

received by it. In addition, a Private Access Fund may be required to pay to an Underlying Fund amounts that are required to be withheld by the Underlying Fund for tax purposes. A Private Access Fund may require Investors to return to the Private Access Fund all or part of any distribution by the Private Access Fund to the Investors in order to satisfy all or any portion of such Private Access Fund's indemnification and other obligations in respect of itself or the applicable Underlying Fund. Similarly, Investors may be required to repay or pay such amounts to a Private Access Fund if the Private Access Fund is unable otherwise to meet its obligations.

*Annual Income Tax Information.* Investors will be required to obtain extensions for filing U.S. federal, state and local income tax returns. Each Investor will be furnished information on a Schedule K-1 for preparation of such Investor's individual U.S. federal income tax return. The furnishing of such information is subject to, among other things, the timely receipt by a Fund of information from the applicable Underlying Fund or Sub-Adviser.

*Tax Liabilities in Excess of Cash Distributions.* Due to potential timing differences between income recognition for tax purposes and actual cash distributions by a Fund, an Investor may incur income tax liabilities in excess of actual cash distributions made prior to the date such liabilities arise or such taxes are due.

*Tax-Exempt Investors and UBTI.* Tax-exempt investors may recognize UBTI from a Fund for U.S. federal income tax purposes and any such amounts of UBTI could be significant.

*Illiquidity of Private Access Fund Investments.* Certain of the Private Access Funds' investment portfolios will primarily consist of investments in private equity funds. Prospective investors should be aware of the long-term nature of these types of investments. An investment by a Private Access Fund in a private equity fund is highly illiquid because the market for the sale of such investments is limited, and the transferability of such investments is also generally restricted. There are no assurances that a Private Access Fund will be able to liquidate a particular private equity fund interest at the time and upon the terms it desires.

*Economic and Market Risk.* Companies and securities in which a Fund will invest may be sensitive to general downward swings in the overall economy or in their specific industries or geographies. Factors affecting economic conditions, including, for example, inflation rates, currency devaluation, exchange rate fluctuations, industry conditions, competition, technological developments, domestic and worldwide political, military and diplomatic events and trends and innumerable other factors, none of which will be in the control of a Fund, can substantially and adversely affect the business and prospects of the Funds. A major recession or adverse developments in the securities market might have an impact on some or all of a Fund's investments. In addition, where a Fund is a private equity fund, factors specific to a portfolio company may have an adverse effect on the underlying private equity funds' investment in such company. iCapital may rely upon an Underlying Fund Manager's or Sub-Adviser's projections concerning an underlying Fund's or a security's future performance in making investment decisions. Such projections are inherently subject to uncertainty and to certain factors beyond the control of such Fund and iCapital.

*Consequences of Default.* In the event that a Private Access Fund that invests in an Underlying Fund that is a private equity fund fails to make a capital contribution to that Underlying Fund as a result of the failure of an Investor to make a capital contribution to the Private Access Fund, the Underlying Fund may impose certain remedies against the Private Access Fund, including without limitation, causing the Private Access Fund to forfeit all or a portion of its interest in