Investor separate from and in addition to its subscription to the Sub-Fund (see 2.2(b) above and Section 4 of this Schedule "*Summary of Principal Terms and Conditions of the Sub-Fund – Placement of Shares*" for further details of these fees).

3. COMPLAINTS AND LOCAL FACILITIES

3.1 Complaints by an Investor in connection with its investment in the Sub-Fund should be addressed to such Investor's Distributor or financial adviser, with a copy to the Administrator.

If an Investor does not have a Distributor or financial adviser, the complaint should be addressed in writing to BlackRock using the following contact details:

BlackRock (Luxembourg) S.A.
35a, Avenue J.F. Kennedy
L-1855 Luxembourg
Email: GroupLuxembourgCompliance@blackrock.com

Investors may also, in certain circumstances, have a right to complain to the legal department *"Consumer protection/financial crime"* of the CSSF:

- by filling in the online complaint form available on the CSSF website where all relevant documents can be attached; or
- by sending the completed complaint form which can be downloaded from the CSSF website:
    - either by **mail** (simple mailing, no registered letter required) to the following address:

      Commission de Surveillance du Secteur Financier
      Département Juridique CC
      283, route d'Arlon
      L-2991 Luxembourg
    - or by **email** to the following address: reclamation@cssf.lu

3.2 The facilities which are required to be made available to Retail Investors in accordance with Article 43a of the AIFMD will be provided, to the extent applicable, by Retail Investors' Distributors or financial advisers (as the case may be). Such facilities will be made available in the official language or one of the official languages of the EU Member State where the Sub-Fund is marketed to Retail investors or in a language approved by the competent authorities of that EU Member State. In certain jurisdictions in which the Sub-Fund may be marketed, local regulations may specify the facilities, including local agents, that are required.

4. SUMMARY OF PRINCIPAL TERMS AND CONDITIONS OF THE SUB-FUND

This Section sets out a description of the Sub-Fund, its management and certain significant terms and conditions governing the Sub-Fund. This Section does not purport to be complete and is to be read in conjunction with the Articles, the other sections of this Schedule, the General Section and the Subscription Form. These documents should be read in their entirety by Investors and are available upon request from the Investment Manager, representatives of which are also available to respond to Investors' inquiries and requests for further information concerning the Sub-Fund.

The Sub-Fund	BlackRock Multi Alternatives Growth Fund (the "Sub-Fund"), a sub-fund of BlackRock Private Markets, a public limited company (*société anonyme*) in the form of a company of variable capital *(société d'investissement à capital variable)* subject to part II of the Luxembourg law of 17 December 2010 relating to undertakings for collective investments, as amended or supplemented from time to time (the "Fund"). The Sub-Fund is launched on 21 October 2024. The Sub-Fund qualifies as an ELTIF within the meaning of the ELTIF Regulation.
Management of the Sub-Fund	The Board has appointed BlackRock (Luxembourg) S.A., an Affiliate of BlackRock, as the alternative investment fund manager of the Fund (including any successor thereto, the "AIFM"). The AIFM also serves as the manager of the Sub-Fund for the purposes of the ELTIF Regulation. The AIFM is authorised and regulated by the CSSF. The AIFM has delegated certain day-to-day portfolio management duties in relation to the Sub-Fund to BlackRock Financial Management, Inc. (the "Investment Manager") pursuant to the Investment Management Agreement. The Investment Manager is a Delaware corporation and is an indirect wholly owned subsidiary of BlackRock. The Investment Manager is registered with the U.S. Securities and Exchange Commission. Pursuant to the Investment Management Agreement, the Investment Manager has full discretion, subject to the direction and control of the AIFM, to invest the assets of the Sub-Fund in pursuit of the investment objective and in accordance with the investment strategy of the Sub-Fund and subject to the investment limitations described in the Prospectus. The Investment Manager may sub-delegate all or part of its functions subject to the consent of the AIFM and, to the extent required, the CSSF. The Investment Manager may appoint one or more advisors to carry out certain advisory functions in connection with the Sub-Fund. Any such sub-delegates and advisors shall be at all times subject to the overall direction and control of the Investment Manager. The services of the Investment Manager may be terminated by the AIFM in accordance with the terms of the Investment Management Agreement.
Investment Committee	In reviewing new investment opportunities, the Investment Manager follows an internal governance model. Allocations

to all asset classes and investment strategies by the Sub-Fund are subject to approval by the Investment Committee.

The Investment Committee is comprised of senior BlackRock investment professionals across a wide variety of alternative investment disciplines and is responsible for (1) approving the strategic asset allocation of the portfolio and (2) overseeing the portfolio implementation. The Investment Committee generally expects to delegate approval authority over Investments to portfolio managers responsible for each of the specific strategies to which the Investment Manager has determined to make an allocation and their respective investment committees across the BlackRock platform in accordance with BlackRock's policies and procedures. BlackRock's "Alternative Portfolio Solutions" investment team will be responsible for the day-to-day management of the platform's portfolio, including working with specialist investment teams to select investments and size them in the context of the portfolio.

Investments made as a part of allocations to assets or investment strategies managed by affiliated specialist teams are subject to the governance processes in place for those respective investment teams. For Investments that are sourced directly for the Sub-Fund, the investment shall not proceed unless it has been approved by the Investment Committee.

Investment Objective

The Sub-Fund aims to provide a return on a Shareholder's investment (generated through an increase in the value of the Investments held in the Sub-Fund and/or income received from those Investments), over the long term, by investing in a diversified, global portfolio that comprises direct and indirect illiquid long-term Private Market Investments and Liquid Investments (each as defined below).

Although the Sub-Fund aims to achieve its investment objective, there is no guarantee that this will be achieved. The Sub-Fund's capital is at risk, meaning that the Sub-Fund could suffer a decrease in value and a Shareholder's full subscription amount may be lost as a result.

Investment Strategy

The Sub-Fund will primarily invest, directly and indirectly, in a diversified portfolio of long-term investments which are not publicly traded, such as private equity, private credit, private real estate and private infrastructure ("Private Market Investments"). The Sub-Fund will also invest in a portfolio of Liquid Investments (as defined below) for the purposes of financing Redemption Requests, meeting costs and expenses and general liquidity management.

Private Market Investments may be made in a variety of ways, including by investing: (i) in equity and equity-like interests in subsidiary holding companies, partnerships and other co-investment vehicles; (ii) in corporate finance instruments in the form of shareholder loans or other shareholder financing; (iii) in fixed income securities, loans, fixed income related investments and collateralised loan

obligations equity-like interests; and/or (iv) through or alongside one or more Target Funds.

The Sub-Fund's liquid investments may include investments in liquid investment funds (including, without limitation, funds investing in fixed income securities and funds investing in liquid alternatives) (the "Liquid Funds") cash and cash-equivalents, liquid securities, collateralised loan obligations, over-the-counter transactions, equities, equity-related investments, fixed income securities, fixed income-related investments, deposits, and money market instruments (the "Liquid Securities" and, together with the Liquid Funds, the "Liquid Investments" and, together with the Private Market Investments, "Investments").

There is no limit on the geographic region or economic sector in which the Sub-Fund's Investments can be located.

The Sub-Fund is expected to make certain of its Investments alongside other Client Accounts. Investments of the Sub-Fund may be held indirectly via BlackRock-managed intermediary vehicles.

The Sub-Fund may, on an ancillary basis, use derivatives for hedging foreign exchange, equity and interest rate risks. These may include, without limitation, futures, forwards, options, and swaps, as well as any suitable new techniques and instruments which may be developed. Investments may be denominated in Euros, U.S. Dollars or various other currencies.

Investment Guidelines and Restrictions

1. *Target Allocations between Private Market Investments and Liquid Investments*

Although no binding range or limits apply, the Sub-Fund will target investment of approximately 80% of its Net Asset Value in Private Market Investments and 20% of its Net Asset Value in Liquid Investments.

The Private Market Investment and Liquid Investment portfolios will be reviewed regularly and may, in the Investment Manager's sole discretion, be subject to adjustments to align with the above target allocations, including, without limitation, because of changes in the valuation of the Sub-Fund's investments, the realisation of investments, subscription activity, regulatory compliance reasons and the financing of Redemption Requests. The above target allocations themselves will also be subject to periodic review and may be updated accordingly. Notwithstanding the above target allocations, a substantial proportion of the Sub-Fund's portfolio may be held in Liquid Investments on a temporary basis, at times when no suitable Private Market Investments have been identified and/or to manage the Sub-Fund's liquidity.

2. *Private Market Investment Guidelines*

Following the end of the Portfolio Ramp-Up Period, it is intended that, following the Sub-Fund making any Private Market Investment:

- no more than approximately 60% of the Net Asset Value of the Sub-Fund's Private Market's Investments (the "Private Market Investments NAV") will be invested in Private Market Investments for the purpose of providing exposure to private equity;
- no more than approximately 40% of the Private Market Investments NAV will be invested in Private Market Investments for the purpose of providing exposure to private credit; and
- no more than approximately 40% of the Private Market Investments NAV will be invested in Private Market Investments for the purpose of providing exposure to real estate and infrastructure.

The foregoing investment guidelines are non-binding targets only, and there can be no assurance that such targets will be achieved or maintained. The reference to such targets does not imply that the Sub-Fund will achieve or maintain ranges similar to the specified targets, and neither the AIFM nor the Investment Manager will be liable for any failure of the Sub-Fund to achieve or maintain such targets. The Sub-Fund's investments may be below or in excess of such targets at any point. The Private Market Investments portfolio will be regularly reviewed and may, in the Investment Manager's sole discretion, be subject to adjustments to align with the above targets, including, without limitation, because of changes in the valuation of the Sub-Fund's investments, the realisation of investments, subscription activity, regulatory compliance reasons and the financing of Redemption Requests. The above targets will themselves also be subject to periodic review and may be updated accordingly.

The determination of which category each Investment is ascribed to will be made by the Investment Manager in its absolute discretion at the time an Investment is made. The Investment Manager may also reassign such categorisation in its absolute discretion and at any time.

3. *Investment restrictions prescribed by the ELTIF Regulation*

The AIFM and/or the Investment Manager shall procure that:

a) the Sub-Fund shall only invest in (i) Eligible Investment Assets and (ii) UCITS Eligible Assets;

b) the Sub-Fund shall not undertake any of the following activities:

   (i) short selling of assets;

   (ii) taking direct or indirect exposure to commodities, including via financial derivative instruments, certificates representing them, indices based on them or any other means or instrument that would give an exposure to them;

   (iii) entering into securities lending, securities borrowing, repurchase transactions, or any other agreement which has an equivalent

economic effect and poses similar risks, if thereby more than 10% of the assets of the Sub-Fund are affected by such transactions;

(iv) using financial derivative instruments, except where the use of such instruments solely serves the purpose of hedging the risks inherent to other investments of the Sub-Fund;

c) at least 55% of the Sub-Fund's capital[4] shall be invested in Eligible Investment Assets;

d) no more than 20% of the Sub-Fund's capital shall be invested in instruments issued by, or loans granted to, any single Qualifying Portfolio Undertaking;

e) no more than 20% of the Sub-Fund's capital shall be invested in any single Real Asset;

f) no more than 20% of the Sub-Fund's capital shall be invested in units or shares of any single ELTIF, EuVECAs, EuSEFs, undertaking for collective investment in transferable securities (UCITS) or EU AIF managed by an EU alternative investment fund manager;

g) no more than 10% of the Sub-Fund's capital shall be invested in UCITS Eligible Assets referred to in Article 9(1)(b) of the ELTIF Regulation, other than UCITS, where those assets have been issued by any single issuer (and the concentration limits set out in Article 56(2) of the UCITS Directive shall also apply to investments in such assets by the Sub-Fund);

h) the aggregate value of ELTIF-Eligible STS Securitisations held by the Sub-Fund shall not exceed 20% of the value of its capital; and

i) the aggregate risk exposure to any single counterparty of the Sub-Fund in relation to over-the-counter (OTC) derivative transactions, repurchase agreements or reverse repurchase agreements, shall not exceed 10% of the value of the capital of the ELTIF.

The investment limits in (c), (d), (e), (f), (g), (h) and (i) above shall, in each case in accordance with the ELTIF Regulation: (i) apply as from the end of the Portfolio Ramp-Up Period until the commencement of the winding-up of the Sub-Fund; and (ii) be temporarily suspended, for a period not exceeding twelve (12) months, where the Sub-Fund raises additional capital or reduces its existing capital.

The 10% limit in (g) above may be increased to 25% where bonds are issued by a credit institution that has its registered office in a Member State and that is subject by law to special public supervision designed to protect bond-holders (in particular, sums deriving from the issue of those bonds shall be invested in accordance with the law in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in the

[4] For the purposes of this paragraph 3 (*Investment restrictions prescribed by the ELTIF Regulation*), 'capital' means the subscriptions of Investors for Shares in the Sub-Fund, calculated on the basis of amounts investible after deduction of all fees, charges and expenses that are directly or indirectly borne by investors.

event of failure of the issuer, would be used on a priority basis for the reimbursement of the principal and payment of the accrued interest).

Companies which are included in the same group for the purposes of consolidated accounts, as regulated by Directive 2013/34/EU on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings, as amended, or in accordance with recognised international accounting rules, shall be regarded as a single Qualifying Portfolio Undertaking or a single body for the purpose of calculating the limits referred to in this paragraph 3 (*Investment Restrictions prescribed by the ELTIF Regulation*).

In the event that the Sub-Fund infringes on any of the investment restrictions set out above in this paragraph 3 (*Investment Restrictions prescribed by the ELTIF Regulation*) and that infringement is beyond the control of the AIFM or the Investment Manager, they shall, within an appropriate period of time, take such measures as are necessary to rectify the position, taking due account of the best interests of the Shareholders.

The AIFM and undertakings that belong to the same group as the AIFM, and their staff, may co-invest in the Sub-Fund and co-invest with the Sub-Fund in the same asset, provided that the AIFM has put in place organisational and administrative arrangements designed to identify, prevent, manage and monitor conflicts of interest and provided that such conflicts of interest are adequately disclosed.

4. *ESG Investment Guidelines*

The Sub-Fund will be classified as Article 8 under SFDR.

Certain of the Sub-Fund's Investments are expected to align with one or more aims of the UN Sustainable Development Goals.

The Sub-Fund will not invest in any Investments where, at the time the investment is made by the Sub-Fund in such Investment, the Investment Manager is aware, to its actual knowledge (having undertaken customary due diligence), that such Investment is in an entity:

(a) that derives any revenue from the manufacture or distribution of weapons in violation of one or more of: (i) The Convention on the Use of Certain Conventional Weapons, (ii) The Chemical Weapons Convention, (iii) The Biological Weapons Convention, (iv) The Convention on Cluster Munitions (the Oslo Convention), (v) The Anti-Personnel Landmines Convention (the Ottawa Convention) and (vi) The Nuclear Non-Proliferation Treaty;

(b) that derives more than 5% of its most recently completed fiscal years' annual sales revenue from the extraction and sale of coal (including, for the avoidance of doubt, ignite, bituminous, anthracite and steam coal), as well as production and power generation from thermal coal;

(c) that derives more than 5% of its most recently completed fiscal years' annual sales revenue from (i) tar sands extraction, or (ii) peat-fired power generation;

(d) that is involved in the manufacturing of controversial weapons, cluster bombs, landmines, depleted uranium weapons, chemical and biological weapons, blinding laser weapons, incendiary weapons and/or non-detectable fragment weapons;

(e) that derives more than 10% of its most recently completed fiscal years' annual sales revenue from the production, distribution or sale of weapons or ammunition (including, for the avoidance of doubt, "civilian" weapons or ammunition) or from the production, distribution or sale of military hardware;

(f) that is a manufacturer or a provider of components or auxiliary services related to nuclear warheads and missiles, or an assembler of delivery platforms for nuclear weapons; (i) companies involved in the manufacturing of military weapons for entities that are not governments or governmental organisations, police forces, state-owned companies or supranational organisations are fully excluded, and (ii) companies selling to governments or governmental organisations, state-owned companies or supranational organisations are flagged to the private equity investment committee of the Investment Manager for additional scrutiny;

(g) that is principally involved in the manufacturing of conventional weapons and weapons components for military use; (i) companies involved in the manufacturing of military weapons for entities that are not governments or governmental organisations, police forces, state-owned companies or supranational organisations are fully excluded, and (ii) companies selling to governments or governmental organisations, state-owned companies or supranational organisations are flagged to the private equity investment committee of the Investment Manager for additional scrutiny;

(h) that derives more than 5% of its most recently completed fiscal years' annual sales revenue from production, distribution, retail and supply of tobacco-related products, tobacco leaf growing, harvesting, curing, leaf processing, end-product manufacturing;

(i) that derives any sales revenue from the production of pornography; or

(j) that, to the Investment Manager's actual knowledge obtained in the ordinary course of Investment Manager's due diligence process (in reliance on responses provided by any investment or sponsor of an

investment through any due diligence questionnaire) relating to an investment in a Target Fund or follow-on investment to such Target Fund conducted prior to the Sub-Fund acquiring such Target Fund or follow-on investment to such Target Fund, has violated the UN Global Compact's 10 Principles for Business.

Regarding the above investment guidelines, (i) with respect to primary and secondaries investments in Target Funds, eligibility for an investment is determined through the completion of a proprietary primary and secondary ESG scorecard with a look-through materiality threshold of 15% of Net Asset Value for the baseline screen test; (ii) with respect to Liquid Funds, eligibility for an investment is determined based on each relevant Liquid Fund being classified as Article 8 under SFDR by the relevant fund manager and/or adviser; and (iii) with respect to Liquid Securities, eligibility for an investment is determined with respect to the screening criteria (a) to (j) above being applied solely at level of the underlying security (and not at the level of the parent/issuer). For the avoidance of doubt, Liquid Investments may still retain an indirect exposure to assets that may violate the screening criteria (a) to (j) above, including through the use of derivatives.

In addition, when considering potential investments, the Investment Manager may apply additional and/or more stringent ESG screening criteria such as those required by Bundesverband Investment und Asset Management. The Investment Manager does not anticipate that such additional and/or more stringent ESG screening criteria will constitute a material change to the Investment Strategy of the Sub-Fund. To the extent this were to be the case, the Investment Manager will follow the procedure set out in "*Amendments*" below.

5. *Additional Regulatory Investment Guideline*

In accordance with Circular IML 91/75 (as amended), the Sub-Fund may not at any one time hold more than 20% of its Net Asset Value in any single Investment, as measured at the time of investment. This guideline will be assessed on a look-through basis and no remedial action will be required if such guideline is exceeded for any reason other than the acquisition of a new Investment (including the exercise of rights attached to an Investment). This diversification requirement will not apply during the Portfolio Ramp-up Period or the liquidation/realisation period of the Sub-Fund. It will also not apply in respect of any investment vehicles which provide access to a pool of assets.

To the extent that there is any conflict between paragraph 3 (*Investment Restrictions prescribed by the ELTIF Regulation*), on the one hand, and any of paragraphs 1 (*Target Allocations between Private Market Investments and Liquid Investments*), 2 (*Private Market Investment Guidelines*), 4 (*ESG Investment Guidelines*) and/or 5 (*Additional Regulatory Investment Guideline*), on the other hand, the investment restrictions set out in paragraph 3

(*Investment Restrictions prescribed by the ELTIF Regulation*) shall prevail.

Currency of the Sub-Fund

The Sub-Fund will be denominated in Euro.[5]

BlackRock Subscriptions, Seed Portfolio and Warehousing

BlackRock, certain BlackRock Affiliates and/or any of their respective directors, officers, employees or other personnel (the "BLK Investors") may subscribe for Shares in the Sub-Fund from time to time. It is expected that such BlackRock Investors will subscribe for and hold Class X Shares. Class X Shares are also available to (i) Investors who have entered into a separate agreement with the Investment Manager or any other BlackRock Affiliate and such agreement relates (wholly or partially) to their subscription for Class X Shares, and (ii) funds (of any other legal form) or accounts (in each case) managed or advised by the Investment Manager or any other BlackRock Affiliate (collectively, and including the BLK Investors, the "Class X Investors"). The Board shall otherwise have the discretion to determine additional eligible Investors to subscribe for Class X Shares from time to time and to be considered as Class X Investors.

In addition, BlackRock and/or certain of BlackRock's Affiliates (the "BLK Seed Investors") may subscribe for Class Y Shares and such capital may be utilised by the Sub-Fund to acquire a seed portfolio of Private Market Investments (the "Seed Portfolio").

The Class Y Shares may not be redeemed by the BLK Seed Investors before the Board has determined that the Sub-Fund has reached sufficient capital considering the investment strategy of the Sub-Fund (the "Class Y Minimum Holding Period"). Where the Board has made such determination that the Sub-Fund has reached such sufficient capital, the Class Y Shares will no longer be subject to the Class Y Minimum Holding Period and may be redeemed in accordance with the process set out in "*Redemption of Shares*" below, provided that any limitations or restrictions on the redemption of Shares set out in "*Redemption of Shares*" or "*Minimum Holding Period and Limits on Redemptions*" below or in any other section of the Prospectus, including but not limited to the Minimum Holding Period and the Redemption Limits, shall not apply to the redemption of Class Y Shares.

In addition, in order to allow the Sub-Fund to acquire the Seed Portfolio, the Sub-Fund or its subsidiaries may enter into one or more credit facilities, borrowings and/or other financing arrangements (in each case, a "Seed Facility") with BlackRock and/or any of BlackRock's Affiliates as lender (in such capacity, the "Seed Lender"). The Seed Facility may be utilised to acquire the Seed Portfolio prior to, on and/or following the Launch Date and may be drawdown across multiple transactions. The interest payable to the Seed Lender by the Fund will be on an arm's-length basis, and will be payable on amounts drawn down under the Seed

[5] For the avoidance of doubt, the Share Classes will be denominated in various different currencies, as further specified in Section 6 of this Schedule "*Share Classes*".

Facility. The Sub-Fund will repay any Seed Facility using subscriptions made to the Sub-Fund on or after the Launch Date.

Further, BlackRock or its Affiliates may, or BlackRock may engage a third-party service provider to, operate a warehousing arrangement to make one or more investments on an interim basis with the intention that such investments will be transferred to the Sub-Fund (each, a "Warehoused Investment"). The Sub-Fund will purchase Warehoused Investments from BlackRock, its Affiliate or the relevant third party (as applicable) on or following the Launch Date. The purchase price for a Warehoused Investment is expected to be an amount equal to the cost to BlackRock, its Affiliate or the relevant third party (as applicable) with respect to such Warehoused Investment, including any expenses attributable thereto (including the costs of any leverage arrangements to acquire a Warehoused Investment); provided, however, that BlackRock may determine another methodology for pricing such transactions, including fair value, at the time of transfer and having regard to BlackRock's policies and procedures. An additional warehousing fee, interest rate or other carrying charge may be payable by the Sub-Fund with respect to any Warehoused Investment.

The Investment Manager may in its sole discretion, and without limitation, appoint the Board or one or more other persons (or committee of persons) who are not affiliated with BlackRock (any such person, committee or the Board, an "Independent Person") to review and approve or disapprove, at the request of the Investment Manager and on behalf of the Shareholders, certain matters in connection with this Section 4 "*BlackRock Subscriptions, Seed Portfolio and Warehousing*" (including any proposed transfer valuation) that require consent under the Advisers Act or other applicable law, and to review and approve or disapprove any other matters presented to them, including potential conflicts of interest. Any such approval will be binding upon the Sub-Fund and all the Shareholders.

By subscribing for Shares in the Sub-Fund, each Shareholder consents to (A) BlackRock transferring any Warehoused Investments to the Sub-Fund, (B) the Sub-Fund redeeming Class Y Shares at such time as BlackRock may determine in accordance with this Section 4 "*BlackRock Subscriptions, Seed Portfolio and Warehousing*" and (C) the appointment of an Independent Person to review and approve or disapprove, on behalf of all Shareholders, any matters in connection with this Section 4 "*BlackRock Subscriptions, Seed Portfolio and Warehousing*", including, without limitation, any conflicts of interests, valuations or any matters requiring approval under applicable laws, including the Advisers Act.

Share Classes

The Fund is offering Shares in the Sub-Fund to certain investors that are Eligible Investors. See "*Eligible Investors*" below.

The Fund is initially offering the Share Classes set out in Section 6 of this Schedule "*Share Classes*".

Additional Share Classes may be established in the Sub-Fund with such rights and characteristics which may differ from any rights and characteristics attached to any existing Share Classes, as the Board may determine in its discretion without notice to, or the consent of, any Investor.

Unless otherwise waived by the Board, with respect to each Share Class, each Investor must subscribe for a minimum amount of capital as set forth in Section 6 of this Schedule "*Share Classes*".

The relevant Share Class will determine the Applicable Management Fee Rate and Performance Fee rate applicable to an Investor. In the event that Shares are transferred or sold in accordance with the Prospectus, such Shares will retain the relevant Applicable Management Fee Rate and Performance Fee rate applicable to such Shares upon such transfer or sale.

For detailed information regarding the characteristics and terms of each Share Class, and the estimated expenses relating to each Share Class, please refer to Section 2 "*Sub-Fund Fees and Expenses*" and Section 6 "*Share Classes*" of this Schedule.

Subscriptions

A prospective Shareholder, or an existing Shareholder seeking to purchase additional Shares, on or after each Initial Issuance Date, may subscribe for Shares in the Sub-Fund in accordance with the procedure set out below. With respect to the issuance that will take place on each Initial Issuance Date, the Board will issue new Shares of the relevant Share Class subscribed for, at a purchase price per Share of €100 (or such other amount as the Board may determine in the currency of the relevant Share Class) or as otherwise determined by the Board. Upon each issuance after the relevant Initial Issuance Date, the Board will issue new Shares of the relevant Share Class subscribed for, at a purchase price per Share calculated based on the Sub-Fund's Net Asset Value as at the relevant Monthly Dealing Day, which shall be finalised and published up to eighteen (18) Business Days after the Monthly Dealing Day (or such later date as the Board may determine) (the "NAV Publication Date"). The relevant Shareholder will therefore only receive confirmation of the relevant subscription following the finalisation and publication of the Sub-Fund's Net Asset Value (as further described below). Investors should also note the other information regarding the Shares issued by the Fund set out in Section 8 of the General Section "*Shares*".

Investors may subscribe for Shares indirectly through a financial intermediary, other type of intermediary or feeder fund arrangement or directly. Investors seeking to subscribe indirectly via a financial intermediary, other type of intermediary or feeder fund arrangement will be able to receive further information on the procedure applicable to their specific investment from the Distributor with which they deal. Investors may be required to complete a Subscription Form. Receipt by the Board, its duly authorised delegates or a Distributor (as the case may be) of a properly completed

Subscription Form constitutes an agreement by the prospective Shareholder to be bound by the terms of such Subscription Form, the Articles and the Prospectus.

Each request to subscribe for Shares (together with any required additional accompanying documentation) (a "Subscription Request") must be received by the Administrator no later than 5:00pm Central European Time on the day falling ten (10) Business Days prior to the relevant Monthly Dealing Day (or such other date as may be notified to the Investor by the Board or its duly authorised delegates in relation to each Initial Issuance Date, a "Cut-Off Time") and will only be accepted by the Board or its duly authorised delegates if the Cooling-Off Period – if applicable – has expired by this Cut-Off Time. Subscription Requests may be made via a telecommunications system or network (including SWIFT) or fax, or by such other method as may be agreed with relevant Investors and/or Distributors. All documentation relevant to the subscription process shall be completed and returned in electronic format or such other format as requested by the Board or the Administrator. Subject to the Cooling-Off Period (if applicable), once a Subscription Request is made by an Investor, such Subscription Request and the payment required to be made to the Sub-Fund in respect thereof, shall be binding and irrevocable. Subject to the applicable law, the Board or its duly authorised delegates may, in their sole discretion, allow an Investor to amend its Subscription Request or accept a delayed Subscription Request. There is no cap on the number of Shares that may be subscribed for by any single Investor or, for the avoidance of doubt, the number of Subscription Requests that may be made by a single Investor with respect to separate Monthly Dealing Days. Notwithstanding the foregoing, the Board or its duly authorised delegates reserve the right to reject any subscription in whole or in part, or to allocate subscriptions in such a manner as it deems appropriate.

A contract note in respect of a valid Subscription Request, setting out the number of Shares that will be issued to the relevant Shareholder and certain other information, will be sent to the applicable Shareholder by close of business within one (1) Business Day after the NAV Publication Date (or such other date as may be notified to a prospective Shareholder by the Board or its duly authorised delegates in relation to subscriptions made in respect of each Initial Issuance Date).

A prospective Shareholder must ensure that the Sub-Fund receives payment for the subscription of Shares by close of business on the day falling three (3) Business Days after the NAV Publication Date (or such date with respect to each Initial Issuance Date as may be notified to a prospective Shareholder by the Board or its duly authorised delegates in relation to subscriptions made in respect of such Initial Issuance Date). Payment for the subscription of Shares can be by electronic payment by prior arrangement with the Board or its duly authorised delegates. It is expected that the

amount of Shares issued to a relevant Shareholder will be determined on the NAV Publication Date with respect to relevant Monthly Dealing Day (or in relation to subscriptions made in respect of each Initial Issuance Date, such Initial Issuance Date). Although those Investors that have their Subscription Requests accepted with respect to any Monthly Dealing Day will be treated as having held their Shares from the first day of the relevant month following the Monthly Dealing Day, the Sub-Fund will not have access to the relevant subscription payments from such Investors until at least eighteen (18) Business Days after the relevant Monthly Dealing Day and the Sub-Fund will only be in a position to invest such amounts after the receipt of thereof. No certificates are issued for Shares in the Sub-Fund. No interest will be paid to prospective Shareholders during any period in which subscription monies are required to be held by the Fund.

If timely settlement is not made, the Board or its duly authorised delegates may, in its sole discretion: (i) cancel the relevant subscription of Shares; (ii) charge the applicant an administration charge to cover any resultant costs (such as overdraft charges) and losses incurred by the Sub-Fund, the AIFM, the Investment Manager and/or any of their respective Affiliates; and/or (iii) take other action deemed reasonable by the Board or its duly authorised delegates in order to recover any monies due.

Any Subscription Request not accepted in full will be cancelled to the extent not accepted and will not carry forward automatically to the subsequent Monthly Dealing Day(s). The relevant existing or prospective Shareholder will need to submit a new Subscription Request if they so wish at the subsequent Monthly Dealing Day in relation to the portion of the intended subscription which was not accepted under the original Subscription Request.

If an Investor purchases Shares in a Share Class in which that Investor does not meet the eligibility criteria, the Board shall redeem its' holding without the consent of the relevant Investor. In such a scenario, the Board is not obliged to give the Investor prior notice of its actions. Instead of a compulsory redemption, the Board may also decide, upon prior consultation with, and the approval of, the Shareholder who does not meet the investment criteria, to switch the Shareholder into a more appropriate Share Class in the Sub-Fund; provided that, for the avoidance of doubt, the Board is under no obligation to move any such Shareholder. The Board, its duly authorised delegates, the Depositary and/or the Administrator may request additional documentation from the relevant Investor in order to process any such switch. Switches between Share Classes will be implemented on a Net Asset Value-for-Net Asset Value basis by redeeming existing Shares and issuing new Shares at a price per Share calculated based on the Sub-Fund's Net Asset Value as at the relevant Monthly Dealing Day, which shall be finalised and published on the NAV Publication Date. The relevant Shareholder will therefore only receive

confirmation of the switch following the finalisation and publication of the Sub-Fund's Net Asset Value. However, the switch will be deemed to have occurred as at the relevant Monthly Dealing Day and accordingly will be treated as part of the same Class of Shares issued at that Monthly Dealing Day for the purposes of the Investor Minimum Holding Period (see below "*Minimum Holding Period and Limits on Redemptions*"). It is not expected that switches will be permitted between Share Classes of differing currencies. Switches will not, for the avoidance of doubt, be subject to the redemption limits set out below under "*Minimum Holding Period and Limits on Redemptions*".

The ability to subscribe for Shares in a Share Class will be suspended during any such period when the calculation and publication of the Net Asset Value of such Share Class is suspended in accordance with Section 9 of the General Section "*Valuations and Net Asset Value Calculation - Temporary suspension of the Net Asset Value calculation"*. In addition, the Board or its duly authorised delegates may, at any time and in its sole discretion, temporarily or otherwise, not accept subscriptions to the Sub-Fund for any reason, including, *inter alia*, the following considerations:

(a) the availability of suitable investment opportunities;

(b) the amount of uninvested capital available to the Sub-Fund;

(c) the rate at which the Sub-Fund is expected to deploy uninvested capital; and

(d) the best interests of the Sub-Fund and the Shareholders.

The Board has not placed a limit on the maximum size of the Sub-Fund.

Each Investor appoints the Board or its duly authorised delegates as its attorney-in-fact to execute any documents required in connection with its subscription.

Notwithstanding anything to the contrary in this Section, the Sub-Fund will not allocate to investments any subscription which is still subject to a Cooling-Off Period until such Cooling-Off Period has ended.

Eligible Investors

Shares in the Sub-Fund may be offered to Investors in the EEA and in certain jurisdictions outside the EEA. With respect to Investors domiciled in or with a registered office in a member state of the EEA, Shares in the Sub-Fund will only be offered to Eligible Investors who are Professional Investors (within the meaning of Annex II of MiFID II) or Retail Investors (within the meaning of Article 2(3) of the ELTIF Regulation) to the extent that the Sub-Fund's Shares are able to be marketed in the relevant member state of the EEA.

In addition, Investors domiciled or with a registered office outside of the EEA must satisfy local suitability requirements and certain other suitability criteria described under Section 8.5 of the General Section "*Eligible Investors*", the other

provisions of this Prospectus, the Articles and the Subscription Form.

Allocations

Investment opportunities will be allocated to the Sub-Fund based on the Investment Manager's allocation guidelines. The Investment Manager may change its allocation guidelines from time to time without the consent of the Investors provided that any material changes regarding the allocation guidelines will be notified to the Investors. For the avoidance of doubt, the Investment Manager's allocation guidelines will at all times respect and comply with the ELTIF Regulation. See Section 13 of the General Section "*Conflicts of Interest*" and Section 9 of this Schedule "*Summary of the Investment Manager's Allocation Policy*" for further information.

Term

The Sub-Fund has been set up for a fixed life of 99 years commencing from the date of incorporation of the Fund, subject to up to three (3) consecutive extensions of up to one (1) year following the 99th anniversary of the date of establishment of the Sub-Fund in the sole discretion of the Investment Manager (the "Term" and the final date of the Term, the "Termination Date").

Dissolution Rights

A Special Majority-in-Interest of the Investors may elect to dissolve the Sub-Fund. Within fifteen (15) Business Days following an affirmative vote to dissolve the Sub-Fund, the Board shall commence the orderly liquidation of the Sub-Fund in accordance with the provisions of the Articles and the Prospectus.

The Board may decide, in its sole discretion, to dissolve the Sub-Fund if the subscription program is limited or suspended in whole or in part for twelve consecutive Calendar Months.

The surplus (if any) resulting from the realisation of the assets and the payment of the liabilities shall be distributed among the Shareholders in proportion to the number of Shares held by them in the Sub-Fund. Liquidation proceeds which have not been claimed by Shareholders at the time of the closure of the liquidation shall be deposited with the *Caisse de Consignation* in Luxembourg in favour of the beneficiaries, in accordance with Luxembourg law. Proceeds not claimed within the statutory period shall be forfeited in accordance with Applicable Requirements.

In connection with the dissolution and liquidation of the Sub-Fund by the Board, the Board may, in its discretion, subject to prior CSSF approval, appoint a trustee or other person who will have the power to liquidate the Sub-Fund and distribute its assets and to perform all acts, including terminating the Sub-Fund, and engage in all activities and transactions which it may deem necessary or advisable thereto.

Management Fee

The Sub-Fund will pay a management fee (the "Management Fee") to the AIFM, which shall accrue monthly and is payable in arrears. The Management Fee rate applicable to each Share Class (the "Applicable

Management Fee Rate") is set out in Section 6 of this Schedule "*Share Classes*". The Applicable Management Fee Rate will be applied to a Shareholder's total shareholding (based on the Net Asset Value attributable to such shareholding as at each Monthly Dealing Day, prior to any adjustment for payment or accrual of any applicable Performance Fee, to the extent applicable) for as long as the Shareholder holds its Shares, and will be pro-rated for any partial month in which a Shareholder holds its Shares.

If the AIFM, the Investment Manager, their respective Affiliates (which are wholly-owned by BlackRock) or their respective employees (in their capacity as such) receive directors' fees or consulting fees from Private Market Investments, the Management Fee will be reduced by an amount equal to the portion of such fees that corresponds to the Sub-Fund's interest in the Private Market Investments. The Sub-Fund's pro-rata share of all commitment fees and break-up fees payable in respect of the Sub-Fund's Investments will be paid to the AIFM or an Affiliate of the AIFM, and 100% of such fees will be credited against the Management Fee (with any excess credits carried forward) so that the net amount received by BlackRock from a combination of such retained fees and the Management Fee shall equal the Management Fee to which BlackRock was originally entitled.

For the purposes of the Management Fee calculation, in order to avoid duplication of management fees, the Net Asset Value will exclude Private Market Investments in Associated Funds to the extent that the Sub-Fund pays management fees or the equivalent with respect to such Investments. For the avoidance of doubt, any management fees charged by (i) Target Funds which are not Associated Funds and (ii) by any fund or similar vehicle in which the Sub-Fund invests as part of its Liquid Investment strategy, will in each case be borne by the Sub-Fund indirectly as they will be accounted for in the Net Asset Value.

The AIFM may waive all or any portion of the Management Fee payable with respect to one or more Investors, including employees and Affiliates of the AIFM, the Investment Manager and BlackRock, in which case the Board will be authorised to make appropriate adjustments to the provisions of the Prospectus.

For the avoidance of doubt (i) the Applicable Management Fee Rate attributable to a certain Share Class may vary the Net Asset Value of the Shares held by relevant Investors as against the Net Asset Value of the Shares held by other Investors holding Shares of a different Share Class which has a different Applicable Management Fee Rate and (ii) given, as noted above in this Section, the Applicable Management Fee Rate attributable to each Share Class is calculated based on the Net Asset Value attributable to such shareholding as at each Monthly Dealing Day, the Net Asset Value upon which the Applicable Management Fee Rate is based for any given month may vary compared to the Net Asset Value as reported in the audited financial statements of the Fund.

Placement of Shares

Subscriptions for Shares may be offered to Investors by certain Affiliates of the Investment Manager and certain third-party distributors (each, a "Distributor" and together, the "Distributors"). The AIFM will not directly offer, place or recommend Shares to Retail Investors. The Distributors, to the extent applicable to them, will be responsible for complying with the specific requirements concerning the distribution of the Shares to Retail Investors as provided for by Article 30 of the ELTIF Regulation. When subscribing for Shares in the Sub-Fund via a Distributor, Retail Investors shall be able to cancel their initial subscription in the Sub-Fund and have their money returned without penalty during the subscription period and a period of two weeks after the signature (or equivalent confirmation of subscription) of the Subscription Form of the relevant Share Class (the "Cooling-Off Period"). For the avoidance of doubt, Distributors (including their intermediaries) shall only transmit initial Subscription Requests related to requests to subscribe for Shares from Retail Investors to the Sub-Fund after the expiry of the Cooling-Off Period. Any request to subscribe for Shares may only be accepted if received by the Administrator no later than by the Cut-Off Time and only if the Cooling-Off Period - if applicable – has expired by this Cut-Off Time. This means that Retail Investors must have handed in their requests for subscription of Shares to their relevant Distributors no later than two weeks prior to the Cut-Off Time. Under the ELTIF Regulation, the Distributor or any other distribution agent, including third party Distributors, shall obtain information regarding the following: (a) the Retail Investor's knowledge and experience in the investment field relevant to the ELTIF; (b) the Retail Investor's financial situation, including that investor's ability to bear losses; (c) the Retail Investor's investment objectives, including that investor's risk tolerance.

Distributors may be entitled to a subscription or other similar fee (a "Subscription Fee") payable by the Investor directly to the Distributor and which shall be separate from and in addition to such Investor's subscription to the Sub-Fund. The maximum Subscription Fee rate applicable to each Share Class is set out in Section 6 of this Schedule "*Share Classes*".

In addition to the Subscription Fee, certain Investors may be subject to additional fees in respect of certain advisory, account and/or other ancillary services that may be provided by their Distributors (the "Other Distributor Fees"). Such Other Distributor Fees will be payable by the relevant Investors directly to their respective Distributors and shall be separate from and in addition to such Investor's subscription to the Sub-Fund.

Distributors (and any other financial institutions through which Shares are purchased), which may include Affiliates, may also receive compensation from BlackRock relating to the purchase of Shares by such Distributors' clients, whether or not such clients are required to pay a Subscription Fee or Other Distributor Fees. These payments to the Distributors and/or their representatives, which may be significant, may create an incentive for the Distributors (and any other financial institutions through which Shares

are purchased) to recommend the Sub-Fund over other products.

Each Investor should contact its Distributor or financial institution, as applicable, for details of any Subscription Fee and any Other Distributor Fees that it may be required to pay to the Distributor in connection with a subscription for Shares in the Sub-Fund.

Servicing Fees

The AIFM is entitled, at its sole discretion and without recourse or cost to the Sub-Fund, to determine to make payments of servicing or other similar fees to Distributors out of the Management Fees charged to certain Shareholders.

Such payments of servicing or other similar fees will not exceed the amount of the relevant Management Fee.

The terms of any such payments of servicing or other similar fees will be agreed with the relevant Distributors from time to time.

Each Investor should contact its Distributor or financial institution, as applicable, for details of any such payments of servicing or other similar fees.

Allocation of Proceeds / Distributions

Proceeds, following any deduction, retention or restriction described in this Section, will be allocated (i) first, to each Share Class, pro rata (subject to such adjustment as the Board reasonably determines is appropriate to reflect any different Applicable Management Fee Rates, Performance Fees and other rights and obligations associated with each Share Class), and (ii) then, to each Shareholder pro rata based on the number of Shares held by the Shareholder within the respective Share Class.

It is expected that all capital proceeds from Investments will, in the sole discretion of the Investment Manager, either be reinvested or retained for liquidity management or other purposes.

It is expected that income proceeds will not be distributed and instead such income proceeds will either be reinvested or retained for liquidity management or other purposes (i.e., it is expected that all Shares will capitalise their entire earnings).

For the avoidance of doubt, the Investment Manager will be entitled to withhold amounts to create, in its discretion, appropriate reserves for expenses and liabilities, as well as for any required tax or tax withholdings. Tax credits received, amounts borne, paid or withheld for taxes, and any costs (including taxes) of any structure of the Sub-Fund or an underlying investment will be treated as distributions for the purposes of the calculations described below.

The Board may modify these provisions under certain circumstances as permitted by the Prospectus. For the avoidance of doubt, to the extent that the Sub-Fund were to ever make distributions, the Board shall not be required to make a distribution if such distribution may result in the subscribed capital of the Fund falling below an amount equal to EUR 1,250,000, unless such distribution relates to the final liquidation of the Fund.

Performance Fee

The Sub-Fund shall pay the Performance Fee to the Investment Manager, subject to and in accordance with the following provisions. A separate Performance Fee calculation will be carried out in respect of each Share Class.

In the event that the Net Asset Value per Share of a Share Class as of the final date of a Performance Period exceeds the Net Asset Value per Share of such Share Class as of the first date of such Performance Period plus the Preferred Return thereon, the Investment Manager shall be entitled to be paid a fee out of the assets of the Sub-Fund equal to 15% of the amount by which the Net Asset Value per Share as of the final date of such Performance Period exceeds the Reference NAV per Share multiplied by the number of Shares in the relevant Share Class (the "Performance Fee").

For the purposes of the foregoing:

- "Performance Period" means the First Performance Period and each Subsequent Performance Period. The "First Performance Period" means, with respect to each Share Class, the Initial Issuance Date relating to such Share Class and ending on the following 31 December. A "Subsequent Performance Period" means: (i) each 12-month period subsequent to the First Performance Period commencing on 1 January and ending on the following 31 December or (ii) where applicable, a period shorter than twelve (12) months commencing on 1 January and ending on the liquidation of the Sub-Fund.

- "Preferred Return" means, in respect of the relevant Performance Period and Share Class, an amount equal to the product of (i) an annualised interest rate of 7% simple interest and (ii) the Net Asset Value per Share of the relevant Share Class at the beginning of such Performance Period. For the avoidance of doubt, the Preferred Return shall not be cumulative and shall reset at the beginning of each Performance Period, and the Preferred Return calculation shall be pro-rated for any partial periods.

- "Reference NAV" means, with respect to a Share Class, the higher of the High Water Mark and the Money Weighted Price with respect to the relevant Performance Period.

- "High Water Mark" means, with respect to a Share Class, until such time as a Performance Fee has accrued in respect of such Share Class, the Net Asset Value per Share attributable to such Share Class at the time of the initial issuance of Shares relating to such Share Class and, thereafter, the Net Asset Value per Share attributable to such Share Class as at the end of the most recent Performance Period in respect of which a Performance Fee has accrued or been paid out in respect of such Share Class. For the avoidance of doubt,

the High Water Mark will remain unchanged during a Performance Period and will be adjusted upwards only at the end of a Performance Period if a Performance Fee is accrued or paid with respect to such Performance Period.

- "Money Weighted Price" means, with respect to each Performance Period of each Share Class, the weighted average across all Monthly Dealing Days during a Performance Period of the number of Shares issued and the Net Asset Value per Share within a Share Class at which such Shares were issued.

The Performance Fee is calculated and accrued monthly. It shall crystallise and become payable to the Investment Manager at the end of each Performance Period. However, if a Shareholder redeems all or part of its Shares before the end of a Performance Period, any accrued Performance Fee with respect to such redeemed Shares will crystallise and will be payable to the Investment Manager on the relevant Quarterly Dealing Day.

For the avoidance of doubt, the Net Asset Value per Share used for the above Performance Fee rate calculations attributable to each Share Class will not be based upon the Net Asset Value per Share for each relevant period as reported in the audited financial statements of the Fund, and therefore may vary compared to such Net Asset Value per Share as reported on the audited financial statements of the Fund.

The Investment Manager, in its discretion, may waive the Performance Fee with respect to one or more Investors, including employees and Affiliates of the AIFM and the Investment Manager, in which case the Board will be authorised to make any appropriate adjustments to the relevant provisions of the Prospectus as it determines to be necessary in its sole discretion.

Distributions in Kind

Distributions will normally be paid to Shareholders in cash. The Sub-Fund will only distribute assets in kind to a Shareholder where the Board or its duly authorised delegates receive a request in writing from such Shareholder that such assets be distributed in kind. Distributions in kind made by the Sub-Fund, if any, will only be made where permitted under the ELTIF Regulation and generally will be made pro rata to all of the Sub-Fund's Shareholders in accordance with the distribution priorities described above. Any costs incurred in connection with a distribution in kind, including the costs of issuing a valuation report (if applicable), shall be borne by the Sub-Fund Shareholders receiving such distributions or by such other third party as agreed by the Board. The Sub-Fund generally intends to distribute assets in kind only upon the liquidation of the Sub-Fund. However, the Sub-Fund will use commercially reasonable efforts to liquidate such assets and distribute cash rather than distribute assets in kind. When the Sub-Fund liquidates or otherwise disposes of an

investment to generate cash for distributions, it will bear brokerage commissions, dealer mark-ups and mark-downs, transfer fees, taxes and other costs associated with the disposition. These costs will reduce the proceeds available for distribution.

Redemption of Shares

A Shareholder may submit a request to redeem its Shares (together with any accompanying documentation) to the Administrator no later than 5:00pm Central European Time on the day falling on the last Business Day of the month prior to the relevant Quarterly Dealing Day (a "Redemption Request"). Redemption Requests may be made via a telecommunications system or network (including SWIFT) or fax, or by such other method as may be agreed with relevant Shareholders. Subject to applicable law (in particular, any rules relating to notification periods and cut-off times), the Board or its duly authorised delegates may, in their sole discretion, allow a Shareholder to amend or withdraw its Redemption Request, or accept a delayed Redemption Request, subject to the redemption policy of the Sub-Fund.

Subject to the redemption limits set out in "*Minimum Holding Period and Limits on Redemptions*" and in the other Sections of the Prospectus, a redeeming Shareholder will receive the appropriate proceeds of redemption (priced on a forward pricing basis by reference to the Net Asset Value per Share at the relevant Quarterly Dealing Day, no later than by the close of business sixty (60) calendar days after the Quarterly Dealing Day in respect of which the Redemption Request was submitted, or as soon as practicable thereafter (including to the extent that delay is incurred on account of the failure of any third party to supply necessary information regarding an investment in a timely manner)). In certain market conditions, subject to the ELTIF Regulation, the Board or its duly authorised delegates may extend the settlement period in relation to Redemption Requests received in respect of a given Quarterly Dealing Day, where the Board or its duly authorised delegates (after prior consultation with the Depositary) believe it to be in the best interests of the Sub-Fund and the Shareholders to do so. Redemptions in kind are not permitted.

Failure to return all relevant documents which the Board, its duly authorised delegates or the Depositary may request, may result in a delay in processing any Redemption Requests or may result in withholding redemption proceeds. Any such redemption monies will be held by the Fund and no interest will be paid to Shareholders during the period the monies are treated as client money.

Investors who have subscribed indirectly via an intermediary arrangement or a feeder fund will be able to receive further information on the redemption procedure applicable to the Shares which they intend to redeem from the Distributor which effected the subscription in such Shares.

Minimum Holding Period and Limits on Redemptions

Shareholders in general should not have a right to redeem their Shares before the expiry of the second anniversary of the Launch Date (the "Minimum Holding Period"), provided that the Board or its duly authorised delegates may reduce the Minimum Holding Period to the expiry of the first anniversary, in its sole discretion, subject to compliance with the applicable requirements under the ELTIF Regulation.

If the Shareholders submit the Redemption Requests before the expiry of the Minimum Holding Period, the Board or its duly authorised delegate, may accept such Redemption Requests, in certain exceptional circumstances affecting such Shareholders or the underlying Investors who have subscribed to Shares indirectly via such Shareholders. Such exceptional circumstances include, but are not limited to, death, divorce, legal incapacity, bankruptcy of the Investors, termination of the contractual relationship between the Shareholders and the underlying Investors who have subscribed to Shares via such Shareholders or other similar circumstances outside of the Investors' control or not in the ordinary course of management of their investments (the "Exceptional Circumstances"). The Board or its duly authorised delegates, may limit all or a portion of the Redemption Requests received from the Shareholders, during the Minimum Holding Period based on the Exceptional Circumstances, in excess of 0.5% of the Sub-Fund's Net Asset Value as at the previous Quarterly Dealing Day (the "Exceptional Circumstances Redemption Limits"), subject to the ELTIF Redemption Limit (as defined below).

After the Minimum Holding Period, the Shareholders will have a right to redeem their Shares, irrespective of the Exceptional Circumstances, provided that the Board or its duly authorised delegates may limit all or a portion of the Redemption Requests received from Shareholders in respect of any Quarterly Dealing Day in excess of 5% of the Sub-Fund's Net Asset Value as at the previous Quarterly Dealing Day, (or such higher amount as the Board or its duly authorised delegates may determine, in their sole discretion) (the "Redemption Limits") subject to the ELTIF Redemption Limit (as defined below).

Notwithstanding the preceding paragraphs, the Board or its duly authorised delegates will limit all or a portion of the Redemption Requests in excess of an amount equal to 27.30% of the sum of (i) the portion of the Sub-Fund's assets held in UCITS Eligible Assets on the day on which the Board or its duly authorised delegates decide on the Redemption Requests received in respect of the relevant Quarterly Dealing Day, and (ii) the expected cash flows of the Sub-Fund forecasted on a prudent basis over 12 months, determined in accordance with the ELTIF Regulation (the "ELTIF Redemption Limit"). The Board, in consultation with the AIFM, may adjust the maximum percentage of the ELTIF Redemption Limit as it deems necessary to comply with the requirements of the ELTIF Regulation and/or the ELTIF Delegated Regulation, and the Board will have the right to amend this Schedule accordingly.

After the Minimum Holding Period, the Board or its duly authorised delegates in their sole discretion may allow for redemptions above the Redemption Limits provided that such redemptions do not exceed the ELTIF Redemption Limit, if it is deemed in the best interest of the Sub-Fund and the Shareholders and if such decision will be made at the Sub-Fund-level and not at the level of the separate Share Classes in the Sub-Fund.

Unless waived by the Board or its duly authorised delegates as provided above, the Exceptional Circumstances Redemption Limits or the Redemption Limits will be applied across all Shareholders who have made a Redemption Request on a pro rata basis in the manner set out below. Any Redemption Request not accepted on account of the Exceptional Circumstances Redemption Limits, the Redemption Limits, the ELTIF Redemption Limit or for any other reason will be cancelled to the extent not accepted and will not carry forward automatically to the subsequent Quarterly Dealing Day(s). The relevant Shareholder will need to submit a new Redemption Request if they so wish with respect to the subsequent Quarterly Dealing Day in relation to the portion of the intended redemption which was not accepted under the original Redemption Request. Shareholders may therefore again be limited in the number of Shares they can redeem. It follows that a Shareholder may be subject to numerous consecutive limited redemption rounds in this way before it is able to redeem Shares for any or the total amount of its original Redemption Request.

The allocation process outlined above is subject to such adjustments as the Board or its duly authorised delegates may reasonably require in relation to any Quarterly Dealing Day in order to accommodate either: (i) their powers of mandatory redemption, cancellation, switching, conversion or transfer of Shares and its power to sell holdings; or (ii) any rights of Shareholders under applicable laws to redeem or cancel their Shares.

The AIFM or its duly authorised delegates may further limit or suspend, in whole or in part, redemptions, and reject Redemption Requests accordingly, (i) where they determine that such action is in the best interest of the Sub-Fund or the Shareholders as a whole or (ii) where they deem it necessary or advisable in the event of extraordinary market conditions or conditions which are otherwise out of the control of the AIFM (such as where Liquid Investments are not considered sufficient to satisfy Redemption Requests, there are consecutive aggregate Net Asset Value net outflows, or equal to or greater than 20% of the total assets of the Sub-Fund have an uncertain valuation) or (iii) during any suspension of calculation and/or publication of the Net Asset Value of a Share Class in accordance with Section 9.4 of the General Section "*Temporary suspension of the Net Asset Value calculation"*. A suspension of the redemption program will not necessarily result in a suspension of Net Asset Value calculations being performed nor the subscription for further Shares.

In making such a determination to limit or suspend redemptions, the Board or its duly authorised delegates will, in accordance with the redemption policy of the Sub-Fund, have regard to the liquidity expected to be available to the Sub-Fund, including without limitation (i) the Liquid Investments forming part of the Sub-Fund's portfolio, or (ii)

any distributable proceeds, provided that the Sub-Fund is under no obligation to realise investments or take any specific actions, solely for the purpose of meeting redemption requests.

Material modifications to the Sub-Fund's redemption program will be disclosed to the affected Shareholders via the Sub-Fund's electronic secure platform or otherwise. If the redemption program is suspended, then the Board or its duly authorised delegates will be required to evaluate on a quarterly basis whether the continued suspension of the redemption program is in the best interests of the Sub-Fund and its Shareholders.

For the avoidance of doubt, the above Minimum Holding Period and restrictions on redemptions shall not apply to the Class Y Shares in accordance with the terms of "*BlackRock Subscriptions, Seed Portfolio and Warehousing*" above. Instead, the Class Y Minimum Holding Period shall apply to the Class Y Shares.

Borrowings and Leverage

The Sub-Fund may borrow and enter into credit facilities or other financing transactions or otherwise incur leverage or other indebtedness (including by way of guarantees or pursuant to hedging arrangements) for the purposes set out in the Prospectus on terms the AIFM determines in its discretion are commercially reasonable; provided that such borrowings: (i) do not at any time represent more than 50% of the Net Asset Value of the Sub-Fund; (ii) are for the purposes set out in the Prospectus, including making investments or providing liquidity, including to pay costs and expenses, provided that the holdings in cash or cash equivalents of the Sub-Fund are not sufficient to make the investment concerned; (iii) where applicable, are in the same currency as the assets to be acquired or in another currency where currency exposure has been appropriately hedged; and (iv) have a maturity no longer than the life of the Sub-Fund.

When borrowing cash or in connection with other indebtedness, including guarantees or hedging arrangements, the Sub-Fund may encumber assets to implement its borrowing strategy or support the incurrence of any other indebtedness. The borrowing limits set out above shall only apply as from the date falling three (3) years after the date on which marketing of the Sub-Fund has commenced. The borrowing limits set out above shall be temporarily suspended where the Sub-Fund raises additional capital or reduces its existing capital, in accordance with the ELTIF Regulation. Such suspension shall be limited in time to the period that is strictly necessary taking due account of the interests of the Investors in the Sub-Fund and, in any case, shall last no longer than twelve (12) months.

Pursuant to its regulatory obligations, the AIFM is required to express the level which the Sub-Fund's leverage will not exceed. For the purposes of this disclosure, leverage is any method by which a fund's exposure is increased, whether through borrowing of cash or securities, or, where relevant, leverage embedded in derivative positions, or by any other

means. The AIFMD requires that each leverage ratio be expressed as the ratio between an AIF's exposure and its net asset value, and requires two prescribed methodologies to be used for calculating such exposure: the gross methodology and the commitment methodology (both set out in detail in the AIFMR).

Using the methodologies prescribed under the AIFMD, the Sub-Fund is generally expected to be leveraged at the ratio of 2:1 using the commitment methodology and 2:1 using the gross methodology. The Sub-Fund's leverage will not exceed the ratio of 3:1 using the commitment methodology and 3:1 using the gross methodology, other than during the Portfolio Ramp-Up Period as described below.

Early in the Sub-Fund's life, when its Net Asset Value is small and relatively large initial investments may be made, any borrowing and/or other relevant exposures could have an amplified effect on the Sub-Fund's level of leverage. It is expected that the level of the Sub-Fund's leverage will reduce as additional investments are made, subscription payments are received from investors, and its Net Asset Value increases. While the Sub-Fund may therefore have higher levels of leverage during the Portfolio Ramp-Up Period than during other periods, leverage will not exceed the ratio of 30:1 using the commitment methodology and 30:1 using the gross methodology during the Portfolio Ramp-Up Period.

The Sub-Fund does not intend to enter into any collateral and asset re-use arrangements.

Transfer and Withdrawal

Save as set out in the section titled "*Redemptions"* above, Shareholders are prohibited, under the ELTIF Regulation, from requesting to withdraw from the Fund prior to or on the Termination Date, subject to certain limited restrictions.

No Investor may, directly or indirectly, sell, assign, encumber, mortgage, transfer or otherwise dispose of, voluntarily or involuntarily, any portion of its Shares (each, a "Transfer") without the prior written consent of the Board (such consent not to be unreasonably withheld or delayed), provided that an Investor shall, subject to the restrictions contained in the Prospectus, be entitled to freely Transfer any portion of its Shares (in whole or in part) in the Sub-Fund to a transferee, provided that (i) such transferee qualifies as Eligible Investor, (ii) is determined by the Board to be creditworthy, and (iii) completes a Subscription Form. Receipt by the Board, its duly authorised delegates or a Distributor (as the case may be) of a properly completed Subscription Form constitutes an agreement by the transferee to be bound by the terms of such Subscription Form, the Articles and the Prospectus.

Notwithstanding the foregoing, an indirect Transfer between Eligible Investors shall not require the prior written consent of the Board, provided that such indirect Transfer has been approved by the Distributor which had originally offered, placed or recommended such investment to the Eligible Investors.

An Investor will be responsible for all costs associated with an attempted or realised Transfer, whether or not the Board consents to the Transfer.

The Sub-Fund may unilaterally cause the withdrawal of an Investor upon at least five (5) Business Days' prior written notice if the Board determines that the continued participation of an Investor in the Sub-Fund may materially adversely affect the Sub-Fund, the Fund, the AIFM, the Investment Manager or any of their Affiliates (e.g., by causing adverse tax consequences, involving the Fund in litigation, causing the Fund to be an investment company under applicable law), to the extent required under any other applicable law or to the extent otherwise contemplated by such Investor's Subscription Form. In the event of such a withdrawal, the Board will have the option of (i) causing the Sub-Fund to pay the Investor within sixty (60) calendar days thereafter (or as soon thereafter as the Sub-Fund has available funds) eighty per cent (80%) of an amount equal to the Net Asset Value attributable to the Shareholder's holding of Shares on the final day of such financial Quarter (such amount, the "Withdrawal Amount"), with the balance of the Withdrawal Amount (subject to audit adjustment) to be paid within thirty (30) calendar days following the completion of the audit for the fiscal year in which the withdrawal occurs (or as soon thereafter as the Sub-Fund has available funds), or (ii) transferring such Investor's Shares to a third party (including Affiliates of BlackRock) for an amount not less than the Withdrawal Amount. Unless the Sub-Fund transfers a terminated Investor's Shares pursuant to clause (ii) above, the Shares held or formerly held by such terminated Investor will not be included in calculating the Shares of the Investors required to take any action under the Prospectus after the date of such termination. Notwithstanding the foregoing, the Sub-Fund may redeem or terminate, in whole or in part, an Investor's Shares on terms determined by the Board in its reasonable discretion to the extent necessary to comply with applicable law.

If and so long as an Investor qualifies as a German Regulated Investor or as a German capital investment company holding its Shares for an open-ended investment fund subject to the provisions of the German Capital Investment Act (*Kapitalanlagegesetzbuch*), such Investor shall have the right, at any time, to Transfer all or part of its Shares without the prior consent of the Board or any Shareholder to a transferee that executes a Subscription Form and qualifies as an institutional investor or financial intermediary, which includes insurance companies, social insurance carriers, pension funds, investment funds, foundations or credit institutions unless the proposed transferee is considered by the Board as a competitor of the AIFM, the Investment Manager and/or their Affiliates and unless such Transfer would result in a violation of any applicable law or regulation. For potential transferees other than institutional investors or financial intermediaries the provisions at the beginning of this section ("*Transfer and Withdrawal*") apply. On the Transfer of all or part of its Shares by a German Regulated Investor, the transferee shall accept and become solely liable for all liabilities and obligations relating to such Shares and the transferring

German Regulated Investor shall be released from (and shall have no further liability of any nature, not even a secondary or joint and several liability, for) such liabilities and obligations. The Board shall not refuse to register such a Transfer. The preceding transfer provision shall also apply to an Investor which is fully owned by a German Regulated Investor or, respectively, German Regulated Investors.

Insofar and as long as a German Regulated Investor holds its Shares as part of its guarantee assets (*Sicherungsvermögen*) as defined in Section 125 of the German Insurance Supervisory Act (*Versicherungsaufsichtsgesetz*) and such German Regulated Investor is either in accordance with Section 128 of the German Insurance Supervisory Act under the legal obligation to appoint a trustee (*Treuhänder*) or is subject to similar legal requirements, such German Regulated Investor shall dispose of its Shares only with the prior written consent of such trustee or its authorised representative appointed in accordance with the German Insurance Supervisory Act, as amended from time to time. In a case of an emergency which requires that an Investor dispose of its Shares at short notice (i.e., within five (5) Business Days), a consent from such trustee (or such authorised representative) in form of an email or fax, rather than a written consent of such trustee, shall be sufficient, but the Investor shall remain obligated to deliver the written consent of such trustee (or such authorised representative) without undue delay.

Unless this has been otherwise agreed by the transferor and the transferee, a transfer of Shares does not include a transfer of any Shareholder's recontribution obligations as the transferor remains liable for its obligations thereto under its Subscription Form. Such Shareholder's recontribution obligations are transferable subject to the same conditions as Shares in the Sub-Fund of the Fund (including the specific provisions for German Regulated Investors) provided that a transfer is prohibited if the proposed transferee is not an Eligible Investor, is not of sufficient creditworthiness (i.e., benefits from an "investment grade" credit rating or provides for sufficient security) or is considered by the Board as a competitor of the AIFM, the Investment Manager and/or their Affiliates.

Tax Treatment

The Sub-Fund is expected to be taxed as a corporation for U.S. federal income tax purposes.

ESC

The Investment Manager or any of its Affiliates may establish an employee securities company ("ESC") and one or more other vehicles in which employees of the Investment Manager and its Affiliates invest (collectively with any ESC, "Employee Funds") that are expected to invest alongside, or as a feeder fund into, multiple clients of BlackRock to whom the AIFM, the Investment Manager and their respective Affiliates provide discretionary and non-discretionary management services, including funds sponsored by the Investment Manager and its Affiliates, such as the Fund, government retirement plans and plans regulated by ERISA (collectively, and including funds and accounts that may be sponsored or managed by the Investment Manager or its Affiliates in the future, including ESCs, the "BLK Clients").

The costs of organising and establishing any Employee Fund will be borne by the Investment Manager and/or any of its Affiliates. The Sub-Fund and any Employee Fund are generally expected to invest alongside each other pro-rata based on committed capital (including, in the case of any Employee Fund, the amount of capital commitments the Investment Manager, in its discretion, allocates to investments alongside the Sub-Fund), subject to any legal, tax, regulatory, contractual or other similar concerns.

BlackRock, in its sole discretion, may transfer any investment made by an ESC in any investment made by the Sub-Fund, as may be required or advisable for legal, tax or regulatory concerns.

The amount invested by an ESC in any such investment is expected to be based on the amount that the ESC has allocated to investing in investments made by such BLK Client at such time, which amount may be adjusted from time to time by BlackRock.

Amendments

This Schedule may be amended by the Board subject to the prior approval of the CSSF.

In accordance with, and to the extent required by, applicable laws and regulations, notably Circular 14/591, the Shareholders in the Sub-Fund will be informed about such amendments and, where required, will be given at least one (1) month prior notice of any proposed material changes (such as (a) changes to the Investment Strategy of the Sub-Fund; (b) increase an Investor's Applicable Management Fee Rate; (c) increase an Investor's liability or obligations; or (d) reduce disproportionately an Investor's right to distributions), in order to arrange for the redemption of their Shares, without any repurchase or redemption charge, should they communicate their objection to such proposed material changes to the Board or the Administrator in writing prior to the expiry of such notice period. Such Redemption Requests will be treated equally together with other accepted Redemption Requests subject to the application of the Exceptional Circumstances Redemption Limits and the Redemption Limits set out above under "*Minimum Holding Period and Limits on Redemptions*" and other conditions set out in this Schedule.

Notwithstanding the foregoing, the Board may, without the consent of the Investors, amend this Schedule in order to reduce or eliminate the Performance Fee and/or Management Fee with respect to one or more Investors, and to cure any ambiguity or as required as a result of any change in applicable law or regulation, in particular a change associated with the ELTIF Regulation and/or the ELTIF Delegated Regulation as further described under Section 8.2 of this Schedule "*Sub-Fund Specific Risk Factors – Investment*".

In addition, this Schedule may be amended by the Board in the manner and for the purposes set forth herein, without the approval of any other person in order to effect a change that is necessary or advisable, as determined by the Board in its discretion, to comply with any law, rule, regulation or

directive applicable to BlackRock, its Affiliates, the Sub-Fund or the Fund.

Amendments to the Prospectus (including, for the avoidance of doubt, this Schedule), to the extent that such amendments to the Prospectus affect the Sub-Fund, will be subject to the prior approval of the CSSF.

Any amendments to the Prospectus (including, for the avoidance of doubt, this Schedule) may be made available or disclosed to Investors via any of the legally acceptable disclosure methods (the "Information Disclosure Methods"), including in a durable medium or by means of a website. A paper copy shall be delivered to Retail Investors upon request and free of charge. The Prospectus provides specific Information Disclosure Methods through which an Investor may access the amended Prospectus. No Investor will be allowed to invoke or claim the unavailability or non-disclosure of any amendments to the Prospectus if such amendments were made available or disclosed through any of the Information Disclosure Methods.

Voting

Each Shareholder will have one vote per Share to vote on matters relating to the Sub-Fund and, where applicable, the Fund. Where applicable, Distributors will communicate voting guidelines to Investors separately.

A Shareholder may only cast its votes uniformly, provided that the Board may, in its sole discretion, permit intermediary arrangements or feeder structures holding shares indirectly on behalf of multiple underlying Investors to split votes pursuant to voting instructions from such underlying Investors.

Annual Reports and Bi-Annual Financial Statements and other information

The Fund's fiscal year ends on 31 December. Investors will be provided with or will be given access to the Annual Report and audited financial statements of the Fund within six months from the fiscal year end, which will include information specific to the Sub-Fund, on an annual basis. A paper copy of the Annual Report shall be delivered to Retail Investors by the relevant Distributor (or such other person as may be agreed by the Board) upon request and free of charge.

Investors will also be provided with or will be given access to Fund's half-yearly report, which will include a summary of the Sub-Fund's activities, for the first half of each year within three months or as soon as is reasonably practicable after the end of the first half (i.e., 30 June) of each year and after receipt by the Fund of any information necessary for the preparation of such summary. Such summary shall include information about the composition of the portfolio of the Sub-Fund. Half-yearly report might not include the name of or otherwise identify each investment made by the Fund or the Sub-Fund. It is expected that half-yearly report will comply with IFRS.

The AIFM may limit the information provided to some or all Investors, in particular those Investors subject to any applicable freedom of information law or regulation. Reports or other information will be provided to the Investors in such manner as is indicated to the Investor, which may include, without limitation, by email or other electronic means. In

addition, some or all Investors may be provided information in a non-printable/non-downloadable format.

The Fund's Annual Report prepared in accordance with the 2013 Law and the ELTIF Regulation will be made available to Investors on request, and, to the extent available, to the Investors prior to their investment in the Sub-Fund. This will be provided in such a manner as is indicated to the Investor at the time. For example, it may be dispatched directly, posted on a website, or made available through any other medium. The Annual Report will also be made available to the CSSF.

Following the Termination Date, with the consent of the Board and a Majority-in-Interest of the Investors, the Board may reduce the respective reporting obligations of the Sub-Fund as the Board deems appropriate.

In addition to the above, the Board may decide, in its sole discretion, to prepare separate annual reports and half-yearly summaries specific to the Sub-Fund.

Sub-Fund Expenses

Please see Section 2 of this Schedule "*Sub-Fund Fees and Expenses*" and Section 10 of the General Section "*Fees and Expenses*".

Additional information

The following information will be made available to Investors, as a minimum, as part of the Annual Report:

(a) the percentage of the Sub-Fund's assets which are subject to special arrangements arising from their illiquid nature;

(b) the current risk profile of the Sub-Fund and the risk management systems employed by the AIFM to manage those risks;

(c) the total amount of leverage employed by the Sub-Fund;

(d) in accordance with the ELTIF Regulation, to the extent applicable (i) the market value of the Shares along with the Net Asset Value per Share; and (ii) details of any material change in the value of an asset of the Sub-Fund; and

(e) in accordance with the ELTIF Regulation, (i) a cash flow statement, (ii) information on any participation in instruments involving EU budgetary funds, (iii) information on the value of the individual Qualifying Portfolio Undertakings and the value of other assets in which the Sub-Fund has invested, including the value of financial derivative instruments used; and (iv) information on the jurisdictions in which the assets of the Sub-Fund are located.

Where relevant, Investors will also be provided with information regarding changes to: (i) the maximum level of leverage which the Sub-Fund, or the AIFM on its behalf, may employ; or (ii) the rights for re-use of collateral under the Sub-Fund's leveraging arrangements; or (iii) any guarantee granted under the Sub-Fund's leveraging arrangements. This information will be made available to Investors without undue delay following the occurrence of that change, for

example by way of update to the Prospectus. Where required, such change will be preceded by notification to Investors.

It is intended that Investors will be notified immediately if the Sub-Fund activates liquidity management arrangements. Investors will also be notified whenever the AIFM or its duly authorised delegates makes material changes to liquidity management systems and procedures employed in respect of the Sub-Fund.

Additional Information to be provided by Investors

If requested by the AIFM, each Investor (including end clients of Distributors) shall deliver to the Sub-Fund any form, instrument or information reasonably requested by the AIFM relating to such Investor. Each Investor (including end clients of Distributors) confirms that any such information, forms and/or instruments provided by such Investor pursuant to the foregoing shall be true and accurate, and undertakes that, where there is any change in any information, form or instrument previously provided such that the previously provided information, form or instrument is no longer true or accurate, it will promptly correct or update any such previously provided information, form or instrument, and agrees to indemnify the Sub-Fund from any and all penalties, damages, costs and expenses resulting from the provision of inaccurate or incomplete information, forms and/or instruments or any failure to correct or update any previously provided information, forms and/or instruments. The AIFM may be required to provide such information to regulatory and/or tax authorities, in which case the AIFM will do so to the extent required by the relevant authorities.

Risk Factors and Conflicts of Interest

An investment in the Sub-Fund carries with it certain risks, including without limitation the risks associated with investments in Private Market Investments and Liquid Investments generally, illiquidity, availability and diversification of investments and conflicts of interest. For a more detailed discussion of such risks, see Section 8 of this Schedule "*Sub-Fund Specific Risk Factors*", Section 6 of the General Section "*Investment Considerations and Risk Factors*", and Section 13 of the General Section "*Conflicts of Interest*".

5. CERTAIN DEFINITIONS

Accumulating Share Class	means any Share Class consisting of Accumulating Shares.
Administrator	means State Street Bank International GmbH, Luxembourg Branch.
AIFM	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Management of the Sub-Fund*".
Applicable Client Accounts	has the meaning given to it in Section 9 of this Schedule "*Summary of the Investment Manager's Allocation Policy*".
Applicable Management Fee Rate	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Management Fee*".
Associated Funds	means any Target Fund established and managed by BlackRock or its Affiliates.
BLK Clients	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – ESC"*.
BLK Investors	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – BlackRock Subscriptions, Seed Portfolio and Warehousing*".
BLK Seed Investors	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – BlackRock Subscriptions, Seed Portfolio and Warehousing*".
CFIUS	has the meaning given to it in Section 8 "*Sub-Fund Specific Risk Factors"*.
Class X Investors	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – BlackRock Subscriptions, Seed Portfolio and Warehousing*".
Class X Shares	means one or more classes of X shares issued to Class X Investors.
Class Y Minimum Holding Period	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – BlackRock Subscriptions, Seed Portfolio and Warehousing*".
Class Y Shares	means one or more classes of Y shares issued to Class Y Investors.
Confidential Information	has the meaning given to it in Section 8 "*Sub-Fund Specific Risk Factors"*.

Cooling-Off Period	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Placement of Shares*".
Cut-Off Time	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Subscriptions*".
Distributor	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Placement of Shares*".
Eligible Investment Assets	means, within the meaning of the ELTIF Regulation, an asset which falls into one of the following categories: (a) equity or quasi-equity instruments which have been: (i) issued by a Qualifying Portfolio Undertaking and acquired by the Sub-Fund from that Qualifying Portfolio Undertaking or from a third party via the secondary market; (ii) issued by a Qualifying Portfolio Undertaking in exchange for an equity or quasi-equity instrument previously acquired by the Sub-Fund from that Qualifying Portfolio Undertaking or from a third party via the secondary market; (iii) issued by an undertaking in which a Qualifying Portfolio Undertaking holds a capital participation in exchange for an equity or quasi-equity instrument acquired by the Sub-Fund in accordance with points (i) or (ii) of this paragraph; (b) debt instruments issued by a Qualifying Portfolio Undertaking; (c) loans granted by the Sub-Fund to a Qualifying Portfolio Undertaking with a maturity that does not exceed the life of the Sub-Fund; (d) units or shares of one or several other ELTIFs, European Venture Capital Funds (EuVECAs), European Social Entrepreneurship Funds (EuSEFs), Undertaking for Collective Investment in Transferable Securities (UCITS) and EU alternative investment funds (EU AIFs) managed by EU alternative investment fund managers provided that those ELTIFs, EuVECAs, EuSEFs, UCITS and EU AIFs invest in eligible investments as referred to in Article 9(1) and (2) of the ELTIF Regulation and have not themselves invested more than 10% of their assets in any other collective investment undertaking; (e) Real Assets; (f) ELTIF-Eligible STS Securitisations; and

	(g) bonds issued, under Union legislation on environmentally sustainable bonds, by a Qualifying Portfolio Undertaking.
Eligible Investor	has the meaning given to it in Section 8.5 of the General Section "*Eligible Investors*".
ELTIF	means a European long-term investment fund regulated by the ELTIF Regulation.
ELTIF Delegated Regulation	means Commission Delegated Regulation (EU) 2024/2759 of 19 July 2024 supplementing Regulation (EU) 2015/760 of the European Parliament and of the Council with regard to regulatory technical standards specifying when derivatives will be used solely for hedging the risks inherent to other investments of the European long-term investment fund (ELTIF), the requirements for an ELTIF's redemption policy and liquidity management tools, the circumstances for the matching of transfer requests of units or shares of the ELTIF, certain criteria for the disposal of ELTIF assets, and certain elements of the costs disclosure.
ELTIF-Eligible STS Securitisations	means 'simple, transparent and standardised securitisations' for the purposes of the ELTIF Regulation where the underlying exposures correspond to one of the following categories: (i) assets listed in Article 1, points (a)(i), (ii) or (iv), of Commission Delegated Regulation 2019/1851[6]; or (ii) assets listed in Article 1, points (a)(vii) and (viii), of Delegated Regulation 2019/1851[7], provided that the proceeds from the securitisation bonds are used for financing or refinancing long-term investments.
ELTIF Redemption Limit	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Minimum Holding Period and Limits on Redemptions*".
Employee Funds	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – ESC*".
ePrivacy Directive	has the meaning given to it in Section 8 "*Sub-Fund Specific Risk Factors"*.
ePrivacy Regulation	has the meaning given to it in Section 8 "*Sub-Fund Specific Risk Factors"*.

[6] As of the date of this Schedule, such assets include but are not limited to: (i) certain types of residential loans, including those secured by one or more mortgages on residential immovable property, (ii) commercial loans that are secured by one or more mortgages on commercial immovable property; and (iii) credit facilities, including loans and leases, provided to any type of enterprise or corporation.

[7] As of the date of this Schedule, such assets include but are not limited to trade receivables.

ESC	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – ESC*".
ESG	has the meaning given to it in Section 8 "*Sub-Fund Specific Risk Factors"*.
EuSEF	means a European Social Entrepreneurship Fund regulated by Regulation (EU) No 346/2013 of the European Parliament and of the Council.
EuVECA	means a European Venture Capital Fund regulated by Regulation (EU) No 345/2013 of the European Parliament and of the Council.
Exceptional Circumstances Redemption Limits	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Minimum Holding Period and Limits on Redemptions*".
Exceptional Circumstances	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Minimum Holding Period and Limits on Redemptions*".
Fair Market Value	means the value of Investments as determined in accordance with Section 9 of the General Section "*Valuations And Net Asset Value Calculation – Valuation of the Fund's Assets"*
Financial Undertaking	means, within the meaning of the ELTIF Regulation, any of the following: (a) a credit institution as defined in point (1) of Article 4(1) of Regulation (EU) No 575/2013 of the European Parliament and of the Council; (b) an investment firm as defined in point (1) of Article 4(1) of MiFID II; (c) an insurance undertaking as defined in point (1) of Article 13 of Directive 2009/138/EC of the European Parliament and of the Council; (d) a reinsurance undertaking as defined in Article 13, point (4), of Directive 2009/138/EC of the European Parliament and of the Council; (e) a financial holding company as defined in point (20) of Article 4(1) of Regulation (EU) No 575/2013; (f) a mixed-activity holding company as defined in point (22) of Article 4(1) of Regulation (EU) No 575/2013; (g) a management company as defined in point (b) of Article 2(1) of Directive 2009/65/EC; or (h) an alternative investment fund manager as defined in point (b) of Article 4(1) of the AIFMD.

Fund	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – The Sub-Fund*".
GDPR	has the meaning given to it in Section 8 *"Sub-Fund Specific Risk Factors"*.
General Section	has the meaning given to it in Section 1 "*General*".
German Regulated Investor	means an Investor qualifying as a German insurance company, German *Pensionskasse* or German pension fund (including a German *Versorgungswerk*) or any other entity subject to the investment restrictions of the German Insurance Supervisory Act (*Versicherungsaufsichtsgesetz*) or an investment ordinance issued thereunder holding an interest as part of its guarantee assets (*Sicherungsvermoegen*) as defined in the German Insurance Supervisory Act or which are governed by the general principles set out in Section 124 of the German Insurance Supervisory Act.
GIP Acquisition	has the meaning given to it in Section 8 "*Sub-Fund Specific Risk Factors"*.
Governmental Entities	has the meaning given to it in Section 8 "*Sub-Fund Specific Risk Factors"*.
High Water Mark	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Performance Fee*".
Initial Issuance Date	means, with respect to a Share Class of the Sub-Fund, the first dealing date upon which Investors subscribe for Shares in such Share Class.
Information Disclosure Methods	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Amendments"*.
Investments	means Liquid Investments and Private Market Investments.
Investors	means the Eligible Investors wishing to subscribe or subscribing directly or indirectly for Shares in the Sub-Fund, as the context requires.
Investment Committee	means the BlackRock Alternative Portfolio Solutions Executive Investment Committee.
Launch Date	means the first date upon which Investors (other than any BLK Seed Investors) subscribe for Shares in the Sub-Fund.
Liquidator	has the meaning given to it in Section 8 "*Sub-Fund Specific Risk Factors"*.

Liquid Funds	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Investment Strategy*".
Liquid Investments	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Investment Strategy*".
Liquid Securities	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Investment Strategy*".
Majority-in-Interest of the Investors	means 51% or more of the Investors, excluding any BLK Investors and, from such time that the total value of the Shares held by non-BlackRock Seed Investors exceeds the total value of the Shares held by the BLK Seed Investors, excluding the BlackRock Seed Investors.
Majority-in-Interest of the Shares	means 51% or more of the Shares, excluding any Shares held by BLK Investors and, from such time that the total value of the Shares held by non-BlackRock Seed Investors exceeds the total value of the Shares held by the BLK Seed Investors, excluding any Shares held by the BlackRock Seed Investors.
Management Fees	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Management Fee*".
Minimum Holding Period	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Minimum Holding Period and Limits on Redemptions*".
Money Weighted Price	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Performance Fee*".
Monthly Dealing Day	means the final Business Day of each calendar month, or such other date as may be notified to the Investor by the Board or its duly authorised delegates.
NAV Publication Date	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Subscriptions*".
OTC	has the meaning given to it in Section 8 "*Sub-Fund Specific Risk Factors"*.
Other Distributor Fees	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Placement of Shares*".

Performance Fee	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Performance Fee*".
Performance Period	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Performance Fee*".
Portfolio Ramp-Up Period	means the period starting on the date of the Sub-Fund's authorisation as an ELTIF and ending on the date that is the earlier of (i) five years after the date of the Sub-Fund's authorisation as an ELTIF and (ii) half the term of the Sub-Fund.
PPA	has the meaning given to it in Section 8 "*Sub-Fund Specific Risk Factors"*.
Preferred Return	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Performance Fee*".
Private Market Investments	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Investment Strategy".*
Private Market Investments NAV	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Investment Guidelines and Restrictions*".
Prospectus	has the meaning given to it in Section 1 "*General*".
Qualifying Portfolio Undertaking	means, within the meaning of the ELTIF Regulation, a portfolio undertaking other than a collective investment undertaking that meets the following requirements: (a) it is not a financial undertaking, unless: (i) it is a financial undertaking that is not a financial holding company or a mixed-activity holding company; and (ii) that financial undertaking has been authorised or registered more recently than five (5) years before the date of the initial investment; (b) it is an undertaking which: (i) is not admitted to trading on a regulated market or on a multilateral trading facility; or (ii) is admitted to trading on a regulated market or on a multilateral trading facility and has a market capitalisation of no more than EUR 1,500,000,000; (c) it is established in a Member State, or in a third country provided that the third country:

	(i) is not identified as high-risk third country listed in the delegated act adopted pursuant to Article 9(2) of Directive (EU) 2015/849 of the European Parliament and of the Council; and (ii) is not mentioned in Annex I to the Council conclusions on the revised EU list of non-cooperative jurisdictions for tax purposes.
Quarter	means each calendar quarter ending on 31 March, 30 June, 30 September and 31 December in each year.
Quarterly Dealing Day	means the last Business Day of each Quarter.
Real Asset	means, within the meaning of the ELTIF Regulation, an asset that has intrinsic value due to its substance and properties.
Redemption Limits	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Minimum Holding Period and Limits on Redemptions*".
Redemption Request	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Redemption of Shares*".
Reference NAV	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Performance Fee*".
Retail Investor	has the meaning given to it in article 2(3) of the ELTIF Regulation, being an EEA Investor that is not a Professional Investor.
SEC	has the meaning given to it in Section 8 "*Sub-Fund Specific Risk Factors"*.
Seed Facility	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – BlackRock Subscriptions, Seed Portfolio and Warehousing*".
Seed Lender	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – BlackRock Subscriptions, Seed Portfolio and Warehousing*".
Seed Portfolio	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – BlackRock Subscriptions, Seed Portfolio and Warehousing*".
Shareholder	means any person holding the Shares in the Sub-Fund and being registered as a shareholder in the register of Shares of the Sub-Fund.
Share	means shares in the capital of the Sub-Fund.

Share Class	has the meaning given to it in Section 1 "*General*".
Sovereign Debt	has the meaning given to it in Section 8 "*Sub-Fund Specific Risk Factors"*.
Special Majority-in-Interest of the Investors	means 75% or more of the Investors, excluding any BLK Investors and, from such time that the total value of the Shares held by non-BlackRock Seed Investors exceeds the total value of the Shares held by the BLK Seed Investors, excluding the BlackRock Seed Investors.
Subscription Fee	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Placement of Shares*".
Subscription Request	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Subscriptions*".
Subsequent Performance Period	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Performance Fee*".
Suspension	has the meaning given to it in Section 8 "*Sub-Fund Specific Risk Factors*".
Target Funds	means other funds in or alongside which the Sub-Fund may invest pursuant to its investment strategy.
Term	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Term*".
Termination Date	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Term*".
Transfer	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Transfer and Withdrawal*".
UCITS Directive	means Directive 2009/65/EC on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS), as amended.
UCITS Eligible Assets	means those assets referred to in Article 50(1) of the UCITS Directive.
Withdrawal Amount	has the meaning given to it in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund – Transfer and Withdrawal*".

6. SHARE CLASSES[8]

Share Class	Currency[9]	Distributing/ Accumulating	Hedged/ Unhedged	Minimum Subscription (€)[10]	Management Fee	Performance Fee	Subscription Fee[11]
Standard Share Classes							
D	EUR	Accumulating	Unhedged	10,000	1.25%	15%	Up to 5%
A1	EUR	Accumulating	Unhedged	10,000	1.75%	15%	Up to 5%
B1	EUR	Accumulating	Unhedged	10,000	2.25%	15%	Up to 5%
I1	EUR	Accumulating	Unhedged	1,000,000	1.25%	15%	N/A
I4	EUR	Accumulating	Unhedged	1,000,000	2.00%	15%	N/A
X[12]	EUR	Accumulating	Unhedged	N/A	N/A	N/A	N/A
Y[13]	EUR	Accumulating	Unhedged	N/A	N/A	N/A	N/A
Size Discount Share Classes							
A2	EUR	Accumulating	Unhedged	500,000	1.60%	15%	Up to 5%
B2	EUR	Accumulating	Unhedged	500,000	2.05%	15%	Up to 5%

[8] Certain of the Share Classes described in this table have not yet launched. The Share Classes described in this table that have not yet launched will be launched solely at the discretion of the Board.

[9] The Sub-Fund has established unhedged alternative Share Classes to the EUR Share Classes depicted above in USD, GBP, CHF, AUD, JPY and SEK. Although not depicted in the above table, Investors will have the opportunity to subscribe for USD, GBP, CHF, AUD, JPY and SEK unhedged Share Classes with the same characteristics as those set out above. For example, in addition to the A1 EUR Share Class, the Sub-Fund has also established A1 USD, A1 GBP, A1 CHF, A1 AUD, A1 JPY and A1 SEK (all unhedged) with the same terms as A1 EUR.

[10] Where Share Class is not denominated in Euro, the minimum subscription means the Euro-equivalent of such other currency.

[11] Such Subscription Fees are payable by Investors directly to their Distributors and are separate from and in addition to the subscription amount applicable for a given Share of this Schedule. The maximum Subscription Fee rate applicable to an Investor's subscription for Shares of a particular Share Class is expressed, in this table, as a one-off percentage of the amount of the subscription.

[12] Class X Shares are only available to the Class X Investors.

[13] Class Y Shares are only available to the BLK Seed Investors.

Share Class	Currency[9]	Distributing/ Accumulating	Hedged/ Unhedged	Minimum Subscription (€)[10]	Management Fee	Performance Fee	Subscription Fee[11]
I2	EUR	Accumulating	Unhedged	50,000,000	1.15%	15%	N/A
I3	EUR	Accumulating	Unhedged	100,000,000	1.05%	15%	N/A
Founders Share Classes							
ZD	EUR	Accumulating	Unhedged	10,000	1.00%	15%	Up to 5%
ZA1	EUR	Accumulating	Unhedged	10,000	1.50%	15%	Up to 5%
ZB1	EUR	Accumulating	Unhedged	10,000	2.00%	15%	Up to 5%
ZA2	EUR	Accumulating	Unhedged	500,000	1.35%	15%	Up to 5%
ZB2	EUR	Accumulating	Unhedged	500,000	1.80%	15%	Up to 5%
ZEIT	EUR	Accumulating	Unhedged	10,000	2.50%	15%	Up to 3%
ZEITU	EUR	Accumulating	Unhedged	10,000	2.50%	15%	Up to 3%
ZI1	EUR	Accumulating	Unhedged	1,000,000	1.00%	15%	N/A
Region/Distributor Share Classes							
EIT	EUR	Accumulating	Unhedged	10,000	2.50%	15%	Up to 3%

7. SFTR - PROPORTION OF NET ASSET VALUE SUBJECT TO SFTs

General

Securities Financing Transactions ("SFTs") such as securities lending, repurchase transactions, total return swaps ("TRS") and contracts for difference ("CFDs") may be used by the Sub-Fund (subject to their investment objective and policy) either to help meet the investment objective of the Sub-Fund and/or as part of efficient portfolio management.

Total return swaps involve the exchange of the right to receive the total return, coupons plus capital gains or losses, of a specified reference asset, index or basket of assets against the right to make fixed or floating payments. The Sub-Fund may enter into swaps as either the payer or receiver of payments under such swaps.

Contracts for difference are similar to swaps and may also be used by the Sub-Fund. A CFD is an agreement between a buyer and a seller stipulating that the seller will pay the buyer the difference between the current value of a security and its value when the contract is made. If the difference turns out to be negative, the buyer pays the seller.

SFTs are defined as:

(a) repurchase transaction (which means a transaction governed by an agreement by which a counterparty transfers securities, commodities, or guaranteed rights relating to title to securities or commodities where that guarantee is issued by a recognized exchange which holds the rights to the securities or commodities and the agreement does not allow a counterparty to transfer or pledge a particular security or commodity to more than one counterparty at a time, subject to a commitment to repurchase them, or substituted securities or commodities of the same description at a specified price on a future date specified, or to be specified, by the transferor, being a repurchase agreement for the counterparty selling the securities or commodities and a reverse repurchase agreement for the counterparty buying them);

(b) securities lending and securities borrowing (which means transactions governed by an agreement by which a counterparty transfers securities, or guaranteed rights relating to title to securities where that guarantee is issued by a recognized exchange which holds the rights to the securities and the agreement does not allow a counterparty to transfer or pledge a particular security to more than one counterparty at a time, subject to a commitment to repurchase them, or substituted securities of the same description at a specified price on a future date specified, or to be specified, by the transferor, being a repurchase agreement for the counterparty selling the securities and a reverse repurchase agreement for the counterparty buying them);

(c) buy-sell back transaction or sell-buy back transaction (which means transactions by which a counterparty buys or sells securities, commodities, or guaranteed rights relating to title to securities or commodities, agreeing, respectively, to sell or to buy back securities, commodities or such guaranteed rights of the same description at a specified price on a future date, that transaction being a buy-sell back transaction for the counterparty buying the securities, commodities or guaranteed rights, and a sell-buy back transaction for the counterparty selling them, such buy-sell back transaction or sell-buy back transaction not being governed by a repurchase agreement or by a reverse-repurchase agreement); and

(d) margin lending transaction (which means a transaction in which a counterparty extends credit in connection with the purchase, sale, carrying or trading of securities, but not including other loans that are secured by collateral in the form of securities).

The Sub-Fund do not currently intend to use SFTs described in paragraph (b) above.

The types of assets that may be subject to SFTs, total return swaps and contracts for difference include equity securities, fixed income securities, collective investment schemes, money

market instruments and cash. Use of such assets is subject to the Sub-Fund's investment objective and policy.

Proportions of Sub-Fund property subject to SFTs

The maximum proportion of the Sub-Fund's net asset value that can be subject to securities lending is 0%. The expected proportion of the Sub-Fund's net asset value that will be subject to securities lending is 0%.

The maximum proportion of the Sub-Fund's net asset value that can be subject to repurchase transactions is 0%. The expected proportion of the Sub-Fund's net asset value that will be subject to repurchase transactions is up to 0%.

The maximum proportion of the Sub-Fund's net asset value that can be subject to total return swaps and contracts for differences is 5%. The expected proportion of the Sub-Fund's net asset value that will be subject to total return swaps and contracts for differences is up to 0%.

The maximum proportion of the Sub-Fund's net asset value that can be subject to margin lending is 0%. The expected proportion of the Sub-Fund's net asset value that will be subject to margin lending is up to 0%.

In each case, the expected proportions are not limits and the actual percentages may vary over time depending on factors including, but not limited to, market conditions. The maximum proportions are limits.

Counterparty selection and review; acceptable collateral

Acceptable Collateral: Collateral obtained in respect of derivatives (including forward exchange) and efficient portfolio management techniques, such as repo transactions or securities lending arrangements ("Collateral"), must comply with the following criteria:

(a) liquidity: Collateral (other than cash) should be sufficiently liquid in order that it can be sold at a price that is close to its pre-sale valuation;

(b) valuation: Collateral should be capable of being valued on a daily basis and assets that exhibit high price volatility should not be accepted as Collateral unless suitably conservative haircuts are in place;

(c) issuer: Collateral (other than cash) may be issued by a range of issuers;

(d) correlation: Collateral should be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty;

(e) diversification: there are no restrictions on the level of diversification required with respect to any country, market or issuer; and

(f) maturity: Collateral received may have a maturity date such as bonds or may not have a maturity date such as cash and equity.

The value of Collateral obtained is marked to market on a daily basis. Subject to the framework of agreements in place with the relevant counterparty, which may or may not include minimum transfer amounts, it is the general intention of BlackRock that any Collateral received shall have a value, adjusted in light of the haircut policy, which equals or exceeds the relevant counterparty exposure where appropriate. In addition, BlackRock has implemented a haircut policy in respect of each class of assets received as Collateral. A haircut is a discount applied to the value of a Collateral asset to account for the fact that its valuation, or liquidity profile, may deteriorate over time. The haircut policy takes account of the characteristics of the relevant asset class, including the credit standing of the issuer of the Collateral and the price volatility of the Collateral.

Counterparty Selection and Review: BlackRock select from an extensive list of full service and execution-only brokers and counterparties. All prospective and existing counterparties require the approval of the CCRG, which is part of RQA.

In order for a new counterparty to be approved, a requesting portfolio manager or trader is required to submit a request to the CCRG. The CCRG will review relevant information to assess the credit-worthiness of the proposed counterparty in combination with the type and settlement and delivery mechanism of the proposed security transactions. A list of approved trading counterparties is maintained by the CCRG and reviewed on an on-going basis.

Counterparty reviews take into account the fundamental creditworthiness (ownership structure, financial strength, regulatory oversight) and commercial reputation of specific legal entities in conjunction with the nature and structure of proposed trading activities. Counterparties are monitored on an ongoing basis through the receipt of audited and interim financial statements, via alert portfolios with market data service providers, and where applicable, as part of BlackRock's internal research process. Formal renewal assessments are performed on a cyclical basis.

BlackRock select brokers based upon: (a) their ability to provide good execution quality (i.e., trading), whether on an agency or a principal basis; (b) their execution capabilities in a particular market segment; and (c) their operational quality and efficiency. BlackRock expects them to adhere to regulatory reporting obligations.

Once a counterparty is approved by the CCRG, broker selection for an individual trade is then made by the relevant dealer at the point of trade, based upon the relative importance of the relevant execution factors. For some trades, it is appropriate to enter into a competitive tender amongst a shortlist of brokers. BlackRock perform pre-trade analysis to forecast transaction cost and to guide the formation of trading strategies including selection of techniques, division between points of liquidity, timing and selection of broker. In addition, BlackRock monitors trade results on a continuous basis.

Broker selection will be based on a number of factors including, but not limited to the following:

(a) ability to execute and execution quality;

(b) ability to provide liquidity/capital;

(c) price and quote speed;

(d) operational quality and efficiency; and

(e) adherence to regulatory reporting obligations.

Safekeeping of Collateral: Where there is title transfer, the Collateral received should be held by the Depositary, or its agent. This is not applicable in the event that there is no title transfer in which case the Collateral will be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the Collateral.

Returns generated by SFTs

All returns generated from the use of repurchase transactions, total return swaps and contracts for difference will be paid to the Sub-Fund.

8. SUB-FUND SPECIFIC RISK FACTORS

8.1 The Sub-Fund

Investor Suitability. An investment in the Sub-Fund may not be suitable for an Investor. An investment in the Sub-Fund should only be considered by sophisticated Investors who are able to bear the risks associated with such investment for an indefinite period of time and afford a loss of their entire investment. The Sub-Fund is only appropriate for Investors who are able to sustain a long-term and illiquid commitment. An investment in the Sub-Fund should not be considered a complete investment program. Investors are advised to seek professional advice from their investment adviser(s) on the suitability or otherwise of an investment in the Sub-Fund.

By subscribing for Shares, an Investor represents that it is familiar with and understands the terms, risks and merits of an investment in the Sub-Fund, that it has such knowledge and experience in financial and business matters generally and that it is capable of evaluating the merits and risks of an investment in the Sub-Fund. In addition, it will be required to stipulate in its Subscription Form that it has not relied upon the Sub-Fund, a placement agent or distributor, the AIFM, the Investment Manager or any of their respective affiliates for tax or legal advice, that it has relied on its own adviser(s) with respect to the tax and other legal aspects of an investment in the Shares and that it has not relied upon any information about the Sub-Fund other than the Prospectus, the Subscription Form, any supplements, and the Articles. The Subscription Form and the supplement thereto contain other representations, warranties, and covenants that Investors will be required to make, and the Sub-Fund may impose suitability requirements in addition to those listed above. The Board may waive or modify any of the Sub-Fund's suitability requirements in its discretion.

Regulatory Capital Treatment. There can be no assurance that the regulatory capital treatment of the Shares will not change. Investors are urged to consult their advisers prior to making an investment in the Sub-Fund.

No Operating History. The Sub-Fund is newly formed with no operating history upon which potential Investors may evaluate its likely performance. While the Investment Manager has experience managing investment funds, the Sub-Fund is expected to have a different portfolio of investments and, accordingly, its results are independent of the previous results obtained by other investment funds managed by the Investment Manager. Past performance of investment funds managed by the Investment Manager is not indicative of, nor does it guarantee, the Sub-Fund's performance.

Investments Unspecified. As of the date of the Prospectus, apart from the Seed Portfolio, none or only a limited number of the Sub-Fund's investments may have been identified. Investors, therefore, will be relying on the Investment Manager's ability to find and close suitable investments. Because such investments are likely to occur over a substantial period of time, the Sub-Fund is subject to the risk of adverse changes in the markets in which it invests, including economic, legal and regulatory changes.

Investors Will Not Have Any Direct Interest in Investments. The offering of Shares does not constitute a direct or indirect offering of interests in the Sub-Fund's investments. Investors will not be investors in underlying investment vehicles or equity holders in investments, will have no direct interest in investments and generally will have no voting rights in the Sub-Fund's investments or standing or recourse against any of the Sub-Fund's investments. Moreover, none of the Investors will have the right to participate in the control, management or operations of any of the Sub-Fund's investments, or have any discretion over the management of any of the Sub-Fund's investments by reason of their investment in the Sub-Fund.

Fees and Expenses. As described more fully in Section 4 of this Schedule "*Summary of Principal Terms and Conditions of the Sub-Fund"*, Investors will bear their allocable shares of

expenses (including the Management Fee, the cost of service providers and organisational expenses) of the Sub-Fund. Accordingly, gross returns, if any, will be reduced by the foregoing fees and expenses.

Performance Fee. The Performance Fee is accrued and paid based on performance of the relevant Share Class during each Performance Period and therefore an Investor subscribing for Shares part way through a Performance Period may bear their allocable portion of any Performance Fee notwithstanding that the Net Asset Value of such Share Class has not increased relative to the Net Asset Value at which the relevant Investor purchased its Shares.

Additional Reserves. Reserves may be set aside for actual or projected expenses, liabilities or other obligations, contingent or otherwise (including Management Fees and Performance Fee). These reserves generally will be invested in money market funds or other short-term, liquid investments, including, without limitation, investments managed by BlackRock or its affiliates. It is expected that these short-term, liquid investments will yield relatively low returns. As a result, Investors' returns may be reduced if amounts are retained in reserves in lieu of being distributed. Where such reserves are held in cash and placed with a financial institution, the Sub-Fund will also be exposed to counterparty credit risk relating to that institution.

Acquisition and Disposal Risk. The Sub-Fund may purchase or dispose of investments at any time subject to the terms of the Prospectus and the Articles. During periods of limited liquidity and higher price volatility, the Sub-Fund's ability to acquire or dispose of investments at a price and time that the Sub-Fund deems advantageous may be impaired.

Portfolio Liquidity. The Sub-Fund expects to acquire securities that are subject to legal or other restrictions on transfer or for which no liquid market exists, including equities and/or securities that cannot be sold except pursuant to a registration statement filed under the Securities Act, or in accordance with Rule 144 promulgated under the Securities Act. As a result, the Sub-Fund may be unable to liquidate all or a portion of its position in such securities in a timely fashion. In addition, the market prices, if any, for such securities tend to be more volatile and the Sub-Fund may not be able to realise what it perceives to be their fair value in the event of a sale.

Markets for certain types of investments have suffered periods of extreme illiquidity in the past. As a result, calculating the fair market value of the Sub-Fund's holdings may be difficult. For example, at times, certain sectors of the fixed-income markets have in the past experienced significant declines in liquidity. While such events may sometimes be attributable to changes in interest rates or other factors, the cause is not always apparent. During such periods of market illiquidity, the Sub-Fund may not be able to sell assets in its portfolio or may only be able to do so at unfavourable prices. Such "liquidity risk" could adversely impact the value of the Sub-Fund's portfolio and may be difficult or impossible to hedge against. Dispositions of investments may require a lengthy time period and, from time to time, the Sub-Fund may make distributions in kind (including of illiquid securities) to the Investors subject to the terms of the Prospectus and the Articles.

Moreover, the Sub-Fund expects to invest in securities that are not listed on a stock exchange or traded in an over-the-counter market. As a result of the absence of a public trading market for these securities, they may be less liquid than publicly traded securities. The Sub-Fund may encounter substantial delays in attempting to sell non-publicly traded securities. Although these securities may be resold in privately negotiated transactions, the prices realised from these sales could be less than those originally paid by the Sub-Fund. Further, companies whose securities are not publicly traded are not subject to the disclosure and other investor protection requirements which would be applicable if their securities were publicly traded.

The Sub-Fund has a very long life of ninety-nine (99) years (which may be extended further by up to three (3) years) and redemptions may not be permitted. An investment in the Sub-Fund is suitable only for sophisticated Investors not requiring liquidity for their investment. Pursuant

to the Prospectus and the Articles, Investors are restricted in their right to redeem their Shares. Further, Investors whose Redemption Requests are satisfied will continue to be Investors of the Sub-Fund until they are fully redeemed. In addition, although the Sub-Fund's redemption terms are designed to allocate less liquid Investments fairly among withdrawing and continuing Investors, certain Investments may be less liquid than originally anticipated. An Investor's right to redemption proceeds also may be limited to the extent the assets of the Sub-Fund serve as collateral for any derivative transaction entered into by the Sub-Fund, or the Sub-Fund is otherwise unable or restricted in its ability to provide redemption proceeds (see "*Sub-Fund—Limitations on the Redemption of Shares*" below).

Uncertain Exit Strategies. Due to the illiquid nature of some of the positions which the Sub-Fund may acquire, as well as the uncertainties of the reorganisation and active management process, the AIFM and/or the Investment Manager are unable to predict with confidence what the exit strategy will ultimately be for any given position, or that one will definitely be available. Exit strategies which appear to be viable when an investment is initiated may be precluded by the time the investment is ready to be realised due to economic, legal, political or other factors.

Involuntary Sale of Shares. Pursuant to the Prospectus and the Articles, the Sub-Fund may unilaterally cause the withdrawal of an Investor upon at least five (5) Business Days' prior written notice if the Board determines that the continued participation of an Investor in the Sub-Fund may materially adversely affect the Sub-Fund, the AIFM, the Investment Manager or any of their Affiliates.

Transferability of Sub-Fund Shares**.** The Shares offered hereby have not been registered under United States federal or state securities laws and are subject to restrictions on transfer contained in such laws. The Shares are not transferable except with the prior written consent of the Board, which may be withheld in its sole and absolute discretion, subject to an Investor's entitlement to freely Transfer any portion of its Shares in the Sub-Fund as described in Section 4 of this Schedule "*Summary of Principal Terms and Conditions of the Sub-Fund – Transfer and Withdrawal"*. In addition, any transfer of Shares will be subject to the anti-money laundering policies and procedures and other regulatory requirements applicable to the Sub-Fund, as determined by the Administrator and the AIFM. There will not be any market for the purchase or sale of Shares, and none is expected to develop.

Dilution.

The Sub-Fund will accept additional subscriptions from new or existing Shareholders from time to time. Shareholders subscribing for Shares with respect to Monthly Dealing Days subsequent to the Launch Date will participate in existing Investments of the Sub-Fund, therefore diluting existing Shareholders.

Determination of Share Price on Subscription. The calculation of the price of Shares may be based on estimated and unaudited data available at the time and adjustments and revisions may be made to the Net Asset Value of the Sub-Fund following the year-end audit of the Sub-Fund.

In the absence of published current redemption prices or net asset values of Investments, the AIFM may have to determine valuations in respect of such Investments. Adequate information may not always be available to the AIFM for that purpose and consequently such valuations may not accurately reflect the realisable value of the Sub-Fund's holdings.

Consequently, the value of the Sub-Fund, and hence the price of the Shares upon subscription by any Investor, may not accurately reflect the value that would have been received by the Sub-Fund had holdings of investments been realised on that same day. However, no revision to the value of a Shareholder's Shares will be made based upon audit adjustments, provided that the prices were calculated in accordance with the AIFM's valuation policy.

Suspension Risk. The Sub-Fund may in accordance with the terms of the Prospectus, the Articles and the redemption policy of the Sub-Fund, suspend redemptions (and/or the payment of redemption proceeds in respect thereof) and/or the calculation of its Net Asset Value (each, a "Suspension"). This could be as a result of adverse economic or market conditions, or due to adverse business conditions for the Sub-Fund, the AIFM, or the Investment Manager or their respective affiliates. For example, a Suspension may occur to effect an orderly liquidation of the Sub-Fund's assets necessary to effect redemptions, when one or more investments have gated, suspended or otherwise limited redemptions (or the payment of redemption proceeds) or met redemptions in whole or in part, in kind, or due to other legal, regulatory or judicial limitations.

Limitations on the Redemption of Shares**.** As described in Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund*", each Investor desiring to redeem all, or a portion of its Shares generally may submit a Redemption Request. However, Investors should understand that this redemption right is significantly limited and therefore, there can be no assurance that the Sub-Fund will satisfy any Redemption Requests. The liquidity of Investments will vary depending on the investment strategy of the particular Investment, and redemptions from Investments may be delayed by, among other things, redemption or transfer restrictions applicable to, the Investments. The Investment Manager generally will have complete discretion in the selection of assets to be redeemed or liquidated. The Sub-Fund may have to delay the payment of redemption proceeds and the redeeming Investor will remain subject to investment-related risks until such time as such Investment redemptions are effected and related proceeds are received by the Sub-Fund.

For the avoidance of doubt, an Investor will remain subject to all the risks associated with an investment in the Sub-Fund until all of such Investor's Shares have been redeemed in accordance with Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund*" herein. Therefore, even if a Shareholder's Redemption Request is ultimately satisfied (of which there can be no assurance), such Shareholder will remain a Shareholder, and participate in new investments and the appreciation and depreciation of, the Sub-Fund's net assets, and will indirectly bear the fees and expenses of the Sub-Fund for a significant period of time following the date on which it submitted such Redemption Request.

Payment of Redemption Proceeds to Redeeming Shareholders Based on Unaudited Data. The calculation and payment of a Shareholder's redemption proceeds may be based on estimated and unaudited data. Accordingly, adjustments and revisions may be made to the Net Asset Value of the Sub-Fund following the year-end audit of the Sub-Fund. However, once paid, no revision to a Shareholder's redemption proceeds will be made based upon audit adjustments. Thus, the Sub-Fund will not seek reimbursement in the event of any overpayment and will not pay additional amounts in the event of an underpayment. As a result, a redeeming Shareholder may be positively or negatively affected by a revision to the Sub-Fund's Net Asset Value. To the extent that such revisions to Net Asset Value decrease the Net Asset Value of the Sub-Fund, the outstanding Shares will be adversely affected by redemptions. Conversely, any increases in the Net Asset Value of the Sub-Fund resulting from such adjustments will be entirely for the benefit of the outstanding Shares. Notwithstanding the above, in the event of a material error in the determination of the Net Asset Value used to calculate redemption proceeds, the Board may, in its sole and absolute discretion, require reimbursement in the event of any overpayment and cause payment of additional amounts in the event of an underpayment.

Shareholders should be aware that the Sub-Fund intends to accrue for potential tax liabilities, including in respect of any unrealised gains on investments. Due to uncertainties regarding the amount of tax liabilities to which the Sub-Fund will ultimately be subject, including as a result of uncertainties regarding the amount of gain that will ultimately be realised, such accruals for potential tax liabilities may exceed or be less than the amount of tax liabilities that are ultimately paid by the Sub-Fund. Shareholders that redeem their Shares will bear a reduction in

redemption proceeds attributable to accruals for potential tax liabilities and generally will not receive any additional amounts if such tax liabilities are not ultimately paid. Furthermore, the Sub-Fund may be subject to tax liabilities that are attributable to unrealised gains that accrued and were allocable to other Shareholders, including as a result of a rebalancing.

Potential Impact of Redemption Requests on Investment Decisions. The Sub-Fund's investment opportunities may be limited as a result of its redemption terms (or anticipated liquidity needs). For example, the Investment Manager may advise other funds or accounts with investment objectives similar to the Sub-Fund's, but which offer different liquidity terms. Investment opportunities that may not be appropriate for the Sub-Fund may be appropriate for these other funds or accounts due to their ability to invest in underlying investments offering less frequent redemption options and/or requiring longer lock-up periods. The Sub-Fund may seek to redeem investments to reallocate Sub-Fund assets, raise redemption proceeds for redeeming Investors, repay borrowings or for other purposes. In the event that there are substantial redemptions from the Sub-Fund within a limited period of time, and the Sub-Fund satisfies these redemptions, the Investment Manager may find it difficult to adjust its investment strategies to the suddenly-reduced amount of assets under management. Such substantial redemptions may also limit the ability of the other Investors to redeem their Shares in a timely manner. Finally, a reduction in the size of the Sub-Fund could make it more difficult to generate a positive return or to recoup losses due to, among other things, imbalances in the Sub-Fund's portfolio, reductions in the Sub-Fund's ability to take advantage of particular investment increases or decreases in the ratio of the Sub-Fund's income to its expenses.

In addition, as a result of differences between redemption terms (or anticipated liquidity needs) of the Sub-Fund and of investments, the Investment Manager may be required to select investments for liquidation on the basis of the redemption terms of investments rather than other investment considerations, which may result in the remaining portfolio of investments being less diverse in terms of investment strategies, number of investments, liquidity or other investment considerations than would otherwise be the case. Moreover, redemption restrictions imposed by investments may delay or preclude portfolio adjustments the Investment Manager would otherwise implement. Investments could depreciate in value during the time a redemption is delayed and the Sub-Fund would be precluded from redeploying its capital to more advantageous investment opportunities. In addition, the redemption of the Sub-Fund from an investment could also involve expense to the Sub-Fund under the terms of the investment.

Effect of Redemptions. Where a Redemption Request is accepted, the Shares will be treated as having been redeemed with effect from the completion of the relevant settlement period irrespective of whether or not such redeeming Shareholder has been removed from the Sub-Fund's register of members or the Net Asset Value for such redemption has been determined or remitted. On and from the acceptance of a Redemption Request, Shareholders in their capacity as such will not be entitled to or be capable of exercising any rights arising under the Prospectus and the Articles with respect to Shares being redeemed (including any right to receive notice of, attend or vote at any meeting of the Sub-Fund) save the right to receive the redemption proceeds (with respect to the Shares being redeemed). Such redeemed Shareholders will be creditors of the Sub-Fund with respect to the redemption proceeds. In an insolvent liquidation, redeemed Shares will rank behind ordinary creditors but ahead of non-redeemed Shares.

Redemptions May Have a Material Adverse Effect on the Sub-Fund and Non-Redeeming Shareholders. In connection with the redemption of Shares by Shareholders, the Sub-Fund may use any amounts received from subscriptions to redeem any Shares with respect to which a Redemption Request has been submitted and remains unsatisfied (and has not been withdrawn or cancelled) before using such amounts for any other purpose. As a result, the amount of such new subscriptions that will be available to be used by the Sub-Fund to make additional investments or to satisfy expenses will be reduced and it is possible that, as a result

of such reduction, no such subscriptions will be available to make additional investments or to satisfy expenses. Similarly, to the extent that the Board determines to treat liquid investments as available to satisfy Redemption Requests, such amounts will also not be available to be used with respect to the Sub-Fund to make additional investments or to pay expenses. Therefore, the Sub-Fund permitting redemptions of Shares as contemplated under Section 4 "*Summary of Principal Terms and Conditions of the Sub-Fund*": (i) may result in the Sub-Fund being unable to take advantage of potential investment opportunities, (ii) will result in the Sub-Fund becoming less diversified and being less liquid and (iii) will result in the remaining Shareholders bearing a higher percentage of the Sub-Fund's expenses. In addition, any redemptions may have the effect of concentrating the ownership of the remaining Shareholders in existing and future investments, which may have legal, tax or regulatory implications, and redemptions may otherwise give rise to adverse legal, tax or regulatory considerations for the remaining Shareholders. Thus, the redemption of Shares may have a material adverse effect on the Sub-Fund and on non-redeeming Shareholders.

Access to Information and Effect on Redemptions. In response to questions and requests, pursuant to and/or in connection with due diligence meetings and other communications, the Sub-Fund, the Investment Manager and/or the AIFM may provide additional information to certain Investors and prospective Investors that is not distributed to other Investors and prospective Investors. Such information may affect a prospective Investor's decision to invest in the Sub-Fund, and Investors (which may include BlackRock, its Affiliates or their respective personnel) may be able to act on such additional information and redeem their Shares potentially at higher values than other Investors. Each Investor or prospective Investor is responsible for asking such questions as it believes are necessary in order to make its own investment decisions, must decide for itself whether the limited information provided by the Sub-Fund, the Investment Manager and/or the AIFM is sufficient for its needs and must accept the foregoing risks.

Disposition of Investments. In connection with the disposition of an investment, the Sub-Fund may be required to make representations about the business and financial affairs of the relevant investment typical of those made in connection with the sale of any security or business. The Sub-Fund may also be required to indemnify the purchasers of such investment to the extent that any such representation turns out to be inaccurate or misleading. These arrangements may result in contingent liabilities, which may ultimately have to be funded by the Sub-Fund.

Cross Trades. In certain cases, investments that the Investment Manager may wish to dispose of or redeem may be appropriate investments for one or more other investment funds or accounts managed by the Investment Manager. Rather than disposing of or redeeming the Sub-Fund's interests in such investments, the Investment Manager may attempt to transfer such interests to one or more investment funds or accounts managed by the Investment Manager. Any such transfer generally would be effected at a price equal to the sale or redemption price that the Sub-Fund otherwise would have received in respect of such investment upon its sale or redemption. The Sub-Fund may also acquire interests in investments in a similar manner.

Distributions. The Sub-Fund is not expected to make distributions with respect to capital or income received by the Sub-Fund to any Share Class.

Distributions in Kind. Under certain limited circumstances, potentially including for redemptions, distributions in kind of the Sub-Fund's investments for which market quotations are not readily available may be made. If distributions are made of property other than cash, the amount of any such in kind distribution will be valued by the AIFM as more fully described in the Prospectus and the Articles. Upon commencement of dissolution of the Sub-Fund, the Sub-Fund's investments may be distributed in kind. Interests in investments that are distributed in kind may be subject to significant restrictions on transfer or resale, or otherwise may be difficult to liquidate. Widespread holding of the Sub-Fund's investments, particularly of private

illiquid securities, may entail a significant administrative burden. In addition, the direct holding of certain investments may subject the holder to suit or taxes in states in which such investments are located. In connection with a distribution in kind, the Sub-Fund may distribute cash to certain Investors and other property or in kind securities to other Investors, including as necessary or advisable to address legal, accounting, business, tax, regulatory or other considerations or restrictions. After a distribution of securities is made to the Investors, many Investors may decide to liquidate such securities within a short period of time, which could have an adverse impact on the price of such securities. The price at which such securities may be sold by Investors may be lower than the value of such securities determined pursuant to the Prospectus and the Articles, including the value used to determine the amount of Performance Fee with respect to such investment.

Effects of Sub-Fund Liquidation. In the event that the Sub-Fund is put into liquidation, the timing of distributions in liquidation will be based in large part on the Sub-Fund's ability to dispose of its investments. Since certain investments may be difficult to dispose of at various times, Investors may not receive final liquidating distributions for a significant period of time following a determination to dissolve the Sub-Fund, potentially several years. During such times, the Investors will continue to be exposed to the risks associated with holding Shares and the value of the Shares remaining outstanding will continue to fluctuate with the value of the investments. The Investors will also be subject to continued payment of Management Fees and the Performance Fee, as applicable.

The Sub-Fund would not expect, and will not be required, to comply with the investment guidelines described in the Prospectus during any liquidation of its investment portfolio. In addition, the timing of liquidating distributions will be based in large part on the Sub-Fund's ability to withdraw from investments. Since certain investments may impose significant restrictions on withdrawal (including without limitation, minimum holding periods, infrequent withdrawal dates, holdbacks and the segregation of assets by the investments through the use of side-pockets), and other investments may have suspended, delayed or otherwise limited redemptions, Investors may not receive final liquidating distributions for a significant period of time following a determination to wind up the Sub-Fund, potentially several years. During such time, the Investors will continue to be exposed to the risks associated with holding Shares and the value of the Shares remaining outstanding will continue to fluctuate with the value of the Sub-Fund's investments. In addition to the liquidation of the Sub-Fund, the risks described above will also apply if the Investment Manager determines, in its sole discretion, to cease the Sub-Fund's operations, and the Sub-Fund compulsorily redeems all Investors.

In the event of a redemption of all or substantially all outstanding Shares of the Sub-Fund (including, without limitation, following a decision by the Board that the Sub-Fund cease operations), distributions in respect of such required redemptions, which may be made in multiple payments and in cash or in kind, will be made to Investors as determined by the Board in its reasonable and good faith discretion after proceeds are received from the disposition of the Sub-Fund's investments. Such distributions may be delayed by, among other things, minimum holding periods and redemption or transfer restrictions applicable to the Sub-Fund's investments, and Investors will continue to be subject to market risk until such investments are disposed of by the Sub-Fund. In addition, such distributions will be subject to the discretion of the Sub-Fund to provide reserves for expenses, liabilities and contingencies of the Sub-Fund, even if such reserves are not required by the relevant accounting standards, and the final distribution in respect of such required redemptions may not be made until completion of an audit of the Sub-Fund.

Similarly, the Board may have rights to compulsorily redeem any or all of a Sub-Fund's interest in an investment that may be similar to or different than those described above.

Duration of Liquidation. Following the dissolution of the Sub-Fund, the Sub-Fund may continue to hold investments until such time as the Board or a liquidating agent or other representative as appointed in accordance with the terms of the Prospectus or the Articles (the "Liquidator"),

in its sole discretion, determines is appropriate (including to maximise gains or minimise losses), and the Liquidator shall have the full right and unlimited discretion to determine, in its sole discretion, the time, manner and terms of any sale or sales of Sub-Fund property. For the avoidance of doubt, the Liquidator is not obligated to cause the Sub-Fund to distribute Sub-Fund property in kind, and the Sub-Fund may continue to hold investments for an extended period following the dissolution of the Sub-Fund.

Protection of Confidentiality. Subject to the exceptions set forth in the Prospectus and the Articles, including exceptions with respect to tax-related matters as described in the Prospectus and the Articles and disclosures to authorised representatives, Investors will be required to keep confidential any information relating to the Fund and Sub-Fund and its affairs, including the identities of the other Investors, all offering materials used in connection with the marketing and private placement of Shares in the Sub-Fund, all books and records of the Fund and Sub-Fund, any information or matter related to the Sub-Fund's investments and any communications from the Board, the AIFM or the Investment Manager. To protect the sensitive nature of this information, the Board, the AIFM and/or the Investment Manager may, to the maximum extent permitted by applicable law, keep confidential from any Investor any information the disclosure of which (i) may be required pursuant to the Freedom of Information Act, 5 U.S.C. § 552, or any comparable law or regulation, whether currently in force or enacted in the future, (ii) the Board believes that any such disclosure is not in the best interest of the Fund, Sub-Fund, the AIFM, the Investment Manager or any of their affiliates, or is otherwise adverse to the interests of the Fund, Sub-Fund, the AIFM, the Investment Manager or any of their affiliates, including as a result of such disclosure preventing the Sub-Fund from investing in an investment or in other investments sponsored by the same sponsor or (iii) the Fund, Sub-Fund, the AIFM, the Investment Manager or any of their affiliates is required by law or by an agreement with any person to keep confidential the information that would otherwise be disclosed to the Investor. With respect to any Investor that is subject to, or believes that it is subject to, any "freedom of information", "sunshine" or other law, rule or regulation that imposes upon such Investor an obligation to make certain information available to the public, the Sub-Fund will request confidential treatment, to the maximum extent permitted under such law, rule or regulation, of all confidential information. Each Investor will agree not to release any confidential information pursuant to any law, rule or regulation, including any "freedom of information", "sunshine" or similar law, without, to the maximum extent permitted by applicable law, first giving the Board at least 30 days' notice and providing the Board with its reasonable cooperation in contesting, eliminating or otherwise mitigating the obligation to make such release. Investors generally will bear the expenses of responding to disclosure requests, including in connection with state public records, similar freedom of information and other laws, whether or not the Sub-Fund succeeds in asserting confidentiality for requested documents and other materials, and BlackRock reserves the right to withhold certain information from Investors subject to such laws for reasons relating to BlackRock's public reputation, business strategy or other reasons. For the avoidance of doubt, nothing in the Prospectus and the Articles, or in any related document prevents an individual from communicating directly with a regulatory or law enforcement authority about any possible violation of law or regulation.

Disclosure of Information. Subject to the terms of the Prospectus and the Articles, the Sub-Fund, the AIFM, the Investment Manager and/or their respective affiliates and/or service providers or agents of the Sub-Fund, the AIFM or the Investment Manager may from time to time be required or may, in their sole discretion, determine that it is advisable to disclose certain information about the Fund, the Sub-Fund and the Investors, including investments held by the Sub-Fund and the names and level of beneficial ownership of Investors ("Confidential Information"), to (i) regulatory and/or taxing authorities of jurisdictions which have or assert jurisdiction over the disclosing party or in which the Sub-Fund directly or indirectly invests and/or (ii) any counterparty of or service provider to the Fund, the Sub-Fund, the AIFM or the Investment Manager. Furthermore, certain Investors may be required by law or otherwise to disclose Confidential Information. By virtue of signing the Subscription Form, each Investor will have consented to any such disclosures relating to such Investor. Such disclosures may affect

the ability of the Sub-Fund to realise its investments, may affect the price that the Sub-Fund is able to obtain upon any subsequent realisation or may otherwise adversely affect the Sub-Fund.

Electronic Delivery of Certain Documents. The Investors will be deemed to consent to electronic delivery or posting to a website or other service of: (i) any notices or communications required or contemplated to be delivered to the Investors by the Sub-Fund, the AIFM, the Investment Manager, or any of their respective affiliates, pursuant to applicable law or regulation; (ii) certain tax-related information and documents; and (iii) notices, requests, demands, consents or other communications and any financial statements, reports, schedules, certificates or opinions required to be provided to the Investors under the Prospectus, the Articles or under any other documents. There are certain costs and possible risks associated with electronic delivery. Moreover, the Sub-Fund, the AIFM, the Investment Manager, or any of their respective affiliates cannot provide any assurance that these communication methods are secure and will not be responsible for any computer viruses, problems or malfunctions resulting from the use of such communication methods. See also Section 6 of the General Section "*Investment Considerations and Risk Factors—Management—Information Technology Systems*" and "*Investment Considerations and Risk Factors—Management—Cyber Security*".

Mail. Mail addressed to the Fund or Sub-Fund and received at their registered office will be forwarded unopened to the forwarding address supplied by the Fund and Sub-Fund to be dealt with. None of the Fund, the Sub-Fund or any of the Fund's directors, officers, advisors or service providers will bear any responsibility for any delay howsoever caused in mail reaching the forwarding address.

Adequacy and Availability of Insurance. While the Sub-Fund may seek to make investments where insurance and other risk management products are, to the extent available on commercially reasonable terms, utilised to mitigate the potential loss resulting from catastrophic events and other risks customarily covered by insurance, such coverage may not always be practicable or feasible. Moreover, it will not be possible to insure against all such risks, and any insurance proceeds from covered risks may be inadequate to completely or even partially cover a loss of revenues, an increase in operating and maintenance expenses and/or any necessary replacement or rehabilitation, as applicable. Certain losses of a catastrophic nature (i.e., those caused by force majeure events) may be either uninsurable or insurable at such high rates as to adversely impact the Sub-Fund's profitability if such insurance were obtained.

Sovereign Immunity. The Articles and the Subscription Form relating to the Sub-Fund are governed by the laws of the Grandy Duchy of Luxembourg and provide for disputes to be determined by the courts of Luxembourg.

The Sub-Fund is an international sub-fund, and the Board may decide to admit Investors to the Sub-Fund notwithstanding that they may be established and based outside of the country in which the Articles and the Subscription Form are governed or in which disputes relating thereto are to be held. Investors may have either no assets or only limited assets in such country. Further, Investors admitted to the Sub-Fund may enjoy sovereign or other immunities and privileges under the law of the country in which the Articles and the Subscription Form are governed or in which disputes relating thereto are to be held or may claim to be restricted in their ability to submit to the jurisdiction of particular courts and tribunals, including those designated in the Articles and the Subscription Form. These factors may make it substantially more difficult for the Board or other parties to enforce the contractual obligations of an Investor in the Sub-Fund, if necessary, by obtaining a judgment or arbitration award and by enforcing that judgment or award against the Investor's assets.

Absence of US Regulatory Oversight. The offering and sale of Shares will be exempt from registration under the laws described below. Accordingly, the Sub-Fund's governing

documents have not been filed with, or reviewed by, the U.S. Securities and Exchange Commission ("SEC"), the CFTC or any other U.S. regulatory authority.

The Investment Manager is currently a member of the National Futures Association and is registered with the CFTC as a CPO and a commodity trading advisor, as defined by the CFTC. The CFTC regulations may, where applicable, provide certain protections to investors by imposing certain disclosure, reporting and recordkeeping obligations on CPOs. However, the Investment Manager or an Affiliate, with respect to the Sub-Fund, may claim an exemption from the obligations of a registered CPO pursuant to CFTC Rule 4.13(a)(3) and, accordingly, is not expected to be subject to certain regulatory requirements with respect to the Sub-Fund (which are intended to provide certain regulatory safeguards to investors) that would otherwise be applicable absent such an exemption. For example, the Investment Manager or such Affiliate is not expected to be required to deliver to Shareholders certified annual reports and a disclosure document that are otherwise required to be delivered pursuant to the CFTC regulations. Such materials would contain certain disclosures required thereby that may not be included herein or in the reports to be provided to the Shareholders by the Sub-Fund. An exemption under CFTC Rule 4.13(a)(3) is available to operators of pools (i) whose participants are limited to "accredited investors" as defined in Rule 501 of Regulation D under the Securities Act and "qualified eligible persons" as defined in CFTC Rule 4.7 and (ii) who engage in a limited amount of commodity interest transactions, among other things. As a result of the limitation on commodity interest transactions, the Sub-Fund's performance may be adversely affected. Each purchaser of Shares may be required to represent that it is a "qualified eligible person" (as defined in Rule 4.7 promulgated under the CFTC regulations). Generally, a "qualified purchaser" under the Investment Company Act is a "qualified eligible person" under the Commodity Exchange Act.

The Investment Manager is registered as an investment adviser under the Advisers Act and is consequently subject to the recordkeeping, disclosure and other fiduciary obligations specified in the Advisers Act.

Effect of Speculative Position Limits. In regulated industries and in certain markets, and in certain futures and derivative transactions, there may be limits on the aggregate amount of investment by affiliated investors that may not be exceeded without a regulatory filing, the grant of an exemption or other regulatory or corporate consent. For example, the CFTC, the U.S. commodities exchanges and certain non-U.S. exchanges have established limits referred to as "speculative position limits" or "position limits" on the maximum net long or net short (or, for some commodities, the gross) positions which any person or group of persons may own, hold or control in certain futures or options on futures contracts, and such rules generally require aggregation of the positions owned, held or controlled by related entities. Any such limits may prevent the Sub-Fund from acquiring positions that might otherwise have been desirable or profitable. Under certain circumstances, the Investment Manager may restrict a purchase or sale of securities, derivative instruments, or other assets on behalf of accounts (including the Sub-Fund) in anticipation of a future conflict that may arise if such purchase or sale would be made. Any such determination will take into consideration the interests of the relevant accounts, the circumstances that would give rise to the future conflict and applicable laws. Such determination will be made on a case by case basis.

In addition, pursuant to the Dodd-Frank Act, the CFTC has adopted position limit rules for futures contracts on 25 agricultural, energy and metal commodities, along with certain linked futures and options on futures contracts, as well as economically equivalent swaps. Such rules and any additional rules or rule amendments adopted by the CFTC in the future may hinder the Sub-Fund's ability to trade such products and could have a material adverse effect on the Sub-Fund.

The CFTC has also adopted rules and rule amendments that add certain exemptions from aggregation (certain aspects of which are currently subject to CFTC staff no-action relief), but which incorporate aggregation criteria which are more restrictive in some respects than prior

rules. These rules and rule amendments require, among other things, that a trader aggregate its positions in all pools or accounts that have substantially identical trading strategies. This requirement applies if a person holds positions in more than one account or pool with substantially identical trading strategies, or controls the trading of such positions without directly holding them, notwithstanding the availability of any exemption. Each Investor is responsible for complying with this requirement in connection with its investment in the Sub-Fund and any of its other investments and should consult with its own legal advisors with regard to this requirement.

New Issue Investments. FINRA rules regulate securities firms' activities related to the sale of "new issues" (as defined under applicable FINRA rules) to investment funds if "restricted" persons (generally, people engaged in the securities industry) or executive officers or directors (or persons supported by executive officers or directors) of certain companies hold beneficial interests in the Sub-Fund. As a result, to comply with the FINRA rules the Sub-Fund may, in the Investment Manager's sole and absolute discretion, elect not to participate in new issues.

Borrowing and Leverage. Subject to certain limitations set forth in the Prospectus and the Articles, the Sub-Fund may, from time to time, directly or indirectly, borrow or otherwise incur, guarantee and/or secure indebtedness, or provide other forms of credit support, at the level of the Sub-Fund, at a subsidiary of the Sub-Fund or at another entity through which the Sub-Fund invests on a secured or unsecured basis for any purpose permitted by the Prospectus, including (i) for investment purposes and funding acquisitions in anticipation of receiving further subscriptions; (ii) meeting redemption requests; (iii) funding any shortfall occasioned by an investor having defaulted on the settlement of its subscription; (iv) paying expenses in order to avoid forced, unplanned sales of portfolio securities, (v) bridge financing, (vi) to fund expense disbursements when liquid funds are not readily available and (vii) for hedging purposes and/or otherwise in connection with the use of swaps, options, futures contracts, forward contracts and other derivative instruments. As described below, failure to satisfy the terms of indebtedness incurred by the Sub-Fund or any such subsidiary (or any entity through which the Sub-Fund invests) can have negative consequences, including forced liquidation of investments in order to satisfy the borrower's obligations. Indebtedness may be secured by the assets of the Sub-Fund including without limitation, the Sub-Fund's bank accounts and investments. In addition, the Investment Manager intends to evaluate whether it is prudent and appropriate to incur leverage and there can be no assurance that leverage will be incurred given that adverse economic factors, such as a significant rise in interest rates or worsening of other available financing terms (including the maximum available advance rates in respect of the Fund's portfolio of investments), may cause the Investment Manager, in its discretion, to elect not to incur such leverage. There is also no assurance that leverage will be incurred. The Sub-Fund may generate leverage by its use of derivatives in accordance with the Sub-Fund's investment objective and investment strategy. Forward hedging permits the use of leverage, and accordingly, a relatively small movement in currency rates may result in a change in the value of the forward contract. The use of leverage in this manner may increase or decrease the volatility of the Sub-Fund and its sensitivity to changes in currency rates.

The extent to which the Sub-Fund or a subsidiary (or an entity through which the Sub-Fund invests) uses leverage and the applicable terms of such leverage may have important consequences to the Investors, including, but not limited to, the following: (a) greater fluctuations in the net assets of the Sub-Fund, (b) use of cash flow (including subscriptions) for debt service and related costs and expenses, rather than for additional investments, distributions or other purposes, (c) increased interest expense if interest rate levels were to increase, (d) in certain circumstances, the Sub-Fund being required to dispose of investments prematurely or at a loss or otherwise on unattractive terms in order to service the Sub-Fund's debt obligations, and (e) limitation on the flexibility of the Sub-Fund to make distributions to its Investors or sell assets that are pledged or charged to secure the indebtedness. There can be no assurance that the Sub-Fund will have sufficient cash flow to meet its debt service obligations. As a result, the Sub-Fund's exposure to losses may be increased due to the

illiquidity of its investments generally. In addition, while gains made with borrowed funds generally would cause the Sub-Fund's value to increase faster than without borrowed funds, losses incurred with borrowed funds would cause the Sub-Fund's value to decrease faster and more significantly than without the use of borrowed funds. Further, Investors may be obligated to subordinate any rights or claims they have against the Sub-Fund to the rights and claims of lenders. Credit facilities may impose certain restrictions on the operations of the Sub-Fund, including prohibiting or deferring distributions to Investors under certain circumstances.

While the Sub-Fund is subject to certain limits on borrowings as set forth in the Prospectus and the Articles, investment holding companies and/or special purpose entities formed by the Sub-Fund to hold investments (i.e., asset level vehicles) may engage in borrowings and incur leverage, which will not count towards any caps on borrowings and guarantees on the Fund, as contained in the Prospectus and the Articles. This is the case even if such borrowings or leverage by entities owned by the Fund engage in joint borrowings and/or are cross-collateralised with or among other such entities, such that multiple investments secure, and are at risk with respect to, a borrowing in connection with a single investment (even if the amounts involved are greater than the single investment diversification limit set forth in the Prospectus and the Articles).

It is expected that interest will accrue on any such outstanding borrowings at a rate lower than the preferred return, which does not accrue on such borrowings and will begin accruing when capital contributions to fund such investments, or to repay borrowings used to fund such investments, are actually made to the Sub-Fund. As a result, the use of a credit facility with respect to investments and ongoing capital needs may reduce or eliminate the preferred return received by the Investors and accelerate or increase distributions of carried interest. Furthermore, calculations of invested capital for purposes of determining Management Fees will include any borrowings used to fund such investments. Because the preferred return does not accrue on such outstanding borrowings, the Board has an incentive to cause the Sub-Fund to borrow in this manner in lieu of receiving subscriptions and, in view of the fact that the Management Fee payable by the Sub-Fund is the same whether investments are funded with capital contributions or Sub-Fund borrowings, the Board may benefit from operating the Sub-Fund in this manner. As a general matter, use of leverage in lieu of receiving subscriptions amplifies returns (either negative or positive) to Investors.

The Sub-Fund may need to refinance its outstanding debt as it matures and financing obtained at the time of investment may not be available for the life of the asset. Additionally, the Management Fee will be calculated on the Net Asset Value, which may include any amount funded by borrowings or other indebtedness. A decrease in the market value of the investments would increase the effective amount of leverage and could result in the possibility of a violation of certain financial covenants pursuant to which the Sub-Fund must either repay all or a portion of such leverage, which could cause foreclosure or forced liquidation of the pledged or charged assets.

The Board has the right, at its option, to cause the Sub-Fund and any other entity established as part of the Sub-Fund to incur indebtedness or leverage or provide other forms of credit support either individually or on a joint and several basis and accordingly leverage may be incurred jointly with other vehicles. In such circumstances, indebtedness may be structured in a way that (i) the individual vehicles (including the Sub-Fund) are jointly and/or severally responsible (including on a cross-guaranteed or cross-collateralised basis and/or through the provision of other credit support) for the repayment (directly or indirectly) of indebtedness and/or (ii) the assets of any vehicle (including the Sub-Fund) are pledged or charged to secure indebtedness obtained for the benefit of one or more other vehicles (or third party sponsors). In certain circumstances, any vehicle (including the Sub-Fund) may provide credit support as described in this paragraph with respect to an obligation of one or more other vehicles even if such other vehicles do not provide similar credit support in connection with such leverage and no compensation is paid for providing such credit support. Investments may also be cross-collateralised or cross-defaulted, such that multiple investments may be subject to the risk of

loss. As a result, the Sub-Fund could lose its interests in performing investments in the event such investments are cross-collateralised or cross-defaulted with poorly performing or nonperforming investments.

Seed Facility. The Sub-Fund or its subsidiaries may enter into a Seed Facility prior to, on or following the Launch Date in order for the Sub-Fund to acquire the Seed Portfolio. Any such Seed Facility may be entered into with BlackRock or one of its Affiliates. In such circumstances, the Seed Lender under any Seed Facility may therefore be an Affiliate of the AIFM and the Investment Manager. Whilst BlackRock considers that such a Seed Facility will generally contain customary market terms, including, but not limited to, the interest payable by the Sub-Fund on borrowings drawn down pursuant to the Seed Facility, such arrangements could give rise to a conflict of interest between the Sub-Fund in entering into the Seed Facility and the affiliated Seed Lender and in the negotiation and agreement of the terms of such Seed Facility. In addition, the Seed Lender will have different interests and priorities which may conflict with those of the Sub-Fund and the Investors, in particular its interest in receiving interest and other fees under the Seed Facility, along with repayment of all amounts outstanding. The Seed Lender may, in certain circumstances, pursue or enforce rights or take other actions with respect to the Sub-Fund.

Financing Risks. The economic performance of investments generally assumes financial leverage and structuring, which introduces potential risks regarding such assumptions and of potential refinancing. There is a risk that the current availability of debt providers, tax equity investors or other sources of finance will not continue in the future. Further, there is a risk that while such financing partners may be available, they will not participate at spreads or levels as have been assumed. Finally, in certain instances the financing obtained at the time of investment may not be available for the life of the asset. For example, if leverage with respect to an investment must be repaid, the investments may not be able to obtain new leverage to repay such leverage or, if it is able to obtain such new leverage, it may not be able to obtain it on terms that are as favourable as those it obtained with respect to the prior leverage (including with respect to the maximum advance rates available in respect of the Sub-Fund's investments). Therefore, there is a risk that, in the future, the financing market may materially change and impact the return on the Sub-Fund's investments.

Additional Different Terms. The Sub-Fund has established and may in the future establish classes of Shares that are subject to terms that are different than those to which the Shares held by any given Shareholder are subject, including, without limitation, classes of Shares that are subject to different liquidity terms than other classes of Shares. The Sub-Fund may also in the future establish classes of Shares that are subject to terms that are different than those to which the Shares offered pursuant to this Prospectus are subject for prospective Shareholders. The terms of such Shares may permit their holders to redeem more frequently or on less notice than is permitted for the Shares offered pursuant to this Prospectus. Redemptions by holders of such Share Classes could have an adverse impact on the value of the other Shareholders' Shares and could result in the Sub-Fund being required to liquidate their assets at a time when it is not considered by the AIFM or Investment Manager to be an optimal time to do so, which could have a material adverse effect on the Sub-Fund's portfolio. In addition, holders of Share Classes with more frequent liquidity may possess information relating to the Sub-Fund at a time that they are permitted to submit a redemption request. Shareholders holding Share Classes with less frequent liquidity may also possess such information, but are unable to submit redemption requests at such time (unlike holders of classes of Shares with more frequent liquidity). As a result, Shareholders holding classes of Shares with less frequent liquidity may be harmed by substantial redemptions by Shareholders holding classes of Shares with more frequent liquidity. In addition, given the High Water Mark for each Share Class begins on the date of the launch of such Share Class, a Share Class launched subsequent to another Share Class may provide the Investment Manager with the opportunity to receive the Performance Fee in a shorter time frame than the Share Classes launched at such earlier date.

Uncertainty of Estimates. Given the various factors affecting estimates regarding the Sub-Fund's Net Asset Value, Investors should note that any estimates as to the size of the Sub-Fund, the Sub-Fund's Net Asset Value or similar are complex and require significant decisions and assumptions, and such estimates are subject to wide variances based on changes in the decisions and assumptions upon which they are based. Accordingly, it is possible for such estimates to be significantly revised from time to time and any estimate as to the size of the Sub-Fund, the Sub-Fund's Net Asset Value or similar in this Schedule should not be relied upon by investors. In particular, the fees and expenses set out in Section 2 of this Schedule are based upon, among other things, such estimates of the size of the Sub-Fund, the Sub-Fund's Net Asset Value and similar measurements, and therefore may not accurately reflect the actual fees and expenses which each Investor will be required to bear.

8.2 Investment

Investment and Trading Risks. All investments in securities and other financial instruments risk the loss, including the complete loss, of capital. The Sub-Fund's investment program may utilise investment techniques with significant risk characteristics, including risks arising from leverage, margin transactions, short sales, swaps, options on securities and forward contracts, volatility of the credit, fixed income, equity, commodity, currency and other financial markets, the risk of loss from counterparty defaults and the risks of borrowing or in relation to the incurrence of indebtedness, including for purposes of making investments, and risks associated with making investments outside developed markets. These investment techniques may, in certain circumstances, increase the adverse impact to which the Sub-Fund may be subject.

Investment Strategy and Allocation. The Sub-Fund has established certain investment criteria and allocation targets as described in its investment guidelines. These investment criteria and allocation targets are intended to provide Investors with an understanding of the Sub-Fund's current investment strategy. However, due to a variety of factors, including prevailing market conditions and available opportunities, these criteria and/or targets may not be met, may change or may be exceeded. This may be the case, for example, due to the uncertainty of appropriate investment opportunities in the future. Investors should understand that any targets of the Sub-Fund (other than those prescribed by regulation) are not strict policies that BlackRock will necessarily follow and that BlackRock has complete flexibility to invest the Sub-Fund's assets as it sees fit under then prevailing circumstances.

Limitations on Potential Investments. The Sub-Fund's investment restrictions may restrict the universe of investments that the Investment Manager may select for the Sub-Fund and may prevent the Investment Manager from selecting certain investments for the Sub-Fund that would otherwise have been selected. Other Client Accounts may have similar investment objectives to that of the Sub-Fund and may invest in potential investments that the Sub-Fund's investment restrictions may restrict. The investment performance of the Sub-Fund and any such Client Accounts may vary significantly as a result of different investments and/or different investment allocations made by the Sub-Fund because of the Sub-Fund's investment restrictions. See Section 4 "*Summary of Principal Terms of the and Conditions of the Offering*".

Inflation. The U.S., the UK, the EU and other developed economies have been experiencing, starting early 2022, higher-than-normal inflation rates. It remains uncertain whether substantial inflation in such economies will be sustained over an extended period of time or have a significant effect on the impacted economies. Inflation and rapid fluctuations in inflation rates have had in the past, and may in the future have, negative effects on economies and financial markets. Certain portfolio companies may be impacted by inflation, such as current inflation related to global supply chain disruptions, and to geopolitical uncertainties resulting from the Russian invasion of Ukraine, and NATO's and the international community response thereto. Recent inflationary pressures have increased the cost of energy and raw materials and may adversely affect consumer spending, economic growth and operations of portfolio companies. If portfolio companies are unable to pass any increases in their costs along to their customers,

it could adversely affect their results and impact their profitability. In addition, any projected future decreases in portfolio companies' operating results due to inflation could adversely impact the fair value of those investments. Any decreases in the fair value of the Sub-Fund's investments could result in future realised or unrealised losses and therefore reduce the Sub-Fund's net assets and/or investment returns. There can be no assurance that inflation will not have an adverse impact on the Sub-Fund's returns.

Inflation Rate Risk. The Sub-Fund and the entities in which it will directly or indirectly invest may invest in countries that have experienced substantial rates of inflation in recent years. If the inflation rate changes, the net cash flows arising at the investment level may be adversely affected. Inflation and rapid fluctuations in inflation rates have had, and may in the future have, negative effects on the economies and securities markets of certain economies. There can be no assurance that inflation will not become a problem in the future and have an adverse impact on the Sub-Fund, and the entities in which it directly or indirectly invests, investing in these countries or the returns from such investments.

Interest Rate Risks. General interest rate fluctuations may have a substantive negative impact on the investments and the Sub-Fund's investment opportunities. Changes in interest rates may adversely affect the value or profitability of the assets of the Sub-Fund, as a result of, inter alia, internal pressure on cash flows of portfolio companies in which the Sub-Fund has made investments, especially those with significant additional debt liabilities. In addition, changes in the general level of interest rates may impact the Sub-Fund's rate of return by affecting the spread between, among other things, the income on its assets and the expense of any of its interest-bearing liabilities and accordingly may have an adverse effect on the Sub-Fund's investment objectives. An increase in interest rates would make it more expensive to utilise leverage in making investments.

Interest rate changes may affect the value of the assets of the Sub-Fund indirectly (in particular with respect to fixed rate instruments) and directly (in particular with respect to instruments whose rates are adjustable). For example, the value of fixed-rate debt and preferred stock securities can be expected to vary inversely with changes in prevailing interest rates.

Interest rate sensitivity is generally more pronounced and less predictable in instruments with uncertain payment or prepayment schedules. Adjustable interest rate instruments also react to interest rate changes in a similar manner, although generally to a lesser degree (depending, however, on the characteristics of the reset terms, including the index chosen, frequency of reset and reset caps or floors, among other factors). During periods of rising interest rates, the average life of certain fixed rate debt and preferred stock securities is extended because of slower than expected principal payments. This may lock-in a below-market interest rate and extend the duration of these securities, especially mortgage related securities, making them more sensitive to changes in interest rates. As a result, in a period of rising interest rates, these securities may exhibit additional volatility and additional loss in value. For other investments, a rise in interest rates could trigger a prepayment of the principal investment by the borrower prior to the investment's maturity.

Interest rates are highly sensitive to many factors beyond the control of the Sub-Fund or the Investment Manager, including, but not limited to, governmental, monetary and tax policies, domestic and international economic and political considerations, fiscal deficits, trade surpluses or deficits and regulatory requirements.

To the extent the European Central Bank's, the U.S. Federal Reserve System's, or other central banks' deposit rate from time to time results in a bank incurring negative deposit rates as a result of maintaining any accounts on the Sub-Fund's behalf, the Sub-Fund will be required to reimburse such bank in an amount equal to the chargeable interest incurred on such accounts as a result of such negative deposit rates. Any such payments may have a negative impact on the amounts available to the Sub-Fund to distribute to Shareholders. Currently, interest rates are generally rising, and such increases may have an adverse impact

on the performance of the Sub-Fund. However, the performance of the Sub-Fund may also be affected adversely by a fall in interest rates.

Foreign Exchange Risk. Changes in foreign currency exchange rates may affect the value of investments. Currencies of certain countries may be volatile and therefore may affect the value of investments denominated in such currencies, which means that the Net Asset Value of the Sub-Fund could decline as a result of changes in the exchange rates between foreign currencies and the reference currency of the Sub-Fund. The Sub-Fund's reference currency is generally the Euro; however, certain investments may be made in or affected by other currencies, in which case changes in the foreign currency exchange rates between the Euro and such other currencies may also impact returns.

The Investment Manager may operate a hedging program. The hedging program would seek to mitigate the impact of changes in currency exchange rates that affect the value of investments. The program would involve the Sub-Fund seeking to undertake hedging transactions depending on market conditions. There is no guarantee that any such hedging activities will be successful.

Defaults, prepayments, trading and other events increase the risk of a mismatch between the currency hedges and investments. This may cause losses. In addition, the Sub-Fund may be limited at the time of reinvestment in its choice of investments because of the cost of such hedging and due to any restrictions binding on it with respect to such hedging.

Hedging techniques employed by the Investment Manager may be entered into whether the hedged currency is declining or increasing in value relative to the reference currency of the Sub-Fund. Although these techniques are intended to minimise the risk of loss due to a decline in the value of the hedged currency, at the same time they may limit any potential gain that might be realised should the value of the hedged currency increase. In addition, the precise matching of amounts with respect to the hedging techniques employed and the value of the underlying securities or other assets will not generally be possible. For example, precise matching of forward foreign exchange contract amounts generally is not possible; various factors may impact this matching, including, but not limited to, differing interest rates between currencies. Therefore, the successful execution of a hedging strategy which matches exactly the profile of the underlying investments and other assets cannot be assured.

Currency Concentration Risk. At certain times, the Sub-Fund's investments may be concentrated and a significant proportion of the Sub-Fund's assets may be denominated in a single currency. To the extent that there is a concentration in a single currency, the overall impact of adverse developments in the currency could be considerably greater than if there had not been such a concentration.

Hedging Risks. The Investment Manager may utilise a variety of financial instruments, such as swaps, options, futures contracts, forward contracts and other derivatives, for various hedging purposes, including to protect against possible changes in the market value of the Sub-Fund's investments resulting from fluctuations in the securities markets and changes in interest rates, protect unrealised gains in the value of the investments, facilitate the sale of any such investments, enhance or preserve returns, spreads or gains on any investment in the Sub-Fund, hedge the interest rate or currency exchange rate on certain liabilities or assets or protect against any increase in the price of any securities or other instruments which the Investment Manager anticipates purchasing on behalf of the Sub-Fund at a later date or for any other reason that the Investment Manager deems appropriate. However, other than as prescribed under the ELTIF Regulation, the Investment Manager is not obligated to, and may choose not to, hedge against risks. Where consistent with its investment objectives and policy, the Sub-Fund may utilise over-the-counter ("OTC") FX derivative instruments including, as part of its investment policy for hedging purposes. Any such hedging is designed to mitigate risk and the Investment Managers do not intend to generate leverage through hedging activities or enter into hedging arrangements for speculative purposes.

Hedging techniques involve risks different than those of underlying investments. In particular, the variable degree of correlation between price movements of hedging instruments and price movements in the position being hedged by the Sub-Fund creates the possibility that losses on the hedge may be greater than gains in the value of investments. Such losses can be substantial and include losses on the hedged position, the attempted hedged position or both. Hedging transactions also generally limit the potential gain which might result if the value of an investment should increase, due to the cost of hedging or a decline in the value of the hedged position. As a result, although the Investment Manager may enter into hedging transactions with respect to the Sub-Fund to seek to reduce risk, those transactions may result in a poorer overall performance for the Sub-Fund than if it had not engaged in any such hedging transactions.

The ability of the Sub-Fund to hedge successfully will depend on the ability of the Investment Manager to predict pertinent market movements and to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the investments in the portfolio being hedged, which cannot be assured. Since the characteristics of many securities change as markets change or time passes, the success of the hedging strategy with respect to any of the Sub-Fund's investments is subject to the Investment Manager's ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. For a variety of reasons, in managing the Sub-Fund, the Investment Manager may not seek, or be able, to establish a perfect correlation between a hedging instrument and the position being hedged, and may not anticipate a particular risk so as to hedge against it. Any such imperfect correlation may prevent the Investment Manager from achieving the intended hedge or expose the Sub-Fund to risk of loss. In addition, the Sub-Fund will always be subject to risks that cannot be hedged. Accordingly, there can be no assurance that all or any portion of the Sub-Fund's investments will be hedged against investment risks or that the hedging strategies, if employed, will prove successful.

The Investment Manager or its delegates may enter into forward contracts and options on behalf of the Sub-Fund (or a subsidiary thereof) which are not traded on exchanges and are generally not regulated. There are no limitations on daily price moves of forward contracts. Counterparties with whom the Sub-Fund may maintain accounts may require the Sub-Fund to deposit margin with respect to such trading (including pursuant to EMIR, see Section 6.3 of the General Section "*Certain Legal and Regulatory Risks*"). The Sub-Fund's counterparties are not required to continue to make markets in such contracts and these contracts can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain counterparties have refused to continue to quote prices for forward contracts or have quoted prices with an unusually wide spread (the difference between the price at which the counterparty is prepared to buy and that at which it is prepared to sell). Arrangements to trade forward contracts may be made with only one or a few counterparties, which potentially reduces liquidity. The imposition of credit controls by governmental authorities might limit such forward trading to less than that which the Investment Manager would otherwise recommend, to the possible detriment of the Sub-Fund. In addition, the Sub-Fund may be exposed to credit risks with regard to counterparties with whom it trades as well as risks relating to settlement default (see Section 6 of the General Section "*Investment Considerations and Risk Factors–Management–Settlement Risks*" and *"Investment Considerations and Risk Factors–Counterparty Risk*"). Such risks could result in substantial losses to the Sub-Fund.

Recent legal, regulatory and market developments and related regulations and other requirements (including in respect of documentation, clearance and settlement practices) may significantly increase costs of entering into hedging transactions, lead to the Sub-Fund's inability to purchase additional investments or have unforeseen legal consequences for the Sub-Fund or the Investment Manager or have other material adverse effects on the Sub-Fund.

There can be no assurance that hedging transactions will be successful in protecting against adverse market and/or currency movements.

Interest Rate Hedging. The Sub-Fund may enter into interest rate hedging agreements. The Sub-Fund's interest rate hedging activity will vary in scope based on the level and volatility of interest rates, the type of portfolio investments held, the denomination of investments and other changing market conditions. Interest rate hedging may fail to protect or could adversely affect the Sub-Fund because, among other things:

(i) interest rate hedging can be expensive, particularly during periods of rising or volatile interest rates;

(ii) available interest rate hedging may not correspond directly with the interest rate risk for which protection is sought;

(iii) the duration of the hedge may not match the duration of the related liability;

(iv) the credit quality of the party owing money on the hedge may be downgraded to such an extent that it impairs the Sub-Fund's ability to sell or assign its side of the hedging transaction;

(v) the party owing money in the hedging transaction may default on its obligation to pay; and

(vi) the Sub-Fund's hedging activity may adversely affect the Sub-Fund's returns.

Therefore, while the Sub-Fund may enter into hedging transactions to seek to reduce interest rate risks, unanticipated changes in interest rates may result in poorer overall investment performance than if the Sub-Fund had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions being hedged may vary. Moreover, for a variety of reasons, the Sub-Fund may not seek to establish a perfect correlation between such hedging instruments and the investments being hedged. Any such imperfect correlation may prevent the Sub-Fund from achieving the intended hedge and expose the Sub-Fund to risk of loss.

Derivatives Risk. Derivative instruments, or “derivatives”, include swaps, options, futures contracts, forward contracts and other instruments and contracts that are derived from, and are valued in relation to, one or more underlying securities, financial benchmarks, or indices (each, a “reference asset”). Derivatives typically allow an investor to hedge or speculate, on a leveraged basis, upon the price movements of a particular reference asset at a fraction of the cost of acquiring, borrowing, or selling short the reference asset; provided, however, that the Sub-Fund will utilise derivatives for hedging purposes only.

The value of a derivative depends largely upon price movements in the reference asset. Therefore, many of the risks applicable to trading the reference asset are also applicable to derivatives trading. Consequently, if the reference asset that is the subject of a derivative is subject to risks described elsewhere in the Prospectus, then such derivative will also be subject to those risks. However, there are a number of additional risks associated with derivatives trading. For example, derivatives may have very high leverage embedded in them, which significantly increases the sensitivity of the market value of derivatives to changes in the market value of the reference assets and may result in losses greater than the amount of the investment. Derivatives are also subject to various other types of risk, including market risk, liquidity risk, structuring risk, event risk, counterparty financial soundness, credit worthiness, performance and termination risk, legal risk, and operational risk. Moreover, the use of derivatives involves a risk of the loss of the entire amount invested or, in the case of certain derivatives transactions (e.g., selling (writing) an “uncovered” option), unlimited loss.

Transactions in certain derivatives are subject to certain regulatory and exchange requirements that may restrict the Sub-Fund’s use of such derivatives. For example, the U.S. Commodity Futures Trading Commission and U.S. futures exchanges have established limits referred to as “speculative position limits” on the maximum net long or net short position which any person may hold or control in particular commodity contracts. All of the positions held by all accounts owned or controlled by the Investment Manager, including the Sub-Fund, will be

aggregated for the purposes of determining compliance with position limits. It is possible that the trading instructions for the Sub-Fund may have to be modified and that positions held by the Sub-Fund may have to be liquidated in order to avoid exceeding such limits. Such modification or liquidation, if required, could adversely affect the operations and profitability of the Sub-Fund.

Transactions in other derivatives (e.g., forward contracts and certain swaps) are subject to risks of trading in the "over-the-counter" markets described below. Transactions in other derivatives (e.g., non-U.S. futures contracts) may involve executing and clearing trades on non-U.S. exchanges and, therefore, are subject to risks of trading on such exchanges. No U.S. organisation regulates the activities of a non-U.S. exchange, including the execution, delivery and clearing of transactions on such an exchange, and no U.S. regulator has the power to compel enforcement of the rules of the non-U.S. exchange or the laws of non-U.S. jurisdictions. Moreover, such laws or regulations will vary depending on the jurisdiction in which the transaction occurs. For these reasons, in connection with such investments, the Sub-Fund may not be afforded certain of the detailed financial, trade practice and customer protections which apply to derivative transactions executed and cleared on a U.S. exchange, including the right to use U.S. alternative dispute resolution procedures.

Certain derivative instruments that the Sub-Fund may use for hedging purposes, including total rate of return swaps and other credit derivatives, are relatively recent developments in the financial markets. Consequently, there are certain legal, tax, regulatory and market uncertainties that present risks in entering into such derivatives. For example, there is currently little or no case law or litigation characterising total rate of return swaps or other credit derivatives, interpreting their provisions, or characterising their tax treatment. In addition, regulations and laws may apply to total rate of return swaps and other credit derivatives that have not heretofore been applied. There can be no assurance that future decisions construing similar provisions to those in any swap agreement or other related documents or additional regulations and laws governing such derivatives will not have a material adverse effect on the Sub-Fund.

OTC Transactions. There is less governmental regulation and supervision of transactions in OTC markets (in which currencies, forward, spot and option contracts, credit default swaps, total return swaps and certain options on currencies and other types of derivative instruments are generally traded) than organised exchanges. Many of the protections afforded to transactions on organised exchanges such as the performance guarantee of an exchange clearing house may not exist for OTC transactions. The risk of counterparty default therefore exists (See Section 6 of the General Section *"Investment Considerations and Risk Factors—Management—Counterparty Risks*"). Other risks include:

(i) price risk – the risk that a price change in the market underlying a derivative contract or in the derivative contract itself, is adverse to the derivative position held;

(ii) leveraging risk – due to the nature of derivatives, it is possible to create greater exposure to a market than the assets backing the position, thus potentially magnifying the risk of loss; and

(iii) liquidity risk – the risk that a derivative position cannot be reversed.

Further, in contrast to exchange traded instruments, forward, spot and option contracts on currencies do not provide the Investment Manager or its delegate with the possibility to offset a Sub-Fund's obligations through an equal and opposite transaction. For this reason, entering into forward, spot or options contracts, the Sub-Fund may be required, and must be able to, perform its obligations under the contracts.

Investments May be Concentrated. Except as set forth in the Prospectus or Articles, there can be no assurance as to the degree of diversification that will be achieved in the Sub-Fund's investments, and the Sub-Fund's investment portfolio could become highly concentrated (in

terms of geography, currency, sector, asset class or otherwise), and the performance of a few holdings may substantially affect its aggregate return. Concentrated investment exposure by the Sub-Fund could magnify the other risks described herein. Similarly, as a result of disposal of assets during the winding up of the Sub-Fund, the Sub-Fund may not be able to dispose of assets across various asset classes proportionally, which could result in the Sub-Fund becoming highly concentrated.

Risks Related to Data Protection. Data protection and regulations related to privacy, data protection and information security could increase costs, and a failure to comply could result in fines, sanctions or other penalties, which could materially and adversely affect the results of operations of a portfolio company, issuer and/or Target Fund as an investment.

Investments, issuers and the Sub-Fund are subject to regulations related to privacy, data protection and information security in the jurisdictions in which they do business. As privacy, data protection and information security laws are implemented, interpreted and applied, compliance costs may increase, particularly in the context of ensuring that adequate data protection and data transfer mechanisms are in place.

Regulation (EU) 2016/679 of the European Parliament and the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, as amended (the "GDPR") took direct effect across EU Member States on 25 May 2018. The GDPR seeks to harmonise national data protection laws across the EU, while at the same time, modernising the law to address new technological developments. Compared to the previous EU data protection laws derived from the Data Protection Directive (Directive 95/46/EC) (which was replaced by the GDPR), the GDPR notably has a greater extra-territorial reach and has a significant impact on data controllers and data processors either with an establishment in the EU, or which offer goods or services to EU data subjects or monitor EU data subjects' behaviour within the EU. The regime imposes more stringent operational requirements on both data controllers and data processors, and introduces significant penalties for non-compliance with fines of up to 4% of total annual worldwide turnover or €20 million (whichever is higher), depending on the type and severity of the breach.

Directive 2002/58/EC of the European Parliament and of the Council of 12 July 2002 concerning the processing of personal data and the protection of privacy in the electronic communications sector (the "ePrivacy Directive"), might be repealed by the proposal for a regulation of the European Parliament and of the Council concerning the respect for private life and the protection of personal data in electronic communications (the "ePrivacy Regulation") which aims to reinforce trust and security in the digital single market by updating the legal framework on ePrivacy. A draft of the ePrivacy Regulation is subject to ongoing trilogue negotiations (between the Council of the EU, the European Parliament and the European Commission). A compulsory grace period of a maximum of two years will then apply to allow EU Member States to implement the ePrivacy Regulation before it is brought into effect.

Compliance with current and future privacy, data protection and information security laws could significantly impact current and planned privacy and information security related practices, the collection, use, sharing, retention and safeguarding of personal data and some of our current and planned business activities. A failure to comply with such laws could result in fines, sanctions or other penalties, which could materially and adversely affect results of operations and overall business, as well as have an impact on reputation.

Material, Non-Public Information. From time to time, the Investment Manager may come into possession of confidential or material, non-public information concerning an issuer in which the Sub-Fund has invested, or may invest, and the possession of such information may limit the ability of the Sub-Fund to acquire or dispose of investments. The Sub-Fund's investment flexibility may be constrained as a consequence of the Investment Manager's inability to use such information for investment purposes. The Investment Manager may be subject to other

restrictions on its investment flexibility. See Section 4 (*Summary of Principal Terms and Conditions of the Sub-Fund*).

Restrictions on Repatriation of Capital and Profits. The Sub-Fund may invest directly and indirectly in countries that control, in varying degrees, the repatriation of capital and profits that result from foreign investment. In such countries, capital markets, often opaque, continue to be highly regulated and will likely be subject to *continuing* government restrictions. There can be no assurance that the Sub-Fund or its investments will be permitted to repatriate capital or profits, if any, from these countries.

Cash, Cash Equivalents and other Liquid Instruments. The Sub-Fund is expected to hold cash, cash equivalents, U.S. and non-U.S. government bonds, and other short-term securities, or money market funds pending investment, to fund anticipated redemptions or expenses or for such other reasons as determined by the Investment Manager in its sole discretion. Any such positions could prevent the Sub-Fund from achieving its investment objective.

Subject to applicable laws, the Sub-Fund may invest in cash management products that are sponsored, managed or serviced by the Investment Manager or its affiliates. In connection with any of these investments, the Sub-Fund will bear all fees pertaining to the investments, including advisory, administrative or 12b-1 fees.

Non-EU Investments. Investments in jurisdictions outside the EU involve certain considerations not typically associated with investing in EU, including risks relating to (i) currency exchange matters (including fluctuations in the rate of exchange between the Euro and the various non-Euro currencies in which the Sub-Fund's investments may be denominated (including risks associated with potentially rapid inflation), and costs associated with conversion of investment principal and income from one currency into another); (ii) exposure to fluctuations in interest rates payable with respect to the instruments in which the Sub-Fund invests; (iii) differences in conventions relating to documentation, settlement, corporate actions, stakeholder rights and other matters; (iv) differences between EU and non-EU credit and securities markets (including potential price volatility in, and relative illiquidity of, certain non-EU credit and securities markets); (v) the absence of uniform accounting, auditing, and financial reporting standards, practices and disclosure requirements, and less or more government supervision and regulation; (vi) certain economic, social and political risks (including potential exchange control regulations, restrictions on non-EU investment and repatriation of capital, and the risks of political, economic, governmental or social instability (including the risk of sovereign defaults, regulatory change, and the possibility of expropriation or confiscatory taxation)); (vii) the possible imposition of non-EU taxes on income, gains and gross sales or other proceeds recognised with respect to non-EU securities or instruments; (viii) the application of complex EU and non-EU tax rules to cross-border investments; (ix) possible non-EU tax return filing requirements for the Sub-Fund and/or certain Investors; (x) differing and potentially less well-developed or well-tested corporate laws regarding stakeholder rights, creditors' rights (including the rights of secured parties), fiduciary duties and the protection of investors; (xi) differences in the legal and regulatory environment (including enhanced legal and regulatory compliance); (xii) political hostility to investments by foreign or private equity investors; and (xiii) less publicly available information.

Additionally, the Sub-Fund may be less influential than other market participants in jurisdictions where the Sub-Fund, the AIFM and/or the Investment Manager and their affiliates do not have a significant presence, and it may have greater difficulty enforcing its legal rights in a non-EU jurisdiction. The Sub-Fund may be subject to additional risks, which include possible adverse political and economic developments, possible seizure or nationalisation of foreign deposits and possible adoption of governmental restrictions which might adversely affect the payment of principal and interest to investors located outside the country of the issuer, whether from currency blockage or otherwise. Furthermore, certain of the Sub-Fund's investments may be subject to brokerage taxes levied by non-EU governments, the effect of which would be to increase the cost of such an investment and reduce the realised gain (or increase the realised

loss) on such an investment at the time of its disposition. While the Investment Manager intends, where it deems appropriate, to manage the Sub-Fund in a manner that will minimise exposure to the foregoing risks and to take these factors into consideration in making investment decisions for the Sub-Fund, there can be no assurance that adverse developments with respect to such risks will not adversely affect the assets of the Sub-Fund that are held in certain non-EU jurisdictions.

Emerging Markets. The Sub-Fund may invest a limited portion of its assets in, or in investments with exposure to, emerging markets. The value of emerging market investments may be significantly affected by certain considerations not usually associated with investing in developed market companies or countries, including political and economic considerations, the potential difficulty of repatriating funds, general social, political and economic instability and adverse diplomatic developments and the low volume of trading, resulting in potential lack of liquidity and in price volatility, and certain government policies that may restrict the Sub-Fund's investment opportunities. There is also less regulation, generally, of the securities markets in emerging market countries than there is in developed markets.

There may be additional impacts on the value of assets in, or investments with exposure to, emerging markets as a result of sustainability risks, in particular those caused by environmental changes related to, and which may be exacerbated by, climate change, social issues (including but not limited to relating to labour rights) and governance risk (including but not limited to risks around board independence, ownership and control, or audit and tax management). The Investment Manager may also encounter problems in assessing investment opportunities in certain emerging markets in light of limitations on available information.

Sustainability Risks. Sustainability risk is an inclusive term to designate investment risk (probability or uncertainty of occurrence of material losses relative to the expected return of an investment) that relates to environmental, social or governance issues.

Sustainability risk around environmental issues includes, but is not limited to, physical and transition risk. Physical risk arises from the physical effects of climate change, acute or chronic. For example, frequent and severe climate-related events can impact products and services and supply chains. Transition risk, whether policy, technology, market or reputation risk arises from the adjustment to a low-carbon economy in order to mitigate climate change. Risks related to social issues can include but are not limited to labour rights and community relations. Governance related risks can include, but are not limited to, risks around board independence, ownership and control, or audit and tax management. These risks can impact an issuer's operational effectiveness and resilience as well as its public perception and reputation, affecting its profitability and in turn, its capital growth, and ultimately impacting the value of Shares in the Sub-Fund.

These are only examples of sustainability risk factors and sustainability risk factors do not solely determine the risk profile of the investment. The relevance, severity, materiality and time horizon of sustainability risk factors and other risks can differ significantly between investments.

Sustainability risk can manifest itself through different existing risk types (including, but not limited to, market, liquidity, concentration, credit, asset-liability mismatches etc.). By way of example, the Sub-Fund may invest in the equity or debt of an issuer that could face potentially reduced revenues or increased expenditures from physical climate risk (e.g., decreased production capacity due to supply chain perturbations, lower sales due to demand shocks or higher operating or capital costs) or transition risk (e.g., decreased demand for carbon-intensive products and services or increased production costs due to changing input prices). As a result, sustainability risk factors may have a material impact on an investment, may increase the volatility, affect liquidity and may result in a decrease in the value of Shares in the Sub-Fund.

The impact of such risks may be higher for investments in subsidiary holding companies, partnerships, other co-investment vehicles and/or Target Funds with particular sectoral or geographic concentrations (e.g., those with geographical concentration in locations susceptible to adverse weather conditions where the value of the investments in the subsidiary holding companies, partnerships, other co-investment vehicles and/or Target Funds may be more susceptible to adverse physical climate events) or with specific sectoral concentrations such as investing in industries or issuers with high carbon intensity or high switching costs associated with the transition to low carbon alternatives.

All or a combination of these factors may have an unpredictable impact on the Sub-Fund's investments. Under normal market conditions, such events could have a material impact on the value of Shares in the Sub-Fund.

Assessments of sustainability risk are specific to the asset class and to the Sub-Fund's objective. Different asset classes require different data and tools to apply heightened scrutiny, assess materiality, and make meaningful differentiation among issuers and assets. Risks are considered and risk managed concurrently, by prioritising based on materiality and on the Sub-Fund's objective.

The impacts of sustainability risks are likely to develop over time and new sustainability risks may be identified as further data and information regarding sustainability factors and impacts become available and the regulatory environment regarding sustainable finance evolves. These emerging risks may have further impacts on the value of Shares in the Sub-Fund.

Environmental, Social and Governance ("ESG") Matters. ESG is only one of the many factors the Investment Manager will consider in making an investment, and there is no guarantee that such consideration will cause the Investment Manager to successfully implement and make investments in companies that create positive ESG impact or have enhanced long-term Investor value and financial returns. To the extent that the Investment Manager engages with companies on ESG-related practices and potential enhancements thereto, such engagements may not achieve the desired financial results, or the market may not view any such changes as desirable, particularly where the Sub-Fund holds debt or an otherwise non-controlling interest in a company. Successful engagement efforts on the part of the Investment Manager will depend on the Investment Manager's skill in properly identifying and analysing material ESG factors and their value, and there can be no assurance that the strategy or techniques employed will be successful. Considering ESG qualities when evaluating an investment may result in the selection or exclusion of certain investments based on the Investment Manager's view of certain ESG-related factors, and carries the risk that the Investment Manager may underperform funds that do not take ESG-related factors into account because the market at a given point in time may have a different view of a particular company's performance than that anticipated by the Investment Manager. Consideration of ESG factors may affect the Investment Manager's exposure to certain companies, sectors, regions, countries or types of investments, which could negatively impact the Sub-Fund's performance depending on whether such investments are in or out of favour. The Investment Manager intends to keep the ESG factors it considers in respect of its management of the Sub-Fund, including exclusionary screens, under review during the life of the Sub-Fund and the application of any additional criteria may amplify the risks described above. Applying ESG factors to investment decisions is qualitative and subjective by nature, and there is no guarantee that the criteria utilised by the Investment Manager or any judgment exercised by the Investment Manager will reflect the beliefs or values of any particular Investor or align with future market trends. In evaluating and managing a company, the Investment Manager is dependent upon information and data obtained through voluntary or third-party reporting that may be incomplete, inaccurate or unavailable, which could cause the Investment Manager to incorrectly assess a company's ESG practices and/or related risks and opportunities. ESG-related practices differ by region, industry and issue and are evolving accordingly, and a company's ESG-related practices or the Investment Manager's assessment of such practices may change over time. Finally, there

is growing regulatory interest, particularly in the U.S., UK, and EU, in improving transparency around how investment managers define and measure ESG performance, in order to allow investors to validate and better understand sustainability claims. The Investment Manager's ESG practices could become subject to additional regulation in the future (including pursuant to the various legislative initiatives stemming from the action plan on sustainable finance adopted by the EU Commission in March 2018), and the Investment Manager cannot guarantee that its current approach will meet future regulatory requirements.

Projections**.** The Sub-Fund will rely upon projections, forecasts or estimates developed by the Board, the AIFM, the Investment Manager and/or an investment concerning the investment's future performance and cash flow. Projections, forecasts and estimates are forward-looking statements and are based upon certain assumptions. Actual events are difficult to predict and beyond the Sub-Fund's control. Actual events may differ from those assumed. Some important factors which could cause actual results to differ materially from those in any forward-looking statements include changes in interest rates; domestic and foreign business, market, financial or legal conditions; differences in the actual allocation of the Sub-Fund's investments among different asset categories from those assumed herein; changes in the degree of leverage actually used by the Sub-Fund from time to time; the degree to which the Sub-Fund's investments are hedged and the effectiveness of such hedges; and the terms of any borrowing agreements, among others. In addition, the degree of risk will be increased as a result of leveraging of the investments. Accordingly, there can be no assurance that estimated returns or projections can be realised or that actual returns or results will not be materially lower than those estimated therein. Projections are inherently subject to uncertainty and factors beyond the control of the Board, the AIFM, the Investment Manager and the Sub-Fund. The inaccuracy of certain assumptions, the failure to satisfy certain financial requirements and the occurrence of other unforeseen events could impair the ability of the Sub-Fund to realise projected values and cash flow. BlackRock disclaims and makes no representation or warranty of any kind whatsoever, express or implied, regarding the accuracy or completeness of any projections or the assumptions underlying such projections or any information provided by third parties. Such information is current as of the date indicated only and there is no obligation to update such information. Further, BlackRock makes no representation or warranty that all the information and/or assumptions that could or should have been included in the projections contained in the Prospectus have been included.

Risks Relating to Due Diligence of and Conduct of Investments**.** Before making investments, the Investment Manager will typically conduct due diligence that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. Due diligence may entail evaluation of important and complex business, financial, tax, accounting, sustainability-related risks and legal issues.

Investment analyses and decisions by the Investment Manager may be undertaken on an expedited basis in order for the Sub-Fund to take advantage of available investment opportunities. In such cases, the information available to the Investment Manager at the time the Sub-Fund makes an investment may be limited, and the Investment Manager may not have access to the detailed information regarding the investment opportunity, in each case, to an extent that may not otherwise be the case had the Investment Manager been afforded more time to evaluate the investment opportunity. There may also be other reasons that the information available to the Investment Manager prior to the Sub-Fund making an investment may be less than is generally the case. Therefore, no assurance can be given that the Investment Manager will have knowledge of all circumstances that may materially and adversely affect an investment. Further, the Sub-Fund may conduct its due diligence activities in a very brief period and may assume the risks of obtaining certain consents or waivers under contractual obligations.

When conducting due diligence and making an assessment regarding an investment, the AIFM and/or the Investment Manager may rely on the resources available to it, including information

provided by the target of the investment and, in some circumstances, third-party investigations. For example, outside consultants, legal advisors, accountants, investment banks and other third parties may be involved in the due diligence process to varying degrees depending on the type of investment. Such involvement of third-party advisors or consultants may present a number of risks primarily relating to the AIFM's and/or the Investment Manager's reduced control of the functions that are outsourced. The due diligence investigation that the AIFM and/or the Investment Manager carries out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation may not necessarily result in the investment being successful. There can be no assurance that attempts to provide downside protection with respect to investments will achieve their desired effect and potential investors should regard an investment in the Sub-Fund as being speculative and having a high degree of risk.

There can be no assurance that the Sub-Fund will be able to detect or prevent irregular accounting, employee misconduct or other fraudulent practices during the due diligence phase or during its efforts to monitor the investment on an ongoing basis. In the event of fraud by any investment or any of its affiliates, the Sub-Fund may suffer a partial or total loss of capital invested in that investment. An additional concern is the possibility of material misrepresentation or omission on the part of the investment or the seller. Such inaccuracy or incompleteness may materially and adversely affect the value of the Sub-Fund's securities and/or instruments in such investment. The Sub-Fund will rely upon the accuracy and completeness of representations made by investments and/or their former owners in the due diligence process to the extent reasonable when it makes its investments, but cannot guarantee such accuracy or completeness. Under certain circumstances, payments to the Sub-Fund may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

Liabilities Resulting from Ownership of Investments. To the extent permitted by the Prospectus and the Articles, the Sub-Fund (alone or together with other investors) may be deemed to have a control position with respect to some of its investments or may take ownership positions in Investments which could expose the Sub-Fund to liabilities not normally associated with minority equity investments, such as risk of liability for sustainability risks (including environmental damage), product defect, failure to supervise management, labour violations, pension plan underfunding, violation of governmental regulations and other types of liability, in which the limited liability characteristic of business entities may be ignored. If these liabilities were to occur, the Sub-Fund could suffer losses in its investments. The Sub-Fund may also be exposed to risk in connection with the disposition of Investments. When disposing of investments, the Sub-Fund may be required to make representations and warranties about the business and financial affairs of the investments typical of those made in connection with the sale of any business, or may be responsible for the contents of disclosure documents under applicable securities law. The Sub-Fund may also be required to indemnify the purchasers of the Sub-Fund's investments or underwriters to the extent that any such representations and warranties or disclosure documents turn out to be incorrect, inaccurate or misleading. These arrangements may result in contingent liabilities, which will be borne by the Sub-Fund.

Leveraging by Investments. Certain of the Sub-Fund's investments may engage in various forms of leverage and the Sub-Fund does not limit the use of leverage by Investments (individually or in the aggregate). Leverage may include both investments in derivatives as well as direct borrowings. To the extent that an investment uses leverage, the value of its net assets will tend to increase or decrease at a greater rate than if no leverage were employed. If income and appreciation on investments made with borrowed funds are less than the required interest payments on the borrowings, the value of the Sub-Fund's net assets will decrease. Accordingly, any event which adversely affects the value of an investment would be magnified to the extent that such investment is leveraged. Leverage has a similar effect on investments

themselves, to the extent the issuer is leveraged, and can also affect the issuer's cash flow and operating results.

Use of leverage by investments in a market that moves adversely to such investments could result in a loss to the Sub-Fund that would be greater than if the Investments were not leveraged, and could result in a loss of the Sub-Fund's entire investment in the Investment.

The amount of a leveraged investment's borrowings and the interest rates on those borrowings, which may fluctuate from time to time, as well as the fees and other costs of borrowing may have a marked effect on a leveraged company's performance. These companies may be subject to restrictive financial and operating covenants, which may, due to the amount of leverage borne by the companies, restrict the ability to make distributions to equity holders and the amounts of such distributions. Leverage may also impair these companies' ability to finance their future operations and capital needs. As a result, these companies' flexibility to respond to changing business and economic conditions and to business opportunities may be limited. An investment with a leveraged capital structure will be subject to increased exposure to adverse economic factors such as a significant rise in interest rates, a severe downturn in the economy, or deterioration in the condition of that investment or its industry. In the event that an investment is unable to generate sufficient cash flow to meet principal and interest payments on its indebtedness, the value of any equity investment by the Sub-Fund in such an investment could be significantly reduced or even eliminated. Further, the inability to refinance the investment's debt, because of market conditions or otherwise, can adversely affect the company and the ability to realise the Sub-Fund's direct or indirect interest in such investment.

A number of investments depend upon the availability of credit to finance their investment strategies. The prime brokers, banks and dealers that may provide financing to investments can apply essentially discretionary margin or other valuation policies. Changes by financing providers to these policies, or the imposition of other credit limitations or restrictions, may result in margin calls, loss of financing, forced liquidation of positions at disadvantageous prices or termination or cross defaults of transactions with the same or other dealers. These adverse effects may be compounded in the event that such limitations or restrictions are imposed suddenly and/or by multiple dealers or counterparties around the same time. In addition, the Sub-Fund itself may enter into financing transactions as described in the Prospectus that would entail similar risks.

In addition, the Sub-Fund itself may utilise leverage to the extent permitted in the Prospectus and the Articles. Use of leverage by the Sub-Fund would be in addition to any leverage utilised by investments and is not limited by the amount, if any, by which investments are leveraged or by leverage incurred by the Sub-Fund in connection with its currency hedging transactions, if any. See "*Borrowing and Leverage*" above. Many of the same risks described with respect to the use of leverage by the Sub-Fund apply to the use of leverage by investments.

Risks Associated with the amendments of the ELTIF Regulation. There is a risk the ELTIF Regulation and/or the ELTIF Delegated Regulation will be amended in the future. Therefore, the features of the Sub-Fund being subject to the ELTIF Regulation and the ELTIF Delegated Regulation could potentially be amended in order to implement such future amendments to the ELTIF Regulation, the ELTIF Delegated Regulation and any new regulatory technical standards or further administrative guidance that may be issued/adopted from time to time. For the avoidance of doubt, changes to the Schedule that are required in order to implement such future amendments will not constitute material changes to this Schedule.

Public Securities. The Sub-Fund may invest in or hold interests in public securities. Such investments may subject the Sub-Fund to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of the Sub-Fund to dispose of such

securities at certain times, increased likelihood of shareholder litigation against such companies' board members and increased costs associated with each of the aforementioned risks.

Privatisations. The Sub-Fund may invest in state-owned enterprises that have been or will be transferred from government to private ownership. It is impossible to predict the timing of such privatisations (or give any assurance that they will occur at all), or what the terms or effects of such privatisations may be. There can be no assurance that any privatisations will be undertaken or, if undertaken, that such plans will be successfully completed. There can also be no assurance that, if a privatisation is undertaken on a private placement basis, the Sub-Fund will have the opportunity to participate in the investing consortium. Shareholders should be aware that changes in governments or economic factors could result in a change in a country's policies on privatisation. Should these policies change in the future, it is possible that governments may determine to return projects and companies to state ownership. In such a situation, the level of compensation that would be provided to the owners of the private companies concerned cannot be accurately predicted but could be substantially less than the amount invested in such companies.

Engaged Investors. Activist investors in the Sub-Fund's investments may seek certain changes of an investment, such as selling assets or subsidiaries, increasing dividends or share buy-backs, changing management and/or executives, changing business practices and/or other matters. If an activist investor tries to effect significant change at an investment, successfully or unsuccessfully, such activism may have an adverse effect on the investment or the Sub-Fund's equity or other investments therein or otherwise impact the Sub-Fund's investment objectives with respect to such issuer.

Duration of Investment Positions. The Investment Manager may not know, except in the case of certain options or derivatives positions which have pre-established expiration dates, the maximum—or even the expected (as opposed to optimal)—duration of any particular position at the time of initiation. The length of time for which a position is maintained may vary significantly, based on the Investment Manager's subjective judgment of the appropriate point at which to liquidate a position so as to augment gains or reduce losses. Many of the Investment Manager's transactions involve acquiring related positions in a variety of different instruments or markets at or about the same time. Frequently, optimising the probability of being able to exploit the pricing anomalies among these positions requires holding periods of significant length. Actual holding periods depend on numerous market factors which can both expedite and disrupt price convergences. There can be no assurance that the Sub-Fund will be able to maintain any particular position, or group of related positions, for the duration required to realise the expected gains, or avoid losses, from such positions.

Turnover. The investment strategies of the Sub-Fund may lead to frequent changes in investments, particularly in periods of rapidly fluctuating market environments and the Sub-Fund's activities may involve investment on the basis of various short-term market considerations. Accordingly, turnover rate may be significant. Portfolio turnover generally involves transactional expenses to the Sub-Fund.

Security Breaches. The Sub-Fund will invest in companies that may be vulnerable to security breaches that could adversely affect the operations, business, and reputation of such investments. Certain investments may be vulnerable to damage, disruptions, or shutdowns due to unauthorised access, computer viruses, cyber-attacks, and other security breaches. An attack attempt or security breach could potentially result in (i) interruption or cessation of certain services to customers, (ii) inability to meet expected levels of service, or (iii) data transmitted over customers' networks being compromised. The Board cannot guarantee that the security measures of its investments will not be circumvented, resulting in customer network failures or interruptions that could impact its investment's customers' network availability and have a material adverse effect on business, financial condition, or operational results. investments may be required to expend significant resources to protect against or

recover from such threats. If an actual or perceived breach of an investment's security occurs, the market perception of the effectiveness of that company's security measures could be harmed, which could result in lost customers. Further, the perpetrators of cyber-attacks are not restricted to particular groups or persons. These attacks may be committed by employees of companies the Sub-Fund intends to invest in or external actors operating in any geography. Any such events could result in legal claims or penalties, disruption in operations, misappropriation of sensitive data, damage to reputation, negative market perception, or costly response measures, which could adversely affect the Sub-Fund (also see Section 6 of the General Section "*Investment Considerations and Risk Factors—Management—Cyber Security*").

Bankruptcy. One or more investments may become involved in bankruptcy or similar proceedings. Such proceedings involve significant risks as many events in bankruptcy are beyond the control of the equity holders and creditors, and there can be no assurance that a bankruptcy court would not approve actions that would be contrary to the interests of the Sub-Fund. As a result of a bankruptcy filing, a company may lose its market position and key employees and otherwise become incapable of restoring itself as a viable entity. Additionally, the recoveries received by creditors and equity holders, if any, in bankruptcy can be adversely affected by the administrative costs of the bankruptcy proceeding, which, in many countries, are frequently high and paid out of the debtor's estate prior to any recovery to creditors and equity holders, and by any delays resulting from the negotiation, approval, confirmation or implementation of the plan of reorganisation. Moreover, it is often difficult to estimate the extent of, or even to identify, any contingent claims that might be made and certain claims that have priority by law (e.g., claims for taxes) may be significant. In addition, in the event of bankruptcy of an investment, the Sub-Fund could experience delays or limitations with respect to its ability to realise the benefits of the collateral securing an investment. Lastly, if the proceeding is converted to a liquidation, the liquidation value of the asset may not equal the liquidation value that was believed to exist at the time of the investment. In addition, bankruptcy laws may differ between jurisdictions and may introduce additional risks to the Sub-Fund and its investment program.

Acquisition Structures; Special Purpose Vehicles. To the extent permitted by the Sub-Fund's governing documents, it is anticipated that the Sub-Fund will invest in investments located in various jurisdictions and such investment may be made through special purpose acquisition structures. To receive the intended benefits of investing through these structures, the Sub-Fund may have to manage the structures to meet certain criteria or operate them in a prescribed way. If the Sub-Fund is deemed to not meet these criteria or to not operate the structure in the prescribed manner, the Sub-Fund could become subject to adverse consequences such as adverse increased local taxes. If one or more special purpose vehicles are formed, the fees and expenses of the Sub-Fund will be higher than if the applicable investment had been made directly.

Options and Warrants. The Sub-Fund may receive or purchase options and warrants as part of a restructuring or other reorganisation. The successful use of options and warrants depends principally on the price movements of the underlying securities. When the Sub-Fund holds an option or warrant, it runs the risk that it will lose its entire investment in such option or warrant in a relatively short period of time, unless the Sub-Fund exercises such option or warrant or enters into a closing transaction with respect to such option or warrant during the life of such option or warrant. If the price of the underlying security does not rise or fall to an extent sufficient to cover the option or warrant premium and transaction costs, the Sub-Fund will lose part or all of its investment in such option or warrant. There is no assurance that the Sub-Fund will be able to effect closing transactions at any particular time or at any acceptable price, and in the event of the bankruptcy of a broker through which the Sub-Fund engages in transactions in options or warrants, the Sub-Fund could experience delays and/or losses in liquidating open positions purchased or sold through such broker. In addition, depending on fluctuations of the equity markets and other factors, warrants and other equity securities may become worthless.

Convertible Debt. The Sub-Fund may acquire convertible securities in the context of a restructuring or other reorganisation of an existing debt investment. As with all fixed income securities, the market value of convertible securities tends to decline as interest rates increase and, conversely, to increase as interest rates decline.

However, when the market price of the common stock underlying a convertible security exceeds the conversion price, the convertible security tends to reflect the market price of the underlying common stock. As the market price of the underlying common stock declines, the convertible security tends to trade increasingly on a yield basis and thus, may not decline in price to the same extent as the underlying common stock. Convertible securities rank senior to common stock in an issuer's capital structure and consequently entail less risk than the issuer's common stock. If a convertible security held by the Sub-Fund is called for redemption, the Sub-Fund will be required to permit the issuer to redeem the security, convert it into the underlying stock or sell it to a third party. Any of these actions could have an adverse effect on the Sub-Fund's ability to achieve its investment objective.

Failure of Futures Commission Merchants. Under the Commodity Exchange Act, futures commission merchants are required to maintain each customer's assets in a segregated account. The Sub-Fund will be subject to a risk of loss in the event of the bankruptcy of any of its futures commission merchants if any such futures commission merchant fails to segregate the assets of the Sub-Fund. In addition, under certain circumstances, such as the inability of another customer of a futures commission merchant or a futures commission merchant itself to satisfy substantial deficiencies in the other customer's account, the Sub-Fund may be subject to a risk of loss of its assets on deposit with such futures commission merchant. In certain circumstances, the Sub-Fund may only be able to recover a *pro rata* share of all property available for distribution to a bankrupt futures commission merchant's customers, even in respect of property specifically traceable to the Sub-Fund. See Section 6 of the General Section *"Investment Considerations and Risk Factors—Management—Counterparty Arrangements*" and "*— Counterparty Risks".*

Systemic Risk. Credit risk may also arise through a default by one or several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by one institution causes a series of defaults by the other institutions. This is sometimes referred to as a "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, with which the Sub-Fund interacts on a daily basis.

Highly Volatile Markets. Price movements of the investments (including commodities contracts and all derivative instruments such as futures and options) may be highly volatile and influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments and national and international political and economic events and policies. Investors must be prepared to maintain investments in the Sub-Fund for prolonged periods of time, notwithstanding such volatility, as the amount Investors may withdraw or transfer from the Sub-Fund may be limited. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies, financial instruments, futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The Sub-Fund is also subject to the risk of the failure of any exchanges on which the positions of the Sub-Fund trade and the potential risk of financial irregularities and/or lack of appropriate risk monitoring and controls by such exchanges or clearinghouses.

Ability to Exit Investments. In evaluating exit strategies for some or all of the investments, the Investment Manager may consider a number of alternatives, including (i) publicly listing the investments of the Sub-Fund, (ii) disposing of or distributing investments to another entity (including to other Client Accounts), including individual assets, in a transaction or series of

transactions that may involve all or a substantial portion of the investments, and (iii) merging or otherwise combining Investments or individual assets with another entity (including other Client Accounts). If the Sub-Fund fails to execute a liquidity event in respect of the Sub-Fund or a significant portion of the investment successfully prior to the liquidation of the Sub-Fund, the Sub-Fund may be forced to liquidate its assets on terms less favourable than expected. There can be no assurance that the Sub-Fund will be able to dispose of its investments on favourable terms, in a timely manner or at all, and the proceeds from these investments and the remaining investments, if any, may be adversely affected.

Illiquid and Long-Term Investments. The Sub-Fund may make investments in or otherwise gain exposure to securities that are subject to legal or other restrictions on transfer or for which no liquid market exists, including securities that cannot be sold except pursuant to a registration statement filed under the Securities Act, or in accordance with Rule 144 promulgated under the Securities Act. As a result, the Sub-Fund may be unable to liquidate all or a portion of its position in such securities in a timely fashion. In addition, the market prices, if any, for such securities tend to be more volatile and the Sub-Fund may not be able to realise what it perceives to be their fair value in the event of a sale.

Although the Sub-Fund expects that certain investments may generate current income, the return of capital and the realisation of gains, if any, from an investment generally will occur only upon the partial or complete disposition or refinancing of such investment and investments will be held for an indefinite period of time. Although an investment may be sold at any time, in most cases this will not occur until a number of years after the initial investment is made, if at all. An investment in the Sub-Fund is suitable only for certain sophisticated investors who have no need for liquidity in such investment, as an investment in the Sub-Fund requires an indefinite time commitment, with no certainty of return. While an investment may be sold at any time, investments may be held for a longer period of time than such investments are typically held by investment funds, including certain other BlackRock Accounts. It is expected that it will take a significant period of time for the Sub-Fund to complete making an investment. Such investments may take several years from the initial investment date to reach a state of maturity when realisation of the investment can be achieved. Furthermore, investments may be subject to industry cyclicality, downturns in demand, market disruptions and the lack of available capital for potential purchasers and are therefore often difficult or time consuming to liquidate.

Markets for certain types of investments have suffered periods of extreme illiquidity in the past. As a result, calculating the fair market value of the Sub-Fund's holdings may be difficult. For example, at times, certain sectors of the fixed-income markets have in the past experienced significant declines in liquidity. While such events may sometimes be attributable to changes in interest rates or other factors, the cause is not always apparent. During such periods of market illiquidity, the Sub-Fund may not be able to sell assets in its portfolio or may only be able to do so at unfavourable prices. Such "liquidity risk" could adversely impact the value of the Sub-Fund's portfolio and may be difficult or impossible to hedge against. Any dispositions of Investments may therefore require a lengthy time period.

Moreover, the Sub-Fund expects to invest in securities that are not listed on a stock exchange or traded in an over-the-counter market. As a result of the absence of a public trading market for these securities, they may be less liquid than publicly traded securities. The Sub-Fund may encounter substantial delays in attempting to sell non-publicly traded securities. Although these securities may be resold in privately negotiated transactions, the prices realised from these sales could be less than those originally paid by the Sub-Fund. Further, companies whose securities are not publicly traded are not subject to the disclosure and other investor protection requirements which would be applicable if their securities were publicly traded. In particular, the investments will be highly illiquid and there can be no assurance that the Sub-Fund will be able to realise an investment in a timely manner, if at all, if the Sub-Fund decides to sell such investment. Illiquidity may result from the absence of an established market for the investments, as well as legal or contractual restrictions on their resale by the Sub-Fund. Over

the longer term, if the Sub-Fund was required to liquidate parts of its portfolio for any reason, including in response to changes in economic conditions, the Sub-Fund may not be able to sell any portion of its portfolio on favourable terms or at all. Investments by their nature are often difficult or time consuming to liquidate. This, as well as the redemption limitations, may result in Redemption Requests not being satisfied for extended periods of time, and there can be no assurances as to when a Shareholder's Shares will be completely redeemed.

Broad Discretion of Investment Manager; Diversification Policies. Subject to applicable law, there are no restrictions on the investment discretion of the Investment Manager. In particular, the Investment Manager is not restricted from investing a large portion of the assets of the Sub-Fund in any one geographic region, sector or financial instrument. As a result, investments may be concentrated in particular geographic regions, industries or companies. The investment risk of a portfolio that may be concentrated in particular geographic regions, industries or companies is greater than if the portfolio is invested in a more diversified manner among various geographic regions, industries or companies. An unfavourable performance by one or more of a Sub-Fund's relatively large investments could have a substantial adverse impact on the Sub-Fund's aggregate returns. There can be no assurance that the Investment Manager will be able to select investments that attain the investment objectives of the Sub-Fund since the return from those investments may depend on a number of factors, including conditions in regional and local economies, conditions in the securities markets generally and in the securities markets in particular industries or regions and political and technological developments which may be beyond the control of the Sub-Fund and the Investment Manager.

Analytical Model Risks. The Sub-Fund may employ certain strategies that depend upon the reliability, accuracy and analyses of the investment team's analytical models. To the extent such models (or the assumptions underlying them) do not prove to be correct or to the extent that market conditions and participants change over time, the Sub-Fund may not perform as anticipated, which could result in substantial losses. All models ultimately depend upon the judgment of the investment team and the assumptions embedded in the models. To the extent that the judgment or assumptions are incorrect with respect to any investment or the investment team's quantitative and analytical models become outdated or inaccurate, the Sub-Fund could suffer substantial losses.

Risk of Minority Positions; Investments with Third Parties. The Sub-Fund will generally hold a non-controlling interest in each Private Market Investment and, therefore, will have a limited ability to protect its position in such Private Market Investments. While the Sub-Fund will seek to get the appropriate governance and exit rights at the time of investment in its Private Market Investments, there may be instances in which the Sub-Fund may not be able to exercise control over its Investments. For example, in certain situations, minority investors in both the context of the Sub-Fund's co-investments and investments via Target Funds may be subject to the decisions taken by majority investors, and the outcome of the Sub-Fund's investment may depend on such majority controlled decisions, which decisions may not be consistent with the Sub-Fund's objectives.

Co-Investment. The Sub-Fund expects to co-invest with third parties through consortiums of other investors or other similar arrangements. Co-investments may involve risks not present in investments where third parties are not involved, including the possibility that a co-investor may at any time have economic or business interests or goals which are inconsistent with those of the Sub-Fund, may take a different view than that of the Investment Manager as to the appropriate strategy for a co-investment, may be in a position to take action contrary to the Sub-Fund's investment objective or may become bankrupt or otherwise default on their obligations. Further, it is possible that no single co-investor will have a controlling interest in the investments, giving no party the ability to control the transaction and potentially resulting in increased costs, delays or even termination of the proposed investment. In addition, the Sub-Fund may in certain circumstances be liable for the actions of its third-party partners or co-venturers, which may have a material adverse effect on the Sub-Fund.

In addition, the Sub-Fund may hold a non-controlling interest with respect to some co-investments and, therefore, may have a limited ability to protect its position in such investment or to divest at the desired time. In such cases, the Sub-Fund will typically be significantly reliant on third-party co-investors with whom the Sub-Fund is not affiliated. Such third-parties may have economic or business interests or goals which are inconsistent with those of the Sub-Fund, or may be in a position to take (or block) action in a manner contrary to the best interests of the Sub-Fund.

Disposition of Co-Investments. In connection with the disposition of a co-investment, the Sub-Fund may be required to make representations about the business and financial affairs of the relevant co-investment typical of those made in connection with the sale of any security or business. The Sub-Fund may also be required to indemnify the purchasers of such investment to the extent that any such representation turns out to be inaccurate or misleading. These arrangements may result in contingent liabilities, which may ultimately have to be funded by the Sub-Fund.

Allocations to Investments that Issue Capital Calls. The Sub-Fund may make commitments to Private Market Investments that issue capital calls to their investors over a period of time. If the Sub-Fund makes such Private Market Investments, the Investment Manager will endeavour to manage the Sub-Fund's assets in a manner intended to provide sufficient liquidity to meet future capital calls by, among other means, holding a portion of the Sub-Fund's assets in cash or investing a portion of the Sub-Fund's assets in cash equivalents, other short-term securities or money market funds or borrowing money. If none of the above are possible, the Sub-Fund may be required to liquidate certain of its Private Market Investments more rapidly than otherwise desirable in order to raise cash to fund the capital calls. Any of the foregoing could have an adverse effect on the Sub-Fund's investment program and/or performance.

Once a capital commitment is made, the Sub-Fund will be legally required to satisfy such capital calls and may have a limited period of time to pay amounts due. Given the limited liquidity of the Sub-Fund's Private Market Investments and other factors, it is possible that the Sub-Fund may not have sufficient cash available to fund a capital call within the prescribed period of time. If the Sub-Fund fails to make a timely payment of amounts called by such an investment, the Sub-Fund may be deemed to be in default under such investment's organisational documents. Upon any such default, the Sub-Fund generally would continue to remain liable for the full unpaid portion of its committed capital, and generally would be liable for costs incurred by the investment in collecting or attempting to collect such late payment. The Sub-Fund may also lose any entitlement to make further capital contributions and, in certain cases, some or all of such interests in such an investment may also be subject to forfeiture.

Fund of Funds Risks. The Sub-Fund may invest directly in, or obtain exposure to, Target Funds as part of its investment strategy. Consequently, the Sub-Fund is also subject to the risks of such Target Funds.

Target Fund interests in which the Sub-Fund seeks to invest are highly illiquid and typically subject to significant transfer restrictions, including approval requirements from the relevant manager of the Target Fund and rights of first refusal in favour of other applicable investors. Completion of transfers is often time-consuming and difficult. There can be no assurance that the Sub-Fund will be successful in transferring its interests in Target Funds, even in situations where it has signed a binding contract to dispose of its interests.

Compliance with the ELTIF Regulation and Impact on Investments in Target Funds. Pursuant to the ELTIF Regulation, the Sub-Fund is prohibited from investing in any alternative investment fund that is not managed by an alternative investment fund manager domiciled in a country within either in the European Union or the European Free Trade Association. As a result, the Investment Manager will have available to it a reduced pool of Target Fund opportunities than what it would have had were it not an ELTIF. In particular, traditional

secondary fund investments typically involve portfolios purchased on an all or nothing basis and, therefore, the Sub-Fund could only participate in such traditional secondary fund investments if all funds in the relevant portfolio satisfied the abovementioned ELTIF Regulation requirements. It is therefore expected that the Sub-Fund's ability to participate in traditional secondary transactions will be significantly limited.

Primary Investments. The Sub-Fund will make primary investments into Target Funds. Such investments are generally expected to have a longer duration (relative to secondaries) and may suffer from the so-called private equity "J-curve" effect from having to bear start-up costs and management fees prior to making a significant number of investments. In addition, primary investments in Target Funds involve significant risk because such investments cannot be evaluated on the basis of completed investments.

Secondary Investments. The Sub-Fund may acquire secondary investments from existing investors in co-investments and Target Funds, but also in certain cases from the issuers of such interests or other third parties. In many such cases, the Sub-Fund will not have the opportunity to negotiate the terms of its secondary investments, including any special rights or privileges. In addition, valuation of secondary investments may be difficult, since there generally will be no established market for such interests or for the securities of privately held portfolio companies which such secondary investments may own. Moreover, the purchase price of secondary investments will be subject to negotiation with the sellers of such interests. The overall performance of the Sub-Fund may depend in part on the acquisition price paid by the Sub-Fund for its secondary investments and the structure of such acquisitions. The Investment Manager may have the opportunity to acquire, for the account of the Sub-Fund, a portfolio of secondary investments from a seller on an "all or nothing" basis. In some such cases, certain of the secondary investments may be less attractive than others, and certain of the managers of the secondary investments may be more experienced or highly regarded than others. In such cases, it may not be possible for the Sub-Fund to carve out from such purchase those investments that the Investment Manager considers (for commercial, tax, legal or other reasons) less attractive. It may also be more difficult for the Investment Manager to successfully value and close on investments being sold on a portfolio basis. In addition, the Sub-Fund may invest in secondary investments with other investors through the use of joint ventures and similar arrangements. Such arrangements may involve the Sub-Fund taking on greater risk with an expected greater return or reducing their risk with corresponding reduction in the rate of return. Such arrangements also subject the Sub-Fund to the risk that the counterparty will not meet its obligations. If structured as such, the tax consequences of an investment in the Sub-Fund may be different than otherwise described herein, including, for example, the amount, timing and character of distributions by the Fund. Moreover, the historical performance of managers is not a guarantee or prediction of their future performance, which can vary considerably. In addition, the diligence process for secondary investments may differ from the diligence process conducted in connection with primary investments. There are no assurances that the Fund will be able to invest fully its target allocation to secondary investments or that suitable investment opportunities will be identified, which may adversely affect the Sub-Fund's performance. Equally, there can be no assurance that the Sub-Fund will be able to realise any secondary investment at a price that reflects what the Investment Manager believes to be its market value. In addition, the term "secondary investment" is defined broadly and the Investment Manager will have the ability as well as the incentive to categorise certain investments as secondary investments when they could also be categorised as primary investments.

Sponsor-Led Secondary Investments. The Sub-Fund's secondary investments are expected to include non-traditional secondaries, including sponsor-led (or manager-led or GP-led) secondaries. Such sponsor-led transactions are subject to a number of risks, including, without limitation, potential challenges to the transaction and the transaction process itself by existing investors and the associated expenses incurred in defending such actions; the existence of various closing conditions (e.g., the negotiation of definitive transaction agreements with new investors, the completion of financing, receipt of required consents and approvals; and

sufficient existing investor and/or new investor demand); and the ability of the Target Fund to retain its investment professionals following the transaction. The structure and terms of such transactions (including those related to allocations of fees and expenses) are often based primarily on negotiations and discussions with the lead or anchor investor with little or no flexibility for the other investors (including, potentially, the Fund) to amend, modify or negotiate the constituent documents of the Target Fund.

Additional Costs and Resources relating to Secondary Investments. The costs and resources required to investigate the commercial, tax and legal issues relating to secondary investments may be greater than those relating to primary investments.

Contingent Liabilities Associated with Portfolio Fund Interests Acquired in Secondary Transactions. Where the Sub-Fund acquires a portfolio fund interest as a secondary investment, the Sub-Fund may acquire contingent liabilities associated with such interest. Specifically, where the seller has received distributions from the relevant investment and, subsequently, that investment recalls any portion of such distributions, the Sub-Fund (as the purchaser of the interest to which such distributions are attributable) may be obliged to pay an amount equivalent to such distributions to such investment. While in some circumstances the Sub-Fund may be able, in turn, to make a claim against the seller of the interest for any monies so paid to the investment, there can be no assurance that the Sub-Fund would prevail in such claim.

Difficulty in Obtaining Accurate Valuations. Interests in Target Funds will generally be valued based on the value of the underlying assets of the applicable Target Fund, which will ordinarily be based on (or heavily influenced by) valuations provided by the applicable manager of the Target Fund. Investment managers may be incentivised to overstate the value of such securities. For example, higher valuations may overstate the current investment returns for a Target Fund, which may influence potential investors to invest or may result in increased management fees to the relevant investment manager. In any event, valuation of underlying assets is difficult, because there generally is no established market for securities of the privately-held companies typically held by a Target Fund, and access to information to make a more fully informed valuation may be limited and/or it may be impracticable or cost-prohibitive to attempt any such valuation.

Reliance on other Investment Managers. The returns of the Sub-Fund with respect to investments made in Target Funds will depend largely on the performance of managers of the Target Funds and their key personnel/management teams and their successful operation of a Target Fund, in accordance with the Sub-Fund's plans and/or objectives which performance includes services with respect to the making, holding and disposing of investments, as well as appropriately managing the affairs of themselves and the Target Funds (e.g., maintaining appropriate internal controls, risk management policies and complying with applicable laws). There can be no assurance that the Target Funds and their respective investments will achieve their respective investment or performance objectives, which could have a material adverse effect on the Sub-Fund. Further, in all cases, the Sub-Fund will rely on each Target Fund manager to manage its activities in a manner consistent with its stated disclosures and applicable laws and regulations and in a manner that will permit such Target Fund manager to maintain a quality reputation.

The AIFM and the Investment Manager will not have an active role in the day-to-day management of the Target Funds in which the Sub-Fund invests, as applicable.

Limited Track Records of Certain Target Fund Managers. The Sub-Fund may invest in Target Funds run by managers who have established their own funds after working with various investment groups including, for example, BlackRock. In such cases, there is likely to be little, if any, historical performance data available to the Investment Manager for the new manager. In addition, the data on past performance of the manager's personnel's prior fund or investments (whether in a principal capacity or an advisory role) available to the Investment

Manager may not be an indication of the future performance of the new manager's new fund or investments. There can be no assurance that these Target Funds will achieve their respective investment or performance objectives. The failure of one or more of the Target Funds to meet their investment or performance objectives could have a material adverse effect upon the Sub-Fund.

Limited Ability to Negotiate Structures. The Sub-Fund's performance with respect to investments made through Target Funds will be affected by the structure of the acquisition and the terms of the Target Funds including legal, tax, regulatory and/or other considerations, over which the Sub-Fund may have limited control. The Investment Manager may believe an investment opportunity is a generally appropriate investment for the Sub-Fund even though the opportunity may have legal, tax or regulatory terms that are not for the benefit of the Sub-Fund.

Limited Ability to Control Tax Consequences to Shareholders. The tax consequences to the Shareholders will depend to a significant degree on the types of investments made by the Sub-Fund and the manner in which such investments are structured, as well as the investments and activities of the Target Funds. Because the Target Funds' activities and investments will not be controlled by the Sub-Fund, the ability of the Sub-Fund to influence the activities of underlying entities or the structuring of investments made by such entities may be limited or non-existent. Moreover, in certain circumstances, the Sub-Fund may be required to hold an investment that was not structured as most appropriately for the investor profile of the Sub-Fund or the Shareholders, in which case the Sub-Fund and the Shareholders may be subject to additional tax leakage than may have been otherwise expected.

For these and other reasons, the Sub-Fund may be limited in its ability to avoid adverse U.S. federal, state, local, and/or non-U.S. tax consequences with respect to the Shareholders. Each Investor is urged to consult its tax advisor with respect to the specific U.S. federal, state, local, and non-U.S. tax and/or filing consequences of an investment in the Sub-Fund.

Target Funds Invest Independently. The Target Funds in which the Sub-Fund will invest generally will invest wholly independently of one another and may at times hold economically offsetting positions. To the extent that the Target Funds do, in fact, hold such positions, the Target Funds in which the Sub-Fund invests, considered as a whole, may not achieve any gain or loss despite incurring fees and expenses in connection with such positions. In addition, the Target Fund managers may be compensated based on the performance of their investments. Accordingly, there may often be times when the Target Fund managers may receive incentive compensation in respect of their investments for a period even though the Target Funds in which the Sub-Fund invested overall depreciated during such period.

Changes in Expected Investment Objectives or Strategies of Target Funds may be Adverse to the Sub-Fund. The Target Funds in which the Sub-Fund invests may have the ability to change their investment objectives and strategies and economic and other fund terms after the Sub-Fund has acquired an interest in such Target Funds, and such change in the investment objectives and strategies may be adversely different from the objectives currently expected by the Investment Manager. The Sub-Fund may not have the ability to reduce its commitment to such investment or withdraw from such Target Funds.

While the Sub-Fund will seek to invest into Target Funds focused on private equity investments consistent with the Sub-Fund's investment strategy, it cannot be excluded that the Target Funds may make changes to their own investment strategies or otherwise hold investments which are not consistent with the Sub-Fund's investment strategy.

Ability of Target Funds and Target Fund Managers to Enter New Lines of Business. Target Funds and/or their managers may enter into new lines of business not anticipated by the Sub-Fund at the time the Sub-Fund invests in such Target Funds. The Sub-Fund will likely not have the ability to prevent Target Funds from taking such action and will likely not have the ability to reduce or withdraw its investments in such Target Funds following such decisions to enter into

new lines of business. As a result, such decisions by the Target Funds may negatively impact the performance of the Sub-Fund.

Multiple Levels of Fees and Expenses. By investing in the Sub-Fund, Investors will bear any asset-based fees and performance-based fees or allocations at the level of the Sub-Fund, in addition to any asset-based fees and performance-based fees or allocations at the Target Fund level. Moreover, an Investor in the Sub-Fund will bear a proportionate share of the fees and expenses of the Sub-Fund (including organisational and offering expenses, operating costs, sales charges, brokerage expenses, taxes and administrative fees) and, indirectly, similar expenses of the Target Funds. Thus, Investors in the Sub-Fund may be subject to higher operating expenses than if the Sub-Fund did not make an investment through a Target Fund, or if the Investor invested in the relevant Target Funds directly. The Sub-Fund will take into account the expected impact of management fees and expected incentive allocations, carried interest and other performance fees of Target Funds, when evaluating investment opportunities and seek to adjust the purchase price in an effort to mitigate some or all of the incremental fees and expenses.

The Sub-Fund generally will be subject to a performance-based fee or allocation from each Target Fund, irrespective of the performance of other Target Funds and the Sub-Fund generally. Accordingly, a Target Fund with positive performance may bear performance-based compensation, which would be borne by the Sub-Fund and thus, indirectly by the Investors, even if the Sub-Fund's overall performance is negative. The Sub-Fund may, in the Investment Manager's sole discretion, allocate assets to Target Fund managers that receive fixed fees, asset-based fees, performance-based fees and/or allocations or other compensation at rates that materially exceed the percentages used to calculate the Management Fee and distributions of carried interest or that structure their compensation in materially different ways.

Risks Relating to the Use of Leverage by the Target Funds and their Investments. In addition to the risks described in "*Borrowing and Leverage*" above, if the Sub-Fund makes an investment in a leveraged Target Fund there is a risk that the Target Fund will be unable to complete successfully a refinancing, if one is desired. A Target Fund's leveraged investment may face similar difficulty. This could lead to increased risk as a result of a Target Fund having a longer-term investment than expected and/or a larger equity investment than expected. In using leverage, to the extent permitted by applicable law, including the Dodd-Frank Act, the portfolio companies and Target Funds, as applicable, may borrow money from BlackRock or may enter into other transactions with BlackRock, which may give rise to certain conflicts of interest.

Giveback Obligations; No Recourse to Seller. The terms of the investments may require the Sub-Fund to accept contingent liabilities associated with any such investments, including to return distributions received from such investments upon the occurrence of certain circumstances. For example, in connection with the disposition of an investment, the Sub-Fund or a Target Fund may be required to make representations and warranties about the business and financial affairs of such investment and indemnify the purchasers to the extent that any of these representations and warranties turn out to be inaccurate or misleading. The Sub-Fund may be required to return certain distributions to the Target Fund to fund such indemnification or other obligations. While in some circumstances the Sub-Fund may be able to make a claim against the seller of the investment for any such amounts paid to a Target Fund, there can be no assurance that the Sub-Fund would prevail in any such claim. In addition, the Sub-Fund may be responsible for its share of any "giveback" related to the Sub-Fund's investment in a Target Fund or indirect investment in such an investment. Giveback obligations will reduce the amount of funds available for distribution to the Investors or to make additional Investments.

Carried Interest and PE Sponsors. Underlying managers of the funds in which the Sub-Fund will invest typically will receive incentive compensation (such as carried interest or performance fee). Such a compensation arrangement may incentivise Target Fund managers to make investments that are riskier or more speculative than would be the case if such arrangement

were not in effect. Furthermore, if a Target Fund manager is in a position where it is unlikely that it will receive carried interest compensation from a Target Fund (e.g., if there has been a write-off of the underlying investment), such manager may perhaps lose interest and focus on another fund or endeavour with more upside potential. In addition, it is possible that Target Fund managers may seek to "reset" their carried interest compensation if the Target Funds' portfolios have incurred significant losses which the Target Fund managers believe are difficult to overcome. In this situation, the Target Fund and investors, including the Sub-Fund, may be asked to consent to an amendment allowing the Target Fund manager to receive their carried interest compensation based on performance from a specified date or valuation, rather than overall performance. If such an amendment is adopted, regardless of whether the Sub-Fund consents or not to such amendment, the proceeds from investments in the Target Funds realised by the Sub-Fund may be adversely affected.

Uncertainty of Financial Projections. The Investment Manager will generally base their investment decisions and determinations with regards to acquisitions of interests in Target Funds on the basis of financial projections for the relevant Target Funds. Projected operating results will normally be based on projections and estimates of cash flows from prospective investments. In all cases, projections are only estimates of future results that are based upon assumptions made at the time that the projections are developed. There can be no assurance that the projected results will be obtained, and actual results may vary significantly from the projections. General economic, political and market conditions, which are not predictable, can have a material adverse impact on the reliability of such projections.

Reliance on Reporting from Target Funds. The Sub-Fund's ability to deliver accurate and timely reports, with respect to Target Funds, is generally dependent upon the accuracy and timeliness of the reports received from Target Fund managers. The position of Investors in the Sub-Fund may depend on the amount of information the Sub-Fund receives from the Target Fund managers. If the Sub-Fund does not have the right to access particular information about an investment, Investors' positions, including their tax position, may be prejudiced.

Target Fund managers may utilise divergent reporting standards that may make it difficult for BlackRock to accurately assess the prior performance of a Target Fund. In addition, such reporting variances may affect the ability of BlackRock to accurately value and monitor Target Funds. Such variances typically involve the calculation of the internal rate of return on investment; the Target Fund may have different policies regarding the inclusion of fees due to the manager and/or investment professionals and expenses of such Target Funds when calculating the return on investment.

Certain investment managers (in particular those that are subject to the SFDR) are also in the relatively early stages of developing processes to produce sustainability or ESG information relating to their investments. Accordingly, the processes or information are particularly susceptible to inaccuracies, or to be changed in response to developing market or regulatory standards. For example, some managers may seek to change the SFDR classification of the relevant Target Fund after the Sub-Fund has invested. Any inaccuracies or changes will affect the Sub-Fund's ability to produce accurate and timely reports.

Interests in Target Funds may be difficult to value because it may be relatively difficult for the Sub-Fund to obtain reliable valuations of the Target Fund when making investment decisions. Investors should be aware that situations involving uncertainties as to the valuation of assets could have an adverse effect on the returns of the Sub-Fund.

8.3 Private Equity Assets

Controlled Portfolio Assets. Although not generally expected because the Sub-Fund will generally focus on non-control positions, the Sub-Fund (alone or together with other investors) may be deemed to have a control position with respect to some of its investments, which could expose the Sub-Fund to liabilities not normally associated with minority equity investments, such as additional risks of liability for environmental damage, product defects, failure to

supervise management teams, labour violations, pension plan underfunding, violation of governmental regulations and other types of liability in which the general limited liability characteristic of business operations may be ignored.

Distressed Investments. The Sub-Fund may make investments in the securities and obligations of companies that are experiencing or are expected to experience financial difficulties, including through pre-packaged bankruptcy plans or reorganisations. These financial difficulties may never be overcome and may cause such companies to become subject to bankruptcy proceedings. Such investments by the Sub-Fund could, in certain circumstances, subject the Sub-Fund to certain additional potential liabilities that may exceed the value of the Sub-Fund's original investment therein. For example, under certain circumstances, a lender who has inappropriately exercised control over the management and policies of a debtor may have its claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions. In addition, under certain circumstances, payments to the Sub-Fund and distributions by the Sub-Fund to its Investors, including the Sub-Fund may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance, preferential payment or similar transaction under applicable bankruptcy and insolvency laws. Furthermore, investments in restructurings may be materially and adversely affected by statutes relating to, among other things, fraudulent conveyances, voidable preferences, lender liability and the bankruptcy court's discretionary power to disallow, subordinate or disenfranchise particular claims or re-characterise investments made in the form of debt as equity contributions.

Mezzanine Securities. Although mezzanine securities are typically senior to common stock or other equity securities, the preferred equity and debt securities in which the Sub-Fund may invest will generally be unsecured and subordinated to substantial amounts of senior debt, all or a significant portion of which may be secured. In addition, these securities may not be protected by any or all of the financial covenants, such as limitations upon additional indebtedness, typically protecting such senior debt. Holders of mezzanine debt and other junior capital securities generally are not entitled to receive any payments in bankruptcy or liquidation until senior creditors are paid in full. Holders of preferred equity are not entitled to payments until all creditors are paid in full. In addition, the remedies available to holders of mezzanine debt are normally limited by restrictions benefiting senior creditors. In the event any portfolio company cannot generate adequate cash flow to meet senior debt service, the Sub-Fund may suffer a partial or total loss of capital invested in such preferred equity and/or debt securities.

Inability to Realise Current Income. Although the Sub-Fund's investments may generate current income, any particular investment may not generate distributable current income with any regularity, if at all. In select situations, the Investment Manager may deem it prudent to use financial leverage in order to reduce the size of equity commitments and to seek to enhance equity returns, with the aim of creating long-term capital appreciation. In certain situations, and depending upon the structure of such financial leverage, this may reduce the amount of distributable current income in the near term from an investment. Many Target Funds in which the Sub-Fund may invest, invest in assets that do not generally generate current income and only generate distributions upon realisation of their underlying investments.

Start-up or Venture Investments**.** The Sub-Fund may invest in the venture capital space or in start-up companies. Investments in portfolio companies that are newly formed, less mature than their competition, or that are engaged in business in a rapidly evolving industry involve a particularly high degree of business and financial risk, are considered highly speculative and may result in the loss of the Sub-Fund's entire investment. These companies may: (a) be in an early stage of development and not have a proven operating history; (b) be operating at a loss or have significant variations in operating results; (c) be engaged in a rapidly changing business with products subject to a substantial risk of obsolescence; (d) require substantial additional capital to support their operations, to finance expansion or to maintain their competitive position; (e) rely on the services of a limited number of key individuals, the loss of

any of whom could significantly adversely affect such portfolio company's performance; and (f) otherwise have a weak financial condition or be experiencing financial difficulties. In addition, such portfolio companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and other capabilities, and a larger number of qualified management and technical personnel.

A portfolio company's ability to succeed will be dependent upon its ability to constantly evolve its business to be sure that its products keep pace with changing technologies and markets. In addition, a portfolio company will need to implement appropriate sales and marketing, inventory, finance, personnel, and other operational strategies in order to become and remain successful.

The Sub-Fund may invest in the private equity of companies at an early stage of development, which involves a high degree of business and financial risk. Early-stage companies with little or no operating history may require substantial additional capital to support expansion or to achieve or maintain a competitive position and may produce substantial variations in operating results from period to period or may operate at a loss. The capital of the Sub-Fund is limited and may not be adequate to protect the Sub-Fund from dilution in multiple rounds of funding. In addition, such investments may face intense competition, including competition from companies with greater financial resources, more extensive development, better marketing and service capabilities and a larger number of qualified management and technical personnel. The public market for early stage companies is highly volatile. Such volatility may adversely affect the ability of portfolio companies to raise capital when needed, the ability of the Sub-Fund to dispose of investments and the value of the Sub-Fund's investment securities on the date of sale or distribution. Securities of any such Investment will likely be thinly traded and undercapitalised and will therefore be more sensitive to adverse business or financial developments. In the event that any such investment is unable to generate sufficient cash flow or raise additional equity capital to meet its projected cash needs, the value of the Sub-Fund's investment could be significantly reduced or even lost entirely. Such risks may adversely affect the performance of such investments and result in substantial losses.

Investments in Less Established Companies. The Sub-Fund may invest a portion of its assets in the securities of less-established portfolio companies. Investments in such early-stage companies may involve greater risks than are generally associated with investments with more-established portfolio companies. Less-established companies tend to have lower capital and fewer resources, and therefore, often are more vulnerable to financial failure. See also "*Start-up or Venture Investments"* above.

8.4 Private Credit Assets

Debt and Debt-Related Instruments. The Sub-Fund may invest in debt and debt-related instruments which are unrated by a recognised credit-rating agency or below investment grade and which are subject to greater risk of loss of principal and interest than higher-rated fixed income securities. Such debt may or may not be secured and may be structurally or contractually subordinated to substantial amounts of senior indebtedness, and such debt securities are subject to greater risk of loss of principal and interest than higher-rated securities and are generally considered to be predominantly speculative with respect to the issuer's capacity to pay interest and repay principal. In particular, the Sub-Fund may invest in fixed income securities and other debt securities which are not protected by financial covenants or limitations on additional indebtedness. The Sub-Fund will therefore be subject to credit, liquidity and interest rate risks. In addition, lack or inadequacy of collateral or credit enhancement for a debt instrument may increase the issuer's credit risk. Credit risk may change over the life of an instrument. Securities that are rated by rating agencies are often reviewed and may be subject to downgrade, which generally results in a decline in the market value of such security. Evaluating credit risk involves uncertainty because credit rating agencies throughout the world

have different standards, making comparison across countries difficult. Also, the market for credit spreads is often inefficient and illiquid, which can make it difficult to accurately calculate discounting spreads for valuing financial instruments. Such risks may adversely impact the Sub-Fund's financial returns.

Senior Secured Loans. The Sub-Fund may invest in senior secured loans, being loans that are typically at the most senior level of the capital structure and which are generally secured on shares in certain group companies of the borrower and may also be secured by specific collateral or guarantees. Security may be limited to shares in certain group companies, accounts receivables, bank account balances and intellectual property rights. This security may well not be perfected. The value of any security granted in respect of any loan obligation may fluctuate over time and there is no guarantee that the value of such security will be sufficient to meet the payment obligations of the borrower. Security provided by borrowers may be highly correlated with the financial status of the borrower (for example, security granted over shares in the borrower or members of the borrower's group) and, should the borrower's financial situation deteriorate, the value of the security may also suffer a similar decline. Senior secured loans usually have shorter terms than more junior obligations and often require mandatory prepayments from excess cash flow, asset dispositions and offerings of debt and/or equity securities on a priority basis. Furthermore, the actual terms of any particular senior secured loan will have been a matter of negotiation and will thus be highly customised. Any particular loan or obligation may therefore contain terms that are not standard and that provide less protection to creditors than might be expected, including in respect of covenants, events of default, security or guarantees, which may lead to onerous obligations on creditors. Should any of the foregoing risks materialise, they may materially and adversely impact the returns of the Sub-Fund.

Unitranche. The Sub-Fund may invest in unitranche loans, being loans under one debt instrument which are of a greater quantum than would be available to borrowers through senior debt alone and therefore, from a risk perspective, represent a hybrid of senior and subordinated debt risk. Such debt instruments provide a single interest rate to borrowers for the whole of the unitranche loan, but where that loan is provided by more than one lender those lenders may agree, through contractual subordination, that certain lenders will rank in priority upon an enforcement and adjust their entitlement to interest between themselves accordingly. Where the Sub-Fund hold minority positions in such loans it may therefore itself be contractually subordinated to holders of a majority of that unitranche loan. In such instances, depending on the size of the Sub-Fund's holding in the unitranche loan, the Sub-Fund may categorise such debt as subordinated debt for the purpose of the Sub-Fund's investments. Alternatively, where the Sub-Fund holds a majority holding in such loans, the Sub-Fund may categorise similar or analogous unitranche debt as senior debt in light of there being limited prior ranking debt. In addition, such loans will generally be subordinated to a revolving credit facility that is typically provided on a super-senior basis and will, therefore, rank ahead of the unitranche loan in terms of priority upon an enforcement. For the risks associated with senior debt see "*Senior Secured Loans*" above.

Unsecured Loans. The Sub-Fund may originate and invest in unsecured loans. Unsecured loans generally are subject to similar risks as those associated with investments in secured loans. However, because unsecured loans have lower priority in right of payment to any higher-ranking obligations of the borrower and are not backed by a security interest in any specific collateral, they are subject to additional risk that the cash flow of the borrower and available assets may be insufficient to meet scheduled payments after giving effect to any higher ranking obligations of the borrower. Unsecured loans generally have greater price volatility than secured loans and may be less liquid. Such risks may adversely impact the Sub-Fund's financial returns.

Investments in Highly Leveraged Companies. The Sub-Fund's investments may include investments in borrowers whose capital structures have significant leverage (including

substantial leverage senior to the Sub-Fund's investment, a considerable portion of which may be secured by first liens and/or may be at floating interest rates). Such investments are inherently more sensitive to declines in revenues, competitive pressures and increases in expenses and interest rates. The leveraged capital structure of such borrowers will increase their exposure to adverse economic factors such as downturns in the economy or deterioration in the condition of its industry, and such borrowers may be subject to restrictive financial and operating covenants. This leverage may result in more serious adverse consequences to such borrowers (including their overall profitability or solvency) in the event these factors or events occur than would be the case for less leveraged companies. If a borrower cannot generate adequate cash flow to meet debt obligations, such borrower may default on its loan agreements or be forced into bankruptcy resulting in a restructuring of the borrower's capital structure or liquidation. The debt securities acquired by the Sub-Fund may not be the most senior in what could be a complex capital structure, and thus subject to greater risk of loss. Furthermore, to the extent the borrowers in which the Sub-Fund has invested become insolvent, the Sub-Fund may determine, in cooperation with other debt holders or on its own, to engage, at the Sub-Fund's expense in whole or in part, counsel and other advisors in connection therewith.

Lower Ratings. The Sub-Fund may invest in debt and securities which are rated in the lower rating categories by the various credit rating agencies or, more commonly, in non-rated securities. Such potential non-investment grade ratings for such assets typically result from the overall leverage of the loans, the lack of a strong operating history for the borrowers, the borrowers' credit history, the borrowers' underlying cash flow or other factors. As a result, securities in the lower rating categories are subject to greater risk of loss of principal and interest than higher-rated securities and are generally considered to be predominantly speculative with respect to the issuer's capacity to pay interest and repay principal. Analysis of the creditworthiness of issuers of below investment-grade and unrated debt instruments may be more complex than for issuers of higher-quality debt obligations. The Sub-Fund's success in achieving its investment strategies may therefore depend more heavily on the Investment Manager's credit analysis than if the Sub-Fund invested primarily in higher-quality and rated securities.

A below-investment grade loan obligation or an interest in a below-investment grade loan may become a defaulted obligation for a variety of reasons. A defaulted obligation may become subject to either substantial workout negotiations or restructuring, which may entail, among other things, a substantial reduction in the interest rate, a substantial write-down of principal and a substantial change in the terms, conditions and covenants with respect to such defaulted obligation. In addition, such negotiations or restructuring may be quite extensive and protracted over time, and therefore may result in substantial uncertainty with respect to the ultimate recovery on such defaulted obligation. The liquidity for defaulted obligations may be limited, and to the extent that defaulted obligations are sold, it is highly unlikely that the proceeds from such sale will be equal to the amount of unpaid principal and interest thereon.

In addition, the secondary market on which such debt instruments are traded may be less liquid than the market for investment-grade securities, meaning such debt instruments are subject to greater liquidity risk than investment-grade securities, and it may be more difficult to hedge against the risks associated with such debt instruments.

Non-Payment of Principal and Interest. The Sub-Fund's investments in debt assets are subject to the risk of non-payment of scheduled interest or principal by the borrowers with respect to such investments. Such non-payment would likely result in a reduction of income to the Sub-Fund and a reduction in the value of the loans experiencing non-payment.

Borrower Default Risk. A borrower's failure to satisfy financial or operating covenants imposed by the Investment Manager or other lenders could lead to defaults and, potentially, acceleration of the time when the loans are due. Foreclosure on its assets representing collateral for its

obligations could trigger cross defaults under other agreements and result in prepayment of the loans or jeopardise the Sub-Fund's investment's ability to meet its obligations under the debt that the Sub-Fund holds and the value of any equity securities it owns. The Sub-Fund may also incur substantial litigation and other expenses to the extent necessary to seek recovery upon default or to negotiate new terms.

Additionally, if there is a default by a borrower under any of the Sub-Fund's loans, the Investment Manager's exercising of contractual rights pursuant to the loan agreement may involve delays or costs and any available collateral may prove to be unsaleable or saleable only at a price less than the loan amount, which could result in a loss to the Sub-Fund.

Furthermore, to the extent that a default occurs with respect to any investment and the Sub-Fund sells or otherwise disposes of such investment, the proceeds of such sale or disposition are likely to be less than the unpaid principal and interest thereon. In addition, the Sub-Fund may incur additional expenses to the extent it seeks recoveries upon the default of the Sub-Fund investment or participates in the restructuring of the Sub-Fund investment.

Even in the absence of a default with respect to any of the Sub-Fund's investments, the potential volatility and lack of liquidity at any time will vary and may vary substantially from par or from the price at which such investments were initially purchased and from the principal amount of such investments. Accordingly, no assurance can be given as to the amount of proceeds of any sale or disposition of such investments at any time, or that the proceeds of any such sale or disposition would be sufficient to pay a corresponding redemption amount on the Interests.

Performance of Borrowers. The ability of the Sub-Fund to pay amounts payable to the Shareholders may depend upon the general operating performance and debt service capabilities of the borrowers. There can be no assurance that the borrowers will be able to generate the funds necessary to meet their respective payment obligations under the Sub-Fund's investments. If any borrowers should become unable to meet their payment obligations under the Sub-Fund's investments, the Sub-Fund may become partially or wholly unable to make any payments to the Shareholders.

Defaults and Recoveries. There is limited historical data available as to the levels of defaults and/or recoveries that may be experienced on secured loans, and no assurance can be given as to the levels of default and/or recoveries that may apply to any secured loans invested in or purchased by the Sub-Fund. The actual terms of any particular secured loan will have been a matter of negotiation and will thus be highly customised. The types of protection afforded to creditors will therefore vary from investment to investment. Recoveries on secured loans may also be affected by the different bankruptcy regimes applicable in different jurisdictions and the enforceability of claims against the borrowers thereunder.

Restructuring Risk. It is possible that defaults may occur in respect of the Sub-Fund's investments which may consequently be the subject of a restructuring rather than an enforcement process. The workout process and the behaviour of various creditor groups cannot be predicted and as a result the timing of payment due in respect of the Sub-Fund's investment could be significantly delayed.

There can be no assurance that upon any such restructuring the Sub-Fund will continue to receive the same contractual payments of interest at the times and in the amounts the Sub-Fund had prior to such a restructuring, or that the restructuring may not result in all or part of a mortgage asset in which the Sub-Fund has invested being exchanged for an equity entitlement in the borrower or its group.

Credit / Default Cycle Risks. Financial markets have historically experienced cycles in the accessibility of credit in the lending market. Such cycles have a propensity to commence where

lending is widely available and access to funds for borrowing is easily obtained by borrowers. Periods of increased credit availability are characterised by lower interest rates, higher utilisation and borrowing amounts and less stringent lending criteria.

Historically, periods of credit availability have been superseded by periods of contraction in the lending market leading to a reduction of the funds available for borrowing, increased interest rates and application of stricter lending requirements. The result of this credit contraction period is a reduction in the number of borrowers able to obtain funds for borrowing. During this period, borrowers may find it difficult to find new financing in the market, impacting economic growth, increasing market instability and default rates on existing debt financing (for example, where lending is not available for borrowers to refinance existing debt obligations).

The contraction period continues until such time as lenders perceive that the risks associated with lending have been sufficiently reduced and lending becomes more attractive. In periods of increased competition and accessibility to credit, the credit cycle may negatively impact the rates and terms on which the Sub-Fund's investments are offered in the market, constraining the Investment Manager's ability to identify attractive investment opportunities and reducing the returns available for the Sub-Fund. In contrast, in periods of credit contraction in the market, the availability of investments will be reduced, the Sub-Fund may experience increased competition with other funds with similar investment strategies for investments and sourcing investment opportunities with attractive returns may be problematic.

Structured Products and Structured Finance Securities. Within the limits of applicable law, the Sub-Fund may make investments in or related to structured products, including collateralized securities, collateralised debt obligations, collateralised bond obligations, collateralised loan obligations, synthetic risk transfers transactions agency and non-agency mortgage-backed securities, residential mortgage-backed securities and commercial mortgage-backed securities. These investments may consist of equity or subordinated debt securities issued by a private investment fund or pool that invests, on a leveraged basis, in the real estate, bank loan, high yield debt or other asset groups, including those in which the Sub-Fund may invest, and/or synthetic exposures to the same. Structured finance securities typically entitle the holders thereof to receive payments of interest and principal that depend primarily on the cash flow from or sale proceeds of a specified pool of assets, either fixed or revolving, that by their terms convert into cash within a finite time period, together with rights or other assets designed to assure the servicing or timely distribution of proceeds to holders of such securities. Many structured products contain covenants designed to protect the providers of debt financing to such structured products. A failure to satisfy those covenants could result in the untimely liquidation of the structured product, a diversion of payments from lower tranches of the securitisation financing vehicle owned by the Sub-Fund to holders of higher tranches, and possibly a complete loss of the Sub-Fund's investment therein.

The value of an investment in a structured product will depend on the investment performance of the assets in which the structured product invests and will therefore be subject to all of the risks associated with an investment in those assets. These risks include the possibility of a default by, or bankruptcy of, the issuers of such assets or a claim that the pledging of collateral to secure any such asset constituted a fraudulent conveyance or preferential transfer that can be subordinated to the rights of other credits of the issuer of such asset or nullified under applicable law. These risks could be exacerbated to the extent that the portfolio of the applicable structured products is more concentrated in one or more particular investments, types of investments or industries. In addition, if the particular structured product is invested in a security in which the Sub-Fund is also invested, this would tend to increase the Sub-Fund's overall exposure to the credit of the issuer of such securities, at least on an absolute, if not relative basis. The Sub-Fund will not own such assets directly and will therefore not benefit from general rights applicable to the holders of assets, such as the right to indemnification and the rights to setoff, or have voting rights with respect to such assets, and in such cases, all

decisions related to such assets, including whether to exercise certain remedies, will be controlled by the structured product.

Exposure to structured finance securities entails various risks, including credit risks, liquidity risks, interest rate risks, market risks, operations risks, structural risks, geographical concentration risks, basis risks and legal risks. Structured finance securities are subject to the significant credit risks inherent in the underlying collateral and to the risk that the servicer fails to perform. Accordingly, such securities generally include one or more credit enhancements, which are designed to raise the overall credit quality of the security above that of the underlying collateral. Structured finance securities are subject to risks associated with their structure and execution, including the process by which principal and interest payments are allocated and distributed to investors, how credit losses affect the issuing vehicle and the return to investors in such securities, whether the collateral represents a fixed set of specific assets or accounts, whether the underlying collateral assets are revolving or closed-end, under what terms (including maturity of the structured finance instrument) any remaining balance in the accounts may revert to the issuing entity and the extent to which the entity that is the actual source of the collateral assets is obligated to provide support to the issuing vehicle or to the investors in such structured finance securities.

Certain structured finance securities held by the Sub-Fund may be subordinate in right of payment and rank junior to other securities that are secured by or represent an ownership interest in the same pool of assets. For example, the Sub-Fund may invest its assets in structured finance securities that represent the equity tranche of an offering. In addition, many of the related transactions have structural features that divert payments of interest and/or principal to more senior classes when the delinquency or loss experience of the pool exceeds certain levels. In certain circumstances, payments of interest may be reduced or eliminated for one or more payment dates. As a result, such securities have a higher risk of loss as a result of delinquencies or losses on the underlying assets, may be illiquid in nature, with no readily available secondary market, and may be highly leveraged or volatile in nature. Additionally, as a result of cash flow being diverted to payments of principal of more senior classes, the average life of such securities may lengthen.

8.5 Infrastructure Assets

Risks Associated with Investments in Infrastructure Assets. Investment in infrastructure assets involves many significant relatively unique and potentially acute risks. The Sub-Fund's investments will be subject to risks associated with the geographic or market concentration, the ability of the Sub-Fund to manage the investments, regulations and laws. Since investments in infrastructure and similar assets, like many other types of long-term investments, have historically experienced significant fluctuations and cycles in value, specific market conditions may result in occasional or permanent reductions in the value of the investments.

Project revenues can be affected by a number of factors and subject to the risks incidental to the ownership and operation of infrastructure projects, including general economic conditions, political events, competition, government regulation, fluctuations in interest rates and the financial position and business strategy of customers. Unanticipated changes in the availability or price of inputs necessary for the operation of an infrastructure asset may adversely affect the overall profitability of the investment. Events outside the control of an investment (which for all purposes of this Section 8 *"Investment Considerations and Risk Factors*" includes assets, projects and/or businesses in which the Sub-Fund invests), such as political action and governmental regulation, demographic changes, economic growth, increasing fuel prices, government macroeconomic policies, social stability, natural disasters, changes in weather, changes in demand for products or services, bankruptcy or financial difficulty of a major customer and/or acts of war or terrorism, could significantly reduce the revenues generated or significantly increase the expense of constructing, operating, maintaining or restoring

infrastructure facilities. In turn, this will adversely affect the Sub-Fund's investment in an investment, including that it may impair an investment ability to repay its debt, make distributions to the Sub-Fund or even result in termination of an applicable concession or other agreement to which the investment is a party. As a general matter, the operation and maintenance of infrastructure assets or businesses involve various risks, many of which may not be under the control of the owner/operator, including labour issues, failure of equipment to perform as anticipated, structural failures and accidents and the need to comply with the directives of government authorities. It is expected that investments will typically maintain insurance to protect against certain risks, where available on reasonable commercial terms, such as business interruption insurance, that is intended to offset loss of revenues during an operational interruption. However, such insurance is subject to customary deductibles and coverage limits and may not be sufficient to recoup all of an investment's losses.

In addition, investments in infrastructure assets may also be affected by the prevailing prices of related commodities such as oil, gas and coal. Commodity prices are generally subject to significant fluctuation.

Regulatory Risk; Government, Agency and Rate Risk. The energy industry is often subject to federal, state and local laws and regulations in the countries where the Sub-Fund may invest. Present, as well as future, statutes and regulations could cause investments to incur additional expenditures or experience decreased revenues, restrictions and delays that could materially and adversely affect the investments and the prospects of the Sub-Fund. For example, the U.S. federal government's introduction of a tariff on the importation of solar panels may adversely affect investments that derive their revenues in part from the production of solar energy, and thus the Sub-Fund. In addition, certain governmental authorities are particularly focused on commodities and the regulation thereof. New regulations affecting commodities may limit the Sub-Fund's ability to make certain investments. There can be no assurance that (i) existing regulations applicable to investments generally or the investments will not be revised or reinterpreted; (ii) new laws and regulations will not be adopted or become applicable to the investments; (iii) investments' business and financial conditions will not be materially and adversely affected by such future changes in, or reinterpretation of, laws and regulations (including the possible loss of exemptions from laws and regulations) or any failure to comply with such current and future laws and regulations; or (iv) regulatory agencies or other third parties will not bring enforcement actions in which they disagree with regulatory decisions made by other regulatory agencies.

In addition, in many instances, the operation or acquisition of energy, digital, transportation and environmental & natural resources infrastructure assets may involve an ongoing commitment to or from a government agency. The nature of these obligations exposes the owners of infrastructure investments to a higher level of regulatory control than typically imposed on other businesses.

The Sub-Fund may also invest in investments that derive substantially all or a large portion of their revenues from regulated tariffs or other usage or throughput-related fees. Users of the applicable service provided by an investment may react negatively to any adjustments to the applicable rates, or public pressure may cause a government or government agency to challenge such rates. In addition, adverse public opinion, or lobbying efforts by special interest groups, could result in government pressure on an investment to reduce its rates, forego planned rate increases or take other action that may be adverse to such Investment. The Board cannot guarantee that government entities with which an investment has concession agreements will not try to exempt certain users from tariffs or other fees or negotiate lower rates. If public pressure or government action forces an investment to restrict its rate increases or reduce its rates, and it is not able to secure adequate compensation to restore the economic bargain of the relevant concession agreement, the investment's business, financial condition, and results of operations could be materially and adversely affected.

Regulatory Approvals. Governments and regulators may impose conditions on the construction, operations, and activities of an investment as a condition to granting their approval or to satisfy regulatory requirements. These conditions, which may be statutory or may be tailored to a particular Investment, may limit or provide a disincentive for the investments to invest in competing industries or to acquire anticompetitive market power in a particular market. Governmental and regulatory approvals may also be costly to seek. Furthermore, government permits, licenses, concessions, leases and contracts are generally very complex and may result in a dispute over interpretation or enforceability. Moreover, if an investment fails to comply with any regulation or contractual obligation, the investment or the Sub-Fund could be subject to monetary penalties, loss of the right to operate affected businesses, or both.

There can be no assurance that an investment will be able (i) to obtain all required regulatory approvals that it does not have at the time of the Sub-Fund's investment; (ii) to obtain any necessary modifications to existing regulatory approvals; or (iii) to obtain any regulatory approvals that are required in the future. Delay in obtaining or failure to obtain and maintain in full force and effect any regulatory approvals, or amendments thereto, or the failure to obtain regulatory approvals that are required in the future, or delay or failure to satisfy any regulatory conditions or other applicable requirements, could prevent operation of an investment or sales to third parties or could result in additional costs to an investment and/or the Sub-Fund. Regulatory requirements and/or restrictions may also limit the ability of the Sub-Fund to dispose of investments at opportune times. As a result, the Sub-Fund's ability to achieve its investment objective could be materially and adversely affected if it fails to obtain any required approvals.

Where an investment is the sole or predominant service provider in its service area and provides services that are essential to the community, it may be subject to rate regulation that will determine the prices it may charge. It may be subject to unfavourable price determinations that may be final with no right of appeal or that, despite a right of appeal, could result in its profits being negatively affected.

For all of the foregoing reasons (and for the reasons described in the following few paragraphs), the nature and extent of government regulation is likely to be a key driver of the Sub-Fund's returns.

Government Support for Renewable Energy. Investments in renewable energy and related businesses and/or assets currently enjoy support from national, state and local governments and regulatory agencies designed to finance or support the financing development thereof, such as the U.S. federal investment tax credit and federal production tax credit, U.S. Department of the Treasury grants, various renewable and alternative portfolio standard requirements enacted by several states, renewable energy credits and state-level utility programs, such as system benefits charge and customer choice programs. Similar support, initiatives and arrangements exist in non-U.S. jurisdictions as well, in particular the European Union. Non-U.S. jurisdictions may have more variable views on policies regarding renewable energy (and for example may be more willing or likely to abandon initiatives regarding renewable energy in favour of more carbon-intensive forms of traditional energy generation). The combined effect of these programs is to subsidise in part the development, ownership and operation of renewable energy projects, particularly in an environment where the low cost of fossil fuel may otherwise make the cost of producing energy from renewable sources uneconomic. The operation and financial performance of any renewable energy investments may be significantly dependent on governmental policies and regulatory frameworks that support renewable energy sources. There can be no assurance that government support for renewable energy will continue, that favourable legislation will pass, or that the electricity produced by the renewable energy investments will continue to qualify for support through applicable 'Renewable Portfolio Standards' programs. The elimination of, or reduction in, government policies that support renewable energy could have a material adverse effect on a

renewable energy investment's financial condition or results of operation. To the extent any tax credits, other favourable tax treatment or other forms of support for renewable energy are changed, the Sub-Fund's renewable energy investments may be materially adversely affected.

Environmental Matters. Environmental laws, regulations and regulatory initiatives play a significant role in the energy industry and can have a substantial impact on investments in this industry or investments in infrastructure related to the industry. For example, initiatives to minimise pollution and the effects of climate change have played a major role in the increase in demand for natural gas and alternative energy sources, creating numerous new investment opportunities. Conversely, required expenditures for environmental compliance could materially and adversely impact investment returns in a number of segments of the industry. The energy industry will continue to face considerable oversight from environmental regulatory authorities and significant influence from non-governmental organisations and special interest groups. The Sub-Fund may invest in investments that are subject to changing and increasingly stringent environmental and health and safety laws, regulations and permit requirements, and there can be no guarantee that all costs and risks regarding compliance with environmental laws and regulations can be identified. New and more stringent environmental and health and safety laws, regulations and permit requirements or stricter interpretations of current laws or regulations could (i) impose substantial additional costs on investments or potential investments, (ii) create liabilities which did not exist at the time of investment and that could not have been foreseen and (iii) otherwise place an investment at a competitive disadvantage compared to alternative forms of infrastructure. Compliance with such current or future environmental requirements does not ensure that the operations of the investments will not cause injury to the environment or to people under all circumstances or that the investments will not be required to incur additional unforeseen environmental expenditures. Moreover, failure to comply with any such requirements could have a material adverse effect on an investment, and there can be no assurance that investments will at all times comply with all applicable environmental laws, regulations and permit requirements. Past practices or future operations of investments could also result in material personal injury or property damage claims, including costs of investigating and remediating contaminated properties. Any noncompliance with these laws and regulations could subject the Sub-Fund and its properties to material administrative, civil or criminal penalties or other liabilities. Under certain circumstances, environmental authorities and other parties may seek to impose personal liability on the Shareholders of a partnership (such as the Sub-Fund) subject to environmental liability. However, a Shareholder may be able to reduce its risk of such personal liability by avoiding activities with respect to the Sub-Fund's investments other than as specifically contemplated by the Prospectus and the Articles.

In addition, ordinary operation or the occurrence of an accident with respect to an infrastructure asset could cause environmental damage, which may result in significant financial distress to such asset if not covered by insurance, and, even if covered by insurance, may have a detrimental effect on the applicable investment and/or the Sub-Fund, resulting from adverse publicity related to such an incident and other similar results. There is the possibility of existing or future environmental contamination, including soil and ground water contamination, as a result of the spillage of hazardous materials or other pollutants. Under various environmental statutes, rules and regulations of the appropriate jurisdiction, a current or previous owner or operator of real property may be liable for non-compliance with applicable environmental and health and safety requirements and for the costs of investigation, monitoring, removal or remediation of hazardous materials. These laws often impose liability whether or not the owner or operator knew of or was responsible for, the presence of hazardous materials. The presence of these hazardous materials on a property could also result in personal injury, property damage or similar claims by private parties. In addition, persons who arrange for the disposal or treatment of hazardous materials may also be liable for the costs of removal or remediation of these materials at the disposal or treatment facility, whether or not that facility is or ever was owned or operated by that person.

Certain environmental laws and regulations, which may include those regarding greenhouse gases, may require that an owner or operator of an asset address prior environmental contamination, which could involve substantial cost. Such laws and regulations often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release or presence of environmental contamination. The Sub-Fund may therefore be exposed to substantial risk of loss from environmental claims arising in respect of its investments. Community and environmental groups may protest about the development or operation of infrastructure assets which may induce government action to the detriment of the Sub-Fund.

Prolonged changes in climatic conditions could have a significant impact on the revenues, expenses and conditions of certain investments. While the precise future effects of climate change are unknown, it is possible that climate change could affect precipitation levels, cause droughts, affect wind levels, annual sunshine levels, sea levels and the severity and frequency of storms and create or substantially contribute to other severe weather events. In the event that climate change causes sea levels to rise, certain investments might be forced to incur expenses to prevent assets from being damaged or rendered unusable by such rising sea levels. Moreover, if the evidence supporting climate change continues to mount, various regulatory agencies may enact more restrictive environmental regulations. These more restrictive regulations could materially impact the revenues and expenses of an investment.

As a result of the foregoing, environmental laws and regulations could have a material and adverse effect on the Sub-Fund.

Effects of Ongoing Changes in the Utility Industry. The Sub-Fund may make investments in the utility industry. In many regions the market dynamics of the utility industry may change, primarily in wholesale markets, as a result of consumer demands, technological advances and other factors. As a result, additional significant competitors could become active in parts of the utility industry. In addition, utility asset owners may find it increasingly difficult to negotiate long-term procurement or sales agreements with counterparties, which may affect their profitability and financial stability.

Power Purchase Agreement Risk. Investments may enter into power purchase agreements ("PPAs"). Payments by power purchasers to such companies or projects pursuant to their respective PPAs may provide the majority of such companies' or projects' cash flows. There can be no assurance that any or all of the power purchasers will fulfil their obligations under their PPAs or that a power purchaser will not become bankrupt or that upon any such bankruptcy its obligations under its respective PPA will not be rejected by a bankruptcy trustee. There are additional risks relating to the PPAs, including the occurrence of events beyond the control of a power purchaser that may excuse it from its obligation to accept and pay for delivery of energy generated by a company or project. The failure of a power purchaser to fulfil its obligations under any PPA or the termination of any PPA may have a material adverse effect on an investment or project.

Electric and Gas Risks. Energy companies – regardless of fuel type and regardless of whether they are traditional utilities or occupy only parts of the generation, transmission and distribution spectrum – have historically been subject to the risks associated with increases in fuel and other operating costs, high interest costs on borrowings needed for capital construction programs, costs associated with energy and energy trading regulations and compliance as well as with environmental and safety regulations and changes in the regulatory climate and governing regulations. As interest rates declined, many energy companies refinanced high-cost debt and in doing so improved their fixed charges coverage. Regulators, however, lowered allowed rates of return on cost-based utilities, for example, as interest rates declined and thereby caused the benefits of the rate declines to be shared wholly or in part with customers. In a period of rising interest rates, the allowed rates of return may not keep pace with such utilities' increased costs.

The introduction of competition into the energy industry as a result of deregulation has at times resulted in lower revenue, lower credit ratings, increased default risk and lower energy prices. Such increased competition may also cause long-term contracts, which energy companies previously entered into to buy power, to become “stranded assets” that have no economic value. Any loss associated with such contracts must be absorbed by ratepayers and/or investors. In addition, in order to diversify, enhance earnings and gain experience in operating in a deregulated environment some energy companies have invested in energy assets in other countries, including in deregulated utilities, generation, transmission or distribution. In some instances, such acquisitions have involved significant borrowings, which have burdened the acquirer’s balance sheet. The contours and effects of deregulation continue to shift, and may continue to impact significantly the energy industry. In addition, changes in global markets (demand, supply and prices) for energy production and inputs, as well as global unrest, can have significant impact on the value of all energy investments. All parts of the energy sector face risk from volatile energy prices as well as increased concentration and competition.

Concession, Leases, Public Ways and Sovereign Rights. An infrastructure investment’s operations may rely on government licenses, concessions, leases or contracts that are generally very complex and may result in a dispute over interpretation or enforceability. Even though most permits and licenses are obtained prior to the commencement of full project operations, many of these licenses and permits have to be maintained over the project’s life. If the Sub-Fund or an investment fails to comply with these regulations or contractual obligations, it could be subject to monetary penalties or may lose its right to operate the affected asset, or both.

Certain investments may require the use of public ways or may operate under easements. Governments may retain the right to restrict the use of such public ways or easements or require an investment to remove, modify, replace or relocate facilities relating to infrastructure assets at its own expense. If a government exercises these rights, an investment could incur significant costs and its ability to provide service to its customers could be disrupted, which could materially and adversely impact the performance of such investment.

Public Demand and Usage. Even though the Sub-Fund will generally target assets which are anticipated to be subject to lower risk of declining demand, usage and patronage, the Sub-Fund may not be able to eliminate these risks. To the extent that the Board’s or the Investment Manager’s assumptions regarding the demand, usage, and patronage of assets prove incorrect, the Sub-Fund’s financial returns could be materially and adversely affected. Also, some investments may be subject to seasonal variations. Accordingly, the operating results for certain investments in any particular quarter may not be indicative of the results that can be expected for such investment throughout the entire year. If investments are unable to compete successfully with other infrastructure assets in the vicinity of the assets they operate, the Sub-Fund’s business, financial condition and results of operation could be materially and adversely affected.

Terrorism and Investments. The continued threat of terrorism and the impact of military or other action have led to and may continue to cause volatility in prices for commodities and could affect the Sub-Fund’s financial results. Further, the United States government has issued public warnings indicating that energy assets might be a specific target of terrorist organisations. Investments may involve significant strategic assets having a national or regional profile. The nature of these assets could expose them to a greater risk of being the subject of a terrorist attack than other assets or businesses. Any terrorist attacks that occur at or near such assets may cause significant harm to employees, property and, potentially, the surrounding community, and may result in losses far in excess of available insurance coverage. As a result of the terrorist attacks on September 11, 2001, insurers significantly reduced the amount of insurance coverage available for liability to persons other than employees for claims resulting from acts of terrorism, war or similar events. A terrorist attack on an infrastructure asset that is not owned by an investment may also have material adverse

consequences for all infrastructure assets of that type or in the same vicinity, including those owned by an investment, and may result in an investment being forced to increase preventative security measures or expand its insurance coverage, materially and adversely affecting the profitability of the Sub-Fund's investment therein. As a result of such a terrorist attack or terrorist activities in general, the Sub-Fund may not be able to obtain insurance coverage and other endorsements at commercially reasonable prices or at all.

New Project Risks. Where the Sub-Fund invests in infrastructure construction projects, it is likely to retain some risk that the project will not be completed within budget, within the agreed time frame and to the agreed specification. During the construction phase, the major risks may include delay in the projected completion of the project and resulting delay in the commencement of cash flow, increases in the capital needed to complete construction and insolvency of the principal contractor, a major subcontractor and/or a key equipment supplier (See "*Construction Risks*" below). The assets to which the investments relate may involve significant construction risk, including the risk of substantial delay or increase in cost due to a number of unforeseen factors, such as: political opposition, regulatory and permitting delays, delays in procuring sites, labour and materials, strikes, disputes, environmental issues, force majeure or failure by one or more of the infrastructure investment participants to perform in a timely manner their contractual, financial or other commitments. A material delay or increase in unabsorbed cost could significantly impair the financial viability of an infrastructure investment project, possibly resulting in a material adverse effect on the investments if an investment becomes unable to meet its obligations to the Sub-Fund.

Construction costs may exceed estimates for various reasons, including inaccurate engineering and planning, labour and building material costs in excess of expectations and unanticipated problems with project start-up. Delays in project completion can result in an increase in total project construction costs through higher capitalised interest charges and additional labour and material expenses and, consequently, an increase in debt service costs and insufficient Sub-Funds to complete construction. Delays may also result in material adverse effects on the scheduled flow of project revenues necessary to cover the scheduled operations phase debt service costs, lost opportunities, increased operations and maintenance expenses and damage payments for late delivery. Investments under development or investments acquired to be developed may receive little or no cash flow from the date of acquisition through the date of completion of development and may experience operating deficits after the date of completion. In addition, market conditions may change during the course of development that make such development less attractive than at the time it was commenced. In addition, there are risks inherent in construction work that may give rise to claims or demands against an investment from time to time. Construction risk is frequently reduced through contract penalty clauses such as liquidated damage provisions, but such provisions may not mitigate the risk of insolvency and other residual risks to investors.

The successful development of new or expansion projects may require or result in the involvement of a broad and diverse group of stakeholders who may either directly influence or potentially be capable of influencing the nature and outcome of the project. Such characteristics may include political or local opposition, receipt of regulatory approvals or permits, site or land procurement, environmentally related issues, construction risks and delays (such as late delivery of necessary equipment), labour disputes (such as work stoppages), counterparty non-performance, project feasibility assessment, dealings with and reliance on third-party consultants, catastrophic events, such as explosions, fires, terrorist attacks and other similar events beyond the control of the Board, the AIFM or the Investment Manager and the Sub-Fund. In addition, when making an investment, value may be ascribed to projects (new or expansion) that do not achieve successful implementation, potentially resulting in lower than expected internal rates of return over the life of the investment.

The risks associated with any new development project are greater than investment in established or more mature businesses and projects with a history of revenue and profit

generation. Some project investments may be made at early stages in their development cycle and may be subject to various government approvals, permits, licenses and consents in order to complete their development stage. In addition, many of the commercial arrangements and technical aspects of development projects may be only partially negotiated or not at all as between the relevant parties required to complete the project and achieve commence operations. Either failure or delays in obtaining such approvals, permits, licenses or consents or any other factor preventing achievement of project completion and financial close, could result in a total loss of development expenditure incurred to that point, increases in overall project costs and other adverse impacts on aggregate returns to Investors from the Sub-Fund.

Certain Restrictions on Ownership. Many jurisdictions restrict foreign investment in infrastructure assets. For example, in certain countries, infrastructure investments are predominantly made through certain approved and designated entities, which may significantly limit investment opportunities. Similarly, current U.S. laws give the President of the United States authority to block acquisitions by foreign persons of U.S. entities if that acquisition threatens to impair national security. Such restrictions could limit the Sub-Fund's ability to invest in some entities or impose burdensome notification requirements, operational restrictions or delays in pursuing and consummating transactions. These regulations may result in (i) new or extended governmental reviews (including the investment's effect on applicable national and/or economic security) and/or governmental or regulatory approvals; (ii) new or extended notification periods prior to consummation of an investment; and (iii) additional restrictions and prohibitions on the ownership, management and operation of infrastructure assets or companies by foreign persons. As a result, the Sub-Fund may incur significant delays and costs or be altogether prohibited from making a particular investment, all of which could materially and adversely affect the Sub-Fund's ability to meet its investment objectives. In addition, such restrictions may prevent syndication or sale of infrastructure assets to buyers. Further, political attention surrounding any potential transaction could increase governmental scrutiny. New laws in one country could encourage other countries to impose reciprocal regulations on foreign investment in certain assets in the name of national security, which could have a corresponding effect of limiting the Sub-Fund's ability to make investments in such countries.

In some cases, investments by the Sub-Fund involving the acquisition of or investment in a U.S. business (including a U.S. branch or subsidiary of a company domiciled outside of the United States) may be subject to review and approval by the Committee on Foreign Investment in the United States ("CFIUS"). In the event that CFIUS reviews one or more investments, there can be no assurance that the Sub-Fund will be able to maintain or proceed with such investments on any terms, or on terms that are acceptable to the Board. Additionally, CFIUS may seek to impose limitations on one or more such investments that may prevent the Sub-Fund from maintaining or pursuing investment opportunities that the Sub-Fund otherwise would have maintained or pursued, which could adversely affect the performance of the Sub-Fund's investment in such investments and thus the performance of the Sub-Fund. Legislation to reform CFIUS was signed into law by the U.S. President on 13 August 2018, and final regulations implementing this legislation were enacted in 2020. The legislation and its implementing regulations, among other things, expand the scope of CFIUS' jurisdiction to cover more types of transactions and empower CFIUS to scrutinise more closely investments in U.S. "critical infrastructure", "critical technology" and "data" companies, including investments involving foreign Shareholders that may be deemed "non-passive".

The Sub-Fund's investments outside of the United States may also face delays, limitations, or restrictions as a result of notifications made under and/or compliance with these legal regimes and rapidly-changing agency practices. Other countries continue to establish and/or strengthen their own national security investment clearance regimes, including in response to U.S. encouragement of other countries to impose CFIUS-like regulations on foreign investment in certain sectors and assets on national security grounds, which could have a corresponding effect of limiting the Sub-Fund's ability to make investments in such countries. In particular, as

of April 2019, the European Union has adopted an EU-wide mechanism to screen foreign investment on national security grounds, which could impede, restrict, and/or delay the Sub-Fund's investment with a nexus to the European Union. In addition, on 22 April 2020, the India Ministry of Finance enacted the NDI Rules, 2020, which states that any foreign investment by or from an entity of any country which shares its land border with India or where the beneficial owner of an investment into India is situated in, or is a citizen of, any country which shares its land border with India, can only be made with prior approval of the Government of India. Further clarity is awaited from the Government of India/RBI on what would constitute beneficial owner. The application of the NDI Rules may inhibit the Sub-Fund's ability to consummate investments in India and may require partial or full exclusion of any Shareholders from countries bordering India from such Investments. As a result of such regimes, the Sub-Fund may incur significant delays and costs or be altogether prohibited from making a particular investment, all of which could adversely affect the Sub-Fund's ability to meet its investment objectives. Uncertainty resulting from the application of the NDI Rules may also lead to higher amounts of, or longer durations of, borrowings by the Sub-Fund. Heightened scrutiny of foreign direct investment worldwide may also make it more difficult for the Sub-Fund to identify suitable buyers for Investments upon exit and may constrain the universe of exit opportunities for an investment in an investment.

As a result, the above laws may prevent, delay, impede or restrict syndication or sale of Sub-Fund assets to certain buyers.

Public Infrastructure Risks. The Sub-Fund, through its investments, may control public infrastructure that constitute significant strategic value to public or governmental bodies. Such assets may have a national or regional profile and may have monopolistic characteristics. The very nature of these assets could create additional risks not common in other industry sectors. For example, given the essential nature of the services provided by certain public infrastructure, there is a higher probability that if an owner of such assets fails to make such services available, users of such services may incur significant damage and may be unable to replace the supply or mitigate any such damage, thereby heightening the risks of third-party claims. Political and regulatory considerations and popular sentiments could also affect the ability of the Sub-Fund to buy or sell investments on favourable terms. At certain times, government entities may face significant public pressure against selling infrastructure assets to a fund (such as the Sub-Fund) or strategic investor. General negative publicity may cause the Sub-Fund to choose not to purchase, or make it harder for the Sub-Fund to purchase, infrastructure assets. Conversely, if there is popular hostility towards private ownership of public infrastructure, it may be difficult for the Sub-Fund to find prospective purchasers for its investments when it seeks to realise such investments.

Risk of Intellectual Property Related Litigation. The energy industry is characterised by the existence of a large number of patents, copyrights, trademarks and trade secrets and by litigation based on allegations of infringement or other violations of such intellectual property rights. There is a possibility of intellectual property rights claims against one or more investments or against a primary project participant, such as a technology or equipment provider. The investments' technologies may not be able to withstand third-party claims or rights restricting their use. Companies, organisations or individuals, including the Sub-Fund's competitors or the competitors to the technology or equipment providers to the investments, may hold or obtain patents or other proprietary rights that may prevent, limit or interfere with the investments' ability to provide services or develop new products or services, making it more difficult for the investments to operate and meet pro forma assumptions. Any litigation or claims, whether valid or not, could be time-consuming, expensive to litigate or settle and could divert the investments' management attention and financial resources. If an investment is determined to have infringed upon a third party's intellectual property rights, such investment may be required to pay substantial damages, cease using technology found to be in violation of a third party's rights, or seek to obtain a license from the holder of the infringed intellectual property right, which license may not be available on reasonable terms, or at all, and may

significantly increase such investment's operating expenses or may require the investment to restrict its business activities in one or more respects. Such investment may also be required to develop or purchase alternative non-infringing technology that could require significant effort and expense or may not be feasible. In the event of a successful claim of infringement against an investment, and its failure or inability to obtain a license for its use of the infringed technology, the investment in a particular project may be delayed or abandoned, which could have a material adverse effect on the project's, and the Sub-Fund's performance.

Demand for Wireless Infrastructure. The Sub-Fund may invest in tower infrastructure companies, whose revenue is typically supported by rapidly increasing consumer consumption of mobile data and the subsequent requirements of mobile carriers for improved wireless coverage and capacity. These businesses may be adversely affected by any slowdown in such demand growth. Additionally, a reduction in carrier network investment may materially and adversely affect these businesses (including reducing demand for tenant additions, amendments to existing customer leases or network services). Demand for a tower's wireless infrastructure materially depends on the demand for antenna space from tower customers, which, in turn, depends on the demand for wireless coverage and capacity by their underlying customers. The willingness of tower customers to utilise wireless tower infrastructure, or renew or extend existing leases on the wireless tower infrastructure, is affected by numerous factors. A slowdown in demand for wireless coverage and capacity and/or wireless tower infrastructure may negatively impact the growth of companies in which the Sub-Fund invests or otherwise have a material adverse effect on the returns thereto. If customers or potential customers of the Sub-Fund's investments are unable to raise adequate capital to Sub-Fund their business plans as a result of disruptions in the financial and credit markets or otherwise, they may reduce spending, which could adversely affect such investment's anticipated growth or the demand for such investment's wireless infrastructure or network services. The amount, timing and mix of an investment's customers' network investment is variable and can be significantly impacted by the matters described in these risk factors. Changes in carrier network investment is expected to affect the demand for an investment's wireless infrastructure. As a result, changes in carrier plans such as delays in the implementation of new systems, new technologies (including small cells), or plans to expand coverage or capacity may reduce demand for an investment's wireless infrastructure. Furthermore, the wireless industry could experience a slowdown or slowing growth rates as a result of numerous factors, including a reduction in consumer demand for wireless coverage or capacity or general economic conditions. There can be no assurance that weakness or uncertainty in the economic environment will not adversely affect the wireless industry, which may materially and adversely affect an investment's business, including by reducing demand for an investment's wireless infrastructure or network services. In addition, a slowdown may increase competition for site rental customers or network services. A wireless industry slowdown or a reduction in carrier network investment may materially and adversely affect in the Sub-Fund's investments.

Competition from New Entrants. The Sub-Fund may invest in companies providing fibre infrastructure. These companies may face increased competition from companies in the telecommunications and media industries that currently do not focus on bandwidth infrastructure. While many businesses in the bandwidth infrastructure space are focused bandwidth infrastructure providers that operate on a regional or local basis, in some cases, investments of the Sub-Fund may also compete with communications service providers who also own certain digital infrastructure assets and make them available to customers as a digital infrastructure service. These communication service providers include incumbent local exchange carriers, such as AT&T, Verizon and BT, and cable television companies, such as Comcast, Charter and Televisa. Several of these competitors have greater financial, investment managerial, sales and marketing, and research and development resources than the Sub-Fund will have and are able to promote their brands with significantly larger budgets. A few of these competitors also have significant fibre assets that they principally employ in the provision of their communications services. If any of these competitors with greater resources and/or significant fibre assets chose to focus those resources on bandwidth infrastructure, the

ability of investments of the Sub-Fund to compete in the bandwidth infrastructure industry could be negatively impacted. To the extent that communication service providers, cable television companies, and other media companies choose to distribute their content over their own networks, fibre providers could see a reduction in demand for services. Additionally, significant new entrants into the bandwidth services industry would increase supply, which could cause prices for fibre services to decline.

Failure to Retain Property Rights. The Sub-Fund may invest in mobile and internet infrastructure companies that hold certain rights to the land interests under towers and certain data centre facilities. If the Sub-Fund fails to retain rights to this mobile and internet infrastructure, including the land interests under towers or certain data centre facilities, the investments may be adversely affected. The property interests on which some of the Sub-Fund's mobile and internet infrastructure will reside, including the land interests under towers and certain data centre facilities, is expected to consist of leasehold and sub-leasehold interests, fee interests, easements, licenses, and rights-of-way. A loss of these interests may make it impossible to conduct business or generate revenue. For various reasons, the Sub-Fund may not always have the ability to access, analyse, or verify all information regarding titles or other issues prior to purchasing mobile and internet infrastructure. Further, the Sub-Fund may not be able to renew ground or facility leases on commercially viable terms. The Sub-Fund's ability to retain rights to the land interests on which its investment's towers reside, depends on the Sub-Fund's ability to purchase such land, including fee interests and perpetual easements, or renegotiate or extend the terms of the leases relating to such land. If the Sub-Fund is unable to retain rights to the property interests on which the Sub-Fund's mobile and internet infrastructure resides, the Sub-Fund may be adversely affected.

Potential Liability from Radio Frequency Emissions**.** If radio frequency emissions from wireless handsets or equipment on wireless infrastructure are demonstrated to cause negative health effects, potential future claims could adversely affect investments and the Sub-Fund. The potential connection between radio frequency emissions and certain negative health effects, including some forms of cancer, has been the subject of substantial study by the scientific community in recent years. In certain markets that the Sub-Fund may invest in, there have been specific emission limitations placed on individual tower sites. The Sub-Fund cannot guarantee that claims relating to radio frequency emissions will not arise in the future or that the results of such studies will not be adverse to it. Public perception of possible health risks associated with cellular or other wireless connectivity services may slow or diminish the growth of wireless companies, including the Sub-Fund's investments. In particular, negative public perception of, and regulations regarding, these perceived health risks may slow or diminish the market acceptance of wireless services. If a connection between radio frequency emissions and possible negative health effects were established, operations, costs, or revenues of investments by the Sub-Fund may be materially and adversely affected. Additionally, the returns from certain of the Sub-Fund's investments may be adversely impacted if tower emission regulations are established or tightened in other markets. The Sub-Fund does not currently maintain any insurance with respect to these matters.

Technology Risk. The Sub-Fund may invest in data centre businesses. The infrastructure of these businesses may become obsolete, and investments of the Sub-Fund may not be able to upgrade power and cooling systems cost effectively or at all. Data centre infrastructure may become obsolete due to the development of new systems to deliver power to or eliminate heat in data centre facilities. Additionally, data centre infrastructure could become obsolete as a result of the development of new server technology that does not require the levels of critical load and heat removal that such facilities are designed to provide and could be run less expensively on a different platform. In addition, data centre power and cooling systems are difficult and expensive to upgrade. Accordingly, data centre companies, including those that the Sub-Fund may invest in, may not be able to efficiently upgrade or change these systems to meet new demands without incurring significant costs, which could adversely impact business, financial condition and results of operations.

Content Liability. The Sub-Fund may invest in companies that may be liable for the material that content providers distribute over their network. Although the Sub-Fund believes its liability for third party information stored on or transmitted through the networks of such companies is limited, the liability of private network operators is affected both by changing technology and evolving legal principles. As an investor in private network providers, the Sub-Fund may be exposed to legal claims relating to third party content stored or transmitted on its networks. Such claims could involve, among others, allegations of defamation, invasion of privacy, copyright infringement, or aiding and abetting restricted activities such as online gambling or pornography. If an investment decides to implement additional measures to reduce their exposure to these risks, or if an investment is required to defend itself against these kinds of claims, such investment's operating results and financial condition could be negatively affected.

Power Outages. The Sub-Fund intends to invest in businesses that greatly rely on the steady supply of power at reasonable cost. These businesses could be harmed by prolonged power outages or shortages, increased cost of energy or general lack of availability of electrical resources. The Sub-Fund is expected to invest in businesses that are susceptible to regional costs of power, power shortages, planned or unplanned power outages and limitations, especially internationally, on the availability of adequate power resources. Power outages, such as those relating to large storms, earthquakes and tsunamis, could harm investment's customers and their businesses. Such investments will attempt to limit exposure to system downtime by using backup generators and power supplies; however, this may not be adequate. Additionally, the Sub-Fund intends to invest in some assets that will likely be located in leased buildings where, depending upon the lease requirements and number of tenants involved, the Sub-Fund may or may not control some or all of the infrastructure including generators and fuel tanks. As a result, in the event of a power outage, the investments of the Sub-Fund may be dependent upon the landlord, as well as the utility company, to restore the power. In addition, global fluctuations in the price of power can increase the cost of energy, and although contractual price increase clauses are expected to reduce this risk, investments of the Sub-Fund may not always be able to or choose to pass these increased costs on to their customers. In each market the Sub-Fund invests in, the Sub-Fund will rely on third parties to provide a sufficient amount of power for current and future customers. The Sub-Fund generally will not control the amount of power its Investment's customers draw from their installed circuits. This means that investments of the Sub-Fund could face power limitations. This could have a negative impact on the effective available capacity of a given asset and limit the Sub-Fund's ability to grow its investments, which could have a negative impact on its performance. The Sub-Fund may also have difficulty obtaining sufficient power capacity for potential expansion sites in new or existing markets.

Market Overbuilding Risk. Although the Investment Manager expects to undertake a detailed market supply and demand forecast for each market as part of the deal underwriting process, the high returns on capital typically associated with the digital infrastructure segment may create the impetus for competing fibre, data centre, tower and small cells networks to be built within or adjacent to the Sub-Fund's investments. This could potentially impact pricing and renewal rates in specific markets.

Failure of Physical Infrastructure. The Sub-Fund intends to invest in businesses that depend on providing customers with highly reliable services. Any failure of the physical infrastructure or offerings of investments of the Sub-Fund may lead to significant costs and disruptions that could reduce the revenue of customers for such investments and harm the business reputation and financial results of these customers, which may impact the returns on such investments. Investments' assets are expected to be subject to failure from numerous factors. Problems at one or more of the Sub-Fund's assets, whether or not within the Sub-Fund's control, could result in service interruptions or significant equipment damage.

Narrow Customer Base. Should any of the customers or counterparties fail to pay their contractual obligations, or a government appropriate the underlying assets, significant revenues could cease and become irreplaceable. This would affect the profitability of those infrastructure assets and the value of any securities or other instruments issued in connection with such assets.

Operator Expertise. Infrastructure projects are generally heavily dependent on the operator of the assets. There are a limited number of operators with the expertise necessary to successfully maintain and operate infrastructure projects. The loss of an operator of an infrastructure project could significantly impair the financial viability of an infrastructure project.

Operational and Technical Risk**.** Infrastructure assets may be subject to operating and technical risks, including the risk of mechanical breakdown, spare parts shortages, failure to perform according to design specifications, labour strikes, labour disputes, work stoppages and other work interruptions and other unanticipated events which adversely affect operations. There can be no assurance that any or all such risk can be mitigated or that such parties, if present, will perform their obligations or that insurance will be available on commercially reasonable terms. An operating failure may lead to fines, expropriation, termination or loss of a license, concession or contract on which an investment, or an asset owned or controlled by an investment, depends. In addition, the long-term profitability of infrastructure assets is partly dependent upon the efficient operation and maintenance of the assets. Inefficient operations and maintenance or limitations in the skills, experience or resources of operating companies may adversely impact an investment's performance and therefore may reduce returns to the Sub-Fund.

Preconstruction Investments and Investments in Projects that are not Operational Carry Significant Additional Risks. The development and construction of renewable power projects involves numerous risks. Subject to the limitations in the Prospectus, the Sub-Fund expects to invest in preconstruction investments, projects that are construction ready or that are being constructed, as well as projects that are operational. Investments in projects that are not operational carry special risks, and those risks are more pronounced for preconstruction investments. Where the Sub-Fund makes such investments, it is likely to retain some of the risk that the project will not be completed within budget, to the agreed specification or at all. For a variety of reasons, there is no assurance that investments that are not yet operational will ever become operational and, if they do not do so, it may result in a complete loss of the Sub-Fund's investment. In addition, any delay in the projected completion of the project would result in the delay of any return on the investment and increase the risk that the project will not be completed.

Construction Risks. The Sub-Fund may invest in greenfield assets which are pre-construction or otherwise have not yet completed the construction phase and which are not yet cash generative and there is a risk that such projects will not be completed within budget, within the agreed timeframe or to the agreed specification. Although it is intended that the main risks of any delay in completion of construction or any "overrun" in the costs of the construction will be passed on to the relevant sub-contractor, there is some risk that the anticipated returns of the relevant investments will be adversely affected.

For a variety of reasons, there is no assurance that projects in which the Sub-Fund invests that are not yet operational will ever become operational and, if they do not do so, it may result in a complete loss of the Sub-Fund's investment. In addition, any delay in the projected completion of the project would result in the delay of any return on the Sub-Fund's investment and increase the risk that the project will not be completed.

The construction of a project may be delayed, the project may cost more to complete than originally projected, any debt service costs may increase (and project owners may not be able to meet such higher costs), the project may not have sufficient financing, the project may not qualify for governmental supports, the project may miss completion milestones under its major

contracts, the Sub-Fund's investment may have to compensate land owners for damaged property, and the project may not perform as well as the Investment Manager expected, any of which could materially and adversely affect the Sub-Fund's investment's projected economics and hence the Sub-Fund's performance. In addition, investments by the Sub-Fund in projects that are not operational carry special risks, and those risks are more pronounced for preconstruction assets. For example, undeveloped land will not produce income until the development is completed and the project is operational. Accordingly, any Sub-Fund investments that are involved in 'greenfield' assets will be subject, indirectly, to certain risks set out below.

Where the Sub-Fund invests in preconstruction assets, it is likely to retain some of the risk that the project will not be completed within budget, to the agreed specification or at all. For a variety of reasons, there is no assurance that assets that are not yet operational will ever become operational and, if they do not do so, it may result in a complete loss of the Sub-Fund's investment. In addition, any delay in the projected completion of the project would result in the delay of any return on the Sub-Fund's investment and increase the risk that the project will not be completed.

Demand, Usage and Patronage Risks. Certain investments, or assets owned or controlled by investments, may derive substantially all of their revenues from tolls, tariffs or other usage fees. Users of the applicable service provided by any such company may react negatively to any adjustments to the applicable rates, or public pressure may cause a government or agency to challenge such rates. In addition, adverse public opinion or lobbying efforts by specific interest groups, could result in government pressure on any such company to reduce its rates or to forego planned rate increases. Such risks could threaten an investment's ability to satisfy its obligations to the Sub-Fund and could adversely affect the investments relating to any such companies.

Sovereign and Political Risk. Any concessions granted to any investment which is, or which owns or controls, an infrastructure asset by a governmental agency will be subject to special risks, including the risk that a governmental entity will exercise sovereign rights and take actions contrary to the rights of the Sub-Fund, under the relevant concession agreement. There can be no assurance that the governmental agency will not legislate, impose regulations or change applicable laws or act contrary to the law in a way that would materially and adversely affect the performance of an investment, and therefore that would reduce returns to the Sub-Fund.

Weather and Climatological Risks. Certain investments in infrastructure may be particularly sensitive to weather and climate conditions. Direct impacts of climate change may include physical impacts such as flooding, higher energy costs and changes in demand. Indirect impacts may include compliance with legislation related to climate change. For example, solar power generators rely on the frequency and intensity of sunlight, wind turbines upon the frequency and intensity of the wind and companies focused on biomass rely on the production of crops, which can be adversely affected by droughts, other weather conditions and climate change.

Unforeseen Events Risk. Infrastructure assets may be interrupted or otherwise affected by a variety of events outside the Investment Manager's control, including serious traffic accidents, natural disasters (such as fire, floods, earthquakes, hurricanes and typhoons), man-made disasters (including terrorism), defective design and construction, slope failure, bridge and tunnel collapse, road subsidence, toll rates, fuel prices, environmental legislation or regulation, general economic conditions, labour disputes and other unforeseen circumstances and incidents. Further, to the extent that the infrastructure assets involve projects with significant construction, there is a risk that such projects will not be completed within budget, within the agreed timeframe or to the agreed specification. If the use of the infrastructure assets is interrupted in whole or in part for any period as a result of any such events, the revenues of such infrastructure assets could be reduced, the costs of maintenance or restoration could be

increased and the overall public confidence in such assets could be reduced. There can be no assurance that insurance secured by such assets would cover liabilities resulting from claims relating to the design, construction, maintenance or operation of the toll roads, bridges, tunnels or other underlying assets, lost toll revenues or increased expenses resulting from such damage.

Uncertainty of Estimates. Estimates or projections/forecasts of natural resources reserves (e.g., hydrocarbon reserves or mineral reserves), factors such as solar energy intensity and movement of wind and water flow (for solar, wind and hydroelectric power, respectively), market demand and conditions and prices, construction costs and supply availability and prices by qualified engineers or consultants are often key factors in establishing power purchase contract prices and valuing certain power companies and assets. The process of making these estimates is complex, requiring significant decisions and assumptions in the evaluation of available geological, geophysical, engineering and economic data for each reservoir or reserve. These estimates are subject to wide variances based on changes in commodity prices and certain technical assumptions. The accuracy of any reserve estimate is a function of the quality of available data, engineering and geological interpretation and judgment. Estimates of economically recoverable natural resource reserves and of future net cash flows necessarily depend on a number of variable factors and assumptions, such as historical production from the area compared with production from other producing areas, the assumed effects of regulations by governmental agencies and assumptions concerning future natural resources prices, future operating costs, severance and excise taxes, development costs and workover and remedial costs, all of which may in fact vary considerably from actual results. Accordingly, it is possible for such estimates to be significantly revised from time to time, creating significant changes in the value of power purchase contracts, the company or assets, which could adversely affect the financial returns of the Sub-Fund.

Land Title Risk. Certain investments may require large areas of land to install and operate their equipment and associated infrastructure. The rights to use the necessary land may be obtained through freehold title, easements, leases and other rights of use. Different jurisdictions adopt different systems of land title, and in some jurisdictions, it may not be possible to ascertain definitively who has the legal right to enter into land tenure arrangements with investments. In addition, the grantor's fee interests in the land which is the subject of such easements and leases are or may become subject to mortgages securing loans, other liens (such as tax liens) and other lease rights of third parties (such as leases of oil, gas, coal or other mineral rights). As a result, an investment's rights under such leases or easements are or may be subject and subordinate to the rights of third parties. It is also possible that a default by the grantor under any mortgage could result in a foreclosure on the grantor's interest in the property and thereby terminate the investment's right to the leases and easements required to operate such investment. Similarly, it is possible that a government authority, as the holder of a tax lien, could foreclose upon a parcel and take possession of the portion of the investment located on such parcel. The rights of a third party pursuant to a superior lease (such as leases of oil, gas, coal or other mineral rights) could also result in damage to or disturbance of the physical assets of an investment or require relocation of an investment's assets. If any investment were to suffer the loss of all or a portion of their underlying real estate interests or equipment as a result of a foreclosure by a mortgagee or other lienholder of a land parcel, or damage arising from the conduct of superior leaseholders, such investment's operations and revenues may be adversely affected. In addition, any declaration of native title or other indigenous rights in respect of land on which investments are located may adversely affect the owner or occupier of that land. While the Investment Manager will generally seek to conduct due diligence in such jurisdictions to determine the extent to which investments may be affected by indigenous rights, it may not be possible to mitigate or remove a risk associated with indigenous claims.

Availability of Insurance for Certain Catastrophic Losses. The Investments will be expected to maintain insurance consistent with industry standards to protect against certain construction and operating risks. With respect to investments, the Investment Manager may seek to require

the underlying company and/or project to obtain liability, fire, flood, political risk, extended coverage and rental loss insurance with insured limits and policy specifications that they believe are customary for similar investments. However, certain losses of a catastrophic nature, such as wars, natural disasters, terrorist attacks or other similar events, may be either uninsurable or, insurable at such high rates that to maintain such coverage would cause an adverse impact on the related investments. In general, it is becoming harder and more expensive to insure against losses related to terrorism. Most insurers are excluding terrorism coverage from their all-risk policies. In some cases, the insurers are offering significantly limited coverage against terrorist acts for additional premiums which can greatly increase the total costs of casualty insurance for an investment. As a result, not all investments may be insured against terrorism. If a major uninsured loss occurs, the Sub-Fund could lose both invested capital in, and anticipated profits from, its affected investments.

The investments will be also be expected to maintain insurance consistent with industry standards to protect against certain construction and operating risks. If certain adverse construction or operation events occur, there can be no assurance that the proceeds of the applicable insurance policies will be adequate to cover potential lost revenues, increased expenses or the cost of repair or replacement, which in turn could materially and adversely affect the investments. In the event that a project is damaged or destroyed and not repaired or replaced, the proceeds of insurance available to repay indebtedness may be insufficient to repay any indebtedness in full. Further, there can be no assurance that such insurance coverage will be available or will continue to be available on commercially reasonable terms or at commercially reasonable rates.

New Technology Risk. A change could occur in the way a service or product is delivered rending the existing technology obsolete. Any technology change that occurs over the medium term could threaten the profitability of an investment in an infrastructure project relying solely on that technology. In addition, historically, technology changes in the energy sector have resulted in gradual incremental improvements with no disruptive technology impacts. However, there are currently a number of scientific research institutions (including those supported by major venture capital firms and corporations) seeking to develop disruptive technologies designed to reduce dependence upon large scale fossil fuel generation. In the event that a disruptive technology in the infrastructure sector is successfully developed and implemented, the investments might be adversely affected. While the investments may benefit from such technologies, there can be no assurance that technology innovation will not favour properties of a type not held by the Sub-Fund, which would place the Sub-Fund at a competitive disadvantage and drive down the value of its assets.

Risks Related to External Infrastructure Counterparties. Investments will have counterparty credit and performance risk with a number of different parties under various contracts, including but not limited to PPAs, operation and maintenance contracts, financing arrangements, interconnection agreements, asset management agreements, construction agreements and equipment supply agreements. If the contractual parties do not perform their obligations, it could materially impact the performance of the investments and the investments may have to enter into alternative arrangements that may result in increased overall costs to the applicable investments.

The investments may enter into warranty and maintenance agreements with the manufacturers of wind turbines and solar panels. Such warranties typically cover the non-performance of the equipment under certain conditions and may be subject to time limits, maximum pay-out clauses and other contractual restrictions. The payments under the warranties depend on the manufacturer's ability to satisfy its obligations, introducing both performance and credit risk related to the counterparty.

The operation and management of the projects is generally performed by an operation and management contractor under contract with the investment. The operations of a project may be materially and adversely affected by the performance and creditworthiness of such

contractor. The applicable investment may be forced to either replace the operation and management contractor or assume the operation and management responsibilities itself at higher costs or with less effectiveness than expected.

Financial analysis for infrastructure project companies is typically based on the fact that construction and other risks of operating the relevant concessions are substantially assumed by sub-contractors. Infrastructure project companies may be exposed to increased cost or other liabilities where this does not happen, for example as a result of the operation of contractual limits of liability, contractor default or insolvency or defective contractual provisions.

Contract Risk. There is also a risk that contract counterparties such as operators of infrastructure assets, development contractors and sub-contractors and equipment suppliers and suppliers and off takers, could fail to honour some or all of their obligations under contracts which are essential to the operation of the Sub-Fund's investments. Contract default of this kind may adversely affect the profitability of the investments.

Additionally, if the Sub-Fund invests, directly or indirectly, in assets that are governed by concession agreements with national, provincial or local authorities, there is a risk that these authorities will not honour their obligations under the agreement, especially over the long term.

Termination of Project Agreements. Project agreements for infrastructure projects may be terminated in certain circumstances. In some circumstances there will be no compensation on termination or the compensation received will be insufficient to repay the acquisition cost of the relevant investment.

U.S. Tax Incentives for U.S. Wind and Solar Power Projects. Projects in the renewable power sector may benefit from numerous U.S. federal income tax incentives, including the investment tax credit, production tax credit, and accelerated depreciation. Certain tax benefits under U.S. tax regulations applicable to investments in the renewable power sector, however, have expired or are set to expire and there can be no assurance that such benefits will be extended or renewed, retroactively or prospectively, by the U.S. Congress. Renewable energy policy has been, and is expected to continue to be, a matter of political discussion, and there can be no assurance that U.S. tax legislation favourable toward the renewable power sector will continue or that changes in the tax laws will not limit or eliminate the present tax incentives. The expiration of U.S. tax incentives for renewable energy could materially impact the profitability of the Sub-Fund's future investments and the Sub-Fund's overall investment strategy. Accordingly, the returns to Shareholders can be impacted.

GIP Acquisition. On 12 January 2024, BlackRock entered into a definitive agreement to acquire 100% of the business and assets of Global Infrastructure Management, LLC, an independent infrastructure fund manager (the "GIP Acquisition"). The GIP Acquisition is expected to close in the third quarter of 2024. Consummation of the GIP Acquisition is subject to customary conditions. There can be no assurance that the GIP Acquisition will be consummated. Mr Ogunlesi is expected to lead the combined BlackRock infrastructure platform following the closing of the GIP Acquisition. The full impact of the GIP Acquisition on BlackRock's infrastructure business is currently unknown, and there can be no assurance that the investment processes of the Investment Manager will remain unchanged or that the professional personnel of the Investment Manager or other BlackRock investment professionals will continue to serve in their current positions or continue to be employed by BlackRock. The investment team may be integrated into the larger GIP business and there can be no assurance as to the impact of such integration on the Sub-Fund or its investments.

8.6 Real Estate Assets

General. The investments will be subject to the risks inherent in the ownership of real estate assets. These risks include, but are not limited to, fluctuations in the real estate markets, slowdown in demand for the purchase or rental of properties, less favourable lease agreement

due to loss of tenants, redevelopment of lease space due to different needs of tenants and inability to find suitable tenants for current lease space, loss of rent and the imposition of rent controls, changes in supply of or demand for competing properties in an area (as a result, for instance, of over-building), the financial conditions of borrowers and of tenants, buyers and sellers of properties, changes in building, the presence or development of mould, which could lead to liability for adverse health effects and costs of remediation program to contain or remove the mould from the affected property, environmental, planning and other laws, the promulgation and enforcement of governmental regulations relating to land use and zoning restrictions, environmental protection and occupational safety; unavailability of mortgage funds which may render the construction, leasing, sale or refinancing of a property difficult, changes in real estate tax rates or the assessed values of investments, changes in interest rates and the availability or terms of debt financing, changes in operating costs, risks due to dependence on cash flow, environmental liabilities, uninsured casualties, unavailability of or increased cost of certain types of insurance coverage, such as terrorism insurance, fluctuations in energy prices, changes in the relative popularity of property types and locations and other factors not within the control of the AIFM or the Investment Manager.

In addition, the value of the investments and exposure to risks inherent in real estate will be affected by the location of the investment, the category of tenant typically associated with a sector as well as general political, market and economic conditions. Continued volatility in political, market or economic conditions, including an outbreak or escalation of major hostilities, declarations of war (declared or undeclared), terrorist actions or other substantial national or international calamities or emergencies, could have a material adverse effect upon the Sub-Fund.

Further, properties may require development, which carries additional risks, including, risks relating to the availability and timely receipt of planning and other regulatory approvals, the cost and timely completion of construction (including risks beyond the control of the Sub-Fund, such as weather or labour conditions or material shortages) and the availability of both construction and permanent financing on favourable terms. These risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of development activities once undertaken, any of which could have an adverse effect on the financial condition and results of operations of the Sub-Fund.

Real estate historically has experienced significant fluctuations and cycles in value and local market conditions which may result in reductions in the value of real property interests. All real estate-related investments are subject to the risk that a general downturn in the national or local economy will depress real estate prices.

Ownership and Operation of Real Estate Assets. The Sub-Fund may be exposed to risk of loss arising from, or relating, to the ownership, operation or management of any real estate owned. For example, real estate assets are subject to relationships with new and existing tenants, the deterioration of which could materially adversely affect the value of such real estate assets (including as a result of any litigation arising out of such relationships). Real estate assets are similarly subject to risk of physical break-ins and related property damage that may or may not be covered by insurance, which could result in material exposure for the Sub-Fund. In addition, real estate assets may subject the Sub-Fund to reputational risks arising as a result of management practices, including, for example, use by management of non-union service providers in a union market or significant rent increases that result in tenant protests. Although the Sub-Fund seeks to mitigate risks associated with the ownership, operation and management of real estate assets through the diligence process and otherwise, there can be no assurance that it will be able to avoid or effectively mitigate any such risks, which could have a material adverse effect on the Sub-Fund's returns.

Incurring mortgage debt increases the Sub-Fund's risk of property losses because defaults on indebtedness secured by properties may result in the Sub-Fund's loss of the property securing

any loan for which the Sub-Fund is in default. The tax consequences of the loss of a property in such circumstances may vary, however in certain jurisdictions such a loss may result in the Sub-Fund (or the relevant investment holding vehicle) being treated as disposing of the property for an amount which exceeds its tax basis in the property, which could cause the Sub-Fund (or the relevant investment holding vehicle) to recognise taxable income or gains without receiving corresponding cash proceeds. In addition, a default under any one of the Sub-Fund's mortgage debt obligations may increase the risk of default on the Sub-Fund's other indebtedness. If this occurs, the Sub-Fund's financial condition, cash flow and ability to satisfy its other debt obligations or ability to make redemptions or distributions may be harmed.

Dependence on Property Manager. Although the Sub-Fund will monitor the performance of the real estate investments, certain real estate assets may be partially the responsibility of third-party property managers to manage the property assets on a day-to-day basis. The Sub-Fund's results of operations, including its ability to make payments on any indebtedness, will depend to some degree on the ability of these third-party managers to lease space and operate real estate assets on economically favourable terms. There can be no assurance that the management teams of third-party management firms employed by the Sub-Fund will be able to operate each of the real estate assets successfully. Moreover, the risks of dependence on third-party management firms are different by property type and by investment stage. Property managers may provide management and leasing services to properties owned by others that compete with one or more of the investments of the Sub-Fund. As a result, these property managers may at times face conflicts of interests in the management and leasing of Sub-Fund properties and non-Sub-Fund properties managed by such managers. In addition, third-party property managers may receive a base management fee based upon gross revenues. Such fee arrangements with a property manager may create an incentive for the underlying property to be managed in a manner that is not consistent with the Sub-Fund's objectives.

Exposure to Liabilities Due to Direct or Indirect Controlling Interests in Investments. The Sub-Fund (alone or together with other investors) may be deemed to have a control position with respect to some investments, which could expose the Sub-Fund to liabilities not normally associated with minority equity investments, such as additional risks of liability for environmental damage, failure to supervise management, violation of governmental regulations and other types of liability in which the limited liability generally characteristic of business operations may be ignored.

Real Estate Market Conditions. The market for the investments targeted by the Sub-Fund is uncertain in many respects. As such, it is difficult to predict in what way the market will continue to develop and operate, the number and character of the parties that will become active in this market and the regulatory environment that may develop. The Investment Manager's strategy may be based, in part, upon the premise that real estate assets will be available for purchase at prices that the Investment Manager considers favourable. Further, the Investment Manager's strategy may rely, in part, upon more favourable market conditions developing prior to an investment's realisation. No assurance can be given that real estate assets can be acquired at favourable prices or that the market for such assets will recover, since this will depend, in part, upon events and factors outside the control of the Investment Manager. The inability of the Sub-Fund to acquire favourably priced investments may have an adverse impact on the Sub-Fund's investment performance and rates of return.

Deflation Risk. Deflation could reduce the value of the Sub-Fund's investments as economic growth is often negatively impacted by consumers and businesses delaying purchase decisions as prices reduce. This may lead to a reduction in the demand for space, putting downward pressure on rents and therefore the value of the investment where the operating costs and expenses associated with any such investments do not fall by a corresponding amount.

Deflation may also make it more difficult for Sub-Fund investments which are leveraged at the asset level to meet or service their debt obligations, due to reductions in revenues and increases in the size of the debt relative to the overall value of an Investment.

Periods of deflation are often characterised by a tightening of money supply and credit, which could limit the Sub-Fund's ability to leverage Sub-Fund investments, and so limit the number and size of investments that the Sub-Fund may make and affect the rate of return to Investors. Such economic constraints could also make real estate assets in which the Sub-Fund may invest and related businesses more illiquid, preventing the Sub-Fund from divesting such assets.

Counterparty Risk. In addition to the risk of unenforceable contracts, there is also a risk that counterparties will simply default on their contractual obligations. Examples of such default include tenants defaulting on rental payments and building contractors failing to complete a construction project. There may also be costs and delays involved in enforcing the rights of a property owner against tenants in default.

Uncontrollable Factors Affecting Performance and Value. Real estate investments are subject to varying degrees of risk. The yields available from equity investments in real estate depend on the amount of income earned and capital appreciation generated by properties as well as the expenses incurred in connection therewith. If any of the Sub-Fund's investments do not generate income sufficient to meet operating expenses, including debt service and capital expenditures, the Sub-Fund's ownership interest could be adversely affected. Income from, and the value of, the Sub-Fund's investments may be adversely affected by the general economic climate, local conditions such as oversupply, or a reduction in demand for such properties in the areas in which they are located, the attractiveness of the Sub-Fund's properties to potential tenants, competition from other properties, the Sub-Fund's ability to provide adequate maintenance and insurance and increases in operating costs (including insurance premiums, utilities and real estate taxes). In addition, revenues from properties and real estate values are affected by such factors as the cost of compliance with regulations and the potential for liability under applicable laws, including changes in tax laws, and are also affected by interest rate levels and the availability of financing. The Sub-Fund's income will be adversely affected if and when a significant number of tenants are unable to pay rent or if and when significant portions of the Sub-Fund's properties are vacant and cannot be rented on favourable terms. Certain significant expenditures associated with an investment in real estate (such as mortgage payments, real estate taxes and maintenance costs) generally do not decline when circumstances cause a reduction in income from the property. As real estate investments are relatively illiquid, the Sub-Fund's ability to vary its portfolio promptly in response to economic or other conditions is limited. The relative illiquidity of its holdings could impede the Sub-Fund's ability to respond to adverse changes in the performance of its investments, and could have an adverse effect on the financial condition, results of operations and cash flow of the Sub-Fund.

The Sub-Fund cannot predict whether it will be able to dispose of any investment for the price or on the terms set by the Sub-Fund or whether any price or other terms offered by a prospective purchaser would be acceptable to the Sub-Fund. The Sub-Fund also cannot predict the length of time needed to find a willing and suitable purchaser.

The Sub-Fund may be required to expend funds to correct defects or to make improvements before an investment can be sold. The Sub-Fund cannot assure any Investors that the Sub-Fund will have funds available to correct those defects or to make those improvements. In acquiring a property, the Sub-Fund may agree to transfer restrictions that materially restrict the Sub-Fund from selling that property for a period of time or impose other restrictions, such as limitation on the amount of debt that can be placed or repaid on that property.

Possible Inability to Consummate Investments on Favourable Terms. Properties deemed suitable for investment by the Sub-Fund may become available for purchase only occasionally, and the Sub-Fund expects that there will be significant competition for attractive investment opportunities from other real estate investors with significant capital, other private institutional investment funds, foreign investors, various types of financial institutions and their affiliates, family groups and wealthy individuals, some or all of which may have capital and resources in excess of the Sub-Fund. These organisations and individuals may invest in promising opportunities before the Sub-Fund is able to do so or their competitive offers to invest may drive up prices of prospective investments, thereby limiting suitable investment opportunities. No assurance can be given that the Sub-Fund will be able to acquire investments on terms, including financing, favourable to the Sub-Fund. Any one of the foregoing events could have an adverse effect on the financial condition, results of operations and cash flow of the Sub-Fund.

Possible Inability to Complete Renovation, Expansion or Development on Advantageous Terms. The Sub-Fund may target a portion of its portfolio for renovation, expansion and development activities, which add additional time between the acquisition of an asset and the realisation because of this additional time requirement. An acquired asset may, as a result of changes in the real estate market, economic and other conditions prior to the completion of redevelopment activities, become an economically unattractive investment by reference to the Sub-Fund's investment objective for such asset. The real estate renovation, expansion and development business involves significant risks in addition to those involved in the ownership and operation of established properties, including:

- the Sub-Fund may be unable to obtain financing for these projects on favourable terms or at all;
- the Sub-Fund may not complete development projects on schedule or within budgeted amounts;
- the Sub-Fund may encounter delays or refusals in obtaining all necessary zoning, land use, building, and other required governmental permits and authorisations; and
- occupancy rates and lease income at newly developed or redeveloped properties may fluctuate depending on a number of factors, including market and economic conditions, and may result in the Sub-Fund's investment not being profitable.

In deciding whether to develop or redevelop a particular property, the Sub-Fund makes certain assumptions regarding the expected future performance of that property. The Sub-Fund may underestimate the costs necessary to bring the property up to the standards established for its intended market position or may be unable to increase occupancy at a newly acquired property as quickly as expected or at all. Any substantial or unanticipated delays or expenses could adversely affect the investment returns from these developments, or redevelopment or rebuilding projects and impair the Sub-Fund's operating results, liquidity and financial condition.

Development and Construction Risks. The Sub-Fund's investment strategy includes making investments which involve the purchase of land for the purpose of development and thus require the obtaining of the necessary permissions zoning, building, land use and other regulatory or environmental approvals, as well as all necessary licenses and permits to carry out the development as envisaged in the investment's specific business plan during the period of the Sub-Fund's investment. Furthermore, there may be delays in obtaining any of these approvals, permissions, licenses and permits and these permissions, licenses and permits requested may ultimately be denied by the relevant regulatory body, local or national authorities. This may cause delay to occupation, reduce the amount of income that the property can generate and may materially adversely affect the market value of the investment. The Sub-Fund may make investments which involve significant building work to be completed during the period of the Sub-Fund's investment. The Sub-Fund may receive little or no income during this time. Furthermore, there may be delays and defaults that occur during the construction

process. These may lead to cost over-runs (which may be required to be borne by the Sub-Fund), delays or cancellation of occupancy and reduction in the value of as well as delays in exiting the investment. In addition, market conditions may change during the course of development which makes such development less attractive than at the time it was commenced.

Investment in the Real Estate Sector. Adverse economic and other conditions in the market could negatively affect the Sub-Fund's occupancy levels and lease rates and therefore, reduce potential returns on the Sub-Fund's investments.

A part of the Sub-Fund's operating results depends on the Sub-Fund's ability to maximise occupancy levels and lease rates in the Sub-Fund's income producing real estate assets. Adverse economic or other conditions in the markets in which the Sub-Fund operates have lowered, and may continue to lower, its occupancy levels and limit the Sub-Fund's ability to increase rents. If the Sub-Fund's investments fail to generate revenues sufficient to meet the Sub-Fund's operating and other expenses, the Sub-Fund's operating results, its ability to make distributions to stockholders and common stock trading price could be adversely impacted. The following factors, among others, may negatively affect the results of the Sub-Fund's investments:

- local or regional real estate market conditions involving property leasing;
- period of economic slowdown or recession or rising interest rates or the public perception that any of these events may occur could result in general decline in rents or an increase in tenant defaults;
- increased operating costs, including need for capital improvements, insurance premiums, real estate taxes and utilities;
- changes in supply of, or demand for, similar or competing properties in an area;
- the impact of environmental protection laws;
- earthquake and other natural disasters, terrorist acts, civil disturbances or acts of war which may result in uninsured or underinsured losses; and
- changes in tax, real estate and zoning laws.

Unfavourable economic conditions could increase the Sub-Fund's funding costs, limit the Sub-Fund's access to the capital markets and adversely affect the Sub-Fund's ability to obtain credit on desirable terms, and may continue to do the same. These events could prevent the Sub-Fund from making or increasing investments and impair its operating results.

Any leasing delays or tenant bankruptcies the Sub-Fund encounters could adversely affect its results of operations and financial condition.

The Sub-Fund receives a portion of its income as lease payments under leases. Therefore, the Sub-Fund is dependent upon the payment of lease payments and performance of other lease obligations, such as maintenance of properties, payment of taxes, utilities and other charges and maintenance of insurance, by its tenants under the leases. The Sub-Fund has no control over the success or failure of its tenants' businesses and, at any time, any of its tenants may experience a downturn in its business that may weaken its financial condition. In particular the COVID-19 pandemic and similar events have resulted and may result in severely reduced income for tenants, and such tenants may no longer be able or willing to pay rent. As a result, the Sub-Fund's tenants may delay lease commencement or renewal, fail to make lease payments when due or declare bankruptcy. Any leasing delays, tenant failures to make lease payments when due or tenant bankruptcies could result in the termination of the tenant's lease and, particularly in the case of a large tenant, material losses to the Sub-Fund and harm the Sub-Fund's ability to make distributions to its Investors or otherwise operate its business.

If tenants are unable to comply with the terms of the Sub-Fund's leases, the Sub-Fund may be forced to modify lease terms in ways that are unfavourable to it. Alternatively, the failure of a

tenant to perform under a lease or to extend a lease upon expiration of its term could require the Sub-Fund to declare a default, repossess the property, find a suitable replacement tenant, operate the property or sell the property. There is no assurance that the Sub-Fund will be able to lease the property on substantially equivalent or better terms than the prior lease, or at all, find another tenant, successfully reposition the property for other uses, successfully operate the property or sell the property on terms that are favourable to the Sub-Fund.

Any bankruptcy filings by or relating to one of the Sub-Fund's tenants could bar all efforts by the Sub-Fund to collect pre-bankruptcy debts from that tenant or seize its property, unless it receives an order permitting the Sub-Fund to do so from the bankruptcy court, which it may be unable to obtain. A tenant bankruptcy could also delay the Sub-Fund's efforts to collect past due balances under the relevant leases and could ultimately preclude full collection of these sums. If a tenant assumes the lease while in bankruptcy, all pre-bankruptcy balances due under the lease must be paid to the Sub-Fund in full. However, if a tenant rejects the lease while in bankruptcy, the Sub-Fund would have only a general unsecured claim for pre-petition damages. Any unsecured claim the Sub-Fund holds may be paid only to the extent that funds are available and only in the same percentage as is paid to all other holders of unsecured claims. It is possible that the Sub-Fund may recover substantially less than the full value of any unsecured claims it holds, if any, which could adversely affect the Sub-Fund's results of operations and cash flow. Furthermore, dealing with a tenant bankruptcy or other default may divert management's attention and cause the Sub-Fund to incur substantial legal and other costs. A tenant bankruptcy proceeding may also prevent or delay the sale of the Sub-Fund's property or only allow a sale at very unfavourable terms which may have a negative impact on the Sub-Fund's performance.

In response to the COVID-19 pandemic and other similar events, governments may temporarily suspend certain remedies against defaulting tenants, such as eviction, that would otherwise be available to the Sub-Fund, which suspension may prevent the Sub-Fund from marketing such properties to new tenants and may otherwise cause the Sub-Fund to incur additional losses with respect to defaulting tenants. Government responses may include additional statutes and regulations that would have a material adverse effect on the Sub-Fund's investments, including, but not limited to, statutes and regulations limiting rent increases.

Risks Associated with Multifamily Residential Real Estate. The Sub-Fund may invest in multifamily residential investments, the performance of which is subject to many of the risks associated with owning and operating other types of real estate. In addition, competition in the residential real estate marketplace is strong. There are numerous housing alternatives which compete with multifamily properties in attracting residents. These include other multifamily condominium and rental apartments, and single-family homes that are available for purchase or rent in the relevant market. A large number of factors may adversely affect the value and successful operation of a multifamily property, including: physical attributes of the apartment building, such as its age, condition, design, appearance, access to transportation, and construction quality; location of the property, for example, a change in the neighbourhoods over time; ability of management to provide adequate maintenance and insurance; the types of services or amenities that the property provides; the property's reputation; the level of mortgage interest rates, which may encourage tenants to purchase rather than lease housing; presence of competing properties; the tenant mix, such as the tenant population being predominantly students or being heavily dependent on workers from a particular business or personnel from a local military base; governmental programs that provide rent subsidies to tenants pursuant to tenant voucher programs, which vouchers may be used at other properties and influence tenant mobility; adverse local or national economic conditions, which may limit the amount of rent that may be charged and may result in a reduction of timely rent payments or a reduction in occupancy levels; federal, state, and local regulations, which may affect the building owner's ability to increase rent to market rent for an equivalent apartment; and government assistance/rent subsidy programs. If the demand for multifamily properties is reduced, or if competitors develop and/or acquire competing properties on a more cost-

effective basis, income generated from the Sub-Fund's investments and the underlying value of such investments may be adversely affected.

In addition, certain jurisdictions regulate the relationship of an owner and its tenants. Commonly, these laws require a written lease, good cause for eviction, disclosure of fees, and notification to residents of changed land use, while prohibiting unreasonable rules, retaliatory evictions, and restrictions on a resident's choice of unit vendors. Apartment building owners have been the subject of lawsuits under various "Landlord and Tenant Acts" and other general consumer protection statutes for coercive, abusive or unconscionable leasing and sales practices. A few jurisdictions may offer more significant protection. For example, there may be provisions that limit the bases on which a landlord may terminate a tenancy or increase its rent or prohibit a landlord from terminating a tenancy solely by reason of the sale of the owner's building. In addition to state regulation of the landlord-tenant relationship, numerous towns and municipalities impose rent control on apartment buildings. These ordinances may limit rent increases to fixed percentages, to percentages of increases in the consumer price index, to increases set or approved by a governmental agency, or to increases determined through mediation or binding arbitration.

Risks Associated with Retail Properties. The Sub-Fund may invest in retail properties, the performance of which is subject to many of the risks associated with owning and operating other types of real estate. In addition, retail properties may be subject to special risks. For example, in many cases, the tenants of retail properties may negotiate leases containing certain exclusive rights to sell particular types of merchandise or services within a particular retail centre. When leasing other space after vacancy by another tenant, these provisions may limit the number and types of prospective tenants for the vacant space.

Risks Associated with Office Assets. The Sub-Fund may invest in commercial real estate, including office assets. Investments in office assets are subject to a number of factors generally affecting the demand for office real estate, including, but not limited to, the local, national, and international economic climate, local real estate conditions, and other factors which are beyond the control of the Sub-Fund, the Investment Manager and the AIFM.

Adverse changes in the operation of any office property, or the financial condition of its office tenants, could have an adverse effect on the Sub-Fund's ability to collect rent payments. A tenant may experience, from time to time, a downturn in its financial condition that could result in its failure to make rental payments when due. The financial condition of tenants is subject to adverse changes in national or international economic conditions and local market conditions and may change rapidly and be difficult to evaluate accurately. At any time, a tenant may seek the protection of applicable bankruptcy or insolvency laws, which could result in the rejection and termination of such tenant's lease or other adverse consequences and thereby cause a reduction in the distributable cash flow of the Sub-Fund. No assurance can be given that office tenants will not file for bankruptcy protection or otherwise avail themselves of debtor protection laws in the future or, if they do, that their leases will continue in effect. In addition, the broad implementation of work-from-home arrangements resulting from the COVID-19 pandemic may alter demand for office space over time.

Inability to Refinance Real Estate Assets. If the Sub-Fund makes a real estate investment with the intent of refinancing a portion of such real estate investment, there is a risk that the Sub-Fund will be unable to complete successfully such refinancing. This could lead to increased risk as a result of the Sub-Fund holding the real estate asset longer than expected, a larger equity Investment than expected and/or reduced diversification, or may result in the Sub-Fund forfeiting its entire stake in such real estate investment which may affect Investor returns.

Impact of a Recessionary Environment on Real Estate Assets. If the Sub-Fund makes a real estate investment with the intent of refinancing a portion of such real estate investment, there is a risk that the Sub-Fund will be unable to complete successfully such refinancing. This could

lead to increased risk as a result of the Sub-Fund holding the real estate asset longer than expected, a larger equity Investment than expected and/or reduced diversification, or may result in the Sub-Fund forfeiting its entire stake in such real estate investment which may affect Investor returns.

Compulsory Purchase and Expropriation. Under local regulation, the real estate of the Sub-Fund may at any time be able to be compulsorily acquired by, among others, a local or public authority or a government, department, generally in connection with proposed redevelopment or an infrastructure project. If a compulsory purchase order is made in respect of real estate assets belonging the Sub-Fund, it is not certain whether the compensation payable to the Sub-Fund would be calculated on the basis of the market value of the asset at the time of the relevant purchase. Accordingly, there is a risk in such cases that the Sub-Fund may suffer loss as a result of a compulsory purchases under market value and the Sub-Fund may have no right to compensation.

In particular, there is an increased risk in certain jurisdictions having less established legal systems where a government may adopt policies to nationalise or expropriate foreign investments, or do so outright in particular cases. In such instances, a government may choose not to properly compensate the Sub-Fund for the value of the asset, and the Sub-Fund may receive no compensation or an amount unreasonably below the likely market value of the asset which may adversely affect Investor returns.

Insurance Risk. There are certain types of losses, however, generally of a catastrophic nature, such as earthquakes, floods, hurricanes and terrorism, that may be uninsurable or not economically insurable. Inflation, changes in building regulations, environmental considerations, provisions in loan documents, encumbering properties that have been pledged as collateral for loans, and other factors might make it economically impractical to use insurance proceeds to replace a property if it is damaged or destroyed. Under such circumstances the insurance proceeds received by the Sub-Fund, if any, might not be adequate to restore the Sub-Fund's investment with respect to the affected property.

Valuation of Real Estate Assets. The valuation of real estate assets is inherently subjective, in part because all real estate asset valuations are made on the basis of assumptions which may not prove to be accurate, and in part because of the individual nature of each asset. In determining the value of real estate assets, valuers are required to make assumptions which may prove to be inaccurate, and which could, in turn, negatively affect the value of any real estate assets in which the Sub-Fund invests, thereby having a material adverse effect on the Sub-Fund's performance.

Due Diligence Risks Associated with Real Estate Assets. Although the Investment Manager or other third parties will, on behalf of the Sub-Fund, carry out due diligence on any proposed investments in real estate assets, there can be no assurance that such due diligence examinations carried out by the Investment Manager or third parties on behalf of the Sub-Fund will reveal all of the risks associated with that real estate asset, or the full extent of such risks. Real estate assets that the Sub-Fund invests in may be subject to hidden material defects that were not apparent at the time of acquisition. To the extent that the Investment Manager or other third parties underestimate or fail to identify risks and liabilities associated with a real estate asset, the Sub-Fund may be subject to one or more of the following risks: defects in title; environmental, structural or operational defects or liabilities requiring remediation and/or not covered by indemnities or insurance; an inability to obtain permits enabling the real estate asset to be used as intended; and/or acquiring assets that are not consistent with the Sub-Fund's investment strategy or that fail to perform in accordance with expectations. Any of these consequences of a due diligence failure may have a material adverse effect on the Sub-Fund's performance.

Demand for Technology Related Real Estate. The Sub-Fund may to invest in companies that own and operate portfolios of properties consisting primarily of technology-related real estate,

including data centre real estate. A decrease in the current and/or anticipated demand for data centre space, Internet gateway facilities or other technology-related real estate would have a more material adverse effect on these companies than if they owned a portfolio with a more diversified tenant base or less specialised use. Investments may also engage in substantial development activities, making them particularly susceptible to general economic slowdowns, including recessions, as well as adverse developments in the data centre, Internet and data communications, and broader technology industries. Such slowdowns or other adverse developments could lead to reduced corporate IT spending or reduced demand for data centre space. Reduced demand could also result from business relocations, including to metropolitan areas that investments may not currently serve. Changes in industry practice or in technology, such as virtualisation technology, more efficient or miniaturisation of computing or networking devices, or devices that require higher power densities than today's devices, could also reduce demand for the physical data centre space that investments will provide or make the tenant improvements in investments' facilities obsolete or in need of significant upgrades to remain viable. In addition, the development of new technologies, the adoption of new industry standards or other factors could render many of current products and services of tenants of investments obsolete or unmarketable and contribute to a downturn in their businesses, thereby increasing the likelihood that they default under their leases, become insolvent or file for bankruptcy.

8.7 Risks Relating to Liquid Investments

Liquidity risk (more liquid, listed or traded assets). Liquidity risk exists when the sale of assets or exit of trading positions is impaired by such factors as decreased trading volume, increased price volatility, industry and government regulations, and overall position size and complexity. It may be impossible or costly for the Sub-Fund to liquidate positions rapidly particularly if there are other market participants seeking to dispose of similar assets at the same time or the relevant market is otherwise moving against a position or in the event of trading halts or daily price movement limits on the market or otherwise. It may be difficult to achieve a realisation of the Sub-Fund's entire portfolio of investments.

Derivative transactions that are particularly large or traded off market (i.e., over the counter) and bonds traded in the secondary market may be less liquid and it may be difficult to achieve fair value on transactions. Closing positions held in the secondary markets prematurely, for instance to meet client Redemption Requests, can result in increased transaction costs which will be reflected in the investment returns.

Investments in Smaller Companies with Quotations. The quoted securities of smaller companies tend to be more volatile and less liquid than the securities of large companies. As securities of smaller companies may experience more market price volatility than securities of larger companies, to the extent the Sub-Fund invests in quoted smaller companies, the net asset value of the Sub-Fund may reflect this volatility. Smaller companies, as compared with larger companies, may have a shorter history of operations, may not have as great an ability to raise additional capital, may have a less diversified product line making them susceptible to market pressure and may have a smaller public market for their securities.

Investment in smaller companies may involve relatively high investment costs and accordingly investment in the Sub-Fund which may invest in smaller companies should be viewed as a long-term investment.

Sovereign Debt. Certain countries are large debtors. Investment in debt obligations ("Sovereign Debt") issued or guaranteed by governments or their agencies and instrumentalities ("Governmental Entities") may involve a high degree of risk. The governmental entities that control the repayment of Sovereign Debt may not be able or willing to repay the principal and/or interest when due in accordance with the terms of such debt. A governmental entity's willingness or ability to repay principal and interest due in a timely manner may be affected by, among other factors, its cash flow situation, the extent of its foreign

reserves, the availability of sufficient foreign exchange on the date a payment is due, the relative size of the debt service burden to the economy as a whole, the governmental entity's policy towards the International Monetary Fund and the political constraints to which a governmental entity may be subject.

Governmental entities may also be dependent on expected disbursements from other governments, multilateral agencies and others to reduce principal and interest arrearage on their debt. The commitment on the part of these governments, agencies and others to make such disbursements may be conditioned on a governmental entity's implementation of economic reforms and/or economic performance and the timely service of such debtor's obligations. Failure to implement such reforms, achieve such levels of economic performance or repay principal or interest when due may result in the cancellation of such third parties' commitments to lend funds to the governmental entity, which may further impair such debtor's ability or willingness to service its debt on a timely basis. Consequently, governmental entities may default on their Sovereign Debt. Holders of Sovereign Debt, including the Sub-Fund or other funds, may be requested to participate in the rescheduling of such debt and to extend further loans to governmental entities. There is no bankruptcy proceeding by which Sovereign Debt on which a governmental entity has defaulted may be collected in whole or in part. Such risks may adversely impact the Sub-Fund's financial returns from investments in Sovereign Debt.

Fixed Income Transferable Securities. The Sub-Fund may have direct or indirect exposure to bonds or other fixed income securities. Fixed income securities are obligations of the issuer to make payments of principal or interest on future dates. The fixed income securities that the Sub-Fund may invest in include public and private non-investment grade bonds, secured loans, second lien debt, convertible securities, options, swaps and other securities with fixed-income characteristics.

Debt securities are subject to both actual and perceived measures of creditworthiness. The amount of credit risk is measured by the issuer's credit rating which is assigned by one or more independent rating agencies. This does not amount to a guarantee of the issuer's creditworthiness but provides a strong indicator of the likelihood of default. Securities which have a lower credit rating are generally considered to have a higher credit risk and a greater possibility of default than more highly rated securities. Companies often issue securities which are ranked in order of seniority which in the event of default would be reflected in the priority in which investors might be paid back. The “downgrading” of a rated debt security or adverse publicity and investor perception, which may not be based on fundamental analysis, could decrease the value and liquidity of the security, particularly in a thinly traded market.

Non-investment grade debt may be highly leveraged and carry a greater risk of default.

The Sub-Fund or its investments may be affected by changes in prevailing interest rates and by credit quality considerations. Changes in market rates of interest will generally affect the Sub-Fund’s or other fund’s asset values as the prices of fixed rate securities generally increase when interest rates decline and decrease when interest rates rise. Prices of shorter-term securities generally fluctuate less in response to interest rate changes than do longer-term securities. An economic recession may adversely affect an issuer's financial condition and the market value of high yield debt securities issued by such entity. The issuer’s ability to service its debt obligations may be adversely affected by specific issuer developments, or the issuer's inability to meet specific projected business forecasts, or the unavailability of additional financing. In the event of bankruptcy of an issuer, the Sub-Fund or other fund may experience losses and incur costs. In addition, non-investment grade securities tend to be more volatile than higher rated fixed-income securities, so that adverse economic events may have a greater impact on the prices of non-investment grade debt securities than on higher rated fixed-income securities.

Bank Corporate Bonds. Corporate bonds issued by a financial institution may be subject to the risk of a write down or conversion (i.e., "bail-in") by a relevant authority in circumstances where the financial institution is unable to meet its financial obligations. This may result in bonds issued by such financial institution being written down (to zero), converted into equity or alternative instrument of ownership, or the terms of the bond may be varied. 'Bail-in' risk refers to the risk of relevant authorities exercising powers to rescue troubled banks by writing down or converting rights of their bondholders in order to absorb losses of, or recapitalise, such banks. Investors should be alerted to the fact that relevant authorities are more likely to use a 'bail-in' tool to rescue troubled banks, instead of relying on public financial support as they have in the past. Relevant authorities now consider that public financial support should only be used as a last resort after having assessed and exploited, to the maximum extent practicable, other resolution tools, including the 'bail-in' tool. A 'bail-in' of a financial institution is likely to result in a reduction in value of some or all of its bonds (and possibly other securities) and the Sub-Fund holding such securities when a 'bail-in' occurs will also be similarly impacted.

9. SUMMARY OF THE INVESTMENT MANAGER'S ALLOCATION POLICY

The Investment Manager provides discretionary and non-discretionary management services to a variety of Client Accounts ("Applicable Client Accounts"). Applicable Client Accounts vary in a number of ways, including with respect to investment objectives, investment strategies and guidelines, types of investments they may make and vintage focus.

Investment opportunities will be allocated in accordance with the Allocation Policy applicable to the Investment Manager and other personnel directly responsible for managing the Sub-Fund. Allocations will be made across Applicable Client Accounts (including the Sub-Fund) on a pro rata basis, based on the maximum amount of capital available for the investment opportunity deemed appropriate by the Investment Manager, taking into account each Applicable Client Account's investment guidelines.

Exceptions to this general rule may be made in certain circumstances in the discretion of the Investment Manager, in which case investments will be allocated by the Investment Manager in a fair and equitable manner, taking into account various factors it believes are appropriate. The factors that the Investment Manager may consider, which may change over time, currently include an Applicable Client Account's investment objective and strategy, the amount of an Applicable Client Account's capital available for investment (based on the maximum amount of committed capital (whether or not funded)), the composition of an Applicable Client Account's portfolio (taking into account such factors as geography, vintage year, type of investment, sector, etc.), any relevant investment restrictions, an Applicable Client Account's regulatory or tax status, the remaining time during which the Investment Manager may commit an Applicable Client Account's capital (for Applicable Client Account portfolios with more than one year remaining during which the Investment Manager may commit the Applicable Client Account's capital, the Investment Manager may assign a portion of such period to each of the remaining years), whether the Applicable Client Account is the source of the investment opportunity, whether an Applicable Client Account has previously invested in the investment opportunity as a result of a recommendation by the Investment Manager, allocations previously received by an Applicable Client Account and the size of the investment opportunity. If the size of an investment opportunity would result in one or more Applicable Client Accounts receiving a de minimis allocation of such investment, as determined by the Investment Manager, then the Investment Manager may exclude such Applicable Client Account from participating in the investment and thereby increase the participation of other Applicable Client Accounts. The Investment Manager may make exceptions to this de minimis exclusion in its discretion, including, without limitation, in connection with investments in which the Investment Manager has determined at the time of investment that such investment has a high return potential. Except in cases where an Applicable Client Account is the source of an investment opportunity and the Investment Manager has agreed to give such Applicable Client Account an exclusive or priority allocation of that opportunity, no one factor will control an allocation decision and

different factors may be given different weights by the Investment Manager at different times, although it is likely that whether an Applicable Client Account has previously invested in the investment opportunity as a result of a recommendation by the Investment Manager will be a key consideration when allocating opportunities. It is likely that an Applicable Client Account will not participate in every investment in which other Applicable Client Accounts participate or participate to the same extent that it might otherwise have, especially since Applicable Client Accounts generally have different investment objectives and strategies.

The Investment Manager may change its allocation guidelines from time to time without the consent of the Investors provided that any material changes regarding the allocation guidelines will be notified to the Investors. For the avoidance of doubt, the Investment Manager's allocation guidelines will at all times respect and comply with the ELTIF Regulation. See Section 13 of the General Section "*Conflicts of Interest*".

10. ESG INTEGRATION

BlackRock's Approach to Sustainable Investing

Environmental, Social and Governance ("ESG") investing, is often conflated or used interchangeably with the term "sustainable investing". BlackRock has identified sustainable investing as being the overall framework and ESG as a data toolkit for identifying and informing our solutions. BlackRock has defined ESG integration as the practice of incorporating material ESG information and consideration of sustainability risks into investment decisions in order to enhance risk-adjusted returns. BlackRock recognises the relevance of material ESG information across all asset classes and styles of portfolio management. The Investment Manager may incorporate sustainability considerations in its investment process. ESG information and sustainability risks are included as a consideration in investment sourcing, investment research, investment due diligence, investment decision-making, portfolio construction and portfolio review, and investment stewardship processes.

The Investment Manager considers ESG insights and data, including sustainability risks, within the total set of information in its research process and makes a determination as to the materiality of such information in its investment process. ESG insights are not the sole consideration when making investment decisions. The Investment Manager's evaluation of ESG data may be subjective and could change over time in light of emerging sustainability risks or changing market conditions. This approach is consistent with the Investment Manager's regulatory duty to manage its funds (including the Sub-Fund) in accordance with their investment objectives and policies and in the best interests of investors. The firm's Risk and Quantitative Analysis group will review the portfolio of the Sub-Fund with the Investment Manager to ensure that sustainability risks are considered regularly alongside traditional financial risks, that investment decisions are taken in light of relevant sustainability risks and that decisions exposing portfolios to sustainability risks are deliberate, and the risks diversified and scaled according to the investment objective of the Sub-Fund.

BlackRock's approach to ESG integration is to broaden the total amount of information the Investment Manager considers with the aim of improving investment analysis and understanding the likely impact of sustainability risks on the investments. The Investment Manager assesses a variety of economic and financial indicators, which may include ESG data and insights, to make investment decisions appropriate for the Sub-Fund's objectives. This can include relevant third-party insights or data, internal research or engagement commentary and input from BlackRock Sustainable Investment.

Sustainability risks are identified at various steps of the investment process, where relevant, including research, allocation, selection, portfolio construction decisions, or management engagement, and are considered relative to the Sub-Fund's risk and return objectives. Assessment of these risks is done relative to their materiality (i.e., probability of impacting

returns of the investment) and in tandem with other risk assessments (e.g., liquidity, valuation, etc.).

ESG integration does not change the Sub-Fund's investment objective or constrain the Investment Manager's investable universe, and there is no indication that an ESG or impact focused investment strategy or exclusionary screens will be adopted by the Sub-Fund. Similarly, ESG integration does not determine the extent to which the Sub-Fund may be impacted by sustainability risks. Please refer to "*Environmental, Social and Governance ("ESG") Matters*" and "*Sustainability Risk*" in Section 8.2 of this Schedule "*Investment Considerations and Risk Factors*".

BlackRock discloses further information about ESG risk integration practices at the team or platform level and for each unique investment strategy through a series of integration statements that are publicly available on product pages where permitted by law/regulation or otherwise made available to current and prospective investors and investment advisors.

Investment Stewardship

BlackRock undertakes investment stewardship engagements and proxy voting with the goal of protecting and enhancing the long-term value of the Sub-Fund's assets for relevant asset classes. In our experience, sustainable financial performance and value creation are enhanced by sound governance practices, including risk management oversight, board accountability, and compliance with regulations. We focus on engagement with sponsors and general partners of fund investments and direct co-investments and secondary investments and with portfolio companies in an effort to improve long-term performance.

BlackRock takes a long-term perspective in its investment stewardship work informed by two key characteristics of our business: the majority of our investors are saving for long-term goals, so we presume they are long-term shareholders; and BlackRock offers strategies with varying investment horizons, which means BlackRock has long-term relationships with its investee companies.

For further detail regarding BlackRock's approach to sustainable investing and investment stewardship please refer to the website at www.blackrock.com/corporate/sustainability and https://www.blackrock.com/corporate/about-us/investment-stewardship#our-responsibility.

ANNEX I – SFDR PRE-CONTRACTUAL DISCLOSURES

Pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852

Sustainable investment means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not lay down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

Product name: BlackRock Private Markets – BlackRock Multi Alternatives Growth Fund (the "Sub-Fund")

Legal entity identifier: 529900I9EY57RZH39R41

Environmental and/or social characteristics

Does this financial product have a sustainable investment objective?

●● ☐ **Yes**	●○ ☒ **No**
☐ It will make a minimum of **sustainable investments with an environmental objective:** ___%	☐ It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of x% of sustainable investments
☐ in economic activities that qualify as environmentally sustainable under the EU Taxonomy	☐ with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy
☐ in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy	☐ with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy
	☐ with a social objective
☐ It will make a minimum of **sustainable investments with a social objective:** ___%	☒ It promotes E/S characteristics, but **will not make any sustainable investments**



What environmental and/or social characteristics are promoted by this financial product?

In order to achieve its investment objective, the Sub-Fund will primarily invest, directly and indirectly, in a diversified portfolio of long-term investments which are not publicly traded, such as private equity, private credit, private real estate and private infrastructure ("**Private Market Investments**").

The Sub-Fund will also invest in a portfolio of liquid investments ("**Liquid Investments**" and, together with the Private Market Investments, the "**Investments**"). Liquid Investments may include investments in liquid investment funds (including, without limitation, funds investing in fixed income securities and funds investing in liquid alternatives) (the "**Liquid Funds**") cash and cash-equivalents, liquid securities, collateralised loan obligations, over-the-counter transactions, equities, equity-related investments, fixed income securities, fixed income-

related investments, deposits, and money market instruments (collectively, the "**Liquid Securities**").

The Sub-Fund seeks to promote environmental and social characteristics by pursuing certain environmental and social initiatives on a binding basis.

Certain of the Sub-Fund's Investments are expected to align with one or more aims of the UN Sustainable Development Goals.

The Sub-Fund will not invest in any Investments where, at the time the investment is made by the Sub-Fund in such Investment, the Investment Manager is aware, to its actual knowledge (having undertaken customary due diligence), that such Investment is in an entity:

(a) that derives any revenue from the manufacture or distribution of weapons in violation of one or more of: (i) The Convention on the Use of Certain Conventional Weapons, (ii) The Chemical Weapons Convention, (iii) The Biological Weapons Convention, (iv) The Convention on Cluster Munitions (the Oslo Convention), (v) The Anti-Personnel Landmines Convention (the Ottawa Convention) and (vi) The Nuclear Non-Proliferation Treaty;
(b) that derives more than 5% of its most recently completed fiscal years' annual sales revenue from the extraction and sale of coal (including, for the avoidance of doubt, ignite, bituminous, anthracite and steam coal), as well as production and power generation from thermal coal;
(c) that derives more than 5% of its most recently completed fiscal years' annual sales revenue from (i) tar sands extraction, or (ii) peat-fired power generation;
(d) that is involved in the manufacturing of controversial weapons, cluster bombs, landmines, depleted uranium weapons, chemical and biological weapons, blinding laser weapons, incendiary weapons and/or non-detectable fragment weapons;
(e) that derives more than 10% of its most recently completed fiscal years' annual sales revenue from the production, distribution or sale of weapons or ammunition (including, for the avoidance of doubt, "civilian" weapons or ammunition) or from the production, distribution or sale of military hardware;
(f) that is a manufacturer or a provider of components or auxiliary services related to nuclear warheads and missiles, or an assembler of delivery platforms for nuclear weapons; Note that: (i) companies involved in the manufacturing of military weapons for entities that are not governments or governmental organisations, police forces, state-owned companies or supranational organisations are fully excluded, and (ii) companies selling to governments or governmental organisations, state-owned companies or supranational organisations are flagged to the private equity investment committee of the Investment Manager for additional scrutiny;
(g) that is principally involved in the manufacturing of conventional weapons and weapons components for military use; Note that: (i) companies involved in the manufacturing of military weapons for entities that are not governments or governmental organisations, police forces, state-owned companies or supranational organisations are fully excluded, and (ii) companies selling to governments or governmental organisations, state-owned companies or supranational organisations are flagged to the private equity investment committee of the Investment Manager for additional scrutiny;
(h) that derives more than 5% of its most recently completed fiscal years' annual sales revenue from production, distribution, retail and supply of tobacco-related products, tobacco leaf growing, harvesting, curing, leaf processing, end-product manufacturing;
(i) that derives any sales revenue from the production of pornography; or
(j) that, to the Investment Manager's actual knowledge obtained in the ordinary course of Investment Manager's due diligence process (in reliance on responses provided by any investment or sponsor of an investment through any due diligence questionnaire) relating to an investment in another fund in or alongside which the Sub-Fund may invest pursuant to its investment strategy (a "**Target Fund**") or follow-on investment to such Target Fund

conducted prior to the Sub-Fund acquiring such Target Fund or follow-on investment to such Target Fund, has violated the UN Global Compact's 10 Principles for Business.

It is possible that the Investment Manager will not receive sufficient information to correctly assess whether investee companies comply with the above obligations post-investment (collectively, the "**Baseline Screens**").

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

- ***What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?***

The environmental or social characteristics promoted by the Sub-Fund are attained by the application of the Baseline Screens.

With respect to private equity investments, eligibility for an investment is determined through the completion of a proprietary private equity investment ESG scorecard.

With respect to primary and secondary participations in Target Funds, eligibility for an investment is determined through the completion of a proprietary primary and secondary ESG scorecard with a look-through materiality threshold of 15% of Net Asset Value for the Baseline Screens.

Regarding the Baseline Screens, (i) with respect to Liquid Funds, eligibility for an investment is determined based on each relevant Liquid Fund being classified as Article 8 under SFDR by the relevant fund manager and/or adviser; and (ii) with respect to Liquid Securities, eligibility for an investment is determined with respect to the screening criteria (a) to (j) above being applied solely at level of the underlying security (and not at the level of the parent/issuer). For the avoidance of doubt, Liquid Investments may still retain an indirect exposure to assets that may violate the screening criteria (a) to (j) of the Baseline Screens, including through the use of derivatives.

The Baseline Screens are implemented through ESG questionnaires used by investment teams as part of the investment due diligence process. The screens are applied to direct holdings and indirect holdings through investment funds by imposing requirements on the managers of such investment funds, but for the avoidance of doubt, the Baseline Screens will not be applied to underlying counterparties (such as tenants in relation to private real estate assets).

- ***What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?***

The Sub-Fund does not commit to holding sustainable investments, however, they may form part of the portfolio.

- ***How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?***

Principal adverse impacts are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-

The Sub-Fund does not commit to holding sustainable investments, however, they may form part of the portfolio.

How have the indicators for adverse impacts on sustainability factors been taken into account?

Not applicable as the Sub-Fund does not commit to holding sustainable investments, however, they may form part of the portfolio. Please refer to the section below, "*Does this financial product consider principal adverse impacts on sustainability factors?*", which describes how the Sub-Fund considers PAIs on sustainability factors.

corruption and anti-bribery matters.

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:

Not applicable as the Sub-Fund does not commit to holding sustainable investments, however, they may form part of the portfolio.

The EU Taxonomy sets out a "do not significant harm" principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.

The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

Any other sustainable investments must also not significantly harm any environmental or social objectives.



Does this financial product consider principal adverse impacts on sustainability factors?

☒ Yes

Through its ESG due diligence and monitoring process, the Sub-Fund considers and reports, based on assessment of available information, on the following principal adverse impact indicators:

- Exposure to companies active in the fossil fuel sector
- Violations of UN Global Compact principles and Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises; and
- Exposure to controversial weapons (anti-personnel mines; cluster munitions; chemical weapons and biological weapons).

The Sub-Fund will provide information on the PAIs considered through the ESG due diligence and monitoring process, based on the assessment of available information, in the Annual Report.

☐ No



What investment strategy does this financial product follow?

The Sub-Fund aims to provide a return on investment (generated through an increase in the value of the Investments held in the Sub-Fund and/or income received from those Investments), over the long term, by investing in a diversified, global portfolio that comprises illiquid long term Private Market Investments and Liquid Investments.

Private Market Investments may be made in a variety of ways, including by investing: (i) in equity and equity-like interests in subsidiary holding companies, partnerships and other co-investment vehicles; (ii) in corporate finance instruments in the form of shareholder loans or other shareholder financing; (iii) in fixed income securities, loans and fixed income related investments; and/or (iv) through or alongside one or more other funds in or alongside which the Sub-Fund may invest pursuant to its investment strategy.

The Liquid Investments may include investments in the Liquid Funds and the Liquid Securities for the purposes of financing Redemption Requests, meeting costs and expenses and general liquidity management.

The Sub-Fund's investments may be located in any geographic region and in any economic sector. The Sub-Fund will not specialise in any particular sector within Private Market Investments or Liquid Investments.

Derivatives (i.e., investments the prices of which are based on one or more underlying assets), including forward contracts and future contracts, may be used to seek to reduce risk (relevant to the investment objective of the Sub-Fund) within the Sub-Fund.

The investment strategy guides investment decisions based on factors such as investment objectives and risk tolerance.

- ***What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?***

The binding element of the investment strategy is to apply the Baseline Screens at the time of investment and monitor those screens on an ongoing basis.

In addition, pursuant to the Sub-Fund's investment restrictions, the Sub-Fund will not invest in any Investment, which, at the time the relevant Investment is made, to the actual knowledge of the Investment Manager or the AIFM having undertaken customary due diligence, neither the Sub-Fund, nor any investment holding vehicles established by the Sub-Fund, would contravene the Baseline Screens as they are described above to apply to that type of Investment (other than Liquid Funds, which do not apply the Baseline Screens).

- ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

Not applicable.

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

- ***What is the policy to assess good governance practices of the investee companies?***

In respect of private equity, real estate and infrastructure investments, BlackRock completes a comprehensive investment ESG questionnaire, which includes questions on key governance criteria including, but not limited to, sound management structures, employee relations and remuneration of staff and (in respect of real estate investments only) good governance checks on related third-parties including, but not limited to, co-investors, property developers, and property managers. In addition, BlackRock ensures tax compliance by conducting tax due diligence as part of the underwriting for which the investment teams leverage in-house experts as well as external advisors. Beyond the investment ESG questionnaire, BlackRock leverages a number of internal and third-party tools to determine the good governance as well as potential improvements if deemed appropriate.

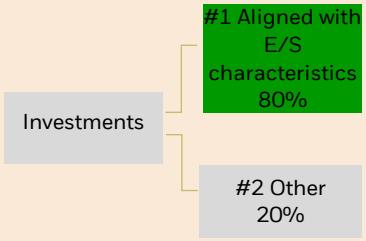
In respect of private credit investments, BlackRock assesses good governance practices of the Sub-Fund's borrowers through the proprietary insights and shareholder engagement of the Investment Manager. Using a risk-based approach, BlackRock seeks to identify issuers which may not have satisfactory governance practices in relation to key performance indicators (KPIs) related to sound management structure, employee relations, remuneration of staff and tax compliance. The Investment Manager will assess the ESG risk rating of each potential investment and will only invest in those companies with adequate ESG characteristics, including good governance, assessed by the Investment Manager at the time the investment decision is made. The Investment Manager will also use reasonable efforts to engage with the Sub-Fund's borrowers to promote an improvement in their ESG disclosures.

What is the asset allocation planned for this financial product?

A minimum of 80% of the Sub-Fund's total assets will be invested in Investments that are aligned with environmental and/or social characteristics described above (#1 Aligned with E/S characteristics).

The Sub-Fund may invest up to 20% of its total assets in other investments (#2 Other investments). We refer you to our responses to the question below "*What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?*" for further detail.

Asset allocation describes the share of investments in specific assets.



#1 Aligned with E/S characteristics includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial produ

#2 Other includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustair investments.

- ***How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?***

Not applicable. The Sub-Fund will not use derivatives to attain the environmental or social characteristics being promoted. For the avoidance of doubt, the derivatives themselves will not be aligned with environmental and social characteristics outlined above.

To what extent were the Sustainable investments with an environmental objective aligned with the EU Taxonomy?

- ***Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy[14]?***

☐ Yes:

[14] Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("climate change mitigation") and do not significantly harm any EU Taxonomy objective – see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214

☐ In fossil gas ☐ In nuclear energy

☒ No

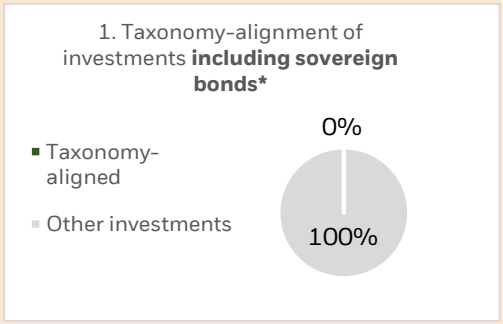
Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g., for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

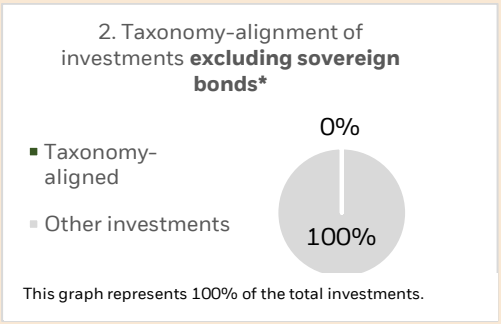
To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.

1. Taxonomy-alignment of investments including sovereign bonds*



2. Taxonomy-alignment of investments excluding sovereign bonds*



**For the purpose of these graphs, "sovereign bonds" consist of all sovereign exposures.*

The Sub-Fund does not currently commit to investing more than 0% of its assets in sustainable investments with an environmental objective aligned with the EU Taxonomy, however, these investments may form part of the portfolio.

Enabling activities directly enable other activities to make a substantial contribution to an environmental objective**.**

Transitional activities are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

- ***What is the minimum share of investments in transitional and enabling activities?***

The Sub-Fund does not commit to investing in sustainable investments with an environmental objective, however, these investments may form part of the portfolio.



are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.



What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

The Sub-Fund does not commit to investing in sustainable investments with an environmental objective, however, these investments may form part of the portfolio.



What is the minimum share of socially sustainable investments?

The Sub-Fund does not currently commit to investing more than 0% of its assets in socially sustainable investments, however, these investments may form part of the portfolio.



What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

Other holdings are limited to up to 20% and may include derivatives, cash and near cash instruments and shares or units of money market funds and fixed income transferable securities (also known as debt securities) issued by governments and agencies worldwide.

These investments may be used for the purposes of liquidity management and/or hedging.



Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

No.

Reference benchmarks are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.

- ***How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?***

Not applicable.

- ***How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?***

Not applicable.

- ***How does the designated index differ from a relevant broad market index?***

Not applicable.

- ***Where can the methodology used for the calculation of the designated index be found?***

Not applicable.



Where can I find more product specific information online?

More product-specific information can be found on the website:

Please refer to the website page for the Sub-Fund, which can be found by typing the name of the Sub-Fund into the search bar on the BlackRock website: www.blackrock.com

ANNEX II - OFFERING LEGENDS

NOTICE TO PROSPECTIVE INVESTORS GENERALLY

THE DISTRIBUTION OF THIS PROSPECTUS AND/OR THE OFFER AND SALE OF THE SHARES IN CERTAIN JURISDICTIONS OR TO CERTAIN INVESTORS MAY (IN ADDITION TO THOSE RESTRICTIONS UNDER THE LAWS OF VARIOUS JURISDICTIONS DESCRIBED HEREIN) BE RESTRICTED OR PROHIBITED BY LAW. PROSPECTIVE INVESTORS SHOULD INFORM THEMSELVES AS TO THE LEGAL REQUIREMENTS AND TAX CONSEQUENCES WITHIN THE COUNTRIES OF THEIR CITIZENSHIP, RESIDENCE AND DOMICILE WITH RESPECT TO THE ACQUISITION, HOLDING OR DISPOSITION OF THE SHARES.

COPIES OF THIS PROSPECTUS DISTRIBUTED TO INVESTORS IN A PARTICULAR JURISDICTION MAY INCLUDE AN ADDITIONAL NOTICE REGARDING THE OFFERING AND SALE OF THE SHARES IN THAT JURISDICTION, WHICH NOTICE, IF INCLUDED, WILL BE AFFIXED ON THE COVER OF THIS PROSPECTUS.

NOTICE TO RESIDENTS OF THE EUROPEAN ECONOMIC AREA ("EEA")

PURSUANT TO THE AIFMD, THE SUB-FUND WILL CONSTITUTE AN EU AIF WHOSE ALTERNATIVE INVESTMENT FUND MANAGER IS ITSELF AN EU AIFM. EACH MEMBER STATE OF THE EEA HAS ADOPTED LEGISLATION IMPLEMENTING THE AIFMD INTO NATIONAL LAW. UNDER THE AIFMD, MARKETING OF THE SHARES TO ANY PROSPECTIVE INVESTOR DOMICILED OR WITH A REGISTERED OFFICE IN THE EEA WILL BE RESTRICTED BY SUCH LAWS AND NO SUCH MARKETING SHALL TAKE PLACE EXCEPT AS PERMITTED BY SUCH LAWS. POTENTIAL INVESTORS SHOULD ENSURE THEY ARE ABLE TO SUBSCRIBE FOR SHARES IN THE SUB-FUND IN ACCORDANCE WITH THE ABOVE LAWS. IN ADDITION, THE SUB-FUND QUALIFIES AS AN ELTIF UNDER THE ELTIF REGULATION.

IN ACCORDANCE WITH ARTICLE 31(2) OF THE ELTIF REGULATION AND ARTICLE 32 OF THE AIFMD, THE SUB-FUND MAY BE MARKETED UNDER AN AIFMD MARKETING PASSPORT IN THE MEMBERS STATES OF THE EEA TO WHICH THE AIFMD MARKETING PASSPORT PERMISSIONS RELATE TO: (I) PROFESSIONAL INVESTORS; AND (II) RETAIL INVESTORS IN ACCORDANCE WITH THE REQUIREMENTS OF THE ELTIF REGULATION, IN EACH CASE WHERE THE PROSPECTIVE INVESTOR IS DOMICILED OR HAS A REGISTERED OFFICE IN A MEMBER STATE OF THE EEA IN RESPECT OF WHICH AIFMD MARKETING PASSPORT PERMISSIONS HAVE BEEN RECEIVED. OTHER INVESTORS SHOULD NOT, AND SHOULD NOT BE INVITED TO, SUBSCRIBE FOR SHARES UNLESS SUCH SUBSCRIPTION IS OTHERWISE PERMITTED BY APPLICABLE LAWS.

NOTICE TO RESIDENTS OF THE UNITED KINGDOM (THE "UK")

FOR THE PURPOSES OF THE AIFMR, THE SUB-FUND WILL CONSTITUTE A THIRD COUNTRY ALTERNATIVE INVESTMENT FUND WHOSE ALTERNATIVE INVESTMENT FUND MANAGER IS THE AIFM, ITSELF A THIRD COUNTRY ALTERNATIVE FUND MANAGER. MARKETING TO ANY INVESTOR DOMICILED OR WITH A REGISTERED OFFICE IN THE UK WILL BE RESTRICTED BY THE AIFMR, AND NO SUCH MARKETING SHALL TAKE PLACE EXCEPT AS PERMITTED BY THE AIFMR.

IN ADDITION TO THE RESTRICTIONS UNDER THE AIFMR DESCRIBED ABOVE, THE SUB-FUND IS A COLLECTIVE INVESTMENT SCHEME PURSUANT TO SECTION 235 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 ("FSMA"). THE SUB-FUND HAS NOT BEEN AUTHORISED, OR OTHERWISE RECOGNISED OR APPROVED, BY THE UK FINANCIAL CONDUCT AUTHORITY ("FCA") AND, AS AN UNREGULATED SCHEME, CANNOT BE PROMOTED IN THE UK TO THE GENERAL PUBLIC.

THE COMMUNICATION OF THE PROSPECTUS (INCLUDING THE SCHEDULE) IS EXEMPT FROM THE RESTRICTION IN SECTION 238 OF FSMA, WHICH PROHIBITS THE COMMUNICATION OF

AN INVITATION OR INDUCEMENT TO ENGAGE IN INVESTMENT ACTIVITY, ON THE GROUNDS THAT THE COMMUNICATION OF THE PROSPECTUS IS DIRECTED AT, AND SHARES ARE AVAILABLE ONLY TO:

a) PERSONS CONSIDERED TO BE, OR PERSONS WHO ARE ON REQUEST TREATED AS, PROFESSIONAL INVESTORS (WITHIN THE MEANING OF REGULATION 2(1)(8) OF THE AIFMR), WHERE SUCH COMMUNICATION IS MADE PURSUANT TO SECTION 16(2) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (PROMOTION OF COLLECTIVE INVESTMENT SCHEMES) (EXEMPTIONS) ORDER 2001 ("CIS PROMOTION ORDER") (COMMUNICATIONS AUTHORISED BY THE AIFMR);

b) PERSONS WHO HAVE PROFESSIONAL EXPERIENCE OF PARTICIPATING IN UNREGULATED COLLECTIVE INVESTMENT SCHEMES FALLING WITHIN ARTICLE 22 OF THE CIS PROMOTION ORDER (INVESTMENT PROFESSIONALS);

c) PERSONS FALLING WITHIN ARTICLE 22 OF THE CIS PROMOTION ORDER (HIGH NET WORTH COMPANIES, UNINCORPORATED ASSOCIATIONS ETC.);

d) HIGH NET WORTH INDIVIDUALS WITHIN THE MEANING OF ARTICLE 21 OF THE CIS PROMOTION ORDER (MEANING, IN SUMMARY, AN INDIVIDUAL WHO HAS SIGNED, WITHIN THE PRIOR 12 MONTHS, A STATEMENT IN THE FORM PRESCRIBED BY PART I OF THE SCHEDULE TO THE CIS PROMOTION ORDER, CONFIRMING THAT THEY (I) HAD AN ANNUAL INCOME OF AT LEAST £100,000, OR (II) HAD NET ASSETS OF AT LEAST £250,000 (EXCLUDING THEIR PRIMARY RESIDENCE OR ANY LOAN SECURED ON THAT RESIDENCE, RIGHTS UNDER AN INSURANCE CONTRACT OR PENSION BENEFITS), IN EACH CASE WITHIN THE PRIOR FINANCIAL YEAR);

e) CERTIFIED SOPHISTICATED INVESTORS WITHIN THE MEANING OF ARTICLE 23 OF THE CIS PROMOTION ORDER (MEANING, IN SUMMARY, AN INDIVIDUAL WHO HAS A CERTIFICATE SIGNED AND DATED, WITHIN THE PRIOR 3 YEARS, BY AN FCA-AUTHORISED PERSON STATING THAT THEY ARE SUFFICIENTLY KNOWLEDGEABLE TO UNDERSTAND THE RISKS ASSOCIATED WITH THAT DESCRIPTION OF INVESTMENT, AND WHO HAS SIGNED, WITHIN THE PRIOR 12 MONTHS, A DECLARATION THAT THEY ARE A CERTIFIED SOPHISTICATED INVESTOR WHO MAY RECEIVE EXEMPT PROMOTIONS);

f) SELF-CERTIFIED SOPHISTICATED INVESTORS WITHIN THE MEANING OF ARTICLE 23A OF THE CIS PROMOTION ORDER (MEANING, IN SUMMARY, AN INDIVIDUAL WHO HAS SIGNED A STATEMENT COMPLYING WITH PART 2 OF THE SCHEDULE TO THE CIS PROMOTION ORDER, WITHIN THE PRIOR 12 MONTHS, STATING THAT AT LEAST ONE OF THE FOLLOWING APPLIES: (A) THEY ARE A MEMBER OF A NETWORK OR SYNDICATE OF BUSINESS ANGELS AND HAVE BEEN SO FOR AT LEAST SIX MONTHS PRIOR; (B) THEY HAVE MADE MORE THAN ONE INVESTMENT IN AN UNLISTED COMPANY IN THE PRIOR TWO YEARS; (C) THEY ARE WORKING, OR HAVE WORKED IN THE PRIOR TWO YEARS, IN A PROFESSIONAL CAPACITY IN THE PRIVATE EQUITY SECTOR, OR IN THE PROVISION OF FINANCE FOR SMALL AND MEDIUM ENTERPRISES; OR (D) THEY ARE CURRENTLY, OR HAVE BEEN IN THE PRIOR TWO YEARS, A DIRECTOR OF A COMPANY WITH AN ANNUAL TURNOVER OF AT LEAST £1 MILLION);

g) PERSONS FALLING WITHIN CHAPTER 4.12.4R OF THE FCA'S CONDUCT OF BUSINESS SOURCEBOOK; OR

h) ANY OTHER PERSONS TO WHOM THE PROSPECTUS MAY OTHERWISE LAWFULLY BE COMMUNICATED.

PERSONS OF ANY OTHER DESCRIPTION SHOULD NOT RELY OR ACT UPON THE PROSPECTUS.

ANY INDIVIDUAL WHO IS IN ANY DOUBT ABOUT THE UNITS TO WHICH THE COMMUNICATION RELATES SHOULD CONSULT AN AUTHORISED PERSON SPECIALISING IN ADVISING IN PARTICIPATION IN UNREGULATED SCHEMES.

NONE OF THE AIFM NOR THE INVESTMENT MANAGER ARE AUTHORISED TO CARRY ON INVESTMENT BUSINESS IN THE UK AND POTENTIAL INVESTORS ARE ADVISED THAT ALL, OR MOST, OF THE PROTECTIONS AFFORDED BY THE UK REGULATORY SYSTEM WILL NOT APPLY TO ANY ACTIVITIES OF THE AIFM OR THE INVESTMENT MANAGER AND THAT COMPENSATION WILL NOT BE AVAILABLE UNDER THE UK FINANCIAL SERVICES COMPENSATION SCHEME IN RELATION THERETO.

NOTICE TO RESIDENTS OF SWITZERLAND

THE OFFER AND THE MARKETING OF SHARES OF THE SUB-FUND IN SWITZERLAND WILL BE EXCLUSIVELY MADE TO, AND DIRECTED AT, QUALIFIED INVESTORS (THE "QUALIFIED INVESTORS"), AS DEFINED IN ARTICLE 10(3) AND (3TER) OF THE SWISS COLLECTIVE INVESTMENT SCHEMES ACT AND ITS IMPLEMENTING ORDINANCE. ACCORDINGLY, THE SUB-FUND HAS NOT BEEN AND WILL NOT BE REGISTERED WITH THE SWISS FINANCIAL MARKET SUPERVISORY AUTHORITY. THIS PROSPECTUS AND/OR ANY OTHER OFFERING OR MARKETING MATERIALS RELATING TO THE SHARES OF THE SUB-FUND MAY BE MADE AVAILABLE IN SWITZERLAND SOLELY TO QUALIFIED INVESTORS.

THE REPRESENTATIVE IN SWITZERLAND IS BLACKROCK ASSET MANAGEMENT SCHWEIZ AG, BAHNHOFSTR. 39, 8001 ZÜRICH, SWITZERLAND (THE "REPRESENTATIVE"). THE PAYING AGENT IN SWITZERLAND IS STATE STREET BANK INTERNATIONAL GMBH, MUNICH, ZÜRICH BRANCH, KALANDERPLATZ 5, 8027 ZÜRICH, SWITZERLAND.

THIS PROSPECTUS AND ANY OTHER OFFERING MATERIALS RELATING TO THE SHARES OF THE SUB-FUND, AS WELL AS THE ANNUAL REPORT OF THE SUB-FUND, MAY BE OBTAINED FREE OF CHARGE FROM THE REPRESENTATIVE IN SWITZERLAND. THE PLACE OF PERFORMANCE FOR SHARES OF THE SUB-FUND OFFERED IN SWITZERLAND IS THE REGISTERED OFFICE OF THE REPRESENTATIVE. THE PLACE OF JURISDICTION IS AT THE REGISTERED OFFICE OF THE REPRESENTATIVE OR AT THE REGISTERED OFFICE OR PLACE OF RESIDENCE OF THE INVESTOR.

THE AIFM AND ITS AGENTS PAY NO FEES TO THIRD PARTIES FOR DISTRIBUTION ACTIVITY OF THE SUB-FUND IN SWITZERLAND, NOR FOR TRANSACTION FACILITATION ACTIVITIES IN SWITZERLAND IN RELATION TO THE SUB-FUND.

THE AIFM AND/OR ITS AGENTS MAY PAY FEE REBATES DIRECTLY TO SOME INVESTORS, IN ORDER TO REDUCE THE CHARGES OR COSTS BORNE BY SUCH INVESTORS. PURSUANT TO SWISS LAWS GOVERNING THE SUB-FUND DISTRIBUTION ACTIVITIES IN SWITZERLAND, REBATES ARE ALLOWED AS LONG AS THEY ARE PAID OUT OF THE FEES DUE TO THE AIFM OR ITS AGENTS AND NOT CHARGED TO THE SUB-FUND AS AN EXTRA COST AND GRANTED ON THE BASIS OF OBJECTIVE CRITERIA TO ALL INVESTORS WHO REQUEST REBATES AND FULFIL THE OBJECTIVE CRITERIA EQUALLY.

THE OBJECTIVE CRITERIA FOR PAYMENT OF REBATES ARE (FOR EXAMPLE):

- THE LEVEL OF ASSETS INVESTED BY THE INVESTOR IN THE SUB-FUND OR IN ALL SUB-FUNDS AND OTHER PRODUCTS WHICH FORM PART OF THE PRODUCT OFFERING OF THE PROMOTER OF THE SUB-FUND;

- THE LEVEL OF FEES PAID BY THE INVESTOR TO THE AIFM;

- INVESTOR SUPPORT FOR THE SUB-FUND DURING SUCH SUB-FUND'S FUNDRAISING PERIOD.

FURTHER INFORMATION ABOUT THESE CRITERIA MAY BE OBTAINED FROM THE AIFM UPON REQUEST.

NOTICE TO RESIDENTS OF THE KINGDOM OF SAUDI ARABIA

THIS DOCUMENT MAY NOT BE DISTRIBUTED IN THE KINGDOM OF SAUDI ARABIA EXCEPT TO SUCH PERSONS AS ARE PERMITTED UNDER THE INVESTMENT FUNDS REGULATIONS ISSUED BY THE CAPITAL MARKET AUTHORITY.

THE CAPITAL MARKET AUTHORITY DOES NOT MAKE ANY REPRESENTATION AS TO THE ACCURACY OR COMPLETENESS OF THIS DOCUMENT, AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS ARISING FROM, OR INCURRED IN RELIANCE UPON, ANY PART OF THIS DOCUMENT.

PROSPECTIVE SUBSCRIBERS OF THE SHARES OFFERED HEREBY SHOULD CONDUCT THEIR OWN DUE DILIGENCE ON THE ACCURACY OF THE INFORMATION RELATING TO THE SHARES TO BE OFFERED. IF YOU DO NOT UNDERSTAND THE CONTENTS OF THIS DOCUMENT, YOU SHOULD CONSULT AN AUTHORISED FINANCIAL ADVISER.