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**The information in this statement of additional information is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This statement of additional information is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**Subject to Completion, [ , 2023]**

# FELICITAS PRIVATE MARKETS FUND

**STATEMENT OF ADDITIONAL INFORMATION**
**Class Y Shares (Ticker Symbol: FPMYX)**
**Class I Shares (Ticker Symbol: FPMIX)**

Dated [ ], 2023

c/o UMB Fund Services, Inc.
235 West Galena Street Milwaukee, WI 53212
(888) 884-8810

This Statement of Additional Information ("SAI") is not a prospectus. This SAI relates to and should be read in conjunction with the prospectus (the "Prospectus") of Felicitas Private Markets Fund (the "Fund") dated [ ], 2023, and as it may be further amended or supplemented from time to time. This SAI is incorporated by reference in its entirety into the Prospectus. A copy of the Prospectus may be obtained without charge by contacting the Fund at the telephone number or address set forth above.

This SAI is not an offer to sell shares of beneficial interest ("Shares") of the Fund and is not soliciting an offer to buy Shares in any state where the offer or sale is not permitted.

Capitalized terms not otherwise defined herein have the same meaning set forth in the Prospectus.

Shares are distributed by UMB Distribution Services, LLC (the "Distributor" or "UMBDS") to institutions and financial intermediaries that may distribute Shares to clients and customers (including affiliates and correspondents) of the Fund's investment adviser, Skypoint Capital Advisors, LLC (the "Investment Adviser"), and to clients and customers of other organizations. The Fund's Prospectus, which is dated [ ], 2023, provides basic information investors should know before investing. This SAI is intended to provide additional information regarding the activities and operations of the Fund and should be read in conjunction with the Prospectus.

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## GENERAL INFORMATION

Felicitas Private Markets Fund (the "Fund") is a newly organized Delaware statutory trust registered under the Investment Company Act of 1940, as amended (the "Investment Company Act"), as a non-diversified, closed-end management investment company.

## INVESTMENT POLICIES AND PRACTICES

The investment objective of the Fund, as well as the principal investment strategies of the Fund and the principal risks associated with such investment strategies, are set forth in the Prospectus. Certain additional information regarding the investment program of the Fund is set forth below.

## FUNDAMENTAL POLICIES

The Fund's fundamental policies, which are listed below, may only be changed by the affirmative vote of a majority of the outstanding voting securities of the Fund. At the present time, the Shares are the only outstanding voting securities of the Fund. As defined by the Investment Company Act, the vote of a "majority of the outstanding voting securities of the Fund" means the vote, at an annual or special meeting of the Shareholders of the Fund ("Shareholders"), duly called, (i) of 67% or more of the Shares represented at such meeting, if the holders of more than 50% of the outstanding Shares are present in person or represented by proxy or (ii) of more than 50% of the outstanding Shares, whichever is less. No other policy is a fundamental policy of the Fund, except as expressly stated. Within the limits of the fundamental policies of the Fund, the management of the Fund has reserved freedom of action. The Fund may not:

(1) Issue any senior security, except to the extent permitted by Section 18 of the Investment Company Act, as interpreted, modified, or otherwise permitted by the Securities and Exchange Commission (the "SEC") or any other applicable authority.

(2) Borrow money, except to the extent permitted by Section 18 of the Investment Company Act, as interpreted, modified, or otherwise permitted by the SEC or any other applicable authority. This investment restriction does not apply to borrowings from affiliated investment companies or other affiliated persons of the Fund to the extent permitted by the Investment Company Act, the SEC or any other applicable authority.

(3) Underwrite securities of other issuers, except insofar as the Fund may be deemed to be an underwriter under the Securities Act of 1933, as amended, in connection with the disposition of its portfolio securities.

(4) Make loans, except through purchasing fixed-income securities, lending portfolio securities, or entering into repurchase agreements in a manner consistent with the investment policies of the Fund, or as otherwise permitted under the Investment Company Act. This investment restriction does not apply to loans to affiliated investment companies or other affiliated persons of the Fund to the extent permitted by the Investment Company Act, the SEC or any other applicable authority.

(5) Purchase, hold or deal in real estate, except that the Fund may invest in securities that are secured by real estate, including, without limitation, mortgage-related securities, or that are issued by companies or partnerships that invest or deal in real estate or real estate investment trusts, and may hold and dispose of real estate acquired by the Fund as a result of the ownership of securities or other permitted investments.

(6) Invest in commodities and commodity contracts, except that the Fund (i) may purchase and sell non-U.S. currencies, options, swaps, futures and forward contracts, including those related to indexes, options and options on indexes, as well as other financial instruments and contracts that are commodities or commodity contracts, (ii) may also purchase or sell commodities if acquired as a result of ownership of securities or other instruments, (iii) may invest in commodity pools and other entities that purchase and sell commodities and commodity contracts, and (iv) may make such investments as otherwise permitted by the Investment Company Act, and as interpreted, modified or otherwise permitted by regulatory authority having jurisdiction, from time to time.

(7) Concentrate investments in a particular industry or group of industries, as concentration is defined under the Investment Company Act, the rules and regulations thereunder or any exemption therefrom, as such statute, rules or regulations may be amended or interpreted from time to time, except that the Fund may invest without limitation in securities issued or guaranteed by the U.S. government, its agencies or instrumentalities and repurchase agreements involving such securities or tax-exempt obligations of state or municipal governments and their political subdivisions.

With respect to these investment restrictions and other policies described in this SAI or the Prospectus, if a percentage restriction is adhered to at the time of an investment or transaction, a later change in percentage resulting from a change in the values of investments or the value of the Fund's total assets, unless otherwise stated, will not constitute a violation of such restriction or policy. The Fund's investment policies and restrictions do not apply to the activities and the transactions of the Investment Funds (defined below), but will apply to investments made by the Fund directly (or any account consisting solely of the Fund's assets).

The following descriptions of the Investment Company Act may assist investors in understanding the above policies and restrictions.

Borrowing. The Investment Company Act restricts an investment company from borrowing in excess of 33⅓% of its total assets (including the amount borrowed, but excluding temporary borrowings not in excess of 5% of its total assets). Transactions that are fully collateralized in a manner that does not involve the prohibited issuance of a "senior security" within the meaning of Section 18(f) of the Investment Company Act shall not be regarded as borrowings for the purposes of the Fund's investment restriction.

Concentration. The SEC staff has defined concentration as investing 25% or more of an investment company's total assets in any particular industry or group of industries, with certain exceptions such as with respect to investments in obligations issued or guaranteed by the U.S. Government or its agencies and instrumentalities. For purposes of the Fund's concentration policy, the Fund may classify and re-classify companies in a particular industry and define and re-define industries in any reasonable manner, consistent with SEC guidance. The Fund may invest in Investment Funds that concentrate their assets in one or more industries. The Fund will consider the concentration of Investment Funds when determining compliance with its concentration policy. The Fund will not invest 25% or more of its assets in an Investment Fund that has a policy to concentrate its assets in one or more industries and will take such policy into consideration for purposes of the Fund's industry concentration policy set forth in investment restriction 7.

Senior Securities. Senior securities may include any obligation or instrument issued by a fund evidencing indebtedness. The Investment Company Act generally prohibits funds from issuing senior securities unless the issuance thereof is consistent with Rule 18f-4 under the Investment Company Act, although it does not treat certain transactions as senior securities, such as certain borrowings, short sales, reverse repurchase agreements, firm commitment agreements and standby commitments, with appropriate earmarking or segregation of assets to cover such obligation.

## NON-FUNDAMENTAL POLICIES

### THE FUND MAY CHANGE ITS INVESTMENT OBJECTIVE, POLICIES, RESTRICTIONS, STRATEGIES, AND TECHNIQUES.

As discussed in the Prospectus, the Fund's investment objective is to deliver a combination of yield and capital appreciation. The Fund intends to seek its investment objective through a portfolio of private equity, private credit and real estate investments. The Fund's investment objective and investment strategies (except those indicated below) are not fundamental policies of the Fund and may be changed by the Board of Trustees of the Fund ("Board") without the vote of a majority (as defined by the Investment Company Act) of the Fund's outstanding Shares. Under normal circumstances, the Fund seeks to achieve its objective by investing at least 80% of its net assets (plus the amount of any borrowings for investment purposes) in "private assets". The Fund will provide shareholders with at least 60 days' notice prior to changing this 80% policy.

## ADDITIONAL INFORMATION ON INVESTMENT TECHNIQUES OF THE FUND AND RELATED RISKS

The following information supplements the discussion of the Fund's investment policies and techniques in the Prospectus.

### Equity Securities

The investment portfolios of Investment Funds will include long and short positions in common stocks, preferred stocks and convertible securities of U.S. and foreign issuers. The value of equity securities depends on business, economic and other factors affecting those issuers. Equity securities fluctuate in value, often based on factors unrelated to the value of the issuer of the securities, and such fluctuations can be pronounced.

Underlying Managers may generally invest Investment Funds' assets in equity securities without restriction. These investments may include securities of companies with small- to medium-sized market capitalizations, including micro-cap companies and growth stage companies. The securities of certain companies, particularly smaller-capitalization companies, involve higher risks in some respects than do investments in securities of larger companies. For example, prices of small-capitalization and even medium-capitalization stocks are often more volatile than prices of large-capitalization stocks, and the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to investors) is higher than for larger, "blue-chip" companies. In addition, due to thin trading in the securities of some small-capitalization companies, an investment in those companies may be illiquid.

### Fixed-Income Securities

Investment Funds may invest in fixed-income securities. An Underlying Manager will invest in these securities when their yield and potential for capital appreciation are considered sufficiently attractive, and also may invest in these securities for defensive purposes and to maintain liquidity. Fixed-income securities include bonds, notes and debentures issued by U.S. and foreign corporations and governments. These securities may pay fixed, variable or floating rates of interest, and may include zero coupon obligations. Fixed-income securities are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to the risk of price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness or financial condition of the issuer and general market liquidity (i.e., market risk). Certain portfolio securities, such as those with interest rates that fluctuate directly or indirectly based on multiples of a stated index, are designed to be highly sensitive to changes in interest rates and can subject the holders thereof to significant reductions of yield and possible loss of principal.

Investment Funds may invest in both investment grade and non-investment grade debt securities (commonly referred to as "junk bonds"). Investment grade debt securities are securities that have received a rating from at least one nationally recognized statistical rating organization (a "Rating Agency") in one of the four highest rating categories or, if not rated by any Rating Agency, have been determined by an Underlying Manager to be of comparable quality.

An Investment Fund's investments in non-investment grade debt securities, including convertible debt securities, are considered by the Rating Agencies to be predominantly speculative with respect to the issuer's capacity to pay interest and repay principal. Non-investment grade securities in the lowest rating categories may involve a substantial risk of default or may be in default. Adverse changes in economic conditions or developments regarding the individual issuer are more likely to cause price volatility and weaken the capacity of the issuers of non-investment grade securities to make principal and interest payments than is the case for higher grade securities. In addition, the market for lower grade securities may be thinner and less liquid than the market for higher grade securities.

**Non-U.S. Securities**

Investment Funds may invest in equity and fixed-income securities of non-U.S. issuers and in depositary receipts, such as American Depositary Receipts ("ADRs"), that represent indirect interests in securities of non-U.S. issuers. Non-U.S. securities in which Investment Funds may invest may be listed on non-U.S. securities exchanges or traded in non-U.S. over-the-counter markets or may be purchased in private placements and not be publicly traded. Investments in non-U.S. securities are affected by risk factors generally not thought to be present in the U.S.

As a general matter, Investment Funds are not required to hedge against non-U.S. currency risks, including the risk of changing currency exchange rates, which could reduce the value of non-U.S. currency denominated portfolio securities irrespective of the underlying investment. However, from time to time, an Investment Fund may enter into forward currency exchange contracts ("forward contracts") for hedging purposes and non-hedging purposes to pursue its investment objective. Forward contracts are transactions involving the Investment Fund's obligation to purchase or sell a specific currency at a future date at a specified price. Forward contracts may be used by the Investment Fund for hedging purposes to protect against uncertainty in the level of future non-U.S. currency exchange rates, such as when the Investment Funds anticipates purchasing or selling a non-U.S. security. This technique would allow the Investment Fund to "lock in" the U.S. dollar price of the security. Forward contracts also may be used to attempt to protect the value of the Investment Fund's existing holdings of non-U.S. securities. There may be, however, imperfect correlation between the Investment Fund's non-U.S. securities holdings and the forward contracts entered into with respect to such holdings. Forward contracts also may be used for non-hedging purposes to pursue the Fund's or an Investment Fund's investment objective, such as when an Underlying Manager anticipates that particular non-U.S. currencies will appreciate or depreciate in value, even though securities denominated in such currencies are not then held in the Fund's or Investment Fund's investment portfolio.

ADRs involve substantially the same risks as investing directly in securities of non-U.S. issuers, as discussed above. ADRs are receipts typically issued by a U.S. bank or trust company that show evidence of underlying securities issued by a non-U.S. corporation. Issuers of unsponsored depositary receipts are not obligated to disclose material information in the United States, and therefore, there may be less information available regarding such issuers.

In June 2016, the United Kingdom ("UK") approved a referendum to leave the European Union ("EU"). The withdrawal, known colloquially as "Brexit", was agreed to and ratified by the UK Parliament, and the UK left the EU on January 31, 2020. It began a transition period in which to negotiate a new trading relationship for goods and services that ended on December 31, 2020. On January 1, 2021, the UK left the EU Single Market and Customs Union, as well as all EU policies and international agreements. On December 24, 2020, the UK and EU agreed to a trade deal with no tariffs or quotas on products, regulatory and customs cooperation mechanisms as well as provisions ensuring a level playing field for open and fair competition. In March 2021, the UK and EU put in place a regulatory dialogue on financial systems based on a separate memorandum of understanding. Since the referendum, there have been periods of significant volatility in the global stock markets and currency exchange rates, as well as challenging market conditions in the UK. At this time, the impact that the trade deal and any future agreements on services, particularly financial services, will have on the Fund cannot be predicted, and it is possible that the new terms may adversely affect the Fund.

In addition, on February 24, 2022, Russia commenced a military attack on Ukraine. The outbreak of hostilities between the two countries could result in more widespread conflict and could have a severe adverse effect on the region and the markets. In addition, sanctions imposed on Russia by the United States and other countries, and any sanctions imposed in the future, could have a significant adverse impact on the Russian economy and related markets. The price and liquidity of investments may fluctuate widely as a result of the conflict and related events. How long such conflict and related events will last and whether it will escalate further cannot be predicted.

**Money Market Instruments**

The Fund or Investment Funds may invest during periods of adverse market or economic conditions for defensive purposes some or all of their assets in high quality money market instruments and other short-term obligations, money market mutual funds or repurchase agreements with banks or broker-dealers or may hold cash or cash equivalents in such amounts as the Investment Adviser or an Underlying Manager deems appropriate under the circumstances. The Fund or Investment Funds also may invest in these instruments for liquidity purposes pending allocation of their respective offering proceeds and other circumstances. Money market instruments are high quality, short-term fixed-income obligations, which generally have remaining maturities of one year or less, and may include U.S. government securities, commercial paper, certificates of deposit and bankers' acceptances issued by domestic branches of United States banks that are members of the Federal Deposit Insurance Corporation, and repurchase agreements.

**Special Investment Techniques**

Investment Funds may use a variety of special investment techniques as more fully discussed below to hedge a portion of their investment portfolios against various risks or other factors that generally affect the values of securities. They may also use these techniques for non-hedging purposes in pursuing their investment objectives. These techniques may involve the use of derivative transactions. The techniques Investment Funds may employ may change over time as new instruments and techniques are introduced or as a result of regulatory developments. Certain of the special investment techniques that Investment Funds may use are speculative and involve a high degree of risk, particularly when used for non-hedging purposes. It is possible that any hedging transaction may not perform as anticipated and that an Investment Fund may suffer losses as a result of its hedging activities.

**Options and Futures**

The Underlying Managers may utilize options and futures contracts. Such transactions may be effected on securities exchanges, in the over-the-counter market, or negotiated directly with counterparties. When such transactions are purchased over-the-counter or negotiated directly with counterparties, an Investment Fund bears the risk that the counterparty will be unable or unwilling to perform its obligations under the contract. Such transactions may also be illiquid and, in such cases, an Underlying Manager may have difficulty closing out its position. Over-the-counter options purchased and sold by Investment Funds may include options on baskets of specific securities. An Investment Fund may utilize European-style or American-style options. European-style options are only exercisable at their expiration. American-style options are exercisable at any time prior to the expiration date of the option.

The Underlying Managers may purchase call and put options on specific securities, on indices, on currencies or on futures, and may write and sell covered or uncovered call and put options for hedging purposes and non-hedging purposes to pursue their investment objectives. A put option gives the purchaser of the option the right to sell, and obligates the writer to buy, the underlying security at a stated exercise price. Similarly, a call option gives the purchaser of the option the right to buy, and obligates the writer to sell, the underlying security at a stated exercise price. A covered call option is a call option with respect to which an Investment Fund owns the underlying security. The sale of such an option exposes an Investment Fund during the term of the option to possible loss of opportunity to realize appreciation in the market price of the underlying security or to possible continued holding of a security that might otherwise have been sold to protect against depreciation in the market price of the security. A covered put option is a put option with respect to which cash or liquid securities have been placed in a segregated account on an Investment Fund's books. The sale of such an option exposes the seller during the term of the option to a decline in price of the underlying security while also depriving the seller of the opportunity to invest the segregated assets. Options sold by the Investment Funds need not be covered.

An Investment Fund may close out a position when writing options by purchasing an option on the same security with the same exercise price and expiration date as the option that it has previously written on the security. The Investment Fund will realize a profit or loss if the amount paid to purchase an option is less or more, as the case may be, than the amount received from the sale thereof. To close out a position as a purchaser of an option, an Underlying Manager would ordinarily effect a similar "closing sale transaction," which involves liquidating a position by selling the option previously purchased, although the Underlying Manager could exercise the option should it deem it advantageous to do so.

Investment Funds may enter into futures contracts in U.S. domestic markets or on exchanges located outside the United States. Foreign markets may offer advantages such as trading opportunities or arbitrage possibilities not available in the United States. Foreign markets, however, may have greater risk potential than domestic markets. For example, some foreign exchanges are principal markets so that no common clearing facility exists and an investor may look only to the broker for performance of the contract. In addition, any profits that might be realized in trading could be eliminated by adverse changes in the exchange rate, or a loss could be incurred as a result of those changes. Transactions on foreign exchanges may include both commodities which are traded on domestic exchanges and those which are not. Unlike trading on domestic commodity exchanges, trading on foreign commodity exchanges is not regulated by the Commodity Futures Trading Commission (“CFTC”).

Engaging in these transactions involves risk of loss, which could adversely affect the value of the Fund’s net assets. No assurance can be given that a liquid market will exist for any particular futures contract at any particular time. Many futures exchanges and boards of trade limit the amount of fluctuation permitted in futures contract prices during a single trading day. Once the daily limit has been reached in a particular contract, no trades may be made that day at a price beyond that limit or trading may be suspended for specified periods during the trading day. Futures contract prices could move to the limit for several consecutive trading days with little or no trading, thereby preventing prompt liquidation of futures positions and potentially subjecting an Investment Fund to substantial losses.

Successful use of futures also is subject to an Underlying Manager’s ability to correctly predict movements in the direction of the relevant market, and, to the extent the transaction is entered into for hedging purposes, to ascertain the appropriate correlation between the transaction being hedged and the price movements of the futures contract.

Some or all of the Underlying Managers may purchase and sell stock index futures contracts for an Investment Fund. A stock index future obligates an Investment Fund to pay or receive an amount of cash equal to a fixed dollar amount specified in the futures contract multiplied by the difference between the settlement price of the contract on the contract’s last trading day and the value of the index based on the stock prices of the securities that comprise it at the opening of trading in those securities on the next business day.

Some or all of the Underlying Managers may purchase and sell interest rate futures contracts for an Investment Fund. A contract for interest rate futures represents an obligation to purchase or sell an amount of a specific debt security at a future date at a specific price.

Some or all of the Underlying Managers may purchase and sell currency futures for an Investment Fund. A currency future creates an obligation to purchase or sell an amount of a specific currency at a future date at a specific price.

The Fund intends to rely on the no-action relief provided by No-Action Letter 12-38 of the Division of Swap Dealer and Intermediary Oversight (“Division”) of the CFTC. Pursuant to this letter, the Investment Adviser is not required to register as a “commodity pool operator” (“CPO”) with respect to the Fund, or rely on an exemption from registration, until the later of June 30, 2013 or six months from the date the Division issues revised guidance on the application of the calculation of the de minimis thresholds to fund-of-funds operators. As of the date of this Prospectus, the CFTC has not yet proposed any guidance regarding the application of the de minimis thresholds to fund-of-funds operators. If the Fund and the Investment Adviser with respect to the Fund become subject to CFTC regulation, the Fund may incur additional compliance, operational and other expenses.

With respect to investments in swap transactions, commodity futures, commodity options or certain other derivatives used for purposes other than *bona fide* hedging purposes, an investment company must meet one of the following tests under the amended regulations in order to claim an exemption from being considered a “commodity pool” or the investment adviser having to register as a CPO. First, the aggregate initial margin and premiums required to establish an investment company’s positions in such investments may not exceed five percent (5%) of the liquidation value of the investment company’s portfolio (after accounting for unrealized profits and unrealized losses on any such investments). Alternatively, the aggregate net notional value of such instruments, determined at the time of the most recent position established, may not exceed one hundred percent (100%) of the liquidation value of the investment company’s portfolio (after accounting for unrealized profits and unrealized losses on any such positions). In addition to meeting one of the foregoing trading limitations, the investment company may not market itself as a commodity pool or otherwise as a vehicle for trading in the commodity futures, commodity options or swaps and derivatives markets. In the event that the Investment Adviser is required to register as a CPO with respect to the Fund, the disclosure and operations of the Fund would need to comply with all applicable CFTC regulations.

**Options on Securities Indexes**

Some or all of the Underlying Managers may purchase and sell for the Investment Funds call and put options on stock indexes listed on national securities exchanges or traded in the over-the-counter market for hedging purposes and non-hedging purposes to pursue their investment objectives. A stock index fluctuates with changes in the market values of the stocks included in the index. Accordingly, successful use by an Underlying Manager of options on stock indexes will be subject to the Underlying Manager’s ability to predict correctly movements in the direction of the stock market generally or of a particular industry or market segment. This requires different skills and techniques than predicting changes in the price of individual stocks.

**Warrants and Rights**

Warrants are derivative instruments that permit, but do not obligate, the holder to subscribe for other securities or commodities. Rights are similar to warrants, but normally have a shorter duration and are offered or distributed to shareholders of a company. Warrants and rights do not carry with them the right to dividends or voting rights with respect to the securities that they entitle the holder to purchase, and they do not represent any rights in the assets of the issuer. In addition, the values of warrants and rights do not necessarily change with the values of the underlying securities or commodities and these instruments cease to have value if they are not exercised prior to their expiration dates. As a result, warrants and rights may be considered more speculative than certain other types of equity-like securities.

**Swap Agreements**

The Underlying Managers may enter into equity, interest rate, index and currency rate swap agreements on behalf of Investment Funds. These transactions are entered into in an attempt to obtain a particular return when it is considered desirable to do so, possibly at a lower cost than if an investment was made directly in the asset that yielded the desired return. Swap agreements are two-party contracts entered into primarily by institutional investors for periods ranging from a few weeks to more than a year. In a standard swap transaction, two parties agree to exchange the returns (or differentials in rates of return) earned or realized on particular predetermined investments or instruments, which may be adjusted for an interest factor. The gross returns to be exchanged or “swapped” between the parties are generally calculated with respect to a “notional amount,” i.e., the return on or increase in value of a particular dollar amount invested at a particular interest rate, in a particular foreign currency, or in a “basket” of securities representing a particular index. Forms of swap agreements include interest rate caps, under which, in return for a premium, one party agrees to make payments to the other to the extent interest rates exceed a specified rate or “cap”; interest rate floors, under which, in return for a premium, one party agrees to make payments to the other to the extent interest rates fall below a specified level or “floor”; and interest rate collars, under which a party sells a cap and purchases a floor or vice versa in an attempt to protect itself against interest rate movements exceeding given minimum or maximum levels.

Most swap agreements entered into by an Investment Fund would require the calculation of the obligations of the parties to the agreements on a “net basis.” Consequently, an Investment Fund’s current obligations (or rights) under a swap agreement generally will be equal only to the net amount to be paid or received under the agreement based on the relative values of the positions held by each party to the agreement (the “net amount”). The risk of loss with respect to swaps is limited to the net amount of interest payments that a party is contractually obligated to make. If the other party to a swap defaults, an Investment Fund’s risk of loss consists of the net amount of payments that it contractually is entitled to receive.

To achieve investment returns equivalent to those achieved by an Underlying Manager in whose investment vehicles the Fund could not invest directly, perhaps because of its investment minimum or its unavailability for direct investment, the Fund may enter into swap agreements under which the Fund may agree, on a net basis, to pay a return based on a floating interest rate and to receive the total return of the reference investment vehicle over a stated time period. The Fund may seek to achieve the same investment result through the use of other derivatives in similar circumstances. The U.S. federal income tax treatment of swap agreements and other derivatives used in the above manner is unclear. The Fund does not currently intend to use swaps or other derivatives in this manner.

**Lending Portfolio Securities**

An Investment Fund may lend securities from its portfolio to brokers, dealers and other financial institutions needing to borrow securities to complete certain transactions. The Investment Fund continues to be entitled to payments in amounts equal to the interest, dividends or other distributions payable on the loaned securities which affords the

Investment Fund an opportunity to earn interest on the amount of the loan and on the loaned securities' collateral. An Investment Fund generally will receive collateral consisting of cash, U.S. government securities or irrevocable letters of credit which will be maintained at all times in an amount equal to at least 100% of the current market value of the loaned securities. The Investment Fund might experience risk of loss if the institution with which it has engaged in a portfolio loan transaction breaches its agreement with the Investment Fund.

**When-Issued, Delayed Delivery and Forward Commitment Securities**

To reduce the risk of changes in securities prices and interest rates, an Investment Fund may purchase securities on a forward commitment, when-issued or delayed delivery basis, which means delivery and payment take place a number of days after the date of the commitment to purchase. The payment obligation and the interest rate receivable with respect to such purchases are fixed when the Investment Fund enters into the commitment, but the Investment Fund does not make payment until it receives delivery from the counterparty. After an Investment Fund commits to purchase such securities, but before delivery and settlement, it may sell the securities if it is deemed advisable.

Securities purchased on a forward commitment or when-issued or delayed delivery basis are subject to changes in value, generally changing in the same way, i.e., appreciating when interest rates decline and depreciating when interest rates rise, based upon the public's perception of the creditworthiness of the issuer and changes, real or anticipated, in the level of interest rates. Securities so purchased may expose an Investment Fund to risks because they may experience such fluctuations prior to their actual delivery. Purchasing securities on a when-issued or delayed delivery basis can involve the additional risk that the yield available in the market when the delivery takes place actually may be higher than that obtained in the transaction itself. Purchasing securities on a forward commitment, when-issued or delayed delivery basis when an Investment Fund is fully or almost fully invested results in a form of leverage and may result in greater potential fluctuation in the value of the net assets of an Investment Fund. In addition, there is a risk that securities purchased on a when-issued or delayed delivery basis may not be delivered and that the purchaser of securities sold by an Investment Fund on a forward basis will not honor its purchase obligation. In such cases, the Investment Fund may incur a loss.

**Leverage**

In addition to the use of leverage by the Underlying Managers in their respective trading strategies, the Investment Adviser may leverage the Fund's allocations to the Underlying Managers through (i) borrowings, (ii) swap agreements, options or other derivative instruments, (iii) employing certain Underlying Managers (many of which trade on margin and do not generally need additional capital from the Fund in order to increase the level of the positions they acquire for it) to trade notional equity in excess of the equity actually available in their accounts, or (iv) a combination of these methods. The financing entity or counterparty on any swap, option or other derivative instrument may be any entity or institution which the Investment Adviser determines to be creditworthy.

Thus the Fund, through its leveraged investments in the Investment Funds and through each Underlying Manager's use of leverage in its trading strategies, uses leverage with respect to the Shares. As a result of that leverage, a relatively small movement in the spread relationship between the securities and commodities interests the Fund indirectly owns and those which it has indirectly sold short may result in substantial losses.

Investors also should note that the leverage the Underlying Managers employ in their Investment Fund trading can result in an investment portfolio significantly greater than the assets allocated to their trading, which can greatly increase the Fund's profits or losses as compared to its net assets. The Underlying Managers' anticipated use of short-term margin borrowings results in certain additional risks to the Fund. For example, should the securities that are pledged to brokers to secure the Underlying Managers' margin Investment Funds decline in value, or should brokers from which the Underlying Managers have borrowed increase their maintenance margin requirements (*i.e.*, reduce the percentage of a position that can be financed), then the Underlying Managers could be subject to a "margin call," pursuant to which the Underlying Managers must either deposit additional funds with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a precipitous drop in the value of the assets of an Underlying Manager, the Underlying Manager might not be able to liquidate assets quickly enough to pay off the margin debt and might suffer mandatory liquidation of positions in a declining market at relatively low prices, thereby incurring substantial losses.

**Short Selling**

The Underlying Managers may engage in short selling. Short selling involves selling securities that are not owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows an investor to profit from declines in market prices to the extent such declines exceed the transaction costs and the costs of borrowing the securities. A short sale creates the risk of an unlimited loss, as the price of the underlying security could theoretically increase without limit, thus increasing the cost of buying those securities to cover the short position. There can be no assurance that the securities necessary to cover a short position will be available for purchase. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. For these reasons, short selling is considered a speculative investment practice.

Investment Funds may also effect short sales “against the box.” These transactions involve selling short securities that are owned (or that an Investment Fund has the right to obtain). When an Investment Fund enters into a short sale against the box, it will set aside securities equivalent in kind and amount to the securities sold short (or securities convertible or exchangeable into such securities) and will hold such securities while the short sale is outstanding. Investment Funds will incur transaction costs, including interest expenses, in connection with opening, maintaining and closing short sales against the box.

**OTHER POTENTIAL RISKS AND ADDITIONAL INVESTMENT INFORMATION**

**Dependence on the Investment Adviser, Sub-Adviser, and Underlying Managers**

The Fund invests its assets primarily in a number of funds managed by Underlying Managers, selected by the Sub-Adviser. The success of the Fund depends upon the ability of the Sub-Adviser to develop and implement investment strategies that achieve the investment objective of the Fund, and upon the ability of the Underlying Managers to develop and implement strategies that achieve their respective investment objectives. Shareholders will have no right or power to participate in the management or control of the Fund or the Investment Funds, and will not have an opportunity to evaluate the specific investments made by the Investment Funds or the Underlying Managers, or the terms of any such investments.

**Compensation Arrangements with the Underlying Managers**

Underlying Managers may receive compensation based on the performance of their investments. Such compensation arrangements may create an incentive to make investments that are riskier or more speculative than would be the case if such arrangements were not in effect. In addition, because performance-based compensation is calculated on a basis that includes unrealized appreciation of an Investment Fund’s assets, such performance-based compensation may be greater than if such compensation were based solely on realized gains.

**Business and Regulatory Risks**

Legal, tax and regulatory developments that may adversely affect the Fund, the Underlying Managers or the Investment Funds could occur during the term of the Fund. Securities and futures markets are subject to comprehensive statutes, regulations and margin requirements enforced by the SEC, other regulators and self-regulatory organizations and exchanges authorized to take extraordinary actions in the event of market emergencies. The regulation of derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by government and judicial actions. The regulatory environment for private funds is evolving, and changes in the regulation of private funds and their trading activities may adversely affect the ability of the Fund to pursue its investment strategy and the value of investments held by the Fund. There has been an increase in governmental, as well as self-regulatory, scrutiny of the alternative investment industry in general. It is impossible to predict what, if any, changes in regulations may occur, but any regulations which restrict the ability of the Fund to trade in securities or the ability of the Fund to employ, or brokers and other counterparties to extend, credit in its trading (as well as other regulatory changes that result) could have a material adverse impact on the Fund’s portfolio.

**Control Positions**

Investment Funds may take control positions in companies. The exercise of control over a company imposes additional risks of liability for environmental damage, product defects, failure to supervise and other types of liability related to business operations. In addition, the act of taking a control position, or seeking to take such a position, may itself subject an Investment Fund to litigation by parties interested in blocking it from taking that position. If those liabilities were to arise, or such litigation were to be resolved in a manner adverse to the Investment Funds, the Investment Funds likely would suffer losses on their investments. Additionally, should an Investment Fund obtain such a position, such entity may be required to make filings concerning its holdings with the SEC and it may become subject to other regulatory restrictions that could limit the ability of such Investment Fund to dispose of its holdings at a preferable time and in a preferable manner. Violations of these regulatory requirements could subject the Investment Fund to significant liabilities.

**Effect of Investor Withdrawals on an Underlying Manager's Ability to Influence Corporate Change**

From time to time an Investment Fund may acquire enough of a company's shares or other equity to enable its Underlying Manager, either alone or together with the members of any group with which the Underlying Manager is acting, to influence the company to take certain actions, with the intent that such actions will maximize shareholder value. If the investors of such an Investment Fund request withdrawals representing a substantial portion of the Investment Fund's assets during any period when its Underlying Manager (or members of any such group) are seeking to influence any such corporate changes, the Underlying Manager may be compelled to sell some or all of the Investment Fund's holdings of the shares or other equity issued by such company in order to fund such investor withdrawal requests. This may adversely impact, or even eliminate, the Underlying Manager's (or the group's) ability to influence such changes and, thus, to influence shareholder value, possibly resulting in losses to the Investment Fund and subsequently, the Fund.

**Reliance on Key Personnel of the Investment Adviser and Sub-Adviser**

The Fund's ability to identify and invest in attractive opportunities is dependent upon the Investment Adviser and Sub-Adviser. If one or more of the key individuals leaves the Investment Adviser or Sub-Adviser, the Investment Adviser or, as applicable, the Sub-Adviser, may not be able to hire qualified replacements, or may require an extended time to do so. This could prevent the Fund from achieving its investment objective.

**Dilution**

If an Underlying Manager limits the amount of capital that may be contributed to an Investment Fund by the Fund, additional sales of Shares of the Fund will dilute the participation of existing Shareholders in the indirect returns to the Fund from such Investment Fund.

**Indirect Investment in Investment Funds**

Any transaction by which the Fund indirectly gains exposure to an Investment Fund by the purchase of a swap or other contract is subject to special risks. The Fund's use of such instruments can result in volatility, and each type of instrument is subject to special risks. Indirect investments generally will be subject to transaction and other fees that will reduce the value of the Fund's investment in an Investment Fund. There can be no assurance that the Fund's indirect investment in an Investment Fund will have the same or similar results as a direct investment in the Investment Fund, and the Fund's value may decrease as a result of such indirect investment.

**Counterparty Insolvency**

The Fund's and the Investment Funds' assets may be held in one or more funds maintained for the Fund or the Investment Funds by counterparties, including their prime brokers. There is a risk that any of such counterparties could become insolvent. The insolvency of such counterparties is likely to impair the operational capabilities or the assets of the Investment Funds and the Fund. If one or more of the Investment Funds' counterparties were to become insolvent or the subject of liquidation proceedings in the United States (either under the Securities Investor Protection Act or the United States Bankruptcy Code), there exists the risk that the recovery of the Investment Funds' securities and other assets from such prime broker or broker-dealer will be delayed or be of a value less than the value of the securities or assets originally entrusted to such prime broker or broker-dealer.

In addition, the Investment Funds may use counterparties located in various jurisdictions outside the United States. Such local counterparties are subject to various laws and regulations in various jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to the Investment Funds' assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a counterparty, it is impossible to generalize about the effect of their insolvency on the Investment Funds and their assets and the Fund. The insolvency of any counterparty would result in a loss to the Fund, which could be material.

**Financial Failure of Intermediaries**

There is always the possibility that the institutions, including brokerage firms and banks, with which the Fund does business, or to which securities have been entrusted for custodial purposes, will encounter financial difficulties that may impair their operational capabilities or result in losses to the Fund.

**Suspensions of Trading**

Each exchange typically has the right to suspend or limit trading in all securities that it lists. Such a suspension could render it impossible for an Investment Fund to liquidate its positions and thereby expose it to losses. In addition, there is no guarantee that non-exchange markets will remain liquid enough for an Investment Fund to close out positions.

**Enforceability of Claims Against Investment Funds**

The Fund has no assurances that it will be able to: (1) effect service of process within the U.S. on foreign Investment Funds; (2) enforce judgments obtained in U.S. courts against foreign Investment Funds based upon the civil liability provisions of the U.S. federal securities laws; (3) enforce, in an appropriate foreign court, judgments of U.S. courts based upon the civil liability provisions of the U.S. federal securities laws; and (4) bring an original action in an appropriate foreign court to enforce liabilities against an Investment Fund or other person based upon the U.S. federal securities laws. It is unclear whether Shareholders would ever be able to bring claims directly against the Investment Funds, domestic or foreign, or whether all such claims must be brought by the Board on behalf of Shareholders.

**Cyber Security Risk**

The Fund and its service providers may be prone to operational and information security risks resulting from breaches in cyber security. A breach in cyber security refers to both intentional and unintentional events that may cause the Fund to lose proprietary information, suffer data corruption, or lose operational capacity. Breaches in cyber security include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information or various other forms of cyber-attacks. Cyber security breaches affecting the Fund, the Investment Adviser, financial intermediaries and other third-party service providers may adversely impact the Fund. For instance, cyber security breaches may interfere with the processing of Shareholder transactions, impact the Fund's ability to calculate its net asset value ("NAV"), cause the release of private Shareholder information or confidential business information, impede investment activities, subject the Fund to regulatory fines or financial losses and/or cause reputational damage. The Fund may also incur additional costs for cyber security risk management purposes. Similar types of cyber security risks are also present for Investment Funds and for the issuers of securities in which the Fund or an Investment Fund may invest, which could result in material adverse consequences for the Investment Funds or such issuers and may cause the Fund to lose value.

**Payment in Kind for Repurchased Shares**

The Fund does not expect to distribute securities as payment for repurchased Shares except in unusual circumstances, such as in the unlikely event that making a cash payment would result in a material adverse effect on the Fund or on Shareholders not requesting that their Shares be repurchased. In the event that the Fund makes such a distribution of securities as payment for Shares, Shareholders will bear any risks of the distributed securities and may be required to pay a brokerage commission or other costs to dispose of such securities.

## BOARD OF TRUSTEES AND OFFICERS

The business operations of the Fund are managed and supervised under the direction of the Board, subject to the laws of the State of Delaware and the Fund's Agreement and Declaration of Trust. The Board has overall responsibility for the management and supervision of the business affairs of the Fund on behalf of its Shareholders, including the authority to establish policies regarding the management, conduct and operation of its business. The Board exercises the same powers, authority and responsibilities on behalf of the Fund as are customarily exercised by the board of directors of a registered investment company organized as a corporation. The officers of the Fund conduct and supervise the daily business operations of the Fund.

The members of the Board (each, a "Trustee") are not required to contribute to the capital of the Fund or to hold Shares. A majority of Trustees of the Board are not "interested persons" (as defined in the Investment Company Act) of the Fund (collectively, the "Independent Trustees"). Any Trustee who is not an Independent Trustee is an interested trustee ("Interested Trustee").

The identity of Trustees of the Board and officers of the Fund, and their brief biographical information, including their addresses, their year of birth and descriptions of their principal occupations during the past five years is set forth below.

The Trustees serve on the Board for terms of indefinite duration. A Trustee's position in that capacity will terminate if the Trustee is removed or resigns or, among other events, upon the Trustee's death, incapacity, retirement or bankruptcy. A Trustee may resign upon written notice to the other Trustees of the Fund, and may be removed either by (i) the vote of at least two-thirds of the Trustees of the Fund not subject to the removal vote or (ii) the vote of Shareholders of the Fund holding not less than two-thirds of the total number of votes eligible to be cast by all Shareholders of the Fund. In the event of any vacancy in the position of a Trustee, the remaining Trustees of the Fund may appoint an individual to serve as a Trustee so long as immediately after the appointment at least two-thirds of the Trustees of the Fund then serving have been elected by the Shareholders of the Fund. The Board may call a meeting of the Fund's Shareholders to fill any vacancy in the position of a Trustee of the Fund, and must do so if the Trustees who were elected by the Shareholders of the Fund cease to constitute a majority of the Trustees then serving on the Board.

### INDEPENDENT TRUSTEES

| Name, Address and Year of Birth | Position(s) Held with the Fund | Length of Time Served | Principal Occupation(s) During Past 5 Years | Number of Portfolios in Fund Complex* Overseen | Other Directorships Held by Trustees |
|---|---|---|---|---|---|
| David G. Lee<br>Year of Birth: 1952<br>c/o UMB Fund Services, Inc.<br>235 W. Galena St.<br>Milwaukee, WI 53212 | Chairman and Trustee | Since Inception | Retired (since 2012); President and Director, Client Opinions, Inc. (2003 – 2012); Chief Operating Officer, Brandywine Global Investment Management (1998 – 2002). | 17 | None |
| Robert Seyferth<br>Year of Birth: 1952<br>c/o UMB Fund Services, Inc.<br>235 W. Galena St.<br>Milwaukee, WI 53212 | Trustee | Since Inception | Retired (since 2009); Chief Procurement Officer/Senior Managing Director, Bear Stearns/JP Morgan Chase (1993 – 2009). | 17 | None |
| Gary E. Shugrue<br>Year of Birth: 1954<br>c/o UMB Fund Services, Inc.<br>235 W. Galena St.<br>Milwaukee, WI 53212 | Trustee | Since Inception | Managing Director, Veritable LP (investment advisory firm) (2016 – Present); Founder/President, Ascendant Capital Partners, LP (private equity firm) (2001 – 2015). | 16 | Trustee, Quaker Investment Trust (2 portfolios) (registered investment company). |

* The fund complex consists of the Fund and AFA Private Credit Fund, Agility Multi-Asset Income Fund, Aspiriant Risk-Managed Capital Appreciation Fund, Aspiriant Risk-Managed Real Assets Fund, First Trust Alternative Opportunities Fund, First Trust Private Assets Fund, First Trust Private Credit Fund, First Trust Real Assets Fund, First Trust Hedged Strategies Fund, Infinity Core Alternative Fund, Keystone Private Income Fund, Variant Alternative Income Fund, Variant Impact Fund, Destiny Alternative Fund LLC, Destiny Alternative Fund (TEI) LLC, and Pender Real Estate Credit Fund.

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**INTERESTED TRUSTEE AND OFFICERS**

| Name, Address and Year of Birth | Position(s) Held with the Fund | Length of Time Served | Principal Occupation(s) During Past 5 Years | Number of Portfolios in Fund Complex* Overseen | Other Directorships Held by Trustees |
|---|---|---|---|---|---|
| Terrance P. Gallagher** Year of Birth: 1958 c/o UMB Fund Services, Inc. 235 W. Galena St. Milwaukee, WI 53212 | Trustee | Since Inception | Executive Vice President and Director of Fund Accounting, Administration and Tax, UMB Fund Services, Inc. (2007 – present); President, Investment Managers Series Trust II (registered investment company) (2013 – Present); Treasurer, American Independence Funds Trust (registered investment company) (2016 – 2018); Treasurer, Commonwealth International Series Trust (registered investment company) (2010 – 2015). | 17 | Trustee, Investment Managers Series Trust II (19 portfolios) (registered investment company). |
| Brian Smith Year of Birth: 1967 c/o UMB Fund Services, Inc. 235 W. Galena St. Milwaukee, WI 53212 | President | Since Inception | Chief Executive Officer, Skypoint Capital Partners, LLC (October 2019 – Present; Chief Operating Officer, Angel Oak Capital Advisors (2014 – 2018) | N/A | N/A |
| Richard Finch Year of Birth: 1974 c/o UMB Fund Services, Inc. 235 W. Galena St. Milwaukee, WI 53212 | Treasurer | Since Inception | President, Green Square Wealth Management (2009 – Present) | N/A | Director, Principal Street Partners |
| Brian Dillon Year of Birth: 1963 c/o UMB Fund Services, Inc. 235W. Galena St. Milwaukee, WI 53212 | Chief Compliance Officer | Since Inception | Director, Vigilant Compliance, LLC (September 2022 – Present); Chief Compliance Officer, ORIX Advisers, LLC (2020 – 2022); Chief Compliance Officer, Mariner Investment Group (2019 – 2020); Chief Risk & Compliance Officer, BrightSphere Investment Group (2005 – 2019) | N/A | N/A |
| Ann Maurer Year of Birth: 1972 c/o UMB Fund Services, Inc. 235 W. Galena St. Milwaukee, WI 53212 | Secretary | Since Inception | Senior Vice President, Client Services (2017 – Present); Vice President, Senior Client Service Manager (2013 – 2017); Assistant Vice President, Client Relations Manager (2002 – 2013), each with UMB Fund Services, Inc. | N/A | N/A |

* The fund complex consists of the Fund and AFA Private Credit Fund, Agility Multi-Asset Income Fund, Aspiriant Risk-Managed Capital Appreciation Fund, Aspiriant Risk-Managed Real Assets Fund, First Trust Alternative Opportunities Fund, First Trust Private Assets Fund, First Trust Private Credit Fund, First Trust Real Assets Fund, First Trust Hedged Strategies Fund, Infinity Core Alternative Fund, Keystone Private Income Fund, Variant Alternative Income Fund, Variant Impact Fund, Destiny Alternative Fund LLC, Destiny Alternative Fund (TEI) LLC, and Pender Real Estate Credit Fund.

The Board believes that each of the Trustees' experience, qualifications, attributes and skills on an individual basis and in combination with those of the other Trustees lead to the conclusion that each Trustee should serve in such capacity. Among the attributes common to all Trustees is the ability to review critically, evaluate, question and discuss information provided to them, to interact effectively with the other Trustees, the Investment Adviser, the Sub-Adviser, the Fund's other service providers, counsel and the independent registered public accounting firm, and to exercise effective business judgment in the performance of their duties as Trustees. A Trustee's ability to perform his or her duties effectively may have been attained through the Trustee's business, consulting, and public service; experience as a board member of non- profit entities or other organizations; education or professional training; and/or other life experiences. In addition to these shared characteristics, set forth below is a brief discussion of the specific experience, qualifications, attributes or skills of each Trustee.

Specific details regarding each Trustee's principal occupations during the past five years are included in the table above.

**Leadership Structure and Oversight Responsibilities**

Overall responsibility for oversight of the Fund rests with the Board. The Fund has engaged the Investment Adviser and Sub-Adviser to manage the Fund on a day-to-day basis. The Board is responsible for overseeing the Investment Adviser, Sub-Adviser, and other service providers in the operations of the Fund in accordance with the provisions of the Investment Company Act, applicable provisions of state and other laws and the Fund's Agreement and Declaration of Trust. The Board is currently composed of four members, three of whom are Independent Trustees. The Board will meet in-person at regularly scheduled meetings four times each year. In addition, the Board may hold special in-person or telephonic meetings or informal conference calls to discuss specific matters that may arise or require action between regular meetings. The Independent Trustees have also engaged independent legal counsel to assist them in performing their oversight responsibility. The Independent Trustees will meet with their independent legal counsel in person prior to and during each quarterly in-person board meeting. As described below, the Board has established an Audit Committee and a Nominating Committee, and may establish ad hoc committees or working groups from time to time to assist the Board in fulfilling its oversight responsibilities.

The Board has appointed David Lee, an Independent Trustee, to serve in the role of Chairman. The Chairman's role is to preside at all meetings of the Board and to act as liaison with the Investment Adviser, Sub-Adviser, other service providers, counsel and other Trustees generally between meetings. The Chairman serves as a key point person for dealings between management and the Trustees. The Chairman may also perform such other functions as may be delegated by the Board from time to time. The Board has determined that the Board's leadership structure is appropriate because it allows the Board to exercise informed and independent judgment over matters under its purview and it allocates areas of responsibility among committees of Trustees and the full Board in a manner that enhances effective oversight.

The Fund is subject to a number of risks, including investment, compliance, operational and valuation risks, among others. Risk oversight forms part of the Board's general oversight of the Fund and is addressed as part of various Board and committee activities. Day-to-day risk management functions are subsumed within the responsibilities of the Investment Adviser, Sub-Adviser, and other service providers (depending on the nature of the risk), which carry out the Fund's investment management and business affairs. The Investment Adviser, Sub-Adviser, and other service providers employ a variety of processes, procedures and controls to identify various events or circumstances that give rise to risks, to lessen the probability of their occurrence and/or to mitigate the effects of such events or circumstances if they do occur. Each of the Investment Adviser, Sub-adviser, and other service providers has its own independent interests in risk management, and their policies and methods of risk management will depend on their functions and business models. The Board recognizes that it is not possible to identify all of the risks that may affect the Fund or to develop processes and controls to eliminate or mitigate their occurrence or effects. The Board requires senior officers of the Fund, including the President, Treasurer and Chief Compliance Officer ("CCO"), the Investment Adviser, and Sub-Adviser to report to the full Board on a variety of matters at regular and special meetings of the Board, including matters relating to risk management. The Board and the Audit Committee also receive regular reports from the Fund's independent registered public accounting firm on internal control and financial reporting matters. The Board also receives reports from certain of the Fund's other primary service providers on a periodic or regular basis, including the Fund's custodian, distributor and administrator. The Board may, at any time and in its discretion, change the manner in which it conducts risk oversight.

**Committees of the Board of Trustees**

*Audit Committee*

The Board has formed an Audit Committee that is responsible for overseeing the Fund's accounting and financial reporting policies and practices, its internal controls, and, as appropriate, the internal controls of certain service providers; overseeing the quality and objectivity of the Fund's financial statements and the independent audit of those financial statements; and acting as a liaison between the Fund's independent auditors and the full Board. In performing its responsibilities, the Audit Committee will select and recommend annually to the entire Board a firm of independent certified public accountants to audit the books and records of the Fund for the ensuing year, and will review with the firm the scope and results of each audit. The Audit Committee currently consists of each of the Fund's Independent Trustees. As the Fund is recently organized, the Audit Committee did not hold any meetings during the last fiscal year.

*Nominating Committee*

The Board has formed a Nominating Committee that is responsible for selecting and nominating persons to serve as Trustees of the Fund. The Nominating Committee is responsible for both nominating candidates to be appointed by the Board to fill vacancies and for nominating candidates to be presented to Shareholders for election. In performing its responsibilities, the Nominating Committee will consider candidates recommended by management of the Fund and by Shareholders and evaluate them both in a similar manner, as long as the recommendation submitted by a Shareholder includes at a minimum: the name, address and telephone number of the recommending Shareholder and information concerning the Shareholder's interests in the Fund in sufficient detail to establish that the Shareholder held Shares on the relevant record date; and the name, address and telephone number of the recommended nominee and information concerning the recommended nominee's education, professional experience, and other information that might assist the Nominating Committee in evaluating the recommended nominee's qualifications to serve as a trustee. The Nominating Committee may solicit candidates to serve as trustees from any source it deems appropriate. With the Board's prior approval, the Nominating Committee may employ and compensate counsel, consultants or advisers to assist it in discharging its responsibilities. The Nominating Committee currently consists of each of the Fund's Independent Trustees. As the Fund is recently organized, the Nominating Committee did not hold any meetings during the last fiscal year.

**Trustee and Officer Ownership of Securities**

As of the date of the SAI, none of the Trustees owns Shares of the Fund.

As of the date of this SAI, the Trustees and officers of the Fund as a group owned less than one percent of the outstanding Shares of the Fund.

**Independent Trustee Ownership of Securities**

As of June 30, 2023, none of the Independent Trustees (or their immediate family members) owned beneficially or of record securities of the Investment Adviser or the Distributor, or of an entity (other than a registered investment company) controlling, controlled by or under common control with the Investment Adviser or the Distributor.

**Trustee Compensation**

In consideration of the services rendered by the Independent Trustees, the Fund will pay each Independent Trustee a retainer of $10,000 per fiscal year. Trustees who are interested persons will be compensated by the Fund's administrator and/or its affiliates and will not be separately compensated by the Fund.

**CODES OF ETHICS**

The Fund, Investment Adviser, Sub-Adviser and Distributor have each adopted a code of ethics pursuant to Rule 17j-1 of the Investment Company Act, which is designed to prevent affiliated persons of the Fund, Investment Adviser, Sub-Adviser and Distributor from engaging in deceptive, manipulative, or fraudulent activities in connection with securities held or to be acquired by the Fund. The codes of ethics permit persons subject to them to invest in securities, including securities that may be held or purchased by the Fund, subject to a number of restrictions and controls. Compliance with the codes of ethics is carefully monitored and enforced.

The codes of ethics of the Investment Adviser and Sub-Adviser are included as exhibits to the Fund's registration statement filed with the SEC and are available on the EDGAR database on the SEC's website at *https://www.sec.gov*, and may also be obtained after paying a duplicating fee, by electronic request at the following E-mail address: publicinfo@sec.gov.

## INVESTMENT MANAGEMENT AND OTHER SERVICES

### The Investment Adviser

Skypoint Capital Advisors, LLC serves as the investment adviser to the Fund and is responsible for determining and implementing the Fund's overall investment strategy and for the day-to-day management of the Fund's portfolio, including selection and oversight of the Sub-Adviser and the Fund's other service providers, managing the Fund's business affairs and providing certain clerical, bookkeeping and other administrative services. The Investment Adviser is a Delaware limited liability company. The Investment Adviser is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended. Subject to the general supervision of the Board, and in accordance with the investment objective, policies, and restrictions of the Fund, the Investment Adviser is responsible for the management and operation of the Fund and the investment of the Fund's assets. The Investment Adviser provides such services to the Fund pursuant to the Investment Management Agreement (the "Investment Management Agreement").

The Investment Management Agreement became effective as of June 20, 2023 and will continue in effect for an initial two-year term. Thereafter, the Investment Management Agreement will continue in effect from year to year provided such continuance is specifically approved at least annually by (i) the vote of a majority of the outstanding voting securities of the Fund or a majority of the Board, and (ii) the vote of a majority of the Independent Trustees of the Fund, cast in person at a meeting called for the purpose of voting on such approval. A discussion regarding the basis for the Board's approval of the Investment Management Agreement will be available in the Fund's first annual or semi-annual report to Shareholders.

Pursuant the Investment Management Agreement, and in consideration of the advisory and other services provided by the Investment Adviser to the Fund, the Investment Adviser is entitled to a fee from the Fund (the "Investment Management Fee").

### Investment Management Fee

Pursuant to the Investment Management Agreement, the Fund pays the Investment Adviser a quarterly Investment Management Fee equal to 1.50% on an annualized basis of the Fund's NAV as of each quarter-end, subject to certain adjustments. The Investment Management Fee will be paid to the Investment Adviser before giving effect to any repurchase of Shares in the Fund effective as of that date and will decrease the net profits or increase the net losses of the Fund that are credited to its Shareholders. NAV means the total value of all assets of the Fund, less an amount equal to all accrued debts, liabilities and obligations of the Fund; provided that for purposes of determining the Investment Management Fee payable to the Investment Adviser for any quarter, NAV will be calculated prior to any reduction for any fees and expenses of the Fund for that quarter, including, without limitation, the Investment Management Fee payable to the Investment Adviser for that quarter.

### The Investment Sub-Adviser

Felicitas Global Partners, LLC (the "Sub-Adviser") serves as the investment sub-adviser to the Fund and is also responsible for determining and implementing the Fund's overall investment strategy, including investment selection, initial and on-going due diligence of underlying managers, and asset allocation, and providing certain clerical, bookkeeping and other administrative services. The Sub-Adviser is a Delaware limited liability company. The Sub-Adviser is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended. Subject to the general supervision of the Board, and in accordance with the investment objective, policies, and restrictions of the Fund, the Sub-Adviser is responsible for the management and operation of the Fund and the investment of the Fund's assets. The Sub-Adviser provides such services to the Fund pursuant to the Investment Sub-Advisory Agreement (the "Investment Sub-Advisory Agreement").

The Investment Sub-Advisory Agreement became effective as of July 1, 2023 and will continue in effect for an initial two-year term. Thereafter, the Investment Sub-Advisory Agreement will continue in effect from year to year provided such continuance is specifically approved at least annually by (i) the vote of a majority of the outstanding voting securities of the Fund or a majority of the Board, or (ii) the vote of a majority of the Independent Trustees of the Fund, cast in person at a meeting called for the purpose of voting on such approval. A discussion regarding the basis for the Board's approval of the Investment Sub-Advisory Agreement will be available in the Fund's first annual or semi-annual report to Shareholders.

**Investment Sub-Advisory Fee**

Pursuant to the Investment Sub-Advisory Agreement, the Investment Adviser pays the Sub-Adviser a quarterly Investment Sub-Advisory Fee equal to 83.33% of the first $750,000.00 of Net Management Fee received by the Investment Adviser and then 66.67% of any Net Management Fee above $750,000.00. The "Net Management Fee" means the gross management fee (as defined by the Investment Management Agreement) paid by the Fund to the Investment Adviser for the period being measured, minus the amount of any fee waiver or expense reimbursement paid by or due from the Investment Adviser to the Fund or any service provider to the Fund (including without limitation shareholder service fees and platform fees and expenses paid by the Fund or the Investment Adviser) under an expense limitation agreement, expense cap arrangement, or other similar agreement.

**Expense Limitation and Reimbursement Agreement**

The Investment Adviser has entered into an expense limitation and reimbursement agreement (the "Expense Limitation and Reimbursement Agreement") with the Fund, whereby the Investment Adviser has agreed to waive fees that it would otherwise have been paid, and/or to assume expenses of the Fund (a "Waiver"), if required to ensure the Total Annual Expenses (excluding any taxes, leverage interest, brokerage commissions, dividend and interest expenses on short sales, Incentive Fees, acquired fund fees and expenses (as determined in accordance with SEC Form N-2), expenses incurred in connection with any merger or reorganization, any shareholder servicing fees paid under the Fund's Shareholder Service Plan and extraordinary expenses, such as litigation expenses) do not exceed 2.25% of the average daily net assets of the Fund (the "Expense Limit") through July 1, 2024. Because taxes, leverage interest, brokerage commissions, dividend and interest expenses on short sales, Incentive Fees, acquired fund fees and expenses, expenses incurred in connection with any merger or reorganization, any shareholder servicing fees paid under the Fund's Shareholder Service Plan and extraordinary expenses are excluded from the Expense Limit, Total Annual Expenses (after fee waivers and expense reimbursements) are expected to exceed 2.25%. The Expense Limitation and Reimbursement may not be terminated before July 1, 2024 and thereafter may be terminated by the Fund or the Investment Adviser upon 30 days' written notice. Unless it is terminated, the Expense Limitation and Reimbursement Agreement will automatically renew for consecutive one-year terms. For a period not to exceed three years from the date on which a Waiver is made, the Investment Adviser may recoup amounts waived or assumed, provided it is able to effect such recoupment and remain in compliance with the Expense Limit in effect at the time of the Waiver and the Expense Limit at the time of the repayment.

**The Portfolio Managers**

The personnel of the Sub-Adviser who will have primary responsibility for the day-to-day management of the Fund's portfolio (the "Portfolio Manager") is Bonar Chhay.

***Other Accounts Managed by the Portfolio Manager***(1)

| | Type of Accounts | Total # of Accounts Managed | Total Assets | # of Accounts Managed that Advisory Fee Based on Performance | Total Assets that Advisory Fee Based on Performance |
|---|---|---|---|---|---|
| Bonar Chhay | Registered Investment Companies: | 0 | $ 0 | 0 | $ 0 |
| | Other Pooled Investment Vehicles: | 0 | $ 791,491,483 | 8 | $ 409,832,191 |
| | Other Accounts: | 0 | $ 0 | 0 | $ 0 |

(1) As of May 31, 2023.

**Conflicts of Interest**

The Investment Adviser, Sub-Adviser and Portfolio Manager may manage multiple funds and/or other accounts, and as a result may be presented with one or more of the following actual or potential conflicts:

The management of multiple funds and/or other accounts may result in the Investment Adviser, Sub-Adviser or a Portfolio Manager devoting unequal time and attention to the management of each fund and/or other account. The Investment Adviser and Sub-Adviser seek to manage such competing interests for the time and attention of a Portfolio Manager by having the Portfolio Manager focus on a particular investment discipline. Most other accounts managed by a Portfolio Manager are managed using the same investment models that are used in connection with the management of the Fund.

If the Investment Adviser, Sub-Adviser or a Portfolio Manager identifies a limited investment opportunity which may be suitable for more than one fund or other account, a fund may not be able to take full advantage of that opportunity due to an allocation of filled purchase or sale orders across all eligible funds and other accounts. To deal with these situations, the Investment Adviser has adopted procedures for allocating portfolio transactions across multiple accounts.

Each of the Investment Adviser and Sub-Adviser has adopted certain compliance procedures which are designed to address these types of conflicts. However, there is no guarantee that such procedures will detect each and every situation in which a conflict arises.

**Compensation of the Portfolio Manager**

Mr. Chhay receives a base salary and bonus, neither of which is directly tied to the performance of the Fund, and is eligible to avail himself of the life insurance, medical and dental benefits offered to all employees of the Sub-Adviser and to participate in the Sub-Adviser’s 401(k) plan. Any salary and/or bonus received by the portfolio manager is tied to the overall performance of the Sub-Adviser’s overall business.

**Portfolio Manager’s Ownership of Shares**

| Name of Portfolio Manager: | Dollar Range of Shares Beneficially Owned by Portfolio Manager[1]: |
|---|---|
| Bonar Chhay | None |

(1) As of the date of this SAI.

## BROKERAGE

It is the policy of the Fund to obtain the best results in connection with effecting its portfolio transactions taking into account factors such as price, size of order, difficulty of execution and operational facilities of a brokerage firm and the firm's risk in positioning a block of securities. In most instances, the Fund will purchase interests in an Investment Fund directly from the Investment Fund, and such purchases by the Fund may be, but are generally not, subject to transaction expenses. Nevertheless, the Fund anticipates that some of its portfolio transactions (including investments in Investment Funds) may be subject to expenses. The Investment Funds incur transaction expenses in the management of their portfolios, which will decrease the value of the Fund's investment in the Investment Funds. Each Investment Fund is responsible for placing orders for the execution of its portfolio transactions and for the allocation of its brokerage. The Investment Adviser and Sub-Adviser will have no direct or indirect control over the brokerage or portfolio trading policies employed by the Underlying Managers.

## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM; LEGAL COUNSEL

Cohen & Company, Ltd., 151 North Franklin St., Suite 575, Chicago, IL 60606, has been selected as the independent registered public accountant for the Fund and in such capacity will audit the Fund's annual financial statements and financial highlights.

Faegre Drinker Biddle & Reath LLP, One Logan Square, Suite 2000, Philadelphia, PA 19103-6996, serves as counsel to the Fund and the Independent Trustees.

## ADMINISTRATOR

The Fund has contracted with UMB Fund Services, Inc. (the "Administrator") to provide it with certain administrative and accounting services.

## CUSTODIAN

UMB Bank, n.a. (the "Custodian"), serves as the primary custodian of the assets of the Fund, and may maintain custody of such assets with U.S. and non-U.S. subcustodians (which may be banks, trust companies, securities depositories and clearing agencies) in accordance with the requirements of Section 17(f) of the Investment Company Act. Assets of the Fund are not held by the Investment Adviser, Sub-Adviser, or commingled with the assets of other accounts other than to the extent that securities are held in the name of the Custodian or U.S. or non-U.S. subcustodians in a securities depository, clearing agency or omnibus customer account of such custodian. The Custodian's principal business address is 1010 Grand Blvd., Kansas City, MO 64106. The Custodian is an affiliate of UMB Fund Services, Inc., which serves as the Fund's administrator.

## DISTRIBUTOR

UMB Distribution Services, LLC is the distributor of Shares and is located at 235 W. Galena St., Milwaukee, Wisconsin 53212. The Distributor is a registered broker-dealer and is a member of the Financial Industry Regulatory Authority, Inc. Pursuant to the Distribution Agreement, the Distributor acts as the agent of the Fund in connection with the continuous offering of Shares of the Fund. The Distributor continually distributes Shares of the Fund on a commercially reasonable efforts basis. The Investment Adviser pays the Distributor out of its own resources a fee for certain distribution-related services. The Distributor has no obligation to sell any specific quantity of Shares. The Distributor and its officers have no role in determining the investment policies of the Fund.

## ADDITIONAL PAYMENT TO FINANCIAL INTERMEDIARIES

The Investment Adviser, Sub-Adviser or its affiliates may from time to time make payments, out of their own resources, to certain financial intermediaries that sell shares of the Fund to promote the sales and retention of Fund shares by those firms and their customers. The amounts of these payments vary by intermediary. The level of payments that the Investment Adviser, Sub-Adviser or an affiliate is willing to provide to a particular intermediary may be affected by, among other factors, (i) the firm's total assets or Fund shares held in and recent net investments into the Fund, (ii) the value of the assets invested in the Fund by the intermediary's customers, (iii) redemption rates, (iv) its ability to attract and retain assets, (v) the intermediary's reputation in the industry, (vi) the level and/or type of marketing assistance and educational activities provided by the intermediary, (vii) the firm's level of participation in the Fund's sales and marketing programs, (viii) the firm's compensation program for its registered representatives who sell Fund shares and provide services to Fund shareholders, and (ix) the asset class of the Fund for which these payments are provided. Such payments are generally asset-based but also may include the payment of a lump sum.

The Investment Adviser, Sub-Adviser and/or its affiliates may also make payments to certain intermediaries for certain administrative services and shareholder processing services, including record keeping and sub-accounting of shareholder accounts pursuant to a sub-transfer agency, omnibus account service or sub-accounting agreement. All fees payable by the Investment Adviser, Sub-Adviser or an affiliate under this category of services may be charged back to the Fund, subject to approval by the Board.

The Investment Adviser, Sub-Adviser and/or its affiliates may make payments, out of its own assets, to those firms as compensation and/or reimbursement for marketing support and/or program servicing to selected intermediaries that are registered as holders or dealers of record for accounts invested in the Fund or that make Fund shares available through certain selected Fund no-transaction fee institutional platforms and fee-based wrap programs at certain financial intermediaries. Program servicing payments typically apply to employee benefit plans, such as retirement plans, or fee-based advisory programs but may apply to retail sales and assets in certain situations. The payments are based on such factors as the type and nature of services or support furnished by the intermediary and are generally asset-based. Services for which an intermediary receives marketing support payments may include, but are not limited to, business planning assistance, advertising, educating the intermediary's personnel about the Fund in connection with shareholder financial planning needs, placement on the intermediary's preferred or recommended fund list, and access to sales meetings, sales representatives and management representatives of the intermediary. In addition, intermediaries may be compensated for enabling representatives of the Investment Adviser, Sub-Adviser and/or its affiliates to participate in and/or present at conferences or seminars, sales or training programs for invited registered representatives and other employees, client and investor events and other events sponsored by the intermediary. Services for which an intermediary receives program servicing payments typically include, but are not limited to, record keeping, reporting or transaction processing and shareholder communications and other account administration services, but may also include services rendered in connection with investment selection and monitoring, employee enrollment and education, plan balance rollover or separation, or other similar services. An intermediary may perform program services itself or may arrange with a third party to perform program services. These payments, if any, are in addition to the service fee and any applicable omnibus sub-accounting fees paid to these firms with respect to these services by the Fund out of Fund assets.

From time to time, the Investment Adviser, Sub-Adviser and/or its affiliates, at its expense, may provide other compensation to intermediaries that sell or arrange for the sale of shares of the Fund, which may be in addition to marketing support and program servicing payments described above. For example, the Investment Adviser, Sub-Adviser and/or its affiliates may: (i) compensate intermediaries for National Securities Clearing Corporation networking system services (e.g., shareholder communication, account statements, trade confirmations and tax reporting) on an asset-based or per-account basis; (ii) compensate intermediaries for providing Fund shareholder trading information; (iii) make one-time or periodic payments to reimburse selected intermediaries for items such as ticket charges (i.e., fees that an intermediary charges its representatives for effecting transactions in Fund shares) or exchange order, operational charges (e.g., fees that an intermediary charges for establishing the Fund on its trading system), and literature printing and/or distribution costs; (iv) at the direction of a retirement plan's sponsor, reimburse or pay direct expenses of an employee benefit plan that would otherwise be payable by the plan; and (v) provide payments to broker-dealers to help defray their technology or infrastructure costs.

When not provided for in a marketing support or program servicing agreement, the Investment Adviser, Sub-Adviser and/or its affiliates may also pay intermediaries for enabling the Investment Adviser, Sub-Adviser and/or its affiliates to participate in and/or present at conferences or seminars, sales or training programs for invited registered representatives and other intermediary employees, client and investor events and other intermediary-sponsored events, and for travel expenses, including lodging incurred by registered representatives and other employees in connection with prospecting, asset retention and due diligence trips. These payments may vary depending upon the nature of the event. The Investment Adviser, Sub-Adviser and/or its affiliates make payments for such events as it deems appropriate, subject to its internal guidelines and applicable law.

The Investment Adviser, Sub-Adviser and/or its affiliates occasionally sponsor due diligence meetings for registered representatives during which they receive updates on the Fund and are afforded the opportunity to speak with portfolio managers. Although invitations to these meetings are not conditioned on selling a specific number of shares, those who have shown an interest in the Fund are more likely to be considered. To the extent permitted by their firm’s policies and procedures, all or a portion of registered representatives’ expenses in attending these meetings may be covered by the Investment Adviser, Sub-Adviser and/or its affiliates.

The amounts of payments referenced above made by the Investment Adviser, Sub-Adviser and/or its affiliates could be significant and may create an incentive for an intermediary or its representatives to recommend or offer shares of the Fund to its customers. The intermediary may elevate the prominence or profile of the Fund within the intermediary’s organization by, for example, placing the Fund on a list of preferred or recommended funds and/or granting the Investment Adviser, Sub-Adviser and/or its affiliates preferential or enhanced opportunities to promote the Fund in various ways within the intermediary’s organization. These payments are made pursuant to negotiated agreements with intermediaries. The payments do not change the price paid by investors for the purchase of a share or the amount the Fund will receive as proceeds from such sales. Furthermore, many of these payments are not reflected in the fees and expenses listed in the fee table section of the Fund’s Prospectus because they are not paid by the Fund. The types of payments described herein are not mutually exclusive, and a single intermediary may receive some or all types of payments as described.

Other compensation may be offered to the extent not prohibited by state laws or any self-regulatory agency, such as FINRA. Investors can ask their intermediaries for information about any payments they receive from the Investment Adviser, Sub-Adviser and/or its affiliates and the services it provides for those payments. Investors may wish to take intermediary payment arrangements into account when considering and evaluating any recommendations relating to Fund shares.

## PROXY VOTING POLICIES AND PROCEDURES

The Board has delegated responsibility for decisions regarding proxy voting for securities held by the Fund to the Sub-Adviser. The Sub-Adviser will vote such proxies in accordance with its proxy voting policies and procedures. Copies of the Sub- Adviser's proxy policies and procedures are included as Appendix A to this SAI. The Board will periodically review the Fund's proxy voting record.

The Fund is required to file Form N-PX, with its complete proxy voting record for the twelve months ended June 30, no later than August 31 of each year. The Fund's Form N-PX filing, once available, will be available: (i) without charge, upon request, by calling the Fund at 1-(888) 884-8810 or (ii) by visiting the SEC's website at *www.sec.gov*.

## CONTROL PERSONS AND PRINCIPAL SHAREHOLDERS

As of November 1, 2023 the following persons had a greater than 5% interest in the Fund.

| **Name and Address:** | **Percentage Ownership** |
|---|---|
| NFS LLC FBO Shareholder | 5.13% |
| NFS LLC FBO Shareholder | 6.41% |
| NFS LLC FBO Shareholder | 7.69% |
| NFS LLC FBO Shareholder | 5.13% |

## FINANCIAL STATEMENTS

Appendix C to this SAI provides financial information regarding the Felicitas Equity Fund, LP (the "Predecessor Fund") and the Fund.

## SUPPLEMENTAL FINANCIAL INFORMATION

A table showing the fees and expenses of the Fund after giving effect to the proposed reorganization of the Predecessor Fund into the Fund is included in the Prospectus. The reorganization will not result in a material change to the Predecessor Fund's investment portfolio due to the investment restrictions of the Fund. As a result, a schedule of investments of the Predecessor Fund modified to show the effects of such change is not required and is not included. There are no material differences in the accounting policies of the Predecessor Fund as compared to those of the Fund.

APPENDIX A — PROXY VOTING POLICIES AND PROCEDURES

# Felicitas Global Partners, LLC

# Proxy Voting Policy

## June 28, 2023

**65 North Raymond Avenue, Suite 315, Pasadena, CA 91103 | Telephone: 310.461.8990**

**A. Proxy Voting**

**1. General**

The Company's provisions related to proxy voting will be characteristic of each Client's respective agreements.

For the Company's Clients that are pooled investment vehicles and separately managed accounts, the Company neither asks for, nor accepts voting authority for client securities. Fund and SMA Clients will receive proxies directly from the issuer of the security of the custodian. Fund and SMA Clients should direct all proxy questions to the issuer of the security. If the Company decides to accept proxy voting authority in the future for these Client Types, it will amend its proxy voting policy accordingly.

As outlined in the sub-advisory agreement, the Company in its capacity as a Sub-Adviser to a Registered Fund shall be responsible for: (i) directing how the Registered Fund should vote proxies solicited by issuers of securities and other investments beneficially owned by the Registered Fund, and (ii) making any elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the securities and other investments held by the Registered Fund.

In the event that the Adviser were to participate in proxy voting with respect to the closed-end investment company ("Registered Closed-End Fund"), the Adviser has adopted the following Proxy Voting Policies.

The Company is responsible for voting proxies for all portfolio securities of a Registered Closed- End Fund and keeping certain records relating to how the proxies were voted as required by the Advisers Act and Proxy Rule under the 1940 Act. The Registered Closed-End Funds' administrator will prepare and file, based on such record, Form N-PX on an annual basis with the SEC no later than August 31 of each year.

As a fiduciary, an investment adviser with proxy voting authority has a duty to monitor corporate events and to vote proxies, as well as a duty to cast votes in the best interest of clients and not subrogate client interests to its own interests. Rule 206(4)-6 under the Advisers Act (the "*Proxy Voting Rule*") places specific requirements on registered investment advisers with proxy voting authority. To meet the obligations under this rule, the Company has adopted and implemented policies and procedures ("*Proxy Voting Policy*") reasonably designed to ensure the Company votes proxies in the best interest of its Clients and address how it will resolve any conflict of interest that may arise when voting proxies. Additionally, the Company will: (i) maintain certain records required to be maintained by the Proxy Voting Rule relating to all voted proxies; (ii) disclose its proxy voting policies and procedures to Clients and upon request providing Clients with a copy of it; and (iii) inform Clients as to how they can obtain information from the Company as to how their securities were voted.

The Company shall vote proxies solicited by or with respect to the issuers of securities in which assets of a Client portfolio are invested, unless: (i) the Client is subject to ERISA and the Advisory Contract between the Company and the Client expressly precludes the voting of proxies by the Company; (ii) the Client is not subject to ERISA and the Client otherwise instructs the Company; or (iii) the Company has responsibility for proxy voting and, in the Company's judgment, the cost or disadvantages of voting the proxy would exceed the anticipated benefit to the Client. If the Client does not grant direct voting authority to the Company, Clients will not receive information about their proxies from the Company. Instead, Clients will be instructed to receive proxies from their custodian, transfer agent or other third-party service providers such as their proxy service provider.

**2. Primary Consideration in Voting**

When the Company votes a Client's proxy with respect to a specific issuer, a Client's economic interest as a shareholder of that issuer is the Company's primary consideration in determining how proxies should be voted. The Company will not consider interests of the Company, other stakeholders of the issuer or interests the Client may have in other capacities. The Company shall vote proxies with the goal of maximizing the value of the securities in Client portfolios.

Generally, the Company votes proposals in accordance with these guidelines but, consistent with its "principles-based" approach to proxy voting, the Company may deviate from the guidelines if warranted by the specific facts and circumstances of the situation (*i.e.*, if, under the circumstances, the Company believes that deviating from its stated policy is necessary to help maximize long-term shareholder value). In addition, these guidelines are not intended to address all issues that may appear on all proxy ballots. The Company will evaluate on a case-by-case basis any proposal not specifically addressed by these guidelines, whether submitted by management or shareholders, always keeping in mind the Company's fiduciary duty to make voting decisions that, by maximizing long-term shareholder value, are in the Clients' best interests.

**3. Engagement of Service Provider**

The Company may engage one or more independent third-party proxy advisory firms ("*Proxy Firm*") to (i) make recommendations to the Company of proxy voting policies for adoption by the Company; (ii) perform research and make recommendations to the Company as to particular shareholder votes being solicited; (iii) perform the administrative tasks of receiving proxies and proxy statements, marking proxies as instructed by the Company and delivering those proxies; (iv) retain proxy voting records and information; and (v) report to the Company on its activities. In no circumstances shall a Proxy Firm have the authority to vote proxies except in accordance with standing or specific instructions given to it by the Company. The Company shall retain final authority and fiduciary responsibility for the voting of proxies.

**4. Proxy Voting Guidelines**

The Firm's proxy voting procedures are designed to ensure that proxies are voted in a manner that is in the best interest of the Client.

The majority of proxy-related issues generally fall within the following five categories:

- corporate governance
- takeover defenses
- compensation plans
- capital structure
- social responsibility

The Company's proxy voting guidelines are both principles-based and rules-based. The Company adheres to a core set of principles that are described in this Proxy Voting Policy and assesses each proxy proposal in light of these principles. The Company's proxy voting "litmus test" will always be what it views as most likely to maximize long-term shareholder value. The Company believes that the authority and accountability for setting and executing corporate policies, goals and compensation generally should rest with the board of directors and senior management. In return, the Company supports strong investor rights that allow shareholders to hold directors and management accountable if they fail to act in the best interests of shareholders.

The Firm will generally vote in favor of matters that follow an agreeable corporate strategic direction, support an ownership structure that enhances shareholder value without diluting management's accountability to shareholders and/or present compensation plans that are commensurate with enhanced manager performance and market practices.

Generally, the Company will vote in favor of routine corporate housekeeping proposals, including election of directors (where no corporate governance issues are implicated), selection of auditors, and increases in or reclassification of common stock.

Generally, the Company votes in accordance with these guidelines but, consistent with its "principles-based" approach to proxy voting, the Company may deviate from the guidelines if warranted by the specific facts and circumstances of the situation (*i.e.*, if, under the circumstances, the Company believes that deviating from its stated policy is necessary to help maximize long-term shareholder value). In addition, these guidelines are not intended to address all issues that may appear on all proxy ballots. The Company will evaluate on a case-by-case basis any proposal not specifically addressed by these guidelines, whether submitted by management or shareholders, always keeping in mind the Company's fiduciary duty to make voting decisions that, by maximizing long-term shareholder value, are in the Clients' best interests.

The proxy voting guidelines provide that the Company will generally vote for or against various proxy proposals, usually based upon certain specified criteria.

As an example, the guidelines provide that the Company will generally vote in favor of proposals to:

- Repeal existing classified boards and elect directors on an annual basis;
- Adopt a written majority voting or withhold policy (in situations in which a company has not previously adopted such a policy);
- Lower supermajority shareholder vote requirements for charter and bylaw amendments;
- Lower supermajority shareholder vote requirements for mergers and other business combinations;
- Increase common share authorizations for a stock split;
- Implement a reverse stock split;
- Approve an ESOP (employee stock ownership plan) or other broad-based employee stock purchase or ownership plan, or increase authorized shares for existing plans; and
- Adopt certain social and environmental issues regarding discrimination, disclosures of environmental impact, animal treatment and corporate sustainability, when appropriate.

The proxy voting guidelines also provide that the Company will generally vote against proposals to:

- Elect director nominees that sit on more than six public company boards, or, if the nominee is a CEO, more than three public company boards;
- Classify the board of directors;
- Require that poison pill plans be submitted for shareholder ratification;
- Adopt dual class exchange offers or dual class recapitalizations;
- Require a supermajority shareholder vote to approve mergers and other significant business combinations;
- Require a supermajority shareholder vote to approve charter and bylaw amendments; and
- Adopt certain social and environmental proposals deemed unwarranted by the company's board of directors.

In certain circumstances, the guidelines provide that proxy proposals will be addressed on a case-by-case basis, including those regarding executive and director compensation plans, mergers and acquisitions, ratification of poison pill plans, a change in the company's state of incorporation and an increase in authorized common stock.

For other proposals, the Company shall determine whether a proposal is in the best interests of its Clients to maximize long-term shareholder value and may take into account the following factors, among others:

- whether the proposal was recommended by management and the Adviser's opinion of management;
- whether the proposal acts to entrench existing management; and
- whether the proposal fairly compensates management for past and future performance.

While proxy voting on all issues presented should be considered, voting on all issues is not required. Some issues presented for a proxy vote of security holders are not deemed relevant to the Firm's voting objective, or it is not reasonably possible to ascertain what effect, if any, a vote on a given issue may have on a Client's investment. Additionally, the Firm may decide that avoiding further expense and investigation and not voting at all on a presented proposal may be in the best interest of a Client. Accordingly, the Firm may abstain from voting in certain circumstances.

**5. Conflicts of Interest**

Conflicts of interest involved in a proxy vote shall be addressed though the following three-step process:

**i. Identification of all potential conflicts of interest**

Examples of potential conflicts of interest include:

- The Company or an affiliate manages a pension plan, administers Employee benefit plans, or provides brokerage, underwriting, insurance, or banking services to a Company whose management is soliciting proxies;
- The Company or an affiliate has a substantial business relationship (separate from the Company's investment strategy) with a portfolio company or a proponent of a proxy proposal and this business relationship may influence how the proxy vote is cast;
- The Company or an affiliate has a business relationship (separate from the Company's investment strategy) or personal relationship with participants in a proxy contest, corporate directors or candidates for directorships; or
- An officer or Employee of the Company or an affiliate may have a familial relationship to a portfolio company (e.g. a spouse or other relative who serves as a director of a public company).

**ii. Determination of material conflicts**

The SEC has not provided any specific guidance as to how an investment adviser should analyze or determine whether a conflict is "material" for purposes of proxy voting. Thus, traditional analysis of questions of materiality under the federal securities laws should be used.

**iii. Establishment of procedures to address material conflicts**

If a material conflict of interest with respect to a particular vote is encountered, contact the CCO to determine how to vote the proxy consistent with the best interests of a Client and in a manner not affected by any conflicts of interest.

**6. Recordkeeping**

Pursuant to Rule 204-2, the Company shall retain the following five types of records relating to proxy voting:

- Proxy voting policy and procedures;
- Proxy statements received for Client securities;
- Records of votes cast on behalf of Clients;
- Written client requests for proxy voting information and written adviser responses to any client request (whether oral or written) for proxy voting information; and
- Any documents prepared by the Company that were material to making a proxy voting decision or that memorialized the basis for the decision.

**7. Review**

The Company and the CCO shall be responsible for the periodic, but at least annual, review of the Company's proxy voting policies and procedures to ensure that they have been formulated reasonably and implemented effectively, including whether such policies and procedures continue to be reasonably designed to ensure that proxy votes casts on behalf of Clients is in the best interest of such Clients.

**8. Policy Statement and Requests**

The Company shall make a summary of this Proxy Voting Policy available to Clients on at least an annual basis. Such summary will be contained in the Company's Form ADV Brochure. Additionally, CCO shall work with the Trust CCO, as required or requested, to ensure the Funds disclose in their statements of additional information or on Form N-CSR, as applicable, a summary of this Proxy Voting Policy and the policies and procedures that are used to vote proxies relating to securities held in their portfolios. The Company shall also make the entire Proxy Voting Policy and the Company's proxy voting records with respect to a Client's account available to that Client or its representatives for review and discussion upon the Client's request or as may be required by applicable law. The Company generally will not disclose publicly its past votes, share amounts voted or held or how it intends to vote on behalf of a Client account except as required by applicable law, but may disclose such information to a Client who itself may decide or may be required to make public such information. Upon a request from a person other than a Client for information on the Company's proxy voting, Company personnel are prohibited from disclosing such information unless otherwise directed to do so by a Client, in which case Company personnel shall direct the requesting party to the CCO who will handle the request.

Questions related to this Proxy Voting Policy, the proxy voting process and/or information regarding how the Company voted proxies relating to a Client's portfolio of securities may be obtained by Clients, free of charge, by contacting the CCO at (310) 651-8992 or bonar@felicitasgp.com.

**Felicitas Private Markets Fund**

Proxy Voting Policy and Procedures

**Proxy Voting Procedures**

Rule 206(4)-6 of the Advisers Act requires a registered investment adviser that exercises voting authority with respect to client securities to: (i) adopt written policies reasonably designed to ensure that the investment adviser votes in the best interest of its clients and addresses how the investment adviser will deal with material conflicts of interest that may arise between the investment adviser and its clients; (ii) disclose to its clients information about such policies and procedures; and (iii) upon request, provide information on how proxies were voted.

For its non-discretionary clients, Skypoint Capital Advisers, LLC ("Skypoint" or the "Adviser") does not have authority to vote client securities. These clients will receive their proxies, corporate actions, consents and other solicitations directly from their custodian or the relevant issuer or investment fund. These clients may contact their client service professionals with questions about a particular solicitation.

For its discretionary clients, the Adviser generally takes responsibility for ensuring that proxies solicited by, or with respect to, the issuers of securities held in the client's investment account, and corporate actions and consents sought by such issuers (including tender offers and rights offerings) are voted. In most cases, the managers of the commingled funds and separate accounts holding the assets vote the proxy solicitations. However, the Adviser will take such action in limited circumstances which may include private partnership amendments and consents and in the event that an individual security is held by the client outside of a commingled fund or separate account where the manager votes the securities. the Adviser's discretionary clients may also retain the right to vote any proxies or take action relating to specified securities held in the client's investment account, provided the client gives timely written notice to the Adviser.

the Adviser will not put its own interests ahead of those of any of its client and will resolve any possible conflicts between its interests and those of the client in favor of the client. When voting proxies, the Adviser follows procedures designed to identify and address material conflicts of interest that may arise between its interests and those of its clients. Accordingly, prior to voting any proxy, the Adviser will determine whether a material conflict of interest exists. A conflict of interest will be considered material to the extent that it is determined that the conflict has the potential to influence the Adviser's decision making in voting the proxy. If the Adviser determines that there is a material conflict of interest related to the proxy solicitation, the Adviser will take appropriate action to resolve the conflict which may include abstaining from a particular vote.

The Adviser will seek to act solely in the best interests of its clients when exercising its voting authority. the Adviser determines whether and how to vote proxies on a case-by-case basis. In making such determination, the Adviser: (i) will attempt to consider all aspects of the vote that could affect the value of the issuer or that of the relevant client, (ii) will vote in a manner that it believes is consistent with the relevant client's stated objectives, (iii) generally will vote in accordance with the recommendation of the issuing company's management on routine and administrative matters, unless the Adviser has a particular reason to vote to the contrary, and (iv) may not vote at all to the extent the outcome of the vote or action does not have a material impact on the issuer or value of its securities.

Under Rule 204-2 under the Advisers Act, the Adviser must retain: (i) its voting policies and procedures; (ii) corporate action and proxy statements received; (iii) records of votes cast; (iv) records of client requests for voting information; and (v) any documents prepared by the Adviser that were material to making a decision on how to vote. Under the circumstances where the Adviser votes a proxy, corporate action or consent solicited by an issuer of securities or an investment fund, the Adviser will document and maintain its voting record.

For private investment funds, the Adviser may accept a seat on an advisory board or similar group for a fund in which one or more Skypoint clients have invested. the Adviser believes advisory board service benefits its clients by allowing the Adviser greater insight into the fund and its strategies and that, in general, the interests of its clients as investors will be aligned with the interests of all investors in the fund. However, if the interests of the Adviser's clients were to diverge from the interests of each other, the Adviser representative will take appropriate action to resolve the conflict which may include abstaining from a particular vote.

## APPENDIX B — RATINGS OF INVESTMENTS
## DESCRIPTION OF SECURITIES RATINGS

**Short-Term Credit Ratings**

An ***S&P Global Ratings*** short-term issue credit rating is generally assigned to those obligations considered short-term in the relevant market. The following summarizes the rating categories used by S&P Global Ratings for short-term issues:

"A-1" — A short-term obligation rated "A-1" is rated in the highest category by S&P Global Ratings. The obligor's capacity to meet its financial commitments on the obligation is strong. Within this category, certain obligations are designated with a plus sign (+). This indicates that the obligor's capacity to meet its financial commitment on these obligations is extremely strong.

"A-2" — A short-term obligation rated "A-2" is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rating categories. However, the obligor's capacity to meet its financial commitments on the obligation is satisfactory.

"A-3" — A short-term obligation rated "A-3" exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken an obligor's capacity to meet its financial commitments on the obligation.

"B" — A short-term obligation rated "B" is regarded as vulnerable and has significant speculative characteristics. The obligor currently has the capacity to meet its financial commitments; however, it faces major ongoing uncertainties that could lead to the obligor's inadequate capacity to meet its financial commitments.

"C" — A short-term obligation rated "C" is currently vulnerable to nonpayment and is dependent upon favorable business, financial, and economic conditions for the obligor to meet its financial commitments on the obligation.

"D" — A short-term obligation rated "D" is in default or in breach of an imputed promise. For non-hybrid capital instruments, the "D" rating category is used when payments on an obligation are not made on the date due, unless S&P Global Ratings believes that such payments will be made within any stated grace period. However, any stated grace period longer than five business days will be treated as five business days. The "D" rating also will be used upon the filing of a bankruptcy petition or the taking of a similar action and where default on an obligation is a virtual certainty, for example due to automatic stay provisions. A rating on an obligation is lowered to "D" if it is subject to a distressed debt restructuring.

Local Currency and Foreign Currency Ratings — S&P Global Ratings' issuer credit ratings make a distinction between foreign currency ratings and local currency ratings. A foreign currency rating on an issuer can differ from the local currency rating on it when the obligor has a different capacity to meet its obligations denominated in its local currency, versus obligations denominated in a foreign currency.

"NR" — This indicates that a rating has not been assigned or is no longer assigned.

***Moody's Investors Service ("Moody's")*** short-term ratings are forward-looking opinions of the relative credit risks of financial obligations with an original maturity of thirteen months or less and reflect both on the likelihood of a default or impairment on contractual financial obligations and the expected financial loss suffered in the event of default or impairment.

Moody's employs the following designations to indicate the relative repayment ability of rated issuers:

"P-1" — Issuers (or supporting institutions) rated Prime-1 reflect a superior ability to repay short-term obligations.

"P-2" — Issuers (or supporting institutions) rated Prime-2 reflect a strong ability to repay short-term obligations.

"P-3" — Issuers (or supporting institutions) rated Prime-3 reflect an acceptable ability to repay short-term obligations.

"NP" — Issuers (or supporting institutions) rated Not Prime do not fall within any of the Prime rating categories.

"NR" — Is assigned to an unrated issuer.

***Fitch, Inc. / Fitch Ratings Ltd. ("Fitch")*** short-term issuer or obligation rating is based in all cases on the short-term vulnerability to default of the rated entity and relates to the capacity to meet financial obligations in accordance with the documentation governing the relevant obligation. Short-term deposit ratings may be adjusted for loss severity. Short-term ratings are assigned to obligations whose initial maturity is viewed as "short-term" based on market convention.[1] Typically, this means up to 13 months for corporate, sovereign, and structured obligations and up to 36 months for obligations in U.S. public finance markets. The following summarizes the rating categories used by Fitch for short-term obligations:

"F1" — Securities possess the highest short-term credit quality. This designation indicates the strongest intrinsic capacity for timely payment of financial commitments; may have an added "+" to denote any exceptionally strong credit feature.

"F2" — Securities possess good short-term credit quality. This designation indicates good intrinsic capacity for timely payment of financial commitments.

"F3" — Securities possess fair short-term credit quality. This designation indicates that the intrinsic capacity for timely payment of financial commitments is adequate.

"B" — Securities possess speculative short-term credit quality. This designation indicates minimal capacity for timely payment of financial commitments, plus heightened vulnerability to near term adverse changes in financial and economic conditions.

"C" — Securities possess high short-term default risk. Default is a real possibility.

"RD" — Restricted default. Indicates an entity that has defaulted on one or more of its financial commitments, although it continues to meet other financial obligations. Typically applicable to entity ratings only.

"D" — Default. Indicates a broad-based default event for an entity, or the default of a short-term obligation.

"NR" — Is assigned to an unrated issue of a rated issuer.

The ***DBRS Morningstar® Ratings Limited ("DBRS Morningstar")*** short-term obligation ratings provide DBRS Morningstar's opinion on the risk that an issuer will not meet its short-term financial obligations in a timely manner. The obligations rated in this category typically have a term of shorter than one year. The R-1 and R-2 rating categories are further denoted by the sub-categories "(high)", "(middle)", and "(low)".

The following summarizes the ratings used by DBRS Morningstar for commercial paper and short-term debt:

"R-1 (high)" — Short-term debt rated "R-1 (high)" is of the highest credit quality. The capacity for the payment of short-term financial obligations as they fall due is exceptionally high. Unlikely to be adversely affected by future events.

"R-1 (middle)" — Short-term debt rated "R-1 (middle)" is of superior credit quality. The capacity for the payment of short-term financial obligations as they fall due is very high. Differs from "R-1 (high)" by a relatively modest degree. Unlikely to be significantly vulnerable to future events.

"R-1 (low)" — Short-term debt rated "R-1 (low)" is of good credit quality. The capacity for the payment of short-term financial obligations as they fall due is substantial. Overall strength is not as favorable as higher rating categories. May be vulnerable to future events, but qualifying negative factors are considered manageable.

"R-2 (high)" — Short-term debt rated "R-2 (high)" is considered to be at the upper end of adequate credit quality. The capacity for the payment of short-term financial obligations as they fall due is acceptable. May be vulnerable to future events.

"R-2 (middle)" — Short-term debt rated "R-2 (middle)" is considered to be of adequate credit quality. The capacity for the payment of short-term financial obligations as they fall due is acceptable. May be vulnerable to future events or may be exposed to other factors that could reduce credit quality.

1 A long-term rating can also be used to rate an issue with short maturity.

“R-2 (low)” — Short-term debt rated “R-2 (low)” is considered to be at the lower end of adequate credit quality. The capacity for the payment of short-term financial obligations as they fall due is acceptable. May be vulnerable to future events. A number of challenges are present that could affect the issuer’s ability to meet such obligations.

“R-3” — Short-term debt rated “R-3” is considered to be at the lowest end of adequate credit quality. There is a capacity for the payment of short- term financial obligations as they fall due. May be vulnerable to future events and the certainty of meeting such obligations could be impacted by a variety of developments.

“R-4” — Short-term debt rated “R-4” is considered to be of speculative credit quality. The capacity for the payment of short-term financial obligations as they fall due is uncertain.

“R-5” — Short-term debt rated “R-5” is considered to be of highly speculative credit quality. There is a high level of uncertainty as to the capacity to meet short-term financial obligations as they fall due.

“D” — Short-term debt rated “D” is assigned when the issuer has filed under any applicable bankruptcy, insolvency or winding-up statute or there is a failure to satisfy an obligation after the exhaustion of grace periods. DBRS Morningstar may also use “SD” (Selective Default) in cases where only some securities are impacted, such as the case of a “distressed exchange”.

**Long-Term Credit Ratings**

The following summarizes the ratings used by ***S&P Global Ratings*** for long-term issues:

“AAA” — An obligation rated “AAA” has the highest rating assigned by S&P Global Ratings. The obligor’s capacity to meet its financial commitments on the obligation is extremely strong.

“AA” — An obligation rated “AA” differs from the highest-rated obligations only to a small degree. The obligor’s capacity to meet its financial commitments on the obligation is very strong.

“A” — An obligation rated “A” is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor’s capacity to meet its financial commitments on the obligation is still strong.

“BBB” — An obligation rated “BBB” exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor’s capacity to meet its financial commitments on the obligation.

“BB,” “B,” “CCC,” “CC” and “C” — Obligations rated “BB,” “B,” “CCC,” “CC” and “C” are regarded as having significant speculative characteristics. “BB” indicates the least degree of speculation and “C” the highest. While such obligations will likely have some quality and protective characteristics, these may be outweighed by large uncertainties or major exposure to adverse conditions.

“BB” — An obligation rated “BB” is less vulnerable to nonpayment than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions that could lead to the obligor’s inadequate capacity to meet its financial commitments on the obligation.

“B” — An obligation rated “B” is more vulnerable to nonpayment than obligations rated “BB”, but the obligor currently has the capacity to meet its financial commitments on the obligation. Adverse business, financial, or economic conditions will likely impair the obligor’s capacity or willingness to meet its financial commitments on the obligation.

“CCC” — An obligation rated “CCC” is currently vulnerable to nonpayment and is dependent upon favorable business, financial, and economic conditions for the obligor to meet its financial commitments on the obligation. In the event of adverse business, financial, or economic conditions, the obligor is not likely to have the capacity to meet its financial commitments on the obligation.

“CC” — An obligation rated “CC” is currently highly vulnerable to nonpayment. The “CC” rating is used when a default has not yet occurred but S&P Global Ratings expects default to be a virtual certainty, regardless of the anticipated time to default.

"C" — An obligation rated "C" is currently highly vulnerable to nonpayment, and the obligation is expected to have lower relative seniority or lower ultimate recovery compared with obligations that are rated higher.

"D" — An obligation rated "D" is in default or in breach of an imputed promise. For non-hybrid capital instruments, the "D" rating category is used when payments on an obligation are not made on the date due, unless S&P Global Ratings believes that such payments will be made within five business days in the absence of a stated grace period or within the earlier of the stated grace period or 30 calendar days. The "D" rating also will be used upon the filing of a bankruptcy petition or the taking of similar action and where default on an obligation is a virtual certainty, for example due to automatic stay provisions. A rating on an obligation is lowered to "D" if it is subject to a distressed debt restructuring

Plus (+) or minus (-) — The ratings from "AA" to "CCC" may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories.

"NR" — This indicates that a rating has not been assigned, or is no longer assigned.

Local Currency and Foreign Currency Ratings — S&P Global Ratings' issuer credit ratings make a distinction between foreign currency ratings and local currency ratings. A foreign currency rating on an issuer can differ from the local currency rating on it when the obligor has a different capacity to meet its obligations denominated in its local currency, versus obligations denominated in a foreign currency.

***Moody's*** long-term ratings are forward-looking opinions of the relative credit risks of financial obligations with an original maturity of eleven months or more. Such ratings reflect both on the likelihood of default or impairment on contractual financial obligations and the expected financial loss suffered in the event of default or impairment. The following summarizes the ratings used by Moody's for long-term debt:

"Aaa" — Obligations rated "Aaa" are judged to be of the highest quality, subject to the lowest level of credit risk. "Aa" — Obligations rated "Aa" are judged to be of high quality and are subject to very low credit risk.

"A" — Obligations rated "A" are judged to be upper-medium grade and are subject to low credit risk.

"Baa" — Obligations rated "Baa" are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics.

"Ba" — Obligations rated "Ba" are judged to be speculative and are subject to substantial credit risk. "B" — Obligations rated "B" are considered speculative and are subject to high credit risk.

"Caa" — Obligations rated "Caa" are judged to be speculative of poor standing and are subject to very high credit risk.

"Ca" — Obligations rated "Ca" are highly speculative and are likely in, or very near, default, with some prospect of recovery of principal and interest.

"C" — Obligations rated "C" are the lowest rated and are typically in default, with little prospect for recovery of principal or interest.

Note: Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from "Aa" through "Caa." The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

"NR" — Is assigned to unrated obligations.

The following summarizes long-term ratings used by ***Fitch***:

"AAA" — Securities considered to be of the highest credit quality. "AAA" ratings denote the lowest expectation of credit risk. They are assigned only in cases of exceptionally strong capacity for payment of financial commitments. This capacity is highly unlikely to be adversely affected by foreseeable events.

"AA" — Securities considered to be of very high credit quality. "AA" ratings denote expectations of very low credit risk. They indicate very strong capacity for payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events.

"A" — Securities considered to be of high credit quality. "A" ratings denote expectations of low credit risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

"BBB" — Securities considered to be of good credit quality. "BBB" ratings indicate that expectations of credit risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity.

"BB" — Securities considered to be speculative. "BB" ratings indicate that there is an elevated vulnerability to credit risk, particularly in the event of adverse changes in business or economic conditions over time; however, business or financial alternatives may be available to allow financial commitments to be met.

"B" — Securities considered to be highly speculative. "B" ratings indicate that material credit risk is present "CCC" — A "CCC" rating indicates that substantial credit risk is present.

"CC" — A "CC" rating indicates very high levels of credit risk.

"C" — A "C" rating indicates exceptionally high levels of credit risk.

Defaulted obligations typically are not assigned "RD" or "D" ratings but are instead rated in the "CCC" to "C" rating categories, depending on their recovery prospects and other relevant characteristics. Fitch believes that this approach better aligns obligations that have comparable overall expected loss but varying vulnerability to default and loss.

Plus (+) or minus (-) may be appended to a rating to denote relative status within major rating categories. Such suffixes are not added to the "AAA" obligation rating category, or to corporate finance obligation ratings in the categories below "CCC".

"NR" — Is assigned to an unrated issue of a rated issuer.

The ***DBRS*** Morningstar long-term obligation ratings provide DBRS Morningstar's opinion on the risk that investors may not be repaid in accordance with the terms under which the long-term obligation was issued. The obligations rated in this category typically have a term of one year or longer. All rating categories other than AAA and D also contain subcategories "(high)" and "(low)". The absence of either a "(high)" or "(low)" designation indicates the rating is in the middle of the category. The following summarizes the ratings used by DBRS Morningstar for long-term debt:

"AAA" — Long-term debt rated "AAA" is of the highest credit quality. The capacity for the payment of financial obligations is exceptionally high and unlikely to be adversely affected by future events.

"AA" — Long-term debt rated "AA" is of superior credit quality. The capacity for the payment of financial obligations is considered high. Credit quality differs from "AAA" only to a small degree. Unlikely to be significantly vulnerable to future events.

"A" — Long-term debt rated "A" is of good credit quality. The capacity for the payment of financial obligations is substantial, but of lesser credit quality than "AA." May be vulnerable to future events, but qualifying negative factors are considered manageable.

"BBB" — Long-term debt rated "BBB" is of adequate credit quality. The capacity for the payment of financial obligations is considered acceptable. May be vulnerable to future events.

"BB" — Long-term debt rated "BB" is of speculative, non-investment grade credit quality. The capacity for the payment of financial obligations is uncertain. Vulnerable to future events.

"B" — Long-term debt rated "B" is of highly speculative credit quality. There is a high level of uncertainty as to the capacity to meet financial obligations.

"CCC", "CC" and "C" — Long-term debt rated in any of these categories is of very highly speculative credit quality. In danger of defaulting on financial obligations. There is little difference between these three categories, although "CC" and "C" ratings are normally applied to obligations that are seen as highly likely to default, or subordinated to obligations rated in the "CCC" to "B" range. Obligations in respect of which default has not technically taken place but is considered inevitable may be rated in the "C" category.

"D" — A security rated "D" is assigned when the issuer has filed under any applicable bankruptcy, insolvency or winding up statute or there is a failure to satisfy an obligation after the exhaustion of grace periods. DBRS Morningstar may also use "SD" (Selective Default) in cases where only some securities are impacted, such as the case of a "distressed exchange".

**Municipal Note Ratings**

An ***S&P Global Ratings*** U.S. municipal note rating reflects S&P Global Ratings' opinion about the liquidity factors and market access risks unique to the notes. Notes due in three years or less will likely receive a note rating. Notes with an original maturity of more than three years will most likely receive a long-term debt rating. In determining which type of rating, if any, to assign, S&P Global Ratings' analysis will review the following considerations:

- Amortization schedule — the larger the final maturity relative to other maturities, the more likely it will be treated as a note; and
- Source of payment — the more dependent the issue is on the market for its refinancing, the more likely it will be treated as a note. Municipal Short-Term Note rating symbols are as follows:

"SP-1" — A municipal note rated "SP-1" exhibits a strong capacity to pay principal and interest. An issue determined to possess a very strong capacity to pay debt service is given a plus (+) designation.

"SP-2" — A municipal note rated "SP-2" exhibits a satisfactory capacity to pay principal and interest, with some vulnerability to adverse financial and economic changes over the term of the notes.

"SP-3" — A municipal note rated "SP-3" exhibits a speculative capacity to pay principal and interest.

"D" — This rating is assigned upon failure to pay the note when due, completion of a distressed debt restructuring, or the filing of a bankruptcy petition or the taking of similar action and where default on an obligation is a virtual certainty, for example due to automatic stay provisions.

***Moody's*** uses the global short-term Prime rating scale (listed above under Short-Term Credit Ratings) for commercial paper issued by U.S. municipalities and nonprofits. These commercial paper programs may be backed by external letters of credit or liquidity facilities, or by an issuer's self-liquidity.

For other short-term municipal obligations, Moody's uses one of two other short-term rating scales, the Municipal Investment Grade ("MIG") and Variable Municipal Investment Grade ("VMIG") scales provided below.

Moody's uses the MIG scale for U.S. municipal cash flow notes, bond anticipation notes and certain other short-term obligations, which typically mature in three years or less. Under certain circumstances, Moody's uses the MIG scale for bond anticipation notes with maturities of up to five years.

MIG Scale

"MIG-1" — This designation denotes superior credit quality. Excellent protection is afforded by established cash flows, highly reliable liquidity support, or demonstrated broad-based access to the market for refinancing.

"MIG-2" — This designation denotes strong credit quality. Margins of protection are ample, although not as large as in the preceding group.

"MIG-3" — This designation denotes acceptable credit quality. Liquidity and cash-flow protection may be narrow, and market access for refinancing is likely to be less well-established.

"SG" — This designation denotes speculative-grade credit quality. Debt instruments in this category may lack sufficient margins of protection.

"NR" — Is assigned to an unrated obligation.

In the case of variable rate demand obligations ("VRDOs"), a two-component rating is assigned. The components are a long-term rating and a short-term demand obligation rating. The long-term rating addresses the issuer's ability to meet scheduled principal and interest payments. The short-term demand obligation rating addresses the ability of the issuer or the liquidity provider to make payments associated with the purchase-price-upon demand feature ("demand feature") of the VRDO. The short-term demand obligation rating uses the VMIG scale. VMIG ratings with liquidity support use as an input the short-term Counterparty Risk Assessment of the support provider, or the long-term rating of the underlying obligor in the absence of third party liquidity support. Transitions of VMIG ratings of demand obligations with conditional liquidity support differ from transitions on the Prime scale to reflect the risk that external liquidity support will terminate if the issuer's long-term rating drops below investment grade.

Moody's typically assigns the VMIG short-term demand obligation rating if the frequency of the demand feature is less than every three years. If the frequency of the demand feature is less than three years but the purchase price is payable only with remarketing proceeds, the short-term demand obligation rating is "NR".

"VMIG-1" — This designation denotes superior credit quality. Excellent protection is afforded by the superior short-term credit strength of the liquidity provider and structural and legal protections .

"VMIG-2" — This designation denotes strong credit quality. Good protection is afforded by the strong short-term credit strength of the liquidity provider and structural and legal protections.

"VMIG-3" — This designation denotes acceptable credit quality. Adequate protection is afforded by the satisfactory short-term credit strength of the liquidity provider and structural and legal protections.

"SG" — This designation denotes speculative-grade credit quality. Demand features rated in this category may be supported by a liquidity provider that does not have a sufficiently strong short-term rating or may lack the structural and/or legal protections.

"NR" — Is assigned to an unrated obligation.

**About Credit Ratings**

An ***S&P Global Ratings*** issue credit rating is a forward-looking opinion about the creditworthiness of an obligor with respect to a specific financial obligation, a specific class of financial obligations, or a specific financial program (including ratings on medium-term note programs and commercial paper programs). It takes into consideration the creditworthiness of guarantors, insurers, or other forms of credit enhancement on the obligation and takes into account the currency in which the obligation is denominated. The opinion reflects S&P Global Ratings' view of the obligor's capacity and willingness to meet its financial commitments as they come due, and this opinion may assess terms, such as collateral security and subordination, which could affect ultimate payment in the event of default.

Ratings assigned on ***Moody's*** global long-term and short-term rating scales are forward-looking opinions of the relative credit risks of financial obligations issued by non-financial corporates, financial institutions, structured finance vehicles, project finance vehicles, and public sector entities.

***Fitch's*** credit ratings are forward-looking opinions on the relative ability of an entity or obligation to meet financial commitments. Issuer default ratings (IDRs) are assigned to corporations, sovereign entities, financial institutions such as banks, leasing companies and insurers, and public finance entities (local and regional governments). Issue level ratings are also assigned, often include an expectation of recovery and may be notched above or below the issuer level rating. Issue ratings are assigned to secured and unsecured debt securities, loans, preferred stock and other instruments. Credit ratings are indications of the likelihood of repayment in accordance with the terms of the issuance. In limited cases, Fitch may include additional considerations (i.e., rate to a higher or lower standard than that implied in the obligation's documentation).

***DBRS Morningstar*** offers independent, transparent, and innovative credit analysis to the market. Credit ratings are forward-looking opinions about credit risk that reflect the creditworthiness of an issuer, rated entity, security and/or obligation based on DBRS Morningstar's quantitative and qualitative analysis in accordance with applicable methodologies and criteria. They are meant to provide opinions on relative measures of risk and are not based on expectations of, or meant to predict, any specific default probability. Credit ratings are not statements of fact. DBRS Morningstar issues credit ratings using one or more categories, such as public, private, provisional, final(ized), solicited, or unsolicited.1 From time to time, credit ratings may also be subject to trends, placed under review, or discontinued. DBRS Morningstar credit ratings are determined by credit rating committees.

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**APPENDIX C — FINANCIAL STATEMENTS**

**FELICITAS EQUITY FUND, LP**

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITOR'S REPORT

YEAR ENDED DECEMBER 31, 2022

**FELICITAS EQUITY FUND, LP**

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Independent Auditor's Report

To the Partners of
Felicitas Equity Fund, LP

***Opinion***

We have audited the accompanying financial statements of Felicitas Equity Fund, LP, which comprise the statement of financial condition, including the schedule of investments, as of December 31, 2022, and the related statements of operations, changes in partners' capital and cash flows for the year then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Felicitas Equity Fund, LP as of December 31, 2022, and the results of its operations, changes in its partners' capital and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

***Basis for Opinion***

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Felicitas Equity Fund, LP and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

***Responsibilities of Management for the Financial Statements***

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Felicitas Equity Fund, LP's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

***Auditor's Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

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In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Felicitas Equity Fund, LP’s internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Felicitas Equity Fund, LP’s ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Cohen & Company, Ltd.

Chicago, Illinois
September 15, 2023

**FELICITAS EQUITY FUND, LP**
**SCHEDULE OF INVESTMENTS**

**December 31, 2022**

| Investments, at fair value | Principal Balance/ Shares | Initial Acquisition Date | Amortized Cost | Fair Value | Percentage of Partners' Capital |
|---|---|---|---|---|---|
| **Investments in private investment funds**[e] | | | | | |
| **United States** | | | | | |
| Lending | | | | | |
| Crestline Praeter, L.P. – Fulcrum[b][c] | — | 8/19/2022 | $ 506,923 | $ 958,249 | 0.9% |
| Crestline Portfolio Financing Fund (US), L.L.C.[b][c] | — | 12/23/2020 | 1,312,976 | 1,153,959 | 1.0 |
| Crestline Portfolio Financing Fund II (US), L.P[b][c] | — | 12/10/2021 | 529,098 | 593,706 | 0.5 |
| GACP II, L.P.[b][c] | — | 6/21/2018 | 197,791 | 484,853 | 0.4 |
| Pathlight Capital Fund I LP[b][c] | — | 3/1/2019 | 1,794,644 | 1,899,790 | 1.7 |
| TerraCotta Credit Fund L.P.[b][c] | — | 1/31/2019 | 2,000,000 | 2,039,680 | 1.8 |
| Thorofare Asset Based Lending Fund V, L.P.[b][c] | — | 3/31/2022 | 3,001,009 | 3,075,687 | 2.7 |
| Total Lending | | | 9,342,441 | 10,205,924 | 9.0 |
| Middle Market | | | | | |
| Dugout Funding LLC[a][b] | — | 4/21/2020 | — | 1 | — |
| LV Acadian, LP[b][c] | — | 6/18/2018 | — | 1,400 | — |
| Levine Leichtman Capital Partners VI, L.P. (Series A)[b][c] | — | 1/30/2018 | 7,120,030 | 10,322,306 | 9.2 |
| Levine Leichtman Capital Partners VI, L.P. (Series B)[b][c] | — | 8/20/2021 | 791,111 | 1,147,055 | 1.1 |
| Total Middle Market | | | 7,911,141 | 11,470,762 | 10.3 |
| Private Credit | | | | | |
| CL Oliver Co-Invest I, L.P.[b][c] | — | 9/20/2021 | 677,747 | 783,224 | 0.7 |
| Golub Capital BDC 3, Inc.[c] | 190,208 | 7/25/2022 | 2,855,877 | 2,807,475 | 2.5 |
| Kayne Anderson BDC, Inc.[b][c] | 44,465 | 4/22/2021 | 705,219 | 733,721 | 0.7 |
| Total Private Credit | | | 4,238,843 | 4,324,420 | 3.9 |
| Private Equity | | | | | |
| CapitalSpring Investment Partners VI Parallel II, LP[b][c] | — | 4/1/2022 | 1,052,141 | 982,364 | 0.9 |
| Harvest Growth Capital IV QP LLC[b][c] | — | 5/9/2022 | 191,270 | 191,390 | 0.2 |
| Ironsides Direct Investment Fund V, L.P.[b][c] | — | 5/26/2020 | 717,520 | 1,309,021 | 1.2 |
| NPC KeepTruckin, LLC[b][c] | — | 4/29/2021 | 262,500 | 274,213 | 0.2 |
| NPC Opportunity Fund, L.P.[b][c] | — | 7/9/2021 | 803,900 | 851,071 | 0.8 |
| NE II Fund SCSp[b][c] | — | 1/28/2022 | 1,517,921 | 3,228,262 | 2.9 |
| Peregrine Select Fund II, L.P.[b][c] | — | 6/21/2021 | 751,741 | 745,080 | 0.7 |
| Second Alpha Partners V, L.P.[b][c] | — | 7/29/2022 | 240,248 | 294,569 | 0.3 |
| Signal Peak Ventures III CIV-A, L.P.[b][c] | — | 12/21/2021 | 1,002,486 | 998,864 | 0.9 |
| Signal Peak Ventures IV, L.P.[b][c] | — | 7/1/2022 | 300,000 | 255,965 | 0.2 |
| TSC Co-Invest L.P.[b][c] | — | 9/3/2020 | 183,296 | 480,917 | 0.4 |
| Total Private Equity | | | 7,023,023 | 9,611,716 | 8.6 |

*See accompanying notes to financial statements.*

**FELICITAS EQUITY FUND, LP**
**SCHEDULE OF INVESTMENTS (CONTINUED)**

**December 31, 2022**

| Investments, at fair value | Principal Balance/ Shares | Initial Acquisition Date | Amortized Cost | Fair Value | Percentage of Partners' Capital |
|---|---|---|---|---|---|
| **Investments in private investment funds[e] (continued)** | | | | | |
| **United States** | | | | | |
| Real Estate | | | | | |
| 13th Floor Fund IV, LP[b][c] | — | 12/22/2020 | $ 373,849 | $ 638,120 | 0.6% |
| EGH Investors LLC (Series A)[a][b] | — | 12/19/2019 | 1,372,925 | 1,759,394 | 1.6 |
| EGH Investors LLC (Series B)[a][b] | — | 10/24/2022 | 230,491 | 295,382 | 0.3 |
| LL-MS City Place, LLC[b][c] | — | 12/23/2022 | 608,498 | 1,055,273 | 0.9 |
| LL-MS City Place, LLC Blocker[b][c] | — | 11/29/2021 | 612,070 | 1,057,112 | 0.9 |
| LL-MS Covington, LLC[b][c] | — | 12/27/2022 | 291,690 | 497,013 | 0.4 |
| LL-MS Fabian Way, LLC[b][c] | — | 11/6/2020 | 682,021 | 629,443 | 0.6 |
| LL-MS Management, LLC[a][b] | — | 11/20/2020 | 165,502 | 165,502 | 0.1 |
| LL-MS Troy Court, LLC[b][c] | — | 11/23/2020 | 544,672 | 1,421,655 | 1.3 |
| Total Real Estate | | | 4,881,718 | 7,518,894 | 6.7 |
| Primaries | | | | | |
| Banner Ridge DSCO Fund I (Offshore), LP[b][c] | — | 12/17/2021 | 418,391 | 662,980 | 0.6 |
| Secondary Funds | | | | | |
| Banner Ridge DSCO Fund I, LP[b][c] | — | 12/30/2022 | 1,662,010 | 2,676,882 | 2.4 |
| Banner Ridge Secondary Fund III Co, LP (Class A)[b][c] | — | 1/2/2020 | 963,340 | 1,082,704 | 1.0 |
| Banner Ridge Secondary Fund III Co, LP (Class B)[b][c] | — | 3/24/2021 | 170,004 | 191,069 | 0.2 |
| Banner Ridge Secondary Fund III (T), LP[b][c] | — | 9/27/2019 | 1,088,139 | 2,824,936 | 2.5 |
| Banner Ridge Secondary Fund IV (T), LP[b][c] | — | 6/16/2021 | 3,004,262 | 5,298,430 | 4.7 |
| Harvest Growth Capital III LLC[b][c] | — | 12/8/2021 | 328,813 | 817,754 | 0.7 |
| Inspiration Ventures Secondary Fund I, L.P.[b][c] | — | 6/1/2019 | — | 404,449 | 0.4 |
| Felicitas Secondary Fund II, LP (Class A)[b][c][d] | — | 6/30/2022 | 7,644,103 | 11,885,879 | 10.6 |
| OCP Chimera LP[b][c] | — | 6/1/2019 | — | 362,380 | 0.3 |
| Second Alpha Partners IV, L.P.[b][c] | — | 7/1/2018 | 577,117 | 1,397,859 | 1.2 |
| VCFA Venture Partners VI, L.P.[b][c] | — | 5/27/2022 | 391,130 | 721,502 | 0.6 |
| Total Secondary Funds | | | 15,828,918 | 27,663,844 | 24.6 |
| **Total United States** | | | 49,644,475 | 71,458,540 | 63.7 |
| **Australia** | | | | | |
| Secondary Funds | | | | | |
| Arrowroot Protecht, L.P.[b][c] | — | 1/27/2022 | 2,083,288 | 2,646,095 | 2.4 |
| **British Virgin Islands** | | | | | |
| Secondary Funds | | | | | |
| Felicitas Secondary Fund II Offshore, LP (Class B)[b][c][d] | — | 7/27/2020 | 1,926,376 | 2,963,153 | 2.6 |

*See accompanying notes to financial statements.*

**FELICITAS EQUITY FUND, LP**
**SCHEDULE OF INVESTMENTS (CONTINUED)**

**December 31, 2022**

| Investments, at fair value | Principal Balance/ Shares | Initial Acquisition Date | Amortized Cost | Fair Value | Percentage of Partners' Capital |
|---|---|---|---|---|---|
| **Investments in private investment funds[e] (continued)** | | | | | |
| **Cayman Islands** | | | | | |
| Lending | | | | | |
| Crestline Portfolio Financing Fund Offshore, L.P.[b][c] | — | 1/25/2021 | $ 146,174 | $ 124,477 | 0.1% |
| Crestline Portfolio Financing Fund II (US), L.P.[b][c] | — | 12/10/2021 | 132,285 | 148,529 | 0.1 |
| FPA WhiteHawk III Onshore Fund, L.P.[b][c] | — | 10/27/2022 | 1,714,242 | 1,751,766 | 1.5 |
| Total Lending | | | 1,992,701 | 2,024,772 | 1.7 |
| Middle Market | | | | | |
| LBR Co-Invest Debtco, L.P.[b][c] | — | 7/30/2021 | 10,872 | 19,615 | — |
| LBR Co-Invest Equityco, LLC[b][c] | — | 7/30/2021 | 206,454 | 372,484 | 0.3 |
| Total Middle Market | | | 217,326 | 392,099 | 0.3 |
| Private Equity | | | | | |
| Ironsides Offshore Direct Investment Fund V, L.P.[b][c] | — | 6/3/2022 | 126,621 | 230,948 | 0.2 |
| Secondary Funds | | | | | |
| Banner Ridge DSCO Fund II (Offshore), LP[b][c] | — | 9/1/2022 | 3,076 | 35,516 | — |
| Banner Ridge Secondary Fund III (Offshore), LP[b][c] | — | 1/25/2021 | 226,379 | 510,587 | 0.5 |
| Banner Ridge Secondary Fund IV Offshore, LP[b][c] | — | 5/13/2022 | 751,195 | 1,323,853 | 1.2 |
| Total Secondary Funds | | | 980,650 | 1,869,956 | 1.7 |
| **Total Cayman Islands** | | | 3,317,298 | 4,517,775 | 3.9 |
| **Germany** | | | | | |
| Secondary Funds | | | | | |
| Jupiter SPV LP[b][c] | — | 1/21/2022 | 1,146,645 | 1,579,037 | 1.4 |
| **Guernsey Domiciled** | | | | | |
| Secondary Funds | | | | | |
| PDC Opportunities V LP[b][c] | — | 7/6/2022 | — | 94,743 | 0.1 |
| **Israel** | | | | | |
| Secondary Funds | | | | | |
| Awz Pentera II LLC[b][c] | — | 7/1/2022 | 1,013,663 | 1,732,944 | 1.5 |

*See accompanying notes to financial statements.*

**FELICITAS EQUITY FUND, LP**
**SCHEDULE OF INVESTMENTS (CONTINUED)**

**December 31, 2022**

| Investments, at fair value | Principal Balance/ Shares | Initial Acquisition Date | Amortized Cost | Fair Value | Percentage of Partners' Capital |
|---|---|---|---|---|---|
| **Investments in private investment funds[e] (continued)** | | | | | |
| **Luxembourg** | | | | | |
| Private Equity | | | | | |
| ACE Buyout IV (Lux) SCSp SICAV-RAIF[b][c] | — | 12/16/2021 | $ 4,690,081 | $ 7,486,355 | 6.7% |
| The Evolution Technology Fund II SCSp[b][c] | — | 8/5/2022 | 1,577,289 | 2,196,698 | 2.0 |
| | | | 6,267,370 | 9,683,053 | 8.7 |
| Secondary Funds | | | | | |
| NE Pulse SCSp[a][b] | — | 10/19/2022 | 974,365 | 1,380,826 | 1.2 |
| **Total Luxembourg** | | | 7,241,735 | 11,063,879 | 9.9 |
| **United Kingdom** | | | | | |
| Private Credit | | | | | |
| 17Capital Co-Invest (A) SCSp[b][c] | — | 5/26/2021 | 995,954 | 903,321 | 0.8 |
| Private Equity | | | | | |
| Albion Growth Opportunities LP[b][c] | — | 7/6/2021 | 1,121,291 | 968,587 | 0.9 |
| European Liquidity Solutions III Limited Partnership[b][c] | — | 10/6/2021 | 2,379,923 | 2,299,199 | 2.0 |
| | | | 3,501,214 | 3,267,786 | |
| **Total United Kingdom** | | | 4,497,168 | 4,171,107 | 3.7 |
| **Total investments in private investment funds** | | | $ 70,870,648 | $ 100,227,273 | 89.2% |
| **Investments in private operating companies[e]** | | | | | |
| **United States** | | | | | |
| Common Shares | | | | | |
| SEP Hamilton, LP[a] | 535,464 | 7/30/2021 | 1,260,593 | 1,888,971 | 1.7 |
| **India** | | | | | |
| Convertible Preference Shares – Series D Paymate[a] | 55 | 8/19/2021 | 831,098 | 1,915,420 | 1.7 |
| **Israel** | | | | | |
| Private Equity | | | | | |
| I.G.M.R Research Ltd. – Preferred B Shares[a] | 2,710 | 9/30/2022 | 73,166 | 73,138 | 0.1 |
| I.G.M.R Research Ltd. – Preferred B-1 Shares[a] | 54,389 | 9/30/2022 | 1,631,300 | 1,630,678 | 1.5 |
| I.G.M.R Research Ltd. – Ordinary Shares[a] | 7,193 | 9/30/2022 | 173,206 | 172,540 | 0.2 |
| I.G.M.R Research Ltd. – Preferred Ordinary A-1 Shares[a] | 739 | 9/30/2022 | 18,837 | 18,830 | — |

*See accompanying notes to financial statements.*

**FELICITAS EQUITY FUND, LP**
**SCHEDULE OF INVESTMENTS (CONTINUED)**

**December 31, 2022**

| Investments, at fair value | Principal Balance/ Shares | Initial Acquisition Date | Amortized Cost | Fair Value | Percentage of Partners' Capital |
|---|---|---|---|---|---|
| **Investments in private operating companies[e] (continued)** | | | | | |
| **Israel** | | | | | |
| I.G.M.R Research Ltd. – Preferred Ordinary A-3 Shares[a] | 18,423 | 9/30/2022 | $ 469,689 | $ 469,510 | 0.4% |
| I.G.M.R Research Ltd. – Preferred Ordinary A-4 Shares[a] | 2,168 | 9/30/2022 | 55,281 | 55,260 | — |
| Total Private Equity | | | 2,421,479 | 2,419,956 | 2.2 |
| | | | | | |
| **Total investments in private operating companies** | | | 4,513,170 | 6,224,347 | 5.6 |
| | | | | | |
| **Loan Participations[a][e]** | | | | | |
| **United States** | | | | | |
| Loan Participations | | | | | |
| Cypress REIT, LLC – Term Loan, 20% PIK, July 24, 2023 | 4,353,173 | 5/1/2019 | 2,430,827 | 1 | — |
| Cypress REIT, LLC – Delayed Draw Term Loan, 20% PIK, July 24, 2023 | 1,864,482 | 5/1/2019 | 1,041,133 | — | — |
| Cypress REIT, LLC – Priority Term Loan 14% PIK, July 24, 2023 | 156,839 | 7/22/2021 | 87,579 | — | — |
| Venerable Loan 12% PIK, October 27, 2024 | 2,000,000 | 10/12/2021 | 1,713,873 | 1,995,448 | 1.8 |
| Total Loan Participations | | | 5,273,413 | 1,995,449 | 1.8 |
| | | | | | |
| **Securities** | | | | | |
| **United States** | | | | | |
| Mutual Funds | | | | | |
| Axonic Strategic Income Fund | 191,045 | 8/1/2020 | 1,896,329 | 1,664,002 | 1.5 |
| FPA Flexible Income Fund | 101,662 | 6/1/2021 | 1,046,602 | 983,076 | 0.9 |
| Total Mutual Funds | | | 2,942,931 | 2,647,078 | 2.4 |
| | | | | | |
| **Total Investments, at fair value** | | | $ 83,600,162 | $ 111,094,147 | 99.0% |
| | | | | | |
| **Other Assets in Excess of Liabilities** | | | | 1,161,027 | 1.0 |
| **Net Assets** | | | | $ 112,255,174 | 100.0% |

PIK — Payment-in-Kind

(a) Value was determined using significant unobservable inputs. See Note 2.
(b) Private investment fund does not issue shares or units.
(c) Investment valued using net asset value per share (or its equivalent) as a practical expedient. See Note 2 for respective investment categories, unfunded commitments and redemptive restrictions.
(d) Affiliated private investment fund, see Note 5.
(e) Investment restricted for resale.

*See accompanying notes to financial statements.*

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**FELICITAS EQUITY FUND, LP**
**SCHEDULE OF INVESTMENTS (CONTINUED)**

**December 31, 2022**

**Affiliates**

Fiscal year to date transactions with companies which are or were affiliates are as follows:

| Affiliate | Value at beginning of the period | Purchases Cost | Sales Proceeds | Net Realized Gain/(Loss) | Net Change in Unrealized | Value at the end of the period | Number of Shares at end of period | Dividend Income | Capital Gain Distributions |
|---|---|---|---|---|---|---|---|---|---|
| Felicitas Secondary Fund II, LP (Class A) | $ 6,987,282 | $ 3,823,536 | $ — | $ — | $ 1,075,061 | $ 11,885,879 | — | $ — | $ — |
| Felicitas Secondary Fund II Offshore, LP (Class B) | 1,740,893 | 955,884 | — | — | 266,376 | 2,963,153 | — | — | — |
| Felicitas Clarity, LP | 2,650,000 | — | (2,419,957) | (80,043) | (150,000) | — | — | — | — |
| | $ 11,378,175 | $ 4,779,420 | $ (2,419,957) | $ (80,043) | $ 1,191,437 | $ 14,849,032 | — | $ — | $ — |

*See accompanying notes to financial statements.*

**FELICITAS EQUITY FUND, LP**
**STATEMENT OF FINANCIAL CONDITION**

**December 31, 2022**

| | | |
|---|---|---|
| **Assets** | | |
| Non-Affiliated Investments, at fair value (cost $74,029,683) | $ | 96,245,115 |
| Affiliated Investments, at fair value (cost $9,570,479) | | 14,849,032 |
| Cash and cash equivalents | | 1,260,084 |
| Receivable from investments | | 77,701 |
| Prepaid expenses | | 26,945 |
| Other assets | | 797 |
| **Total Assets** | $ | 112,459,674 |
| | | |
| **Liabilities and partners' capital** | | |
| | | |
| Liabilities | | |
| Management fee payable | $ | 104,500 |
| Accrued expenses and other liabilities | | 100,000 |
| Total liabilities | | 204,500 |
| Partners' capital | | 112,255,174 |
| **Total Liabilities and Partners' Capital** | $ | 112,459,674 |

*See accompanying notes to financial statements.*

**FELICITAS EQUITY FUND, LP**
**STATEMENT OF OPERATIONS**

**Year Ended December 31, 2022**

| | |
|---|---|
| **Investment income** | |
| Dividend income | $ 123,738 |
| Income distributions from non-affiliated private investment funds | 2,523,990 |
| Interest income from loan participations | 395,918 |
| Total investment income | 3,043,646 |
| | |
| **Expenses** | |
| Management fee | 394,554 |
| Professional fees | 134,858 |
| Administrative fee | 54,406 |
| Operating expenses | 39,316 |
| Interest expense | 231 |
| Total expenses | 623,365 |
| **Net investment income** | 2,420,281 |
| | |
| **Realized and unrealized gain (loss)** | |
| | |
| Net realized gain (loss) on affiliated private investment funds | (80,043) |
| Net realized gain (loss) on investments in securities | 6,550 |
| Net change in unrealized appreciation (depreciation) on non-affiliated private investment funds | 7,601,532 |
| Net change in unrealized appreciation (depreciation) on affiliated private investment funds | 1,341,437 |
| Net change in unrealized appreciation (depreciation) on private operating companies | 1,458,775 |
| Net change in unrealized appreciation (depreciation) on loan participations | (1,648,806) |
| Net change in unrealized appreciation (depreciation) on securities | (251,589) |
| **Net gain from investments** | 8,427,856 |
| **Net income** | $ 10,848,137 |

*See accompanying notes to financial statements.*

**FELICITAS EQUITY FUND, LP**
**STATEMENT OF CHANGES IN PARTNERS' CAPITAL**

**Year Ended December 31, 2022**

| | General Partner | Limited Partners Series A | Limited Partners Series B | Total |
|---|---|---|---|---|
| **Partners' capital,** beginning of year | $ — | $ 67,784,575 | $ 16,780,462 | $ 84,565,037 |
| **Capital contributions** | — | 13,000,000 | 3,842,000 | 16,842,000 |
| **Allocation of net income** | | | | |
| Pro rata income allocation | — | 8,786,027 | 2,062,110 | 10,848,137 |
| Carried interest allocation (see Note 4) | — | — | — | — |
| **Partners' capital,** end of year | $ — | $ 89,570,602 | $ 22,684,572 | $ 112,255,174 |

*See accompanying notes to financial statements.*

**FELICITAS EQUITY FUND, LP**
**STATEMENT OF CASH FLOWS**

| **Year Ended December 31, 2022** | |
|---|---|
| **Cash flows from operating activities** | |
| Net income | $ 10,848,137 |
| Adjustments to reconcile net income to net cash used in operating activities: | |
| Net realized gain (loss) on affiliated private investment funds | 80,043 |
| Net realized gain (loss) on investments in securities | (6,550) |
| Net change in unrealized appreciation (depreciation) on non-affiliated private investment funds | (7,751,532) |
| Net change in unrealized appreciation (depreciation) on affiliated private investment funds | (1,191,437) |
| Net change in unrealized appreciation (depreciation) on private operating companies | (1,458,775) |
| Net change in unrealized appreciation (depreciation) on loan participations | 1,648,806 |
| Net change in unrealized appreciation (depreciation) on securities | 251,589 |
| Purchases of investment in loan participations | (285,987) |
| Purchases of investments in securities | (123,738) |
| Purchases of investments in private investment funds, including investment funded in advance | (29,967,127) |
| Purchases of investments in private operating companies | (2,437,791) |
| Distributions received from private investment fund, including change in distributions receivable | 10,156,338 |
| Distributions received from loan participations | 904,847 |
| Proceeds from sales of investments in securities | 2,499,976 |
| Change in operating assets and liabilities: | |
| Accrued expenses and other liabilities | 28,800 |
| Management fee payable | 25,904 |
| Prepaid expenses | (14,403) |
| Other assets | 4,721 |
| **Net cash used in operating activities** | (16,788,179) |
| **Cash flows from financing activities** | |
| Capital contributions, including change in late interest payable to Limited Partners | 15,234,800 |
| **Net cash provided by financing activities** | 15,234,800 |
| **Net decrease in cash** | (1,553,379) |
| **Cash and cash equivalents**, beginning of year | 2,813,463 |
| **Cash and cash equivalents**, end of year | $ 1,260,084 |
| | |
| **Supplemental disclosure for non-cash flow financing activity** | |
| Return of Capital distribution from Felicitas Clarity Fund, LP | $ 2,419,957 |
| Purchase value of I.G.M.R. Research Ltd. Shares | (2,419,957) |

*See accompanying notes to financial statements.*

## 1. Nature of operations and summary of significant accounting policies

*Nature of Operations*

Felicitas Equity Fund, LP (the "Fund"), a Delaware limited partnership, commenced operations on February 23, 2018. The Fund's objective is to provide superior long-term returns by investing in privately issued securities and interests in pooled investment vehicles that invest primarily in privately issued securities. The Fund is managed by Felicitas Global Partners, LLC (the "General Partner"), a Delaware limited liability company. Refer to the Fund's offering memorandum for more information.

The Fund will continue in perpetuity until dissolved in accordance with the terms of the Limited Partnership Agreement ("Agreement").

*Basis of Presentation*

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("US GAAP") as detailed in the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC"). The Fund is an investment company for accounting purposes and follows the accounting and reporting guidance in *Financial Services — Investment Companies* ("ASC 946").

*Cash & Cash Equivalents*

Cash represents cash deposits held at financial institutions. Cash equivalents include short-term highly liquid investments of sufficient credit quality that are readily convertible to known amounts of cash and have original maturities of three months or less. Cash equivalents are carried at cost, plus accrued interest, which approximates fair value. Cash equivalents are held for the purpose of meeting short-term liquidity requirements, rather than for investment purposes. Cash equivalents are held at major financial institutions and are subject to credit risk to the extent those balances exceed applicable Federal Deposit Insurance Corporation ("FDIC") or Securities Investor Protection Corporation ("SIPC") limitations.

*Fair Value — Definition and Hierarchy*

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Fund uses a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, defined in ASC 820, *Fair Value Measurements*. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The fair value hierarchy is categorized into three levels based on the inputs as follows:

*Level 1* — Unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access.

*Level 2* — Inputs, other than quoted prices included in Level 1, that are observable either directly or indirectly. These inputs may include: (a) quoted prices for similar assets in active markets; (b) quoted prices for identical or similar assets in markets that are not active; (c) inputs other than quoted prices that are observable for the asset; or (d) inputs derived principally from or corroborated by observable market data by correlation or other means.

*Level 3* — Inputs that are unobservable and significant to the entire fair value measurement.

Investments in private investment funds measured using net asset value as practical expedient are not categorized within the fair value hierarchy.

**1. Nature of operations and summary of significant accounting policies** (cont.)

Fair value is a market-based measure, based on assumptions of prices and inputs considered from the perspective of a market participant that are current as of the measurement date, rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Fund's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date.

The availability of valuation techniques and observable inputs can vary from investment to investment and are affected by a wide variety of factors, including the type of investment, whether the investment is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the investments existed. Accordingly, the degree of judgment exercised by the Fund in determining fair value is greatest for investments categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy in which the fair value measurement falls in its entirety is determined based on the lowest level input that is significant to the fair value measurement.

*Fair Value — Valuation Techniques and Inputs*

Investments in Securities

Investments in securities that are freely tradable and are listed on major securities exchanges are valued at their last reported sales price as of the valuation date.

To the extent these securities are actively traded and valuation adjustments are not applied, they are categorized as Level 1 in the fair value hierarchy. Securities traded on inactive markets or valued by reference to similar instruments are generally categorized as Level 2 in the fair value hierarchy.

Investments in Private Investment Funds

The Fund values investments in private investment funds utilizing the net asset values provided by the underlying private investment funds as a practical expedient. The Fund applies the practical expedient to private investment funds on an investment-by-investment basis, and consistently with the Fund's entire position in a particular investment, unless it is probable that the Fund will sell a portion of an investment at an amount different from the net asset value (NAV) of the investment. The use of the NAV practical expedient is conditioned upon the underlying investment applying the fair value measurement principles required by ASC 946 and ASC 820. The valuations of investments in private investment funds are supported by information received from the investee funds such as quarterly net asset values, investor reports, and audited financial statements, when available.

The Fund's investments in private investment funds are subject to the terms of the respective limited partnership or operating agreements, private placement memorandums, and other governing agreements of such investment funds. The Fund's investments are also subject to management fees ranging from 0% – 2% of net assets/commitments annually and performance allocations ranging from 0% – 30% of net profits earned as specified in such agreements.

If it is probable that the Fund will sell an investment at an amount different from the net asset valuation or in other situations where the practical expedient is not available, or when the General Partner believes alternative valuation techniques are more appropriate, the General Partner may consider other factors, including subscription and redemption rights, expected discounted cash flows, transactions in the secondary market, bids received from potential buyers, and overall market conditions in its determination of fair value. Investments that are not valued using the practical expedient are generally categorized as Level 3 of the fair value hierarchy.

**1. Nature of operations and summary of significant accounting policies** (cont.)

Additionally, such investment funds in which the Fund invests may restrict both the transferability of the Fund's interest and the Fund's ability to withdraw. In light of such restrictions imposed, an investment in these investment funds should be viewed as illiquid and subject to liquidity risk.

Investments in Loan Participations

Investments in Loan Participations are agreements between a lender and a party who purchases interest in an underlying loan. In establishing the estimated fair value of portfolio company loans, the General Partner utilizes recently executed transactions. The transaction price, excluding transaction costs, is typically the General Partner's best estimate of fair value at inception. Thereafter, the valuation of the investments in portfolio company loans is generally measured at the principal amount less any principal payments received and also includes accrued but unpaid interest on the loans. When evidence supports a change to the carrying value from the transaction price, adjustments are made to reflect expected exit values in the investment's principal market under current market condition. Ongoing reviews by the General Partner are based on an assessment of trends in the performance of each underlying investment from the inception date through the most recent valuation date and incorporates a review of credit risk, interest rate risk, liquidity risk and time to maturity. These investments are included in Level 3 of the fair value hierarchy.

Investments in Private Operating Companies

Investments in private operating companies consist of private common stock. The transaction price, excluding transaction costs, is typically the Fund's best estimate of fair value at inception. When evidence supports a change to the carrying value from the transaction price, adjustments are made to reflect expected exit values in the investment's principal market under current market conditions. Ongoing reviews by the Fund's management are based on an assessment of trends in the performance of each underlying investment from the inception date through the most recent valuation date. These assessments typically incorporate valuation techniques that consider the evaluation of arm's-length financing and sale transactions with third parties, an income approach reflecting a discounted cash flow analysis, and a market approach that includes a comparative analysis of acquisition multiples and pricing multiples generated by market participants. In certain instances, the Fund may use multiple valuation techniques for a particular investment and estimate its fair value based on a weighted average or a selected outcome within a range of multiple valuation results. The investments in private operating companies are categorized in Level 3 of the fair value hierarchy

*Investment Transactions and Related Investment Income*

Investment transactions are accounted for on a trade-date basis. Interest is recognized on the accrual basis. Proceeds from investments in investment funds that represent return of capital are accounted for as a reduction to cost, and any proceeds received above the cost basis results in a realized gain. Unrealized gains and losses are reflected in operations when changes between the cost and fair value of investments occur. Income distributions received are recognized as income distributions from investments in private investment funds in the statement of operations.

*Income Taxes*

The Fund does not record a provision for U.S. federal, state, or local income taxes because the partners report their share of the Fund's income or loss on their income tax returns. The Fund files an income tax return in the US federal jurisdiction and may file income tax returns in various US states. The Fund is subject to income tax examinations by federal and relevant state taxing authorities from inception.

ASC 740 Income Taxes, requires management to determine whether its tax positions are more likely than not to be sustained upon examination by the applicable taxing authority, based on the technical merits of the position. The tax benefit recognized is measured as the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement with the relevant taxing authorities. Based on its analysis, the Fund has determined that it has not incurred any liability for unrecognized tax benefits as of December 31, 2022. The Fund does not expect that its assessment regarding unrecognized tax benefits will materially change over the next twelve months.The Fund's

**1. Nature of operations and summary of significant accounting policies** (cont.)

conclusions may be subject to review and adjustment at a later date based on factors including, but not limited to, questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions, compliance with U.S. federal, U.S. state and foreign tax laws, and changes in the administrative practices and precedents of the relevant taxing authorities.

The Fund's policy is to recognize interest and penalties related to unrecognized tax benefits in interest expense and other expenses, respectively. The Fund did not recognize any interest or penalties during the year ended December 31, 2022.

*Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires the Fund's management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**2. Fair value measurements**

The Fund's assets recorded at fair value have been categorized based upon a fair value hierarchy as described in the Fund's significant accounting policies in Note 1. The following table presents information about the Fund's assets measured at fair value as of December 31, 2022:

| | Level 1 | Level 2 | Level 3 | Investments Measured at Net Asset Value[(1)] | Total |
|---|---|---|---|---|---|
| **Assets (at fair value)** | | | | | |
| Investments in securities | $ 2,647,078 | $ — | $ — | $ — | $ 2,647,078 |
| Investments in private investment funds | — | — | 3,601,104 | 96,626,169 | 100,227,273 |
| Investments in private operating companies | — | — | 6,224,347 | — | 6,224,347 |
| Investments in loan participations | — | — | 1,995,449 | — | 1,995,449 |
| **Total** | $ 2,647,078 | $ — | $ 11,820,900 | $ 96,626,169 | $ 111,094,147 |

(1) These investments are presented for reconciliation purposes and are not required to be categorized in the fair value hierarchy since they are measured at net asset value, without adjustment, as permitted as a practical expedient.

The below table reflects the unobservable inputs used in the valuation of other Level 3 assets as of December 31, 2022:

| Investments | Fair Value at December 31, 2022 | Valuation Technique | Unobservable Inputs | Range of Inputs | Impact on Valuation from an increase in Input |
|---|---|---|---|---|---|
| Loan participations | $ 1,995,449 | Income Approach | Discount rate | 12% | Decrease |
| Private operating companies | 1,915,420 | Market Approach | Transaction Price | $34,826 | Increase |
| | 1,888,971 | Market Approach | Revenue multiples | 10.48x | Increase |
| | 2,419,956 | Market Approach | Transaction Price | $23.99 – $29.98 | Increase |
| Private investment funds | 2,054,776 | Income Approach | Capitalization Rate | 6.5% | Decrease |
| | 1,380,826 | Market Approach | Transaction Price | $35.95 | Increase |
| | 165,502 | Other | Transaction Cost | N/A | Increase |
| | $ 11,820,900 | | | | |

**2. Fair value measurements** (cont.)

The following table presents the changes in assets and transfers in and out for investments that are classified in Level 3 of the fair value hierarchy for the year ended December 31, 2022:

| | Loan Participation | Private Operating Companies | Private Investment Funds | Totals |
|---|---|---|---|---|
| Balance as of January 1, 2022 | $ 4,631,449 | $ 2,327,782 | $ 2,002,809 | 8,962,040 |
| Purchases | 285,987 | 2,437,791 | 1,052,433 | 3,776,210 |
| Sales/Paydowns | (904,847) | — | — | (904,847) |
| Realized gains (losses) | — | — | — | — |
| Accretion | — | — | — | — |
| Change in Unrealized appreciation (depreciation) | (2,017,139) | 1,458,774 | 545,863 | (12,502) |
| Transfers In | — | — | — | — |
| Transfers Out | — | — | — | — |
| Balance as of December 31, 2022 | $ 1,995,449 | $ 6,224,347 | $ 3,601,104 | $ 11,820,900 |

The following table represents investment strategies, unfunded commitments and redemptive restrictions of investments that are measured at NAV per share (or its equivalent) as a practical expedient as of December 31, 2022.

**December 31, 2022**

| Private Investment Fund* | Investment Category | Unfunded Commitment | Fund Term |
|---|---|---|---|
| 13th Floor Fund IV, LP | Real Estate | $ 250,000 | 10 yrs after Final Closing with 2 additional years possible. Final close was in 2021 |
| 17Capital Co-Invest (A) SCSp | Private Credit | 21,464 | Termination date is 04/14/2030, subject to a 2 year extension |
| ACE Buyout IV (Lux) SCSp SICAV-RAIF | Private Equity | 1,400,003 | Termination date is 05/29/2030 |
| Albion Growth Opportunities LP | Private Equity | 57,804 | 5 yrs after First Closing subject to extensions. First closing was in 2021 |
| Arrowroot Protecht, L.P. | Secondaries | — | Partnership shall be dissolved following the disposition of all its Investments |
| Awz Pentera II LLC | Secondaries | — | Partnership will continue until the earliest occurance of: sale of all assets of the Company, consent of the Holders, entry of judicial decree of dissolution, or IPO of Pentera Shares |
| Banner Ridge DSCO Fund I (Offshore), LP | Primaries | 1,582,109 | Termination date is 03/20/2030, subject to two 1 year extensions |
| Banner Ridge DSCO Fund I, LP | Secondaries | 6,339,990 | Termination date is 03/20/2030, subject to two 1 year extensions |
| Banner Ridge DSCO Fund II (Offshore), LP | Secondaries | 10,000,000 | Termination date is 05/20/2030, subject to a 1 year extension |
| Banner Ridge Secondary Fund III (Offshore), LP | Secondaries | 632,533 | Termination date is 09/19/2029, subject to two 1 year extensions |
| Banner Ridge Secondary Fund III (T), LP | Secondaries | 3,776,941 | Termination date is 09/19/2029, subject to two 1 year extensions |
| Banner Ridge Secondary Fund III Co, LP (Class A) | Secondaries | 791,727 | Termination date is 11/29/2029, subject to two 1 year extensions |

**2. Fair value measurements** (cont.)

| Private Investment Fund* | Investment Category | Unfunded Commitment | Fund Term |
|---|---|---|---|
| Banner Ridge Secondary Fund III Co, LP (Class B) | Secondaries | $ 139,713 | Termination date is 11/29/2029, subject to two 1 year extensions |
| Banner Ridge Secondary Fund IV (T), LP | Secondaries | 4,997,141 | Termination date is 06/15/2031, subject to two 1 year extensions |
| Banner Ridge Secondary Fund IV Offshore,LP | Secondaries | 1,249,156 | Termination date is 06/15/2031, subject to two 1 year extensions |
| CapitalSpring Investment Partners VI Parallel II, LP | Private Equity | 1,978,606 | Termination date is 3/31/2029, subject to two 1-year extension at the discretion of the GP and one 1-year extension with the consent of the LPAC |
| CL Oliver Co-Invest I, L.P. | Private Credit | 500 | Continue indefinitely until Partnership is wound up and dissolved |
| Crestline Portfolio Financing Fund II (US), L.P. | Lending | 1,484,274 | 36-month investment period with one optional one-year extension, and then 36-month harvest period with two optional one year extensions |
| Crestline Portfolio Financing Fund II (US), L.P. | Lending | 371,068 | 36-month investment period with one optional one-year extension, and then 36-month harvest period with two optional one year extensions |
| Crestline Portfolio Financing Fund (US), L.L.C. | Lending | 867,927 | 36-month investment period, and then 36-month harvest period |
| Crestline Portfolio Financing Fund II (TE/FNT), L.P. | Lending | 96,148 | 36-month investment period, and then 36-month harvest period |
| Crestline Praeter, L.P. – Fulcrum | Lending | — | No termination date |
| Dugout Funding LLC | Middle Market | — | No termination date |
| EGH Investors LLC (Series A) | Real Estate | — | No termination date |
| EGH Investors LLC (Series B) | Real Estate | — | No termination date |
| European Liquidity Solutions III Limited Partnership | Private Equity | 555,598 | 8 yrs after Final Closing |
| Felicitas Secondary Fund II Offshore, LP (Class B) | Secondaries | 1,078,119 | Termination date: January 10, 2030 |
| Felicitas Secondary Fund II, LP (Class A) | Secondaries | 4,312,477 | Termination date: January 10, 2030 |
| FPA WhiteHawk III Onshore Fund, L.P. | Lending | 339,921 | Term ends at end of Liquidation Period: June 30, 2026. But liquidation period can be extended for up to two 1-yr periods |
| GACP II, L.P. | Lending | — | December 1, 2023 (extended from 12/1/22) |
| Golub Capital BDC 3, Inc. | Private Credit | 150,000 | No termination date |
| Harvest Growth Capital III LLC | Secondaries | 223,972 | 8 years from the initial closing, may be extended by the Manager for up to two additional one-year periods with the approval of a majority-in interest of the Members |
| Harvest Growth Capital IV QP LLC | Private Equity | 315,556 | 8 years from the initial closing, may be extended by the Manager for up to two additional one-year periods with the approval of a majority-in interest of the Members |

**2. Fair value measurements** (cont.)

| Private Investment Fund* | Investment Category | Unfunded Commitment | Fund Term |
|---|---|---|---|
| Inspiration Ventures Secondary Fund I, L.P. | Secondaries | $ 75,713 | Termination date is 09/24/2023 unless extended pursuant to the terms of the Partnership Agreement |
| Ironsides Direct Investment Fund V, L.P. | Private Equity | 150,760 | Termination date: April 10, 2030 |
| Ironsides Offshore Direct Investment Fund V, L.P. | Private Equity | 26,605 | Termination date: April 10, 2030 |
| Jupiter SPV LP | Secondaries | — | 5 years after initial closing |
| Kayne Anderson BDC, Inc. | Private Credit | 299,922 | No termination date |
| LBR Co-Invest Debtco, L.P.[1] | Middle Market | — | No termination date |
| LBR Co-Invest Equityco, LLC[1] | Middle Market | — | No termination date |
| Levine Leichtman Capital Partners VI, L.P. (Series A) | Middle Market | 1,928,831 | Termination date: November 16, 2028 |
| Levine Leichtman Capital Partners VI, L.P. (Series B) | Middle Market | 214,364 | Termination date: November 16, 2028 |
| LL-MS City Place, LLC (A) | Real Estate | 31,832 | No termination date |
| LL-MS City Place, LLC (B) | Real Estate | 28,517 | No termination date |
| LL-MS Covington, LLC | Real Estate | — | No termination date |
| LL-MS Fabian Way, LLC | Real Estate | 20,661 | No termination date |
| LL-MS Management, LLC | Real Estate | — | No termination date |
| LL-MS Troy Court, LLC | Real Estate | 106,613 | No termination date |
| LV Acadian, LP | Middle Market | — | Will exist until assets are sold or until GP terminates the partnership. |
| NE Pulse SCSp | Secondaries | 26,472 | N/A — Direct investment into the company |
| NE II Fund SCSp | Private Equity | 216,387 | 10 years following the Final Closing Date. May be extended for a maximum of two years. |
| NPC KeepTruckin, LLC | Private Equity | — | Continue until the fifth anniversary of the Initial Closing Date. The Managing Member may, in its sole discretion, extend the term of the Company for up to two additional one-year periods |
| NPC Opportunity Fund, L.P. | Private Equity | 200,000 | 7 years after the Final Closing and GP has discretion to extend by unlimited one-year periods |
| OCP Chimera LP | Secondaries | 239,000 | 5 years after the Closing Date |
| Pathlight Capital Fund I LP | Lending | 160,485 | Last day of the fiscal quarter in which the fifth anniversary of the Final Closing Date falls. May be extended up to two conscutive one-year periods |
| PDC Opportunities V LP | Secondaries | 374 | June 2023 |
| Peregrine Select Fund II, L.P. | Private Equity | 750,000 | Termination date is 06/18/2031, subject to two 1-year extensions at the GP's discretion. |
| Second Alpha Partners IV, L.P. | Secondaries | 265,164 | Termination date is 05/31/2024, subject to two 1 year extensions |

**2. Fair value measurements** (cont.)

| Private Investment Fund* | Investment Category | Unfunded Commitment | Fund Term |
|---|---|---|---|
| Second Alpha Partners V, L.P. | Private Equity | $ 758,192 | The Partnership shall terminate at the close of business on the 7th anniversary of the final closing date, but subject to two 1 year extensions |
| Signal Peak Ventures III CIV-A, L.P. | Private Equity | — | Continue until the tenth anniversary of the Activation Date, unless extended pursuant to paragraph 10.1 or sooner dissolved as provided in paragraph 10.2(a) |
| Signal Peak Ventures IV, L.P. | Private Equity | 1,200,000 | 10 years from the due date of the first capital call (the "Activation Date"), subject to subject to one one-year extension at the General Partner's discretion. |
| TerraCotta Credit Fund L.P.(2) | Lending | — | Evergreen, until Fund is dissolved, liquidated, or terminated per Article 8 of LPA |
| The Evolution Technology Fund II SCSp | Private Equity | 203,130 | January 13, 2030 |
| Thorofare Asset Based Lending Fund V, L.P.(3) | Lending | — | Until the partnership is terminated and wound up in accordance with the limited partnership agreement |
| TSC Co-Invest L.P. | Private Equity | — | Will exist in perpetuity unless terminated by the GP |
| VCFA Venture Partners VI, L.P. | Secondaries | 260,000 | Termination date is 12/05/2028, subject to a 2 year extension terminating no later than 12/05/2030 |
| Total Unfunded Commitment | | **$ 50,175,769** | |

* No withdrawals are permitted from any of the above investments except TerraCotta Credit Fund, L.P., Law Business Research, and Thorofare Asset Based Lending Fund V, L.P.

(1) Withdrawals permitted upon written consent of the General Partner

(2) Quarterly withdrawals after the initial lock-up period of 3 years.

(3) Withdrawals permited annually, subject to the lock-up period of 2 years

**3. Significant Risk Factors**

The Fund's investing activities and those of the Underlying Funds expose the Fund to various types of financial risks that are associated with the financial instruments and markets in which they invest. These financial risks include credit risk, liquidity risk and market risk (including foreign currency risk, interest rate risk and other price risks). The Fund's overall risk management program focuses on minimizing potential adverse effects on the Fund's performance resulting from these financial risks. The Fund attempts to manage these financial risks on an aggregate basis along with other risks associated with its investing activities.

**3. Significant Risk Factors** (cont.)

*Credit Risk*

In the normal course of business, the Fund maintains its cash balances in financial institutions, which at times may exceed federally insured limits. The Fund is subject to credit risk to the extent any financial institution with which it conducts business is unable to fulfill contractual obligations on its behalf. Management monitors the financial condition of such financial institutions and does not anticipate any losses from these counterparties.

*Liquidity Risk*

Investments held by the Fund are generally in illiquid securities and partnership interests acquired through privately negotiated transactions and there is no assurance that the Fund will be able to realize such investments in a timely manner. The Fund's ability to exit its investments may be adversely affected by market conditions.

*Market Risk*

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk includes foreign currency, interest rate risk and other price risks.

*Foreign currency and exchange risks*

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. To the extent that the Fund directly or indirectly holds assets in foreign currencies, the Fund will be exposed to a degree of currency risk which may adversely affect performance, changes in foreign currency exchange rates may materially affect the value of investments in the portfolio.

In addition, the Fund will incur costs associated with conversion between various currencies. The Fund will conduct its foreign currency exchange transactions in relation to the funding investment commitment or receiving proceeds upon dispositions, but ordinarily will not attempt to hedge currency risks over the long-term.

*Interest Rate Risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The fair value of debt securities in which the Underlying Funds invest is sensitive to changes in interest rates and market conditions within the United States and other countries. The fair values of equity securities may be indirectly affected by changes in interest rates as well.

*Other Price Risks*

Other price risks relate to the risks that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from foreign currency or interest rate risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. These risks may include equity and commodity risk.

*Concentration Risk*

The Investment portfolio of the Fund may be subject to rapid change in value than would be the case if the Fund were to maintain a wide diversification amount securities or industry sectors.

**4. Partners' capital**

At December 31, 2022, the Fund has total commitments of $62,130,000 and $16,471,000 from Series A and Series B Limited Partner, respectively. The General Partner may call capital up to the amount of unfunded commitments to enable the Fund to make investments, pay fees and expenses, or provide reserves. No Limited Partner is required to fund an amount in excess of its unfunded commitment. Recallable distributions to partners increase the unfunded commitments of the partners and are at the discretion of the General Partner. At December 31, 2022, the Fund had no unfunded commitments from Series A and Series B Limited Partners. The ratio of total contributed capital to total committed capital is 100% from Series A and Series B Limited Partners. The liability of Limited Partners is limited to their capital balances in the Fund.

Profits and losses with respect to investments of Series A or B are allocated specifically to the respective series based on each investor's capital commitment in the series. All other income and expenses are allocated based on each Limited Partners' proportionate share of the total Fund commitments such that the capital balance of each Limited Partner after the profit and loss allocation would equal the distributions due to the Limited Partners on the termination of the Fund.

The General Partner will, in its discretion, determine the amount and timing of all distributions by the Fund. Prior to the expiration of the investment period, any investment proceeds that, if distributed, could be called again pursuant to the Agreement need not be actually distributed, but may be retained and used by the Fund. Any investment proceeds that are so retained will be deemed to have been distributed to each partner entitled thereto and re-contributed by such partner as a capital contribution.

Distributable amounts will initially be apportioned among the partners (including the General Partner) in proportion to their respective capital contributions used to acquire the investment giving rise to such distributable amounts. The amount apportioned to the General Partner will be distributed to the General Partner. The amount apportioned to each Limited Partner will be distributed as follows:

I. First, 100% to such Limited Partner until such Limited Partner has received cumulative distributions equal to the aggregate capital contributions by such Limited Partner to the Fund.

II. Second, 100% to such Limited Partner until such Limited Partner has received cumulative distributions equal to 10% per annum, compounded annually, until the date of distributions to such Limited Partner, of the aggregate unreturned capital contributions by such Limited Partner to the Fund.

III. Third, 100% to the General Partner until the General Partner has received with respect to such Limited Partner an amount equal to 5% of the aggregate amount distributed to such Limited Partner pursuant to Step II above and this Step III.

IV. Thereafter, 95% to such Limited Partner and 5% to the General Partner (referred to collectively as the General Partner's "Carried Interest").

As of December 31, 2022, all the investors are covered by a side letter whereby the Carried Interest is 0% to the General Partner.

**5. Related party transactions**

The Fund pays the General Partner a management fee, calculated and payable quarterly in arrears, of 0.75% on an annualized basis of such Limited Partners' Net Invested Capital as of the last business day of each quarter, prior to any distributions of capital on such last business day.

Certain Limited Partners have special management fee arrangements, and performance arrangements, as provided for in the Agreement. As of December 31, 2022, all the investors are covered by side letter whereby the management fee is reduced to 0.5% on an annualized basis.

**5. Related party transactions** (cont.)

Management fee expense was $394,554 for the year ended December 31, 2022. Management fee payable at December 31, 2022 is $104,500.

The Fund invests in Felicitas Secondary Fund II, LP and Felicitas Secondary Fund II Offshore, LP, affiliated funds managed by the General Partner of the Fund. The fair value of these investments represents 13.23% of partners' capital at December 31, 2022.

The Fund invested into another affiliated fund, Felicitas Clarity, LP and as of September 30, 2022, the Fund sold its position in Felicitas Clarity, LP and received an in-kind distribution which consisted of six new investments in I.G.M.R. Research Ltd. with a total of 85,622 shares.

**6. Administrative fee**

PartnersAdmin LLC (the "Administrator") serves as the Fund's administrator and performs certain administrative and clerical services on behalf of the Fund.

**7. Financial highlights**

Financial highlights for the year ended December 31, 2022 are as follows:

| | Series A | Series B |
|---|---|---|
| Internal rate of return, since inception | | |
| Beginning of year | 19.49% | 21.90% |
| End of year | 16.26% | 16.65% |
| | | |
| Ratio to average quarterly Limited Partners' capital | | |
| Expenses | 0.59% | 0.59% |
| Carried interest allocation to General Partner | — | — |
| | | |
| Expenses after carried interest | 0.59% | 0.59% |
| Net investment gain | 2.27% | 2.27% |

The internal rate of return of the partners since inception is net of all fees and expenses and was computed based on the actual dates of capital contributions and distributions, and the ending partners' capital at the end of the year.

Financial highlights are calculated for the Limited Partner class of each series taken as a whole. An individual Limited Partner's return and ratios may vary based on different performance and/or management fee arrangements, and the timing of capital transactions.

The net investment loss ratio does not reflect the effects of the accrued unearned carried interest to the General Partner, if applicable. The expense and net investment loss ratios do not reflect the Fund's proportionate share of income and expenses incurred by the underlying private investment funds.

**8. Subsequent events**

On May 1, 2023, the Federal Deposit Insurance Corporation ("FDIC") announced that First Republic Bank ("FRB") was closed and that the FDIC was appointed as receiver. Shortly thereafter, the FDIC entered into a purchase and assumption agreement with JPMorgan Chase Bank to assume all deposits and substantially all assets of FRB. As of September 15, 2023, management does not believe that there is any significant impact to its cash balance because of this matter.

The Fund's management evaluated activity of the fund through September 15, 2023, the date the financial statements were available to be issued, and concluded that no additional subsequent events have occurred that would require recognition or disclosure.

**8. Subsequent events** (cont.)

Effective June 30, 2023, the Fund reorganized with and transferred substantially all its portfolio securities into Felicitas Private Markets Fund ("the Successor Fund") in exchange for institutional class shares of the Successor Fund. The Successor Fund is a closed-end interval fund registered under the Investment Company Act of 1940, as amended. The reorganization was non-taxable. The Successor Fund maintains an investment objective, strategies and investment policies, guidelines and restrictions that are, in all material respects, equivalent to those of the Fund. The Fund and the Successor Fund shared the same investment adviser and portfolio managers.

**FELICITAS EQUITY FUND, LP**

UNAUDITED FINANCIAL STATEMENTS
PERIOD ENDED JUNE 30, 2023

**FELICITAS EQUITY FUND, LP**

**CONTENTS**

**FELICITAS EQUITY FUND, LP**
**UNAUDITED SCHEDULE OF INVESTMENTS**

**June 30, 2023**

| Investments, at fair value | Principal Balance/ Shares | Initial Acquisition Date | Amortized Cost | Fair Value | Percentage of Partners' Capital |
|---|---|---|---|---|---|
| **Investments in private investment funds**[d] | | | | | |
| **United States** | | | | | |
| Lending | | | | | |
| Crestline Praeter, L.P. – Fulcrum[b][c] | — | 8/19/2022 | $ 510,988 | $ 631,116 | 0.6% |
| Crestline Portfolio Financing Fund (US), L.L.C.[b][c] | — | 12/23/2020 | 1,110,382 | 1,004,311 | 0.9 |
| Crestline Portfolio Financing Fund II (US), L.P[b][c] | — | 12/10/2021 | 649,396 | 747,353 | 0.6 |
| GACP II, L.P.[b][c] | — | 6/21/2018 | 150,438 | 477,122 | 0.4 |
| Pathlight Capital Fund I LP[b][c] | — | 3/1/2019 | 1,377,003 | 1,426,062 | 1.3 |
| TerraCotta Credit Fund L.P.[b][c] | — | 1/31/2019 | 2,000,290 | 2,037,121 | 1.9 |
| Thorofare Asset Based Lending Fund V, L.P.[b][c] | — | 3/31/2022 | 3,001,412 | 3,100,605 | 2.8 |
| Total Lending | | | 8,799,909 | 9,423,690 | 8.5 |
| | | | | | |
| Middle Market | | | | | |
| Dugout Funding LLC[a][b] | — | 4/21/2020 | — | 1 | — |
| LV Acadian, LP[b][c] | — | 6/18/2018 | — | 1,401 | — |
| Levine Leichtman Capital Partners VI, L.P. (Series A)[b][c] | — | 1/30/2018 | 8,237,009 | 11,954,359 | 11.0 |
| Levine Leichtman Capital Partners VI, L.P. (Series B)[b][c] | — | 8/20/2021 | 915,220 | 1,328,396 | 1.3 |
| Total Middle Market | | | 9,152,229 | 13,284,156 | 12.3 |
| | | | | | |
| Private Credit | | | | | |
| CL Oliver Co-Invest I, L.P.[b][c] | — | 9/20/2021 | — | — | — |
| Golub Capital BDC 3, Inc.[c] | 200,355 | 7/25/2022 | 3,006,957 | 3,005,320 | 2.8 |
| Kayne Anderson BDC, Inc.[c] | 46,857 | 4/22/2021 | 744,935 | 828,085 | 0.8 |
| Total Private Credit | | | 3,751,892 | 3,833,405 | 3.5 |
| | | | | | |
| Private Equity | | | | | |
| CapitalSpring Investment Partners VI Parallel II, LP[b][c] | — | 4/1/2022 | 1,400,040 | 1,364,549 | 1.3 |
| Ironsides Direct Investment Fund V, L.P.[b][c] | — | 5/26/2020 | 717,968 | 1,323,996 | 1.1 |
| NPC KeepTruckin, LLC[b][c] | — | 4/29/2021 | 262,500 | 274,213 | 0.3 |
| NPC Opportunity Fund, L.P.[b][c] | — | 7/9/2021 | 903,900 | 946,770 | 0.9 |
| NE II Fund SCSp[b][c] | — | 1/28/2022 | 1,596,257 | 3,323,114 | 3.0 |
| Peregrine Select Fund II, L.P.[b][c] | — | 6/21/2021 | 976,741 | 962,213 | 0.9 |
| Second Alpha Partners V, L.P.[b][c] | — | 7/29/2022 | 242,363 | 271,203 | 0.2 |
| Signal Peak Ventures III CIV-A, L.P.[b][c] | — | 12/21/2021 | 1,003,689 | 999,989 | 0.9 |
| Signal Peak Ventures IV, L.P.[b][c] | — | 7/1/2022 | 600,000 | 545,647 | 0.5 |
| TSC Co-Invest L.P.[b][c] | — | 9/3/2020 | 183,296 | 509,993 | 0.5 |
| Total Private Equity | | | 7,886,754 | 10,521,687 | 9.6 |
| | | | | | |
| Real Estate | | | | | |
| 13th Floor Fund IV, LP[b][c] | — | 12/22/2020 | 373,849 | 629,379 | 0.6 |
| EGH Investors LLC (Series A)[a][b] | — | 12/19/2019 | 1,372,925 | 1,759,394 | 1.6 |
| EGH Investors LLC (Series B)[a][b] | — | 10/24/2022 | 230,491 | 295,382 | 0.3 |

**FELICITAS EQUITY FUND, LP**
**UNAUDITED SCHEDULE OF INVESTMENTS (CONTINUED)**

**June 30, 2023**

| Investments, at fair value | Principal Balance/ Shares | Initial Acquisition Date | Amortized Cost | Fair Value | Percentage of Partners' Capital |
|---|---|---|---|---|---|
| **Investments in private investment funds[d] (continued)** | | | | | |
| **United States** | | | | | |
| LL-MS City Place, LLC[b][c] | — | 12/23/2022 | $ 608,498 | $ 1,066,684 | 1.0% |
| LL-MS City Place, LLC Blocker[b][c] | — | 11/29/2021 | 612,070 | 1,067,111 | 1.0 |
| LL-MS Covington, LLC[b][c] | — | 12/27/2022 | 302,853 | 1,153,263 | 1.1 |
| LL-MS Fabian Way, LLC[b][c] | — | 11/6/2020 | 682,021 | 661,141 | 0.6 |
| LL-MS Management, LLC[a][b] | — | 11/20/2020 | 210,078 | 210,078 | 0.2 |
| LL-MS Troy Court, LLC[b][c] | — | 11/23/2020 | 576,530 | 1,442,325 | 1.3 |
| Total Real Estate | | | 4,969,315 | 8,284,757 | 7.6 |
| Primaries | | | | | |
| Banner Ridge DSCO Fund I (Offshore), LP[b][c] | — | 12/17/2021 | 418,391 | 713,918 | 0.7 |
| Secondary Funds | | | | | |
| Banner Ridge DSCO Fund I, LP[b][c] | — | 12/30/2022 | 1,662,010 | 2,888,723 | 2.7 |
| Banner Ridge Secondary Fund III Co, LP (Class A)[b][c] | — | 1/2/2020 | 1,012,783 | 1,157,698 | 1.1 |
| Banner Ridge Secondary Fund III Co, LP (Class B)[b][c] | — | 3/24/2021 | 178,729 | 204,300 | 0.2 |
| Banner Ridge Secondary Fund III (T), LP[b][c] | — | 9/27/2019 | 959,570 | 2,689,598 | 2.5 |
| Banner Ridge Secondary Fund IV (T), LP[b][c] | — | 6/16/2021 | 3,596,284 | 6,554,130 | 6.0 |
| Inspiration Ventures Secondary Fund I, L.P[b][c]. | — | 6/1/2019 | — | 404,449 | 0.4 |
| OCP Chimera LP[b][c] | — | 6/1/2019 | — | 350,800 | 0.3 |
| Second Alpha Partners IV, L.P.[b][c] | — | 7/1/2018 | 599,780 | 1,393,500 | 1.3 |
| VCFA Venture Partners VI, L.P.[b][c] | — | 5/27/2022 | 430,281 | 798,158 | 0.6 |
| Total Secondary Funds | | | 8,439,438 | 16,441,356 | 15.1 |
| **Total United States** | | | 43,417,928 | 62,502,969 | 57.3 |
| **Australia** | | | | | |
| Secondary Funds | | | | | |
| Arrowroot Protecht, L.P.[b][c] | — | 1/27/2022 | 2,083,288 | 2,595,201 | 2.4 |
| **Cayman Islands** | | | | | |
| Lending | | | | | |
| Crestline Portfolio Financing Fund Offshore, L.P.[b][c] | — | 1/25/2021 | 123,664 | 110,754 | 0.1 |
| Crestline Portfolio Financing Fund II (US), L.P.[b][c] | — | 12/10/2021 | 162,359 | 186,961 | 0.2 |
| FPA WhiteHawk III Onshore Fund, L.P.[b][c] | — | 10/27/2022 | 1,742,741 | 1,929,033 | 1.8 |
| Total Lending | | | 2,028,764 | 2,226,748 | 2.1 |
| Middle Market | | | | | |
| LBR Co-Invest Debtco, L.P.[b][c] | — | 7/30/2021 | 10,764 | 20,080 | — |
| LBR Co-Invest Equityco, LLC[b][c] | — | 7/30/2021 | 206,562 | 385,347 | 0.4 |
| Total Middle Market | | | 217,326 | 405,427 | 0.4 |

**FELICITAS EQUITY FUND, LP**
**UNAUDITED SCHEDULE OF INVESTMENTS (CONTINUED)**

**June 30, 2023**

| Investments, at fair value | Principal Balance/ Shares | Initial Acquisition Date | Amortized Cost | Fair Value | Percentage of Partners' Capital |
|---|---|---|---|---|---|
| **Investments in private investment funds[d] (continued)** | | | | | |
| **Cayman Islands** | | | | | |
| Private Equity | | | | | |
| Ironsides Offshore Direct Investment Fund V, L.P.[b][c] | — | 6/3/2022 | $ 126,700 | $ 233,521 | 0.2% |
| | | | | | |
| Secondary Funds | | | | | |
| Banner Ridge DSCO Fund II (Offshore), LP[b][c] | — | 9/1/2022 | 4,580 | 91,282 | 0.1 |
| Banner Ridge Secondary Fund III (Offshore), LP[b][c] | — | 1/25/2021 | 203,692 | 499,360 | 0.5 |
| Banner Ridge Secondary Fund IV Offshore, LP[b][c] | — | 5/13/2022 | 899,324 | 1,637,461 | 1.5 |
| Total Secondary Funds | | | 1,107,596 | 2,228,103 | 2.1 |
| **Total Cayman Islands** | | | 3,480,385 | 5,093,800 | 4.8 |
| | | | | | |
| **Germany** | | | | | |
| Secondary Funds | | | | | |
| Jupiter SPV LP[b][c] | — | 1/21/2022 | 1,146,645 | 1,589,970 | 1.5 |
| | | | | | |
| **Guernsey Domiciled** | | | | | |
| Secondary Funds | | | | | |
| PDC Opportunities V LP[b][c] | — | 7/6/2022 | | 31,702 | — |
| | | | | | |
| Secondary Funds | | | | | |
| Awz Pentera II LLC[b][c] | — | 7/1/2022 | 1,013,663 | 1,798,156 | 1.7 |
| | | | | | |
| **Luxembourg** | | | | | |
| Private Equity | | | | | |
| ACE Buyout IV (Lux) SCSp SICAV-RAIF[b][c] | — | 12/16/2021 | 4,779,968 | 7,731,244 | 7.0 |
| The Evolution Technology Fund II SCSp[b][c] | — | 8/5/2022 | 1,577,289 | 2,138,395 | 2.0 |
| | | | 6,357,258 | 9,869,639 | 9.0 |
| | | | | | |
| Secondary Funds | | | | | |
| NE Pulse SCSp[a][b] | — | 10/19/2022 | 974,635 | 1,380,826 | 1.3 |
| **Total Luxembourg** | | | 7,331,892 | 11,250,465 | 10.3 |
| | | | | | |
| **United Kingdom** | | | | | |
| Private Credit | | | | | |
| 17Capital Co-Invest (A) SCSp[b][c] | — | 5/26/2021 | 106,404 | — | — |
| | | | | | |
| Private Equity | | | | | |
| Albion Growth Opportunities LP[b][c] | — | 7/6/2021 | 1,136,825 | 1,697,723 | 1.6 |
| European Liquidity Solutions III Limited Partnership[b][c] | — | 10/6/2021 | 2,487,288 | 2,565,834 | 2.3 |
| | | | 3,624,114 | 4,263,556 | 3.9 |
| **Total United Kingdom** | | | 3,730,518 | 4,263,556 | 3.9 |
| **Total investments in private investment funds** | | | $ 62,204,319 | $ 89,125,819 | 81.9% |

**FELICITAS EQUITY FUND, LP**
**UNAUDITED SCHEDULE OF INVESTMENTS (CONTINUED)**

**June 30, 2023**

| Investments, at fair value | Principal Balance/ Shares | Initial Acquisition Date | Amortized Cost | Fair Value | Percentage of Partners' Capital |
|---|---|---|---|---|---|
| **Investments in private operating companies[d]** | | | | | |
| **Israel** | | | | | |
| Private Equity | | | | | |
| I.G.M.R Research Ltd. – Preferred B Shares[a] | 2,710 | 9/30/2022 | $ 73,166 | $ 73,138 | 0.1 |
| I.G.M.R Research Ltd. – Preferred B-1 Shares[a] | 54,389 | 9/30/2022 | 1,631,300 | 1,630,678 | 1.4 |
| I.G.M.R Research Ltd. – Ordinary Shares[a] | 7,193 | 9/30/2022 | 173,206 | 172,540 | 0.2 |
| I.G.M.R Research Ltd. – Preferred Ordinary A-1 Shares[a] | 739 | 9/30/2022 | 18,837 | 18,830 | — |
| I.G.M.R Research Ltd. – Preferred Ordinary A-3 Shares[a] | 18,423 | 9/30/2022 | 469,689 | 469,510 | 0.4 |
| I.G.M.R Research Ltd. – Preferred Ordinary A-4 Shares[a] | 2,168 | 9/30/2022 | 55,281 | 55,260 | 0.1 |
| Total Private Equity | | | 2,421,479 | 2,419,957 | 2.2 |
| | | | | | |
| **Loan Participations[a][d]** | | | | | |
| **United States** | | | | | |
| Loan Participations | | | | | |
| Cypress REIT, LLC – Term Loan, 20% PIK, July 24, 2023 | 4,353,173 | 5/1/2019 | 2,439,191 | 1 | — |
| Cypress REIT, LLC – Delayed Draw Term Loan, 20% PIK, July 24, 2023 | 1,864,482 | 5/1/2019 | 1,044,716 | — | — |
| Cypress REIT, LLC – Priority Term Loan 14% PIK, July 24, 2023 | 156,839 | 7/22/2021 | 87,881 | — | — |
| Venerable Loan 12% PIK, October 27, 2024 | 2,000,000 | 10/12/2021 | 1,714,713 | 2,117,656 | 1.9 |
| CXI Valley I LLC - Promissory Note, 0%, November 15, 2025 | 789,543 | 5/15/2023 | 789,543 | $ 712,974 | 0.7 |
| Total Loan Participation | | | 6,076,043 | 2,830,630 | 2.6 |
| | | | | | |
| **Total Investments, at fair value** | | | $ 70,701,842 | $ 94,376,406 | 86.7% |
| | | | | | |
| **Other Assets in Excess of Liabilities** | | | | 14,427,646 | 13.3 |
| **Net Assets** | | | | $ 108,804,052 | 100.0% |

PIK — Paid-in-Kind Interest
(a) Value was determined using significant unobservable inputs. See Note 2.
(b) Private investment fund does not issue shares or units.
(c) Investment valued using net asset value per share (or its equivalent) as a practical expedient. See Note 2 for respective investment categories, unfunded commitments and redemptive restrictions.
(d) Investment restricted for resale.

**FELICITAS EQUITY FUND, LP**
**UNAUDITED SCHEDULE OF INVESTMENTS (CONTINUED)**

**June 30, 2023**

**Affiliates**

Fiscal year to date transactions with companies which are or were affiliates are as follows:

| Affiliate | Value at beginning of the period | Purchases Cost | Sales Proceeds | Net Realized Gain/(Loss) | Net Change in Unrealized | Value at the end of the period | Number of Shares at end of period | Dividend Income | Capital Gain Distributions |
|---|---|---|---|---|---|---|---|---|---|
| Felicitas Secondary Fund II, LP (Class A) | $ 11,885,879 | $ 655,999 | $ (8,573,881) | $ 273,780 | $(4,241,777) | $ — | — | $ — | $ — |
| Felicitas Secondary Fund II Offshore, LP (Class B) | 2,963,153 | — | (2,249,151) | 322,775 | (1,036,777) | — | — | — | — |
| | $ 14,849,032 | $ 655,999 | $(10,823,032) | $ 596,555 | $(5,278,553) | $ — | — | $ — | $ — |

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**FELICITAS EQUITY FUND, LP**
**UNAUDTED STATEMENT OF FINANCIAL CONDITION**

**June 30, 2023**

| | | |
|---|---|---|
| **Assets** | | |
| Investments (ALL), at fair value (cost $70,701,842) | $ | 94,376,406 |
| Cash and cash equivalents | | 12,838,119 |
| Investment proceeds receivable | | 1,610,908 |
| Receivable from investments | | 84,398 |
| Prepaid expenses | | 18,156 |
| Due from related parties | | 151,254 |
| **Total Assets** | $ | 109,079,241 |
| | | |
| **Liabilities and partners' capital** | | |
| | | |
| Liabilities | | |
| Management fee payable | $ | 88,377 |
| Accrued expenses and other liabilites | | 186,812 |
| Total liabilities | | 275,189 |
| Partners' capital | | 108,804,052 |
| **Total Liabilities and Partners' Capital** | $ | 109,079,241 |

*See accompanying notes to financial statements.*

**FELICITAS EQUITY FUND, LP**
**UNAUDITED STATEMENT OF OPERATIONS**

**For the Period Ended June 30, 2023**

| | |
|---|---|
| **Investment income** | |
| Dividend income | $ 122,659 |
| Income distributions from private investment funds | 676,368 |
| Total investment income | 799,027 |
| | |
| **Expenses** | |
| Management fee | 194,724 |
| Professional fees | 78,306 |
| Administrative fee | 30,252 |
| Operating expenses | 18,458 |
| Interest expense | 222 |
| Total expenses | 321,962 |
| **Net investment income** | 477,065 |
| | |
| **Realized and unrealized gain (loss)** | |
| | |
| Net realized gain (loss) on affiliated private investment funds | 596,556 |
| Net realized gain (loss) on non-affiliated private investment funds | (285,056) |
| Net realized gain (loss) on private operating companies | (323,093) |
| Net realized gain (loss) on loan participations | (422) |
| Net realized gain (loss) on investments in securities | (267,574) |
| Net change in unrealized appreciation (depreciation) on affiliated private investment funds | (5,278,553) |
| Net change in unrealized appreciation (depreciation) on non-affiliated private investment funds | 4,391,005 |
| Net change in unrealized appreciation (depreciation) on private operating companies | (1,460,298) |
| Net change in unrealized appreciation (depreciation) on loan participations | (1,596,607) |
| Net change in unrealized appreciation (depreciation) on securities | 295,854 |
| **Net loss from investments** | (3,928,188) |
| **Net loss** | $ (3,451,123) |

**Statement might not foot due to rounding.*

*See accompanying notes to financial statements.*

**FELICITAS EQUITY FUND, LP**
**UNAUDITED STATEMENT OF CHANGES IN PARTNERS' CAPITAL**

**For the Period Ended June 30, 2023**

| | General Partner | Limited Partners Series A | Limited Partners Series B | Total |
|---|---|---|---|---|
| **Partners' capital,** beginning of period | $ — | $ 89,570,602 | $ 22,684,572 | $ 112,255,174 |
| **Allocation of net income** | | | | |
| Pro rata income allocation | — | (2,822,761) | (628,362) | (3,451,123) |
| Carried interest allocation (see Note 4) | — | — | — | — |
| **Partners' capital,** end of period | $ — | $ 86,747,842 | $ 22,056,210 | $ 108,804,052 |

**Statement might not foot due to rounding.*

*See accompanying notes to financial statements.*

**FELICITAS EQUITY FUND, LP**
**UNAUDITED STATEMENT OF CASH FLOWS**

**For the Period Ended June 30, 2023**

| | |
|---|---|
| **Cash flows from operating activities** | |
| Net loss | $ (3,451,123) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | |
| Net realized gain (loss) on affiliated private investment funds | (596,556) |
| Net realized gain (loss) on non-affiliated private investment funds | 285,056 |
| Net realized gain (loss) on private operating companies | 323,093 |
| Net realized gain (loss) on loan participations | 422 |
| Net realized gain (loss) on investments in securities | 267,574 |
| Net change in unrealized appreciation (depreciation) on affiliated private investment funds | 5,278,553 |
| Net change in unrealized appreciation (depreciation) on non-affiliated private investment funds | (4,391,005) |
| Net change in unrealized appreciation (depreciation) on private operating companies | 1,460,298 |
| Net change in unrealized appreciation (depreciation) on loan participations | 1,596,607 |
| Net change in unrealized appreciation (depreciation) on securities | (295,854) |
| Purchases of investment in loan participations | (13,088) |
| Purchases of investments in securities | (9,154,534) |
| Purchases of investments in non-affiliated private investment funds, including investment funded in advance | (5,093,118) |
| Purchases of investments in affiliated private investment funds | (655,999) |
| Distributions received from non-affiliated private investment fund, including change in distributions receivable | 3,713,908 |
| Distributions received from affilaited private investment fund | 1,503,256 |
| Proceeds from sales of investments in affiliated private investment funds | 9,319,777 |
| Proceeds from sales of investments in non-affiliated private investment funds | 276,428 |
| Proceeds from sales of investments in private operating companies | 937,500 |
| Proceeds from sales of investments in loan participations | 41,133 |
| Proceeds from sales of investments in securities | 11,829,892 |
| Change in operating assets and liabilities: | |
| Accrued expenses and other liabilities | 86,814 |
| Management fee payable | (16,123) |
| Prepaid expenses | 87,010 |
| Investment proceeds receivable | (1,610,908) |
| Other assets | (150,978) |
| **Net cash provided by operating activities** | 11,578,035 |
| **Net increase in cash** | 11,578,035 |
| **Cash and cash equivalents,** beginning of period | 1,260,084 |
| **Cash and cash equivalents**, end of period | $ 12,838,119 |

**Statement might not foot due to rounding.*

*See accompanying notes to financial statements.*

## 1. Nature of operations and summary of significant accounting policies

*Nature of Operations*

Felicitas Equity Fund, LP (the "Fund"), a Delaware limited partnership, commenced operations on February 23, 2018. The Fund's objective is to provide superior long-term returns by investing in privately issued securities and interests in pooled investment vehicles that invest primarily in privately issued securities. The Fund is managed by Felicitas Global Partners, LLC (the "General Partner"), a Delaware limited liability company. Refer to the Fund's offering memorandum for more information.

The Fund will continue in perpetuity until dissolved in accordance with the terms of the Limited Partnership Agreement ("Agreement").

*Basis of Presentation*

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("US GAAP") as detailed in the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC"). The Fund is an investment company for accounting purposes and follows the accounting and reporting guidance in *Financial Services — Investment Companies* ("ASC 946").

*Cash & Cash Equivalents*

Cash represents cash deposits held at financial institutions. Cash equivalents include short-term highly liquid investments of sufficient credit quality that are readily convertible to known amounts of cash and have original maturities of three months or less. Cash equivalents are carried at cost, plus accrued interest, which approximates fair value. Cash equivalents are held for the purpose of meeting short-term liquidity requirements, rather than for investment purposes. Cash equivalents are held at major financial institutions and are subject to credit risk to the extent those balances exceed applicable Federal Deposit Insurance Corporation ("FDIC") or Securities Investor Protection Corporation ("SIPC") limitations.

*Fair Value — Definition and Hierarchy*

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Fund uses a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, defined in ASC 820, *Fair Value Measurements*. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The fair value hierarchy is categorized into three levels based on the inputs as follows:

*Level 1* — Unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access.

*Level 2* — Inputs, other than quoted prices included in Level 1, that are observable either directly or indirectly. These inputs may include: (a) quoted prices for similar assets in active markets; (b) quoted prices for identical or similar assets in markets that are not active; (c) inputs other than quoted prices that are observable for the asset; or (d) inputs derived principally from or corroborated by observable market data by correlation or other means.

*Level 3* — Inputs that are unobservable and significant to the entire fair value measurement.

Investments in private investment funds measured using net asset value as practical expedient are not categorized within the fair value hierarchy.

**1. Nature of operations and summary of significant accounting policies** (cont.)

Fair value is a market-based measure, based on assumptions of prices and inputs considered from the perspective of a market participant that are current as of the measurement date, rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Fund's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date.

The availability of valuation techniques and observable inputs can vary from investment to investment and are affected by a wide variety of factors, including the type of investment, whether the investment is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the investments existed. Accordingly, the degree of judgment exercised by the Fund in determining fair value is greatest for investments categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy in which the fair value measurement falls in its entirety is determined based on the lowest level input that is significant to the fair value measurement.

*Fair Value — Valuation Techniques and Inputs*

Investments in Securities

Investments in securities that are freely tradable and are listed on major securities exchanges are valued at their last reported sales price as of the valuation date.

To the extent these securities are actively traded and valuation adjustments are not applied, they are categorized as Level 1 in the fair value hierarchy. Securities traded on inactive markets or valued by reference to similar instruments are generally categorized as Level 2 in the fair value hierarchy.

Investments in Private Investment Funds

The Fund values investments in private investment funds utilizing the net asset values provided by the underlying private investment funds as a practical expedient. The Fund applies the practical expedient to private investment funds on an investment-by-investment basis, and consistently with the Fund's entire position in a particular investment, unless it is probable that the Fund will sell a portion of an investment at an amount different from the net asset value (NAV) of the investment. The use of the NAV practical expedient is conditioned upon the underlying investment applying the fair value measurement principles required by ASC 946 and ASC 820. The valuations of investments in private investment funds are supported by information received from the investee funds such as quarterly net asset values, investor reports, and audited financial statements, when available.

The Fund's investments in private investment funds are subject to the terms of the respective limited partnership or operating agreements, private placement memorandums, and other governing agreements of such investment funds. The Fund's investments are also subject to management fees ranging from 0% – 2% of net assets/commitments annually and performance allocations ranging from 0% – 30% of net profits earned as specified in such agreements.

If it is probable that the Fund will sell an investment at an amount different from the net asset valuation or in other situations where the practical expedient is not available, or when the General Partner believes alternative valuation techniques are more appropriate, the General Partner may consider other factors, including subscription and redemption rights, expected discounted cash flows, transactions in the secondary market, bids received from potential buyers, and overall market conditions in its determination of fair value. Investments that are not valued using the practical expedient are generally categorized as Level 3 of the fair value hierarchy.

**1. Nature of operations and summary of significant accounting policies** (cont.)

Additionally, such investment funds in which the Fund invests may restrict both the transferability of the Fund's interest and the Fund's ability to withdraw. In light of such restrictions imposed, an investment in these investment funds should be viewed as illiquid and subject to liquidity risk.

Investments in Loan Participations

Investments in Loan Participations are agreements between a lender and a party who purchases interest in an underlying loan. In establishing the estimated fair value of portfolio company loans, the General Partner utilizes recently executed transactions. The transaction price, excluding transaction costs, is typically the General Partner's best estimate of fair value at inception. Thereafter, the valuation of the investments in portfolio company loans is generally measured at the principal amount less any principal payments received and also includes accrued but unpaid interest on the loans. When evidence supports a change to the carrying value from the transaction price, adjustments are made to reflect expected exit values in the investment's principal market under current market condition. Ongoing reviews by the General Partner are based on an assessment of trends in the performance of each underlying investment from the inception date through the most recent valuation date and incorporates a review of credit risk, interest rate risk, liquidity risk and time to maturity. These investments are included in Level 3 of the fair value hierarchy.

Investments in Private Operating Companies

Investments in private operating companies consist of private common stock. The transaction price, excluding transaction costs, is typically the Fund's best estimate of fair value at inception. When evidence supports a change to the carrying value from the transaction price, adjustments are made to reflect expected exit values in the investment's principal market under current market conditions. Ongoing reviews by the Fund's management are based on an assessment of trends in the performance of each underlying investment from the inception date through the most recent valuation date. These assessments typically incorporate valuation techniques that consider the evaluation of arm's-length financing and sale transactions with third parties, an income approach reflecting a discounted cash flow analysis, and a market approach that includes a comparative analysis of acquisition multiples and pricing multiples generated by market participants. In certain instances, the Fund may use multiple valuation techniques for a particular investment and estimate its fair value based on a weighted average or a selected outcome within a range of multiple valuation results. The investments in private operating companies are categorized in Level 3 of the fair value hierarchy

*Investment Transactions and Related Investment Income*

Investment transactions are accounted for on a trade-date basis. Interest is recognized on the accrual basis. Proceeds from investments in investment funds that represent return of capital are accounted for as a reduction to cost, and any proceeds received above the cost basis results in a realized gain. Unrealized gains and losses are reflected in operations when changes between the cost and fair value of investments occur. Income distributions received are recognized as income distributions from investments in private investment funds in the statement of operations.

*Income Taxes*

The Fund does not record a provision for U.S. federal, state, or local income taxes because the partners report their share of the Fund's income or loss on their income tax returns. The Fund files an income tax return in the US federal jurisdiction and may file income tax returns in various US states. The Fund is subject to income tax examinations by federal and relevant state taxing authorities from inception.

ASC 740 Income Taxes, requires management to determine whether its tax positions are more likely than not to be sustained upon examination by the applicable taxing authority, based on the technical merits of the position. The tax benefit recognized is measured as the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement with the relevant taxing authorities. Based on its analysis, the Fund has determined that it has not incurred any liability for unrecognized tax benefits as of June 30, 2023. The Fund does not expect that its assessment regarding unrecognized tax benefits will materially change over the next twelve months.The Fund's

**1. Nature of operations and summary of significant accounting policies** (cont.)

conclusions may be subject to review and adjustment at a later date based on factors including, but not limited to, questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions, compliance with U.S. federal, U.S. state and foreign tax laws, and changes in the administrative practices and precedents of the relevant taxing authorities.

The Fund's policy is to recognize interest and penalties related to unrecognized tax benefits in interest expense and other expenses, respectively. The Fund did not recognize any interest or penalties during the period ended June 30, 2023.

*Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires the Fund's management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**2. Fair value measurements**

The Fund's assets recorded at fair value have been categorized based upon a fair value hierarchy as described in the Fund's significant accounting policies in Note 1. The following table presents information about the Fund's assets measured at fair value as of June 30, 2023:

| | Level 1 | Level 2 | Level 3 | Investments Measured at Net Asset Value(1) | Total |
|---|---|---|---|---|---|
| **Assets (at fair value)** | | | | | |
| Investments in securities | $ — | $ — | $ — | $ — | $ — |
| Investments in private investment funds | — | — | 3,645,680 | 85,480,138 | 89,125,819 |
| Investments in private operating companies | — | — | 2,419,957 | — | 2,419,957 |
| Investments in loan participations | — | — | 2,830,630 | — | 2,830,630 |
| **Total** | $ — | $ — | $ 8,896,268 | $ 85,480,138 | $ 94,376,406 |

(1) These investments are presented for reconciliation purposes and are not required to be categorized in the fair value hierarchy since they are measured at net asset value, without adjustment, as permitted as a practical expedient.

The below table reflects the unobservable inputs used in the valuation of other Level 3 assets as of June 30,2023:

| Investments | Fair Value at December 31, 2022 | Valuation Technique | Unobservable Inputs | Range of Inputs | Impact on Valuation from an increase in Input |
|---|---|---|---|---|---|
| Loan participations | $ 2,830,630 | Income Approach | Discount rate | 12% | Decrease |
| Private operating companies | 2,419,957 | Market Approach | Transaction Price | $23.99 – $29.98 | Increase |
| Private investment funds | 2,054,776 | Income Approach | Capitalization Rate | 6.5% | Decrease |
| | 1,380,826 | Market Approach | Transaction Price | $35.95 | Increase |
| | 210,078 | Other | Transaction Cost | N/A | Increase |
| | $ 8,896,268 | | | | |

**2. Fair value measurements** (cont.)

The following table presents the changes in assets and transfers in and out for investments that are classified in Level 3 of the fair value hierarchy for the period ended June 30,2023:

| | Loan Participation | Private Operating Companies | Private Investment Funds | Totals |
|---|---|---|---|---|
| Balance as of January 1, 2023 | $ 1,995,449 | $ 6,224,347 | $ 3,601,104 | $ 11,820,900 |
| Purchases | 13,088 | — | 44,846 | 57,933 |
| Sales/Paydowns | (41,133) | (937,500) | — | (978,633) |
| Realized gains (losses) | (422) | (323,093) | — | (323,514) |
| Accretion | — | — | — | — |
| Change in Unrealized appreciation (depreciation) | (1,051,771) | (628,377) | (269) | (1,680,418) |
| Transfers In | 1,915,420 | — | — | 1,915,420 |
| Transfers Out | — | (1,915,420) | — | (1,915,420) |
| Balance as of June 30, 2023 | $ 2,830,630 | $ 2,419,957 | $ 3,645,680 | $ 8,896,268 |

The following table represents investment strategies, unfunded commitments and redemptive restrictions of investments that are measured at NAV per share (or its equivalent) as a practical expedient as of June 30, 2023.

| Private Investment Fund* | Investment Category | Unfunded Commitment | Fund Term |
|---|---|---|---|
| 13th Floor Fund IV, LP | Real Estate | $ 250,000 | 10 yrs after Final Closing with 2 additional years possible. Final close was in 2021 |
| 17Capital Co-Invest (A) SCSp | Private Credit | — | Termination date is 04/14/2030, subject to a 2 year extension |
| ACE Buyout IV (Lux) SCSp SICAV-RAIF | Private Equity | 1,310,115 | Termination date is 05/29/2030 |
| Albion Growth Opportunities LP | Private Equity | 43,816 | 5 yrs after First Closing subject to extensions. First closing was in 2021 |
| Arrowroot Protecht, L.P. | Secondaries | — | Partnership shall be dissolved following the disposition of all its Investments |
| Awz Pentera II LLC | Secondaries | — | Partnership will continue until the earliest occurance of: sale of all assets of the Company, consent of the Holders, entry of judicial decree of dissolution, or IPO of Pentera Shares |
| Banner Ridge DSCO Fund I (Offshore), LP | Primaries | 1,582,109 | Termination date is 03/20/2030, subject to two 1 year extensions |
| Banner Ridge DSCO Fund I, LP | Secondaries | 6,339,990 | Termination date is 03/20/2030, subject to two 1 year extensions |
| Banner Ridge DSCO Fund II (Offshore), LP | Secondaries | 10,000,000 | Termination date is 05/20/2030, subject to a 1 year extension |
| Banner Ridge Secondary Fund III (Offshore), LP | Secondaries | 655,999 | Termination date is 09/19/2029, subject to two 1 year extensions |
| Banner Ridge Secondary Fund III (T), LP | Secondaries | 3,986,791 | Termination date is 09/19/2029, subject to two 1 year extensions |
| Banner Ridge Secondary Fund III Co, LP (Class A) | Secondaries | 742,284 | Termination date is 11/29/2029, subject to two 1 year extensions |
| Banner Ridge Secondary Fund III Co, LP (Class B) | Secondaries | 130,988 | Termination date is 11/29/2029, subject to two 1 year extensions |

**2. Fair value measurements** (cont.)

| Private Investment Fund* | Investment Category | Unfunded Commitment | Fund Term |
|---|---|---|---|
| Banner Ridge Secondary Fund IV (T), LP | Secondaries | $ 4,405,119 | Termination date is 06/15/2031, subject to two 1 year extensions |
| Banner Ridge Secondary Fund IV Offshore,LP | Secondaries | 1,101,027 | Termination date is 06/15/2031, subject to two 1 year extensions |
| CapitalSpring Investment Partners VI Parallel II, LP | Private Equity | 1,631,607 | Termination date is 3/31/2029, subject to two 1-year extension at the discretion of the GP and one 1-year extension with the consent of the LPAC |
| CL Oliver Co-Invest I, L.P. | Private Credit | — | Continue indefinitely until Partnership is wound up and dissolved |
| Crestline Portfolio Financing Fund II (US), L.P. | Lending | 1,363,976 | 36-month investment period with one optional one-year extension, and then 36-month harvest period with two optional one year extensions |
| Crestline Portfolio Financing Fund II (US), L.P. | Lending | 340,994 | 36-month investment period with one optional one-year extension, and then 36-month harvest period with two optional one year extensions |
| Crestline Portfolio Financing Fund (US), L.L.C. | Lending | 835,727 | 36-month investment period, and then 36-month harvest period |
| Crestline Portfolio Financing Fund II (TE/FNT), L.P. | Lending | 92,570 | 36-month investment period, and then 36-month harvest period |
| Crestline Praeter, L.P.–Fulcrum | Lending | — | No termination date |
| Dugout Funding LLC | Middle Market | — | No termination date |
| EGH Investors LLC (Series A) | Real Estate | — | No termination date |
| EGH Investors LLC (Series B) | Real Estate | — | No termination date |
| European Liquidity Solutions III Limited Partnership | Private Equity | 448,233 | 8 yrs after Final Closing |
| FPA WhiteHawk III Onshore Fund, L.P. | Lending | 243,046 | Term ends at end of Liquidation Period: June 30, 2026. But liquidation period can be extended for up to two 1-yr periods |
| GACP II, L.P. | Lending | — | December 1, 2023 (extended from 12/1/22) |
| Golub Capital BDC 3, Inc. | Private Credit | — | No termination date |
| Inspiration Ventures Secondary Fund I, L.P. | Secondaries | 75,713 | Termination date is 09/24/2023 unless extended pursant to the terms of the Partnership Agreement |
| Ironsides Direct Investment Fund V, L.P. | Private Equity | 150,760 | Termination date: April 10, 2030 |
| Ironsides Offshore Direct Investment Fund V, L.P. | Private Equity | 26,605 | Termination date: April 10, 2030 |
| Jupiter SPV LP | Secondaries | — | 5 years after initial closing |
| Kayne Anderson BDC, Inc. | Private Credit | 258,116 | No termination date |

**2. Fair value measurements** (cont.)

| Private Investment Fund* | Investment Category | Unfunded Commitment | Fund Term |
|---|---|---|---|
| LBR Co-Invest Debtco, L.P.(1) | Middle Market | $ — | No termination date |
| LBR Co-Invest Equityco, LLC(1) | Middle Market | — | No termination date |
| Levine Leichtman Capital Partners VI, L.P. (Series A) | Middle Market | 853,189 | Termination date: November 16, 2028 |
| Levine Leichtman Capital Partners VI, L.P. (Series B) | Middle Market | 94,838 | Termination date: November 16, 2028 |
| LL-MS City Place, LLC (A) | Real Estate | 31,832 | No termination date |
| LL-MS City Place, LLC (B) | Real Estate | 28,517 | No termination date |
| LL-MS Covington, LLC | Real Estate | — | No termination date |
| LL-MS Fabian Way, LLC | Real Estate | 20,661 | No termination date |
| LL-MS Management, LLC | Real Estate | — | No termination date |
| LL-MS Troy Court, LLC | Real Estate | 74,755 | No termination date |
| LV Acadian, LP | Middle Market | — | Will exist until assets are sold or until GP terminates the partnership. |
| NE Pulse SCSp | Secondaries | 26,472 | N/A — Direct investment into the company |
| NE II Fund SCSp | Private Equity | 138,321 | 10 years following the Final Closing Date. May be extended for a maximum of two years. |
| NPC KeepTruckin, LLC | Private Equity | — | Continue until the fifth anniversary of the Initial Closing Date. The Managing Member may, in its sole discretion, extend the term of the Company for up to two additional one-year periods |
| NPC Opportunity Fund, L.P. | Private Equity | 100,000 | 7 years after the Final Closing and GP has discretion to extend by unlimited one-year periods |
| OCP Chimera LP | Secondaries | 239,000 | 5 years after the Closing Date |
| Pathlight Capital Fund I LP | Lending | 578,126 | Last day of the fiscal quarter in which the fifth anniversary of the Final Closing Date falls. May be extended up to two conscutive one-year periods |
| PDC Opportunities V LP | Secondaries | 374 | The Fund will continue until the proceeds of the final realization is received. |
| Peregrine Select Fund II, L.P. | Private Equity | 525,000 | Termination date is 06/18/2031, subject to two 1-year extensions at the GP's discretion. |
| Second Alpha Partners IV, L.P. | Secondaries | 242,501 | Termination date is 05/31/2024, subject to two 1 year extensions |
| Second Alpha Partners V, L.P. | Private Equity | 756,657 | The Partnership shall terminate at the close of business on the 7th anniversary of the final closing date, but subject to two 1 year extensions |

**2. Fair value measurements** (cont.)

| Private Investment Fund* | Investment Category | Unfunded Commitment | Fund Term |
|---|---|---|---|
| Signal Peak Ventures III CIV-A, L.P. | Private Equity | $ — | Continue until the tenth anniversary of the Activation Date , unless extended pursuant to paragraph 10.1 or sooner dissolved as provided in paragraph 10.2(a) |
| Signal Peak Ventures IV, L.P. | Private Equity | 900,000 | 10 years from the due date of the first capital call (the "Activation Date"), subject to subject to one one-year extension at the General Partner's discretion. |
| TerraCotta Credit Fund L.P.(2) | Lending | — | Evergreen, until Fund is dissolved, liquidated, or terminated per Article 8 of LPA |
| The Evolution Technology Fund II SCSp | Private Equity | 203,130 | January 13, 2030 |
| Thorofare Asset Based Lending Fund V, L.P.(3) | Lending | — | Until the partnership is terminated and wound up in accordance with the limited partnership agreement |
| TSC Co-Invest L.P. | Private Equity | — | Will exist in perpetuity unless terminated by the GP |
| VCFA Venture Partners VI, L.P. | Secondaries | 180,000 | Termination date is 12/05/2028, subject to a 2 year extension terminating no later than 12/05/2030 |
| Total Unfunded Commitment | | **$ 41,008,957** | |

* No withdrawals are permitted from any of the above investments except TerraCotta Credit Fund, L.P., Law Business Research, and Thorofare Asset Based Lending Fund V, L.P.

(1) Withdrawals permitted upon written consent of the General Partner

(2) Quarterly withdrawals after the initial lock-up period of 3 years.

(3) Withdrawals permited annually, subject to the lock-up period of 2 years

**3. Significant Risk Factors**

The Fund's investing activities and those of the Underlying Funds expose the Fund to various types of financial risks that are associated with the financial instruments and markets in which they invest. These financial risks include credit risk, liquidity risk and market risk (including foreign currency risk, interest rate risk and other price risks). The Fund's overall risk management program focuses on minimizing potential adverse effects on the Fund's performance resulting from these financial risks. The Fund attempts to manage these financial risks on an aggregate basis along with other risks associated with its investing activities.

**3. Significant Risk Factors** (cont.)

*Credit Risk*

In the normal course of business, the Fund maintains its cash balances in financial institutions, which at times may exceed federally insured limits. The Fund is subject to credit risk to the extent any financial institution with which it conducts business is unable to fulfill contractual obligations on its behalf. Management monitors the financial condition of such financial institutions and does not anticipate any losses from these counterparties.

*Liquidity Risk*

Investments held by the Fund are generally in illiquid securities and partnership interests acquired through privately negotiated transactions and there is no assurance that the Fund will be able to realize such investments in a timely manner. The Fund's ability to exit its investments may be adversely affected by market conditions.

*Market Risk*

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk includes foreign currency, interest rate risk and other price risks.

*Foreign currency and exchange risks*

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. To the extent that the Fund directly or indirectly holds assets in foreign currencies, the Fund will be exposed to a degree of currency risk which may adversely affect performance, changes in foreign currency exchange rates may materially affect the value of investments in the portfolio.

In addition, the Fund will incur costs associated with conversion between various currencies. The Fund will conduct its foreign currency exchange transactions in relation to the funding investment commitment or receiving proceeds upon dispositions, but ordinarily will not attempt to hedge currency risks over the long-term.

*Interest Rate Risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The fair value of debt securities in which the Underlying Funds invest is sensitive to changes in interest rates and market conditions within the United States and other countries. The fair values of equity securities may be indirectly affected by changes in interest rates as well.

*Other Price Risks*

Other price risks relate to the risks that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from foreign currency or interest rate risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. These risks may include equity and commodity risk.

*Concentration Risk*

The Investment portfolio of the Fund may be subject to rapid change in value than would be the case if the Fund were to maintain a wide diversification amount securities or industry sectors.

**4. Partners' capital**

At June 30, 2023, the Fund has total commitments of $62,130,000 and $16,471,000 from Series A and Series B Limited Partner, respectively. The General Partner may call capital up to the amount of unfunded commitments to enable the Fund to make investments, pay fees and expenses, or provide reserves. No Limited Partner is required to fund an amount in excess of its unfunded commitment. Recallable distributions to partners increase the unfunded commitments of the partners and are at the discretion of the General Partner. At June 30, 2023, the Fund had no unfunded commitments from Series A and Series B Limited Partners. The ratio of total contributed capital to total committed capital is 100% from Series A and Series B Limited Partners. The liability of Limited Partners is limited to their capital balances in the Fund.

Profits and losses with respect to investments of Series A or B are allocated specifically to the respective series based on each investor's capital commitment in the series. All other income and expenses are allocated based on each Limited Partners' proportionate share of the total Fund commitments such that the capital balance of each Limited Partner after the profit and loss allocation would equal the distributions due to the Limited Partners on the termination of the Fund.

The General Partner will, in its discretion, determine the amount and timing of all distributions by the Fund. Prior to the expiration of the investment period, any investment proceeds that, if distributed, could be called again pursuant to the Agreement need not be actually distributed, but may be retained and used by the Fund. Any investment proceeds that are so retained will be deemed to have been distributed to each partner entitled thereto and re-contributed by such partner as a capital contribution.

Distributable amounts will initially be apportioned among the partners (including the General Partner) in proportion to their respective capital contributions used to acquire the investment giving rise to such distributable amounts. The amount apportioned to the General Partner will be distributed to the General Partner. The amount apportioned to each Limited Partner will be distributed as follows:

I. First, 100% to such Limited Partner until such Limited Partner has received cumulative distributions equal to the aggregate capital contributions by such Limited Partner to the Fund.

II. Second, 100% to such Limited Partner until such Limited Partner has received cumulative distributions equal to 10% per annum, compounded annually, until the date of distributions to such Limited Partner, of the aggregate unreturned capital contributions by such Limited Partner to the Fund.

III. Third, 100% to the General Partner until the General Partner has received with respect to such Limited Partner an amount equal to 5% of the aggregate amount distributed to such Limited Partner pursuant to Step II above and this Step III.

IV. Thereafter, 95% to such Limited Partner and 5% to the General Partner (referred to collectively as the General Partner's "Carried Interest").

As of June 30, 2023, all the investors are covered by a side letter whereby the Carried Interest is 0% to the General Partner.

**5. Related party transactions**

The Fund pays the General Partner a management fee, calculated and payable quarterly in arrears, of 0.75% on an annualized basis of such Limited Partners' Net Invested Capital as of the last business day of each quarter, prior to any distributions of capital on such last business day.

Certain Limited Partners have special management fee arrangements, and performance arrangements, as provided for in the Agreement. As of June 30, 2023, all the investors are covered by side letter whereby the management fee is reduced to 0.5% on an annualized basis.

**5. Related party transactions** (cont.)

Management fee expense was $194,725 for the period ended June 30, 2023. Management fee payable at June 30, 2023 is $88,377.

The Fund invested in Felicitas Secondary Fund II, LP and Felicitas Secondary Fund II Offshore, LP, affiliated funds managed by the General Partner of the Fund. As of June 30, 2023, the Fund sold its positions in both funds and received the proceeds of $8,573,881 and $2,249,151 respectively.

**6. Administrative fee**

PartnersAdmin LLC (the "Administrator") serves as the Fund's administrator and performs certain administrative and clerical services on behalf of the Fund.

**7. Financial highlights**

Financial highlights for the period ended June 30, 2023 are as follows:

| | Series A | Series B |
|---|---|---|
| Internal rate of return, since inception | | |
| Beginning of period | 16.26% | 21.90% |
| End of period | 12.23% | 12.13% |
| | | |
| Ratio to average quarterly Limited Partners' capital | | |
| Expenses | 0.29% | 0.29% |
| Carried interest allocation to General Partner | — | — |
| | | |
| Expenses after carried interest | 0.29% | 0.29% |
| Net investment gain | 0.43% | 0.43% |

The internal rate of return of the partners since inception is net of all fees and expenses and was computed based on the actual dates of capital contributions and distributions, and the ending partners' capital at the end of the period.

Financial highlights are calculated for the Limited Partner class of each series taken as a whole. An individual Limited Partner's return and ratios may vary based on different performance and/or management fee arrangements, and the timing of capital transactions.

The net investment loss ratio does not reflect the effects of the accrued unearned carried interest to the General Partner, if applicable. The expense and net investment loss ratios do not reflect the Fund's proportionate share of income and expenses incurred by the underlying private investment funds.

**8. Subsequent events**

There were no subsequent events during the period which require recognition or disclosure in the financial statements.

Cohen & Co

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholder and Board of Trustees of
Felicitas Private Markets Fund

Opinion on the Financial Statement

We have audited the accompanying statement of assets and liabilities of Felicitas Private Markets Fund (the "Fund") as of June 20, 2023, the related statement of operations for the one day ended June 20, 2023, and the related notes (collectively referred to as the "financial statement"). In our opinion, the financial statement presents fairly, in all material respects, the financial position of the Fund as of June 20, 2023, and the results of its operations for the one day period then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

This financial statement is the responsibility of the Fund's management. Our responsibility is to express an opinion on the Fund's financial statement based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Fund in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement, whether due to error or fraud.

Our audit includes performing procedures to assess the risks of material misstatement of the financial statement, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statement and confirmation of cash held as of June 20, 2023 by correspondence with the custodian. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statement. We believe that our audit provides a reasonable basis for our opinion.

We have served as the Fund's auditor since 2023.

Cohen & Company, Ltd.

COHEN & COMPANY, LTD.
Chicago, Illinois
June 30, 2023

COHEN & COMPANY, LTD.
800.229.1099 | 866.818.4538 FAX | cohencpa.com

**Felicitas Private Markets Fund**
**Statement of Assets and Liabilities**
**June 20, 2023**

| | | |
|---|---|---|
| **Assets:** | | |
| Cash & cash equivalents | $ | 100,000 |
| Deferred offering costs (Note 2 and Note 5) | | 67,190 |
| Receivable from Adviser for reimbursement of organizational costs (Note 2 and Note 5) | | 280,782 |
| **Total Assets** | | 447,972 |
| | | |
| **Liabilities:** | | |
| Payable to Adviser (Note 2 and Note 5) | | 320,661 |
| Payable for offering costs (Note 2 and Note 5) | | 8,366 |
| Payable for organizational costs (Note 2 and Note 5) | | 18,945 |
| **Total Liabilities** | | 347,972 |
| | | |
| **Total Net Assets** | $ | 100,000 |
| | | |
| **Net Assets Consist of:** | | |
| Net Assets applicable to 5,000 Class Y shares outstanding | $ | 100,000 |
| **Total Net Assets** | $ | 100,000 |
| | | |
| **Net Asset Value, and redemption price per Class Y share outstanding** | $ | 20.00 |

See accompanying notes which are an integral part of these financial statements.

**Felicitas Private Markets Fund**
**Statement of Operations**
**One Day Ended June 20, 2023**

| | | |
|---|---|---|
| **Expenses:** | | |
| Organizational costs (Note 2) | $ | 280,782 |
| **Total Expenses before Reimbursements** | | 280,782 |
| Less: Reimbursement by Adviser (Note 5) | | (280,782) |
| **Net Expenses** | | — |
| **Net increase resulting from operations** | $ | — |

See accompanying notes which are an integral part of these financial statements.

**Felicitas Private Markets Fund**
**Notes to Financial Statements**
**June 20, 2023**

## 1. Organization

Felicitas Private Markets Fund (the "Fund") is a newly organized Delaware statutory trust that is registered under the Investment Company Act of 1940, as a non-diversified, closed-end management investment company. The Fund was organized as a Delaware trust on November 17, 2022. The Fund is an appropriate investment only for those investors who can tolerate a high degree of risk and do not require a liquid investment.

Simultaneous with the commencement of the Fund's operations ("Commencement of Operations"), Felicitas Equity Fund, LP (the "Predecessor Fund"), will reorganize with and transfer substantially all its assets into the Fund. The Fund will maintain an investment objective, strategies and investment policies, guidelines and restrictions that will be, in all material respects, equivalent to those of the Predecessor Fund. The investment adviser to the Predecessor Fund will be the Sub-Adviser to the Fund. The Fund and the Predecessor Fund will share the same portfolio managers.

Skypoint Capital Advisors, LLC serves as the investment adviser (the "Investment Adviser") of the Fund. The Investment Adviser provides day-to-day investment management services to the Fund, and is registered as an investment adviser with the Securities and Exchange Commission ("SEC") under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Felicitas Global Partners, LLC serves as the investment sub-adviser (the "Sub-Adviser") of the Fund. The Sub-Adviser provides day-to-day investment management services to the Fund, and is registered as an investment adviser with the SEC under the Advisers Act.

The Fund's investment objective is to deliver a combination of yield and capital appreciation through a portfolio of private equity, private credit and real estate investments, and, to a lesser extent, liquid investments. Under normal circumstances, the Fund seeks to achieve its objective by investing at least 80% of its net assets (plus the amount of any borrowings for investment purposes) in "private assets". The Fund will seek to achieve its investment objective through (i) direct investments in the equity or debt of a company; (ii) investments in general or limited partnerships, funds, corporations, trusts, closed-end private funds (including, without limitation, funds-of-funds) or other investment vehicles (together, the "Investment Funds") that are managed by independent investment managers (each, an "Underlying Manager" and collectively, the "Underlying Managers"); (iii) secondary investments in Investment Funds managed by Underlying Managers; and (iv) co-investment vehicles. The Fund's investments will include direct investments in equity or debt alongside private equity funds and firms.

Further, the Fund shall: (a) make direct investments and co-investments on a primary and secondary basis alongside or independent to other Underlying Managers in the equity or debt of a company, (b) provide debt or preferred equity financing to other companies, institutions, funds, or fund managers, and (c) invest in a security comprised of real estate.

The Fund has been inactive except for matters relating to the Fund's establishment, designation and planned registration of the Fund's shares of beneficial interest under the Securities Act and the sale of 5,000 shares ("Initial Shares") to the Investment Adviser for $100,000 (aggregate purchase amount of $100,000) on June 20, 2023 at an initial Net Asset Value ("NAV") of $20 per share. As of June 20, 2023, the Investment Adviser owned 100% of the outstanding shares of beneficial interest in the Fund.

## 2. Significant Accounting Policies

### Basis of Preparation and Use of Estimates

The Fund is an investment company and follows the accounting and reporting guidance under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 946, *Financial Services — Investment Companies.* The preparation of the financial statements in accordance with accounting standards generally accepted in the United State of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as reported amounts of increases and decreases in net assets from operations during the reporting period. Actual results could differ from these estimates.

**Felicitas Private Markets Fund**
**Notes to Financial Statements**
**June 20, 2023**

**2. Significant Accounting Policies** (cont.)

**Organizational and Offering Costs**

Organizational costs consist of the costs of forming the Fund, drafting of bylaws, administration, custody and transfer agency agreements, legal services in connection with the initial meeting of trustees and the Fund's seed audit costs. Offering costs consist of the costs of preparation, review and filing with the SEC the Fund's registration statement, the costs of preparation, review and filing of any associated marketing or similar materials, the costs associated with the printing, mailing or other distribution of the Prospectus, Statement of Additional Information ("SAI") and/or marketing materials, and the amounts of associated filing fees and legal fees associated with the offering. The aggregate amount of the organizational costs and offering costs as of the date of the accompanying financial statements are $280,782 and $67,190, respectively.

The Investment Manager has agreed to advance the Fund's organizational costs and offering costs already incurred and any additional costs incurred prior to the commencement of operations of the Fund. Organizational costs are expensed as incurred and are subject to recoupment by the Investment Manager in accordance with the Fund's expense limitation agreement discussed in Note 5. Offering costs, which are also subject to the Fund's expense limitation agreement discussed in Note 5, are accounted for as a deferred charge until Fund Shares are offered to the public and will thereafter, be amortized to expense over twelve months on a straight-line basis.

**Cash and Cash Equivalents**

Cash and cash equivalents may include money market investments and short-term interest-bearing deposit accounts. At times, such deposits may be in excess of federally insured limits. The Fund has not experienced any losses in such accounts and does not believe it is exposed to any significant credit risk on such accounts.

**Federal Income Taxes**

The Fund intends to qualify as a "regulated investment company" under Subchapter M of the Internal Revenue Code of 1986. If so qualified, the Fund will not be subject to federal income tax to the extent it distributes substantially all of its net investment income and capital gains to shareholders. Therefore, no federal income tax provision is required. Management of the Fund is required to determine whether a tax position taken by the Fund is more likely than not to be sustained upon examination by the applicable taxing authority, based on the technical merits of the position. Based on its analysis, there were no tax positions identified by management of the Fund which did not meet the "more likely than not" standard as of June 20, 2023.

**Indemnifications**

In the normal course of business, the Fund may enter into contracts that contain a variety of representations which provide general indemnifications for certain liabilities. The Fund's maximum exposure under these arrangements is unknown. However, the Fund has not had claims or losses pursuant to these contracts and expects the risk of loss to be remote.

**3. Capital Stock**

The Fund intends to offer two separate classes of shares of beneficial interest (the "Shares") of the Fund, designated as Class Y Shares and Class I Shares. The Fund has applied to the SEC for an exemptive order that would permit the Fund to offer more than one class of Shares. Class I Shares will not be offered to investors until the Fund has received an exemptive order permitting the multi-class structure. The Fund's Shares will generally be offered as of the first business day of each calendar quarter or at such other times as may be determined by the Board of Trustees of the Fund. The Shares will be issued at net asset value per Share. The Fund intends to register $175,000,000 for sale under the Fund's registration statement. No holder of the Fund's Shares ("Shareholder") will have the right to require the Fund to redeem its Shares.

**Felicitas Private Markets Fund**
**Notes to Financial Statements**
**June 20, 2023**

**3. Capital Stock** (cont.)

The minimum initial investment for Class Y Shares of the Fund is $250,000 and the minimum additional investment in Class Y Shares of the Fund by any Shareholder is $25,000. The minimum initial investment for Class I Shares of the Fund is $25,000 and the minimum additional investment in Class I Shares of the Fund by any Shareholder is $5,000. However, the Fund, in its sole discretion, may accept investments below these minimums.

The Fund is not a liquid investment. The Fund intends to provide a limited degree of liquidity to the Shareholders by conducting repurchase offers generally quarterly. Any repurchases of Shares will be made at such times and on such terms as may be determined by the Board from time to time in its sole discretion. In determining whether the Fund should offer to repurchase Shares from Shareholders of the Fund pursuant to repurchase requests, the Board may consider, among other things, the recommendation of the Investment Adviser as well as a variety of other operational, business and economic factors. If the Board determines that the Fund will offer to repurchase Shares, written notice will be provided to Shareholders that describes the commencement date of the repurchase offer, specifies the date on which repurchase requests must be received by the Fund, and contains other terms and information Shareholders should consider in deciding whether and how to participate in such repurchase opportunity. The expiration date of the repurchase offer (the “Expiration Date”) will be a date set by the Board occurring no sooner than 20 business days after the commencement date of the repurchase offer, provided that such Expiration Date may be extended by the Board in its sole discretion. The Fund generally will not accept any repurchase request received by it or its designated agent after the Expiration Date. Each repurchase offer will be offered pursuant to the tender offer rules of the Securities Exchange Act of 1934.

**4. Investment Management**

The Fund has entered into an investment management agreement (the “Investment Management Agreement”) with the Adviser. Subject to the oversight of the Fund’s Board of Trustees, the Adviser is responsible for managing the Fund’s business affairs and providing day-to-day administrative services to the Fund either directly or through others selected by it for the Fund. Under the Investment Management Agreement, the Adviser is entitled to a management fee, calculated and payable quarterly in arrears, at the annual rate of 1.50% of the Fund’s net assets at quarter-end.

The Investment Adviser pays the Sub-Adviser a quarterly sub-advisory fee equal to 83.33% of the first $750,000 of Net Management Fee received by the Investment Adviser and then 66.67% of any Net Management Fee above $750,000. The “Net Management Fee” means the gross management fee (as defined by the Investment Management Agreement) paid by the Fund to the Investment Adviser for the period being measured, minus the amount of any fee waiver or expense reimbursement paid by or due from the Investment Adviser to the Fund or any service provider to the Fund (including without limitation shareholder service fees and platform fees and expenses paid by the Fund or the Investment Adviser) under an expense limitation agreement, expense cap arrangement, or other similar agreement.

**5. Expense Limitation**

The Investment Adviser has entered into an expense limitation and reimbursement agreement (the “Expense Limitation and Reimbursement Agreement”) with the Fund, whereby the Investment Adviser has agreed to waive fees that it would otherwise have been paid, and/or to assume expenses of the Fund (a “Waiver”), if required to ensure the Total Annual Expenses (excluding any taxes, leverage interest, brokerage commissions, dividend and interest expenses on short sales, acquired fund fees and expenses (as determined in accordance with SEC Form N-2), expenses incurred in connection with any merger or reorganization after commencement of Fund operations, and extraordinary expenses, such as litigation expenses) do not exceed 2.25% of the net assets of the Fund on an annualized basis (the “Expense Limit”) through at least 12 months from the date of the Prospectus. Because taxes, leverage interest, brokerage commissions, dividend and interest expenses on short sales, acquired fund fees and expenses, expenses incurred in connection with any merger or reorganization after commencement of Fund operations, and extraordinary expenses are excluded from the Expense Limit, Total Annual Expenses (after fee waivers and expense reimbursements) are expected to exceed 2.25%. The Expense Limitation and Reimbursement may not be terminated before that date by the Fund or the Investment

**Felicitas Private Markets Fund**
**Notes to Financial Statements**
**June 20, 2023**

**5. Expense Limitation** (cont.)

Adviser upon 30 days' written notice. Unless it is terminated, the Expense Limitation and Reimbursement Agreement automatically renews for consecutive one-year terms. For a period not to exceed three years from the date on which a Waiver is made, the Investment Adviser may recoup amounts waived or assumed, provided it is able to affect such recoupment and remain in compliance with the Expense Limit in effect at the time of the Waiver and the Expense Limit in effect at the time of the repayment. The Expense Limitation Agreement may be terminated by the Board of Trustees of the Fund (the "Board") upon thirty days' written notice to the Investment Adviser.

**6. Other Service Providers**

UMB Fund Services, Inc. serves as the Fund's Administrator, Custodian, Accounting Agent and Transfer Agent.

**7. Subsequent Events**

The Fund has evaluated subsequent events through the date of issuance of this report and has determined that there are no material events that would require disclosure.

**Felicitas Private Markets Fund**

**Consolidated Interim Financial Statements (Unaudited)**

**For the Period June 20, 2023**
**(Issuance of Initial Shares)**
**through August 31, 2023**
**(Unaudited)**

**Felicitas Private Markets Fund**

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**Consolidated Interim Financial Statements (Unaudited)**
**For the Period June 20, 2023 (Issuance of Initial Shares) through August 31, 2023 (Unaudited)**

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**Felicitas Private Markets Fund**
**Consolidated Schedule of Investments**
**August 31, 2023 (Unaudited)**

| Investments at Fair Value | Principal Balance/ Shares | Initial Acquistion Date | Cost | Fair Value |
|---|---|---|---|---|
| **Investments in Private Investment Funds[a] – 82.3%** | | | | |
| **United States – 60.3%** | | | | |
| Private Credit – 16.2% | | | | |
| Banner Ridge DSCO Fund I, LP[b][c][d] | — | 12/30/2022 | $ 1,662,010 | $ 2,888,723 |
| Crestline Praeter, L.P. – Fulcrum[b][c] | — | 8/19/2022 | 510,988 | 631,116 |
| Crestline Portfolio Financing Fund (US), L.L.C.[b][c] | — | 12/23/2020 | 1,130,507 | 1,024,436 |
| Crestline Portfolio Financing Fund II (US), L.P[b][c] | — | 12/10/2021 | 792,035 | 889,992 |
| FPA WhiteHawk III Onshore Fund, L.P.[b][c] | — | 10/27/2022 | 1,742,741 | 1,862,624 |
| GACP II, L.P.[b][c] | — | 6/21/2018 | 21,518 | 348,202 |
| Golub Capital BDC 3, Inc.[c] | 200,355 | 7/25/2022 | 3,006,957 | 2,944,576 |
| Kayne Anderson BDC, Inc.[c] | 46,857 | 4/22/2021 | 744,936 | 828,085 |
| LBR Co-Invest Debtco, L.P.[b][c] | — | 7/30/2021 | 11,179 | 18,444 |
| Pathlight Capital Fund I LP[b][c] | — | 3/1/2019 | 1,300,285 | 1,352,646 |
| TerraCotta Credit Fund L.P.[b][c] | — | 1/31/2019 | 2,000,290 | 2,010,429 |
| Thorofare Asset Based Lending Fund V, L.P.[b][c] | — | 3/31/2022 | 3,001,412 | 3,070,312 |
| Total Private Credit | | | 15,924,858 | 17,869,585 |
| | | | | |
| Private Equity – 23.8% | | | | |
| Arrowroot Protecht, L.P.[b][c] | — | 1/27/2022 | 2,103,288 | 2,615,201 |
| Awz Manager II, Inc[c] | 10 | 7/14/2022 | — | 1 |
| Awz Pentera II LLC[b][c] | — | 7/1/2022 | 1,013,663 | 1,798,156 |
| CapitalSpring Investment Partners VI Parallel II, LP[b][c] | — | 4/1/2022 | 1,639,183 | 1,603,692 |
| Dugout Funding LLC[b][c] | — | 4/21/2020 | — | 1 |
| Ironsides Direct Investment Fund V, L.P.[b][c][d] | — | 5/26/2020 | 803,782 | 1,409,809 |
| LBR Co-Invest Equityco, LLC[b][c] | — | 7/30/2021 | 206,454 | 386,696 |
| Levine Leichtman Capital Partners VI, L.P. (Series A)[b][c] | — | 1/30/2018 | 8,498,961 | 12,197,398 |
| Levine Leichtman Capital Partners VI, L.P. (Series B)[b][c] | — | 8/20/2021 | 944,326 | 1,355,418 |
| LV Acadian, LP[b][c] | — | 6/18/2018 | — | 1,401 |
| NPC KeepTruckin, LLC[b][c] | — | 4/29/2021 | 262,500 | 274,213 |
| NPC Opportunity Fund, L.P.[b][c] | — | 7/9/2021 | 903,900 | 946,770 |
| Peregrine Select Fund II, L.P.[b][c] | — | 6/21/2021 | 976,741 | 962,213 |
| Signal Peak Ventures III CIV-A, L.P.[b][c] | — | 12/21/2021 | 1,003,689 | 999,989 |
| Signal Peak Ventures IV, L.P.[b][c] | — | 7/1/2022 | 780,000 | 725,647 |
| TSC Co-Invest L.P.[b][c] | — | 9/3/2020 | 183,297 | 509,993 |
| Total Private Equity | | | 19,319,784 | 25,786,598 |
| | | | | |
| Real Estate – 7.6% | | | | |
| 13th Floor Fund IV, LP[b][c][d] | — | 12/22/2020 | 373,849 | 629,379 |
| EGH Investors LLC (Series A)[b][d][e] | — | 12/19/2019 | 1,348,950 | 1,735,419 |
| EGH Investors LLC (Series B)[b][e] | — | 10/24/2022 | 226,466 | 291,357 |
| LL-MS City Place Blocker, LLC[b][c] | — | 11/29/2021 | 612,070 | 1,067,111 |
| LL-MS City Place Blocker 2, LLC[b][c] | — | 12/23/2022 | 608,498 | 1,066,684 |
| LL-MS Covington Blocker, LLC[b][c] | — | 12/27/2022 | 303,911 | 1,154,322 |
| LL-MS Fabian Way Blocker, LLC[b][c] | — | 11/6/2020 | 657,819 | 636,940 |
| LL-MS Management Blocker, LLC[b][c][e] | — | 11/20/2020 | 186,905 | 186,905 |
| LL-MS Troy Court Blocker, LLC[b][c] | — | 11/23/2020 | 576,530 | 1,442,325 |
| Total Real Estate | | | 4,894,998 | 8,210,442 |

See accompanying notes to the consolidated financial statements.

**Felicitas Private Markets Fund**
**Consolidated Schedule of Investments**
**August 31, 2023 (Unaudited) — (Continued)**

| Investments at Fair Value | Principal Balance/ Shares | Initial Acquistion Date | Cost | Fair Value |
|---|---|---|---|---|
| **Investments in Private Investment Funds[a] (continued)** | | | | |
| **United States** | | | | |
| Secondary Funds – 12.7% | | | | |
| Banner Ridge Secondary Fund III Co, LP (Class A)[b][c][d] | — | 1/2/2020 | $ 1,012,783 | $ 1,157,698 |
| Banner Ridge Secondary Fund III Co, LP (Class B)[b][c][d] | — | 3/24/2021 | 178,729 | 204,300 |
| Banner Ridge Secondary Fund III (T), LP[b][c][d] | — | 9/27/2019 | 892,900 | 2,622,928 |
| Banner Ridge Secondary Fund IV (T), LP[b][c][d] | — | 6/16/2021 | 3,596,285 | 6,554,130 |
| Inspiration Ventures Secondary Fund I, L.P.[b][c] | — | 6/1/2019 | — | 404,449 |
| OCP Chimera LP[b][c] | — | 6/1/2019 | — | 330,800 |
| Second Alpha Partners IV, L.P.[b][c] | — | 7/1/2018 | 599,780 | 1,393,500 |
| Second Alpha Partners V, L.P.[b][c] | — | 7/29/2022 | 296,151 | 324,991 |
| VCFA Venture Partners VI, L.P.[b][c] | — | 5/27/2022 | 430,281 | 798,158 |
| Total Secondary Funds | | | 7,006,909 | 13,790,954 |
| **Total United States** | | | 47,146,549 | 65,657,579 |
| | | | | |
| **Cayman Islands – 4.7%** | | | | |
| Private Credit – 1.1% | | | | |
| Banner Ridge DSCO Fund I (Offshore), LP[b][c] | — | 12/17/2021 | 418,391 | 713,918 |
| Banner Ridge DSCO Fund II (Offshore), LP[b][c] | — | 9/1/2022 | 4,580 | 91,282 |
| Crestline Portfolio Financing Fund Offshore, L.P.[b][c] | — | 1/25/2021 | 125,900 | 112,990 |
| Crestline Portfolio Financing Fund II (TE/FNT), L.P.[b][c] | — | 12/10/2021 | 198,019 | 222,621 |
| Total Private Credit | | | 746,890 | 1,140,811 |
| | | | | |
| Private Equity – 1.7% | | | | |
| Ironsides Offshore Direct Investment Fund V, L.P.[b][c] | — | 6/3/2022 | 141,843 | 248,665 |
| Jupiter SPV LP[b][c] | — | 1/21/2022 | 1,146,645 | 1,589,970 |
| Total Private Equity | | | 1,288,488 | 1,838,635 |
| | | | | |
| Secondary Funds – 1.9% | | | | |
| Banner Ridge Secondary Fund III (Offshore), LP[b][c] | — | 1/25/2021 | 191,927 | 487,595 |
| Banner Ridge Secondary Fund IV Offshore, LP[b][c] | — | 5/13/2022 | 899,324 | 1,637,461 |
| Total Secondary Funds | | | 1,091,251 | 2,125,056 |
| **Total Cayman Islands** | | | 3,126,629 | 5,104,502 |
| | | | | |
| **Guernsey – 0.00%[f]** | | | | |
| Private Credit – 0.00%[f] | | | | |
| PDC Opportunities V LP[b][c] | — | 7/6/2022 | — | 27,549 |
| | | | | |
| **Luxembourg – 13.4%** | | | | |
| Private Credit – 0.0% | | | | |
| 17Capital Co-Invest (A) SCSp[b][c] | — | 5/26/2021 | 106,404 | — |
| Private Equity – 13.4% | | | | |
| ACE Buyout IV (Lux) SCSp SICAV-RAIF[b][c] | — | 12/16/2021 | 4,779,968 | 7,731,244 |
| NE Fund II SCSp[b][c] | — | 1/28/2022 | 1,596,257 | 3,323,114 |
| NE Pulse SCSp[b][c] | — | 10/19/2022 | 974,635 | 1,380,826 |
| The Evolution Technology Fund II SCSp[b][c] | — | 8/5/2022 | 1,577,289 | 2,138,395 |
| Total Private Equity | | | 8,928,149 | 14,573,579 |
| **Total Luxembourg** | | | 9,034,553 | 14,573,579 |

See accompanying notes to the consolidated financial statements.

**Felicitas Private Markets Fund**
**Consolidated Schedule of Investments**
**August 31, 2023 (Unaudited) — (Continued)**

| Investments at Fair Value | Principal Balance/ Shares | Initial Acquistion Date | Cost | Fair Value |
|---|---|---|---|---|
| **Investments in Private Investment Funds[(a)] (continued)** | | | | |
| **United Kingdom – 3.9%** | | | | |
| Private Equity – 3.9% | | | | |
| Albion Growth Opportunities LP[(b)(c)] | — | 7/6/2021 | $ 1,140,048 | $ 1,700,946 |
| European Liquidity Solutions III Limited Partnership[(b)(c)] | — | 10/6/2021 | 2,487,289 | 2,565,833 |
| Total Private Equity | | | 3,627,337 | 4,266,779 |
| **Total Investments in Private Investment Funds** | | | 62,935,068 | 89,629,988 |
| | | | | |
| **Investments in Private Operating Companies[(a)(e)] – 2.2%** | | | | |
| **Israel – 2.2%** | | | | |
| Private Equity – 2.2% | | | | |
| I.G.M.R Research Ltd. – Preferred B Shares | 2,710 | 9/30/2022 | 73,166 | 73,138 |
| I.G.M.R Research Ltd. – Preferred B-1 Shares | 54,389 | 9/30/2022 | 1,631,300 | 1,630,679 |
| I.G.M.R Research Ltd. – Ordinary Shares | 7,193 | 9/30/2022 | 173,206 | 172,540 |
| I.G.M.R Research Ltd. – Preferred Ordinary A-1 Shares | 739 | 9/30/2022 | 18,837 | 18,830 |
| I.G.M.R Research Ltd. – Preferred Ordinary A-3 Shares | 18,423 | 9/30/2022 | 469,689 | 469,510 |
| I.G.M.R Research Ltd. – Preferred Ordinary A-4 Shares | 2,168 | 9/30/2022 | 55,281 | 55,260 |
| Total Private Equity | | | 2,421,479 | 2,419,957 |
| | | | | |
| **Loans[(a)(e)] – 2.6%** | | | | |
| **United States – 2.6%** | | | | |
| Loans – 2.6% | | | | |
| CXI Valley I LLC – Promissory Note, 0%, November 15, 2025 | 789,543 | 5/15/2023 | 789,543 | 712,974 |
| Cypress REIT, LLC – Term Loan, 20% PIK, July 24, 2023 | 4,353,173 | 5/1/2019 | 2,439,191 | 1 |
| Cypress REIT, LLC – Delayed Draw Term Loan, 20% PIK, July 24, 2023 | 1,864,482 | 5/1/2019 | 1,044,716 | — |
| Cypress REIT, LLC – Priority Term Loan 14% PIK, July 24, 2023 | 156,839 | 7/22/2021 | 87,881 | — |
| Venerable Loan 12% PIK, October 27, 2024 | 2,000,000 | 10/12/2021 | 1,714,713 | 2,117,655 |
| Total Loans | | | 6,076,044 | 2,830,630 |
| | | | | |
| **Total Investments at Fair Value – 87.1%** | | | $ 71,432,591 | $ 94,880,575 |
| | | | | |
| **Other Assets in Excess of Liabilities – 12.9%** | | | | 14,063,302 |
| **Total Net Assets – 100%** | | | | $ 108,943,877 |

PIK — Paid-in-Kind Interest
(a) Investment restricted for resale.
(b) Private investment fund does not issue shares or units.
(c) Investment valued using net asset value per share (or its equivalent) as a practical expedient. See Note 2 for respective investment categories, unfunded commitments and redemptive restrictions.
(d) All or a portion of this security is held through Felicitas Private Markets Fund Blocker, LLC.
(e) Value was determined using significant unobservable inputs. See Note 2.
(f) Less than 0.005%.

See accompanying notes to the consolidated financial statements.

**Felicitas Private Markets Fund**
**Consolidated Statement of Assets and Liabilities**
**August 31, 2023 (Unaudited)**

| | | |
|---|---|---|
| **Assets** | | |
| Investments, at fair value (cost $71,432,591) | $ | 94,880,575 |
| Cash and cash equivalents | | 14,222,841 |
| Deferred offering costs (Note 2) | | 67,190 |
| Interest receivable | | 60,696 |
| Prepaid expenses | | 18,156 |
| Receivable from Adviser for Reimbursement of Organizational Costs (Note 2) | | 300,195 |
| **Total Assets** | | 109,549,653 |
| | | |
| **Liabilities** | | |
| Management fee payable (Note 2 and Note 6) | | 409,039 |
| Audit and tax fees payable | | 150,000 |
| Organization cost payable (Note 2) | | 38,358 |
| Offering payable (Note 2) | | 8,366 |
| Accrued expenses and other liabilities | | 13 |
| **Total Liabilities** | | 605,776 |
| | | |
| Commitments and contingencies (see Note 3) | | |
| | | |
| **Net Assets** | $ | 108,943,877 |
| | | |
| **Composition of Net Assets:** | $ | 108,904,052 |
| Paid-in capital (with a par value of $0.001 per share with an unlimited number of shares authorized) | | 39,825 |
| Total distributable earnings | $ | 108,943,877 |
| **Net Assets** | | |
| | | |
| **Net Asset Value, and redemption price per Class Y share outstanding** | - | |
| Class Y Shares (5,445,203 Class Y shares issued and outstanding) | $ | 20.01 |

See accompanying notes to the consolidated financial statements.

**Felicitas Private Markets Fund**
**Consolidated Statement of Operations**
**For the Period June 20, 2023 * through August 31, 2023 (Unaudited)**

| | |
|---|---|
| **Investment Income** | |
| Dividend income | $ 60,744 |
| Income distributions from non-affiliated private investment funds (net of witholding tax of $3,302) | 89,799 |
| Interest income | 122,705 |
| **Total Income** | 273,248 |
| | |
| **Expenses** | |
| Organizational costs (Note 2) | 300,195 |
| Professional Fees | 47,540 |
| Trustees' fees and expenses | 7,500 |
| Operating expenses | 6,234 |
| Total Expenses | 361,469 |
| Less: Reimbursement by Adviser (Note 7) | (300,195) |
| Net Expenses | 61,274 |
| **Net Investment Income** | 211,974 |
| | |
| **Net Realized Gain and Change in Unrealized Appreciation/(Depreciation) on Investments** | |
| Net realized gain on investments | 54,430 |
| Net change in unrealized appreciation/(depreciation) on investments | (226,579) |
| **Net Realized Gain and Change in Unrealized Appreciation/(Depreciation) on Investments** | (172,149) |
| **Net Increase in Net Assets Resulting from Operations** | $ 39,825 |

* The Fund commenced operations following the close of business on June 30, 2023 following reorganization of Felicitas Equity Fund, LP which was effective as of close of business on June 30, 2023. Prior to that, the Fund had been inactive except for matters relating to the Fund's establishment, designation and planned registration of the Fund's shares of beneficial interest under the Securities Act and the sale of 5,000 shares ("Initial Shares") to the Investment Advisor for $100,000 on June 20, 2023 at an initial Net Asset Value ("NAV") of $20 per share. See Note 1 in the accompanying notes to consolidated financial statements.

See accompanying notes to the consolidated financial statements.

**Felicitas Private Markets Fund**
**Consolidated Statements of Changes in Net Assets**

| | For the Period June 20, 2023* Through August 31, 2023 (Unaudited) |
|---|---|
| **Changes in Net Assets Resulting from Operations** | |
| Net investment income | $ 211,974 |
| Net realized gain on investments | 54,430 |
| Net change in unrealized appreciation/(depreciation) on investments | (226,579) |
| **Net Change in Net Assets Resulting from Operations** | 39,825 |
| **Change in Net Assets Resulting from Capital Transactions (see note 6)** | |
| **Class Y** | |
| Proceeds from issuance of shares[(1)] | 108,904,052 |
| Reinvested distributions | — |
| Shares tendered | — |
| **Total Class Y Transactions** | 108,904,052 |
| **Net Change in Net Assets Resulting from Capital Transactions** | 108,904,052 |
| **Total Net Increase in Net Assets** | 108,943,877 |
| **Net Assets** | |
| Beginning of period | — |
| End of period | $ 108,943,877 |
| **Shareholder Activity** | |
| **Class Y Shares** | |
| Subscriptions | 5,445,203 |
| **Net Change in Class Y Shares Outstanding** | 5,445,203 |

* The Fund commenced operations following the close of business on June 30, 2023 following reorganization of Felicitas Equity Fund, LP which was effective as of close of business on June 30, 2023. Prior to that, the Fund had been inactive except for matters relating to the Fund's establishment, designation and planned registration of the Fund's shares of beneficial interest under the Securities Act and the sale of 5,000 shares ("Initial Shares") to the Investment Advisor for $100,000 on June 20, 2023 at an initial Net Asset Value ("NAV") of $20 per share. See Note 1 in the accompanying notes to consolidated financial statements.

(1) Class Y contributions include $108,804,052, which consists of investment assets of $94,376,406, and assumed other assets and liabilities of $14,427,646, which were received in connection with the reorganization of the Felicitas Equity Fund, LP. See Note 1 in the accompanying notes to consolidated financial statements.

See accompanying notes to the consolidated financial statements.

**Felicitas Private Markets Fund**
**Consolidated Statement of Cash Flows**
**For the Period June 20, 2023 * through August 31, 2023 (Unaudited)**

| | |
|---|---|
| **Cash Flows From Operating Activities** | |
| Net increase in net assets from operations | $ 39,825 |
| Adjustments to reconcile net increase in net assets resulting from operations to net cash used in operating activities: | |
| Purchases of investments | (95,507,838) |
| Distributions received from investments | 455,114 |
| Net realized gain on investments | (54,430) |
| Net change in unrealized appreciation/(depreciation) on investments | 226,579 |
| **(Increase)/Decrease in Assets:** | |
| Interest receivable | (60,696) |
| Prepaid offering costs amortization | (67,190) |
| Prepaid expenses and other assets | (18,156) |
| Receivable from Adviser for Reimbursement of Organizational Costs (Note 2 and Note 7) | (300,195) |
| **Increase/(Decrease) in Liabilities:** | |
| Investment management fee payable | 409,039 |
| Audit and tax fees payable | 150,000 |
| Organizational cost payable | 38,358 |
| Offering cost payable | 8,366 |
| Accounts payable and other accrued expenses | 13 |
| **Net Cash Used in Operating Activities** | (94,681,211) |
| | |
| **Cash Flows from Financing Activities** | |
| Proceeds from subscriptions of shares, net of change in subscriptions received in advance | 108,904,052 |
| **Net Cash Provided by Financing Activities** | 108,904,052 |
| | |
| Net change in Cash and cash equivalents | 14,222,841 |
| **Cash and cash equivalents – Beginning of Period** | — |
| **Cash and cash equivalents – End of Period** | **$ 14,222,841** |

* The Fund commenced operations following the close of business on June 30, 2023 following reorganization of Felicitas Equity Fund, LP which was effective as of close of business on June 30, 2023. Prior to that, the Fund had been inactive except for matters relating to the Fund's establishment, designation and planned registration of the Fund's shares of beneficial interest under the Securities Act and the sale of 5,000 shares ("Initial Shares") to the Investment Advisor for $100,000 on June 20, 2023 at an initial Net Asset Value ("NAV") of $20 per share. See Note 1 in the accompanying notes to consolidated financial statements.

See accompanying notes to the consolidated financial statements.

**Felicitas Private Markets Fund**
**Consolidated Financial Highlights — Class Y Shares**

*Per share operating performance.*
*For a capital share outstanding throughout each period.*

| | For the Period June 20, 2023* through August 31, 2023 (Unaudited) |
|---|---|
| **Per Share Operating Performance:** | |
| **Net Asset Value per share, beginning of period** | $ 20.00 |
| Activity from investment operations: | |
| Net investment income[(1)] | 0.04 |
| Net realized and unrealized gain/(loss) on investments | (0.03) |
| Total from investment operations | 0.01 |
| | |
| **Net Asset Value per share, end of period** | $ 20.01 |
| | |
| **Net Assets, end of period** | $ 108,943,877 |
| | |
| **Ratios to average net assets:** | |
| Net investment income[(2),(3)] | 0.87% |
| Gross expenses[(4)] | 0.61% |
| Expense Recoupment/(Reimbursement) | (0.28)% |
| Net expenses | 0.33% |
| | |
| Total Return[(5)] | 0.05%[(6)] |
| | |
| Portfolio turnover rate | 0.00%[(6)] |

* Commencement of offering of Class Y shares.
(1) Per share data is computed using the average shares method.
(2) Net investment loss and net expense have been annualized, except for Organizational Costs which are non- recurring expenses.
(3) Recognition of net investment income by the Fund is affected by the timing of the declaration of dividends by the underlying funds in which the Fund invests. Ratios do not include net investment income of the funds in which the Fund invests.
(4) Expense ratios have been annualized, except for Organizational Fees which are one time expenses. Expenses do not include expenses from underlying funds in which the Fund invests.
(5) Total return based on per unit net asset value reflects the change in net asset value based on the effects of the performance of the Fund during the period and assumes distributions, if any, were reinvested. Total returns shown exclude the effect of applicable sales charges.
(6) Not annualized.

See accompanying notes to the consolidated financial statements.

**Felicitas Private Markets Fund**
**Notes to Consolidated Financial Statements**
**August 31, 2023 (Unaudited)**

## 1. Organization

Felicitas Private Markets Fund (the "Fund") is a newly organized Delaware statutory trust that is registered under the Investment Company Act of 1940, as amended (the "Investment Company Act"), as a non-diversified, closed-end management investment company. The Fund was organized as a Delaware trust on November 17, 2022. The Fund is an appropriate investment only for those investors who can tolerate a high degree of risk and do not require a liquid investment.

Simultaneous with the commencement of the Fund's operations ("Commencement of Operations"), Felicitas Equity Fund, LP (the "Predecessor Fund"), reorganized with and transferred substantially all its assets into the Fund. The Fund will maintain an investment objective, strategies and investment policies, guidelines and restrictions that will be, in all material respects, equivalent to those of the Predecessor Fund. The investment adviser to the Predecessor Fund is the Sub-Adviser to the Fund. The Fund and the Predecessor Fund share the same portfolio managers. The tax-free reorganization was accomplished at the close of business on June 30, 2023. The reorganization was accomplished by the following tax-free exchange in which each limited partner of the Predecessor Fund received the same aggregate share net asset value in the corresponding classes as noted above:

| | Shares Issued | Net Assets |
|---|---|---|
| Class Y | 5,440,203 | $ 108,804,052 |

The net unrealized appreciation of investments transferred was $23,674,562 as of the date of the transfer, and the cost basis of the investments received was carried forward to align ongoing reporting of the Fund's realized and unrealized gains and losses with amounts distributable to shareholders for tax purposes.

Prior to the reorganization, the Fund had been inactive except for matters relating to the Fund's establishment, designation and planned registration of the Fund's shares of beneficial interest under the Securities Act and the sale of 5,000 shares ("Initial Shares") to the Investment Advisor for $100,000 on June 20, 2023 at an initial Net Asset Value ("NAV") of $20 per share.

Skypoint Capital Advisors, LLC serves as the investment adviser (the "Investment Adviser") of the Fund. The Investment Adviser provides day-to-day investment management services to the Fund, and is registered as an investment adviser with the Securities and Exchange Commission ("SEC") under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Felicitas Global Partners, LLC serves as the investment sub-adviser (the "Sub-Adviser") of the Fund. The Sub-Adviser provides day-to-day investment management services to the Fund, and is registered as an investment adviser with the SEC under the Advisers Act.

The Fund's investment objective is to deliver a combination of yield and capital appreciation. The Fund intends to seek its investment objective through a portfolio of private equity, private credit and real estate investments. Under normal circumstances, the Fund seeks to achieve its objective by investing at least 80% of its net assets (plus the amount of any borrowings for investment purposes) in "private assets" ("80% Policy"). For purposes of this 80% Policy, private assets include: (i) investments in general or limited partnerships, funds, corporations, trusts, closed-end funds (including, without limitation, funds-of-funds) (together, "Investment Funds") that are managed by independent investment managers, i.e., investment advisers unaffiliated with the Advisers) (each, an "Underlying Manager" and collectively, the "Underlying Managers"); (ii) secondary investments in Investment Funds managed by Underlying Managers; (iii) co-investment vehicles that invest alongside Investment Funds; and (iv) other direct investments in the equity or debt of a company, which are not generally available to unaccredited investors (each, a "Direct Investment" and together with the Investment Funds, the "Investments"). Investment Funds will be limited to (i) private funds (e.g., exempt under Section 3(c)(1) or 3(c)(7) from registration under the Investment Company Act), or (ii) registered investment companies and non-traded business development companies that invest at least 80% of their assets in "private assets" that are only available to accredited investors. The Fund does not intend to invest directly in real estate but may invest in real estate indirectly through Investment Funds.

### Basis for Consolidation

The Consolidated Schedule of Investments, Consolidated Statement of Assets and Liabilities, Consolidated Statement of Operations, Consolidated Statement of Changes in Net Assets, and the Consolidated Statement of Cash Flows include a wholly owned subsidiary, Felicitas Private Markets Fund Blocker, LLC, formed under the laws of Delaware as a limited liability company. All inter-company accounts and transactions have been eliminated in consolidation for the Fund.

**Felicitas Private Markets Fund**
**Notes to Consolidated Financial Statements**
**August 31, 2023 (Unaudited)**

## 2. Significant Accounting Policies

### Basis of Preparation and Use of Estimates

The Fund is an investment company and follows the accounting and reporting guidance under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 946, *Financial Services — Investment Companies.* The preparation of the financial statements in accordance with accounting standards generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as reported amounts of increases and decreases in net assets from operations during the reporting period. Actual results could differ from these estimates.

### Organizational and Offering Costs

Organizational costs consist of the costs of forming the Fund, drafting of bylaws, administration, custody and transfer agency agreements, legal services in connection with the initial meeting of trustees and the Fund's seed audit costs. Offering costs consist of the costs of preparation, review and filing with the SEC the Fund's registration statement, the costs of preparation, review and filing of any associated marketing or similar materials, the costs associated with the printing, mailing or other distribution of the Prospectus, Statement of Additional Information ("SAI") and/or marketing materials, and the amounts of associated filing fees and legal fees associated with the offering. The aggregate amount of the organizational costs and offering costs as of the date of the accompanying financial statements are $300,195 and $67,190, respectively.

The Investment Manager has agreed to advance the Fund's organizational costs and offering costs already incurred and any additional costs incurred prior to the commencement of operations of the Fund. Organizational costs are expensed as incurred and are subject to recoupment by the Investment Manager in accordance with the Fund's expense limitation agreement discussed in Note 7. Offering costs, which are also subject to the Fund's expense limitation agreement discussed in Note 7, are accounted for as a deferred charge until Fund Shares are offered to the public and will thereafter, be amortized to expense over twelve months on a straight-line basis.

### Fair Value — Definition and Hierarchy

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Fund uses a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, defined in FASB ASC 820, *Fair Value Measurements* ("ASC 820"). The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The fair value hierarchy is categorized into three levels based on the inputs as follows:

Level 1 — Unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access.

Level 2 — Inputs, other than quoted prices included in Level 1, that are observable either directly or indirectly. These inputs may include: (a) quoted prices for similar assets in active markets; (b) quoted prices for identical or similar assets in markets that are not active; (c) inputs other than quoted prices that are observable for the asset; or (d) inputs derived principally from or corroborated by observable market data by correlation or other means.

Level 3 — Inputs that are unobservable and significant to the entire fair value measurement.

Investments in private investment funds measured using net asset value as practical expedient are not categorized within the fair value hierarchy.

**Felicitas Private Markets Fund**
**Notes to Consolidated Financial Statements**
**August 31, 2023 (Unaudited)**

**2. Significant Accounting Policies** (cont.)

Fair value is a market-based measure, based on assumptions of prices and inputs considered from the perspective of a market participant that are current as of the measurement date, rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Fund's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date.

The availability of valuation techniques and observable inputs can vary from investment to investment and are affected by a wide variety of factors, including the type of investment, whether the investment is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the investments existed. Accordingly, the degree of judgment exercised by the Fund in determining fair value is greatest for investments categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy in which the fair value measurement falls in its entirety is determined based on the lowest level input that is significant to the fair value measurement.

**Fair Value — Valuation Techniques and Inputs**

The Fund calculates its NAV as of the close of business on the last day of each quarter and at such other times as the Board may determine, including in connection with repurchases of Shares, in accordance with the procedures described below or as may be determined from time to time in accordance with policies established by the Board.

For purposes of calculating NAV, portfolio securities and other assets for which market quotations are readily available are valued at market value. A market quotation is readily available only when that quotation is a quoted price (unadjusted) in active markets for identical investments that the Fund can access at the measurement date, provided that a quotation will not be readily available if it is not reliable.

Investments for which market quotations are not readily available are valued at fair value as determined in good faith pursuant to Rule 2a-5 under the 1940 Act. As a general principle, the fair value of a security or other asset is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Pursuant to Rule 2a-5, the Board has designated the Investment Adviser as the valuation designee ("Valuation Designee") for the Fund to perform in good faith the fair value determination relating to all Fund investments, under the Board's oversight. The fair values of one or more assets may not be the prices at which those assets are ultimately sold and the differences may be significant.

The Fund values its investments in private Investment Funds (generally private funds that are excluded from the definition of "investment company" pursuant to Sections 3(c)(1) or 3(c)(7) of the Investment Company Act). In accordance with the Valuation Procedures, fair value as of each quarter-end or other applicable accounting periods, as applicable, ordinarily will be the value determined as of such date by each private Investment Fund in accordance with the private Investment Fund's valuation policies and reported at the time of the Fund's valuation. As a general matter, the fair value of the Fund's interest in a private Investment Fund will represent the amount that the Fund could reasonably expect to receive from the private Investment Fund if the Fund's interest was redeemed at the time of valuation, based on information reasonably available at the time the valuation is made and that the Fund believes to be reliable. The Fund will determine the fair value of such private Investment Fund based on the most recent final or estimated value reported by the private Investment Fund, as well as any other relevant information available at the time the Fund values its portfolio. Using the nomenclature of the hedge fund industry, any values reported as "estimated" or "final" values are expected to reasonably reflect market values of securities when available or fair value as of the Fund's valuation date. A substantial amount of time may elapse between the occurrence of an event necessitating the pricing of Fund assets and the receipt of valuation information from the Underlying Manager of a private Investment Fund.

**Felicitas Private Markets Fund**
**Notes to Consolidated Financial Statements**
**August 31, 2023 (Unaudited)**

**2. Significant Accounting Policies** (cont.)

Prior to the Fund investing in any Investment Fund, the Investment Adviser will conduct a due diligence review of the valuation methodologies utilized by the Investment Fund, which as a general matter will utilize market values when available, and otherwise will utilize principles of fair value that the Investment Adviser reasonably believe to be consistent, in all material respects, with those used by the Fund in valuing its own investments. Although the Valuation Procedures provide that the Investment Adviser will review the valuations provided by the Underlying Managers to the Investment Funds, none of the Board or the Investment Adviser will be able to confirm independently the accuracy of valuations provided by such Underlying Managers, which may be unaudited.

The Fund's Valuation Procedures require the Valuation Designee to take reasonable steps in light of all relevant circumstances to value the Fund's portfolio. The Valuation Designee will consider such information, and may conclude in certain circumstances that the information provided by an Underlying Manager does not represent the fair value of the Fund's interests in the Investment Fund. Although redemptions of interests in Investment Funds are subject to advance notice requirements, Investment Funds will typically make available NAV information to holders which will represent the price at which, even in the absence of redemption activity, the Investment Fund would have effected a redemption if any such requests had been timely made or if, in accordance with the terms of the Investment Fund's governing documents, it would be necessary to effect a mandatory redemption. Following procedures adopted by the Board, the Investment Adviser will consider whether it is appropriate, in light of all relevant circumstances, to value such interests at the NAV as reported by the Underlying Manager at the time of valuation, or whether to adjust such value to reflect a premium or discount to NAV. In accordance with U.S. generally accepted accounting principles and industry practice, the Fund may not always apply a discount in cases where there is no contemporaneous redemption activity in a particular Investment Fund. In other cases, as when an Investment Fund imposes extraordinary restrictions on redemptions, when other extraordinary circumstances exist, or when there have been no recent transactions in Investment Fund interests, the Fund may determine that it is appropriate to apply a discount to the NAV of the Investment Fund. Any such decision will be made in good faith, and subject to the review and supervision of the Board.

The Valuation Procedures provide that, where deemed appropriate by the Advisers and consistent with the Investment Company Act, investments in Investment Funds may be valued at cost. Cost will be used only when cost is determined to best approximate the fair value of the particular security under consideration. For example, cost may not be appropriate when the Fund is aware of sales of similar securities to third parties at materially different prices or in other circumstances where cost may not approximate fair value (which could include situations where there are no sales to third parties). In such a situation, the Fund's investment will be revalued in a manner that the Valuation Designee, in accordance with the Valuation Procedures, determines in good faith best reflects approximate market value.

Debt securities will be valued in accordance with the Valuation Procedures, which generally provide for using a third-party pricing system, agent, or dealer selected by the Investment Adviser, which may include the use of valuations furnished by a pricing service that employs a matrix to determine valuations for normal institutional size trading units. The Valuation Designee will monitor periodically the reasonableness of valuations provided by any such pricing service. Debt securities with remaining maturities of 60 days or less, absent unusual circumstances, will be valued at amortized cost, so long as such valuations are determined by the Valuation Designee to represent fair value.

Securities for which the primary market is a national securities exchange are valued at the last reported sales price on the day of valuation. Listed securities for which no sale was reported on that date are valued at the mean between the most recent bid and asked prices. Securities traded on the over-the-counter market are valued at their closing bid prices.

Assets and liabilities initially expressed in foreign currencies will be converted into U.S. dollars using foreign exchange rates provided by a pricing service. Trading in foreign securities generally is completed, and the values of such securities are determined, prior to the close of securities markets in the United States. Foreign exchange rates are also determined prior to such close. On occasion, the values of securities and exchange rates may be affected by events occurring between the time as of which determination of such values or exchange rates are made and the time as of which the NAV of the Fund is determined. When such events materially affect the values of securities held by the Fund or its liabilities, such securities and liabilities may be valued at fair value as determined in good faith in accordance with procedures approved by the Board.

**Felicitas Private Markets Fund**
**Notes to Consolidated Financial Statements**
**August 31, 2023 (Unaudited)**

## 2. Significant Accounting Policies (cont.)

### Investment Transactions and Related Investment Income

Investment transactions are accounted for on a trade-date basis. Interest is recognized on the accrual basis. Proceeds from investments in investment funds that represent return of capital are accounted for as a reduction to cost, and any proceeds received above the cost basis results in a realized gain. Unrealized gains and losses are reflected in operations when changes between the cost and fair value of investments occur. Income distributions received are recognized as income distributions from investments in private investment funds in the statement of operations.

### Cash and Cash Equivalents

Cash and cash equivalents may include money market investments and short-term interest-bearing deposit accounts. At times, such deposits may be in excess of federally insured limits. The Fund has not experienced any losses in such accounts and does not believe it is exposed to any significant credit risk on such accounts.

### Federal Income Taxes

The Fund intends to qualify as a "regulated investment company" under Subchapter M of the Internal Revenue Code of 1986. If so qualified, the Fund will not be subject to federal income tax to the extent it distributes substantially all of its net investment income and capital gains to shareholders. Therefore, no federal income tax provision is required. Management of the Fund is required to determine whether a tax position taken by the Fund is more likely than not to be sustained upon examination by the applicable taxing authority, based on the technical merits of the position. Based on its analysis, there were no tax positions identified by management of the Fund which did not meet the "more likely than not" standard as of August 31, 2023.

### Indemnifications

In the normal course of business, the Fund may enter into contracts that contain a variety of representations which provide general indemnifications for certain liabilities. The Fund's maximum exposure under these arrangements is unknown. However, the Fund has not had claims or losses pursuant to these contracts and expects the risk of loss to be remote.

## 3. Fair value measurements

The Fund's assets recorded at fair value have been categorized based upon a fair value hierarchy as described in the Fund's significant accounting policies in Note 1. The following table presents information about the Fund's assets measured at fair value as of August 31, 2023:

| | Level 1 | Level 2 | Level 3 | Investments Measured at Net Asset Value(1) | Total |
|---|---|---|---|---|---|
| **Assets (at fair value)** | | | | | |
| Investments in securities | $ — | $ — | $ — | $ — | $ — |
| Investments in private investment funds | — | — | 3,594,509 | 86,035,479 | 89,629,988 |
| Investments in private operating companies | — | — | 2,419,957 | — | 2,419,957 |
| Investments in loans | — | — | 2,830,630 | — | 2,830,630 |
| **Total** | $ — | $ — | $ 8,845,096 | $ 86,035,479 | $ 94,880,575 |

(1) These investments are presented for reconciliation purposes and are not required to be categorized in the fair value hierarchy since they are measured at net asset value, without adjustment, as permitted as a practical expedient.

**Felicitas Private Markets Fund**
**Notes to Consolidated Financial Statements**
**August 31, 2023 (Unaudited)**

**3. Fair value measurements** (cont.)

The below table reflects the unobservable inputs used in the valuation of other Level 3 assets as of August 31, 2023:

| Investments | Fair Value at August 31, 2023 | Valuation Technique | Unobservable Inputs | Range of Inputs | Impact on Valuation from an increase in Input |
|---|---|---|---|---|---|
| Loans | $ 2,830,630 | Income Approach | Discount rate | 12% | Decrease |
| Private operating companies | 2,419,957 | Market Approach | Transaction Price | $ 23.99 – $29.98 | Increase |
| Private investment funds | 2,026,777 | Income Approach | Capitalization Rate | 6.50% | Decrease |
| | 1,380,826 | Market Approach | Transaction Price | $ 35.95 | Increase |
| | 186,906 | Other | Transaction Cost | N/A | Increase |
| | $ 8,845,096 | | | | |

The following table presents the changes in assets and transfers in and out for investments that are classified in Level 3 of the fair value hierarchy for the period ended August 31,2023:

| | Loans | Private Operating Companies | Private Investment Funds | Totals |
|---|---|---|---|---|
| Balance as of June 20, 2023 | $ — | $ — | $ — | $ — |
| Purchases[1] | 2,830,630 | 2,419,957 | 3,661,474 | 8,912,061 |
| Sales/Paydowns | — | — | (66,965) | (66,965) |
| Realized gains (losses) | — | — | — | — |
| Accretion | — | — | — | — |
| Change in Unrealized appreciation (depreciation) | — | — | — | — |
| Transfers In | — | — | — | — |
| Transfers Out | — | — | — | — |
| Balance as of August 31, 2023 | $ 2,830,630 | $ 2,419,957 | $ 3,594,509 | $ 8,845,096 |

(1) Purchases include transferred securities from reorganization.

The following table represents investment strategies, unfunded commitments and redemptive restrictions of investments that are measured at NAV per share (or its equivalent) as a practical expedient as of August 31, 2023.

| Private Investment Fund* | Investment Category | Unfunded Commitment | Fund Term |
|---|---|---|---|
| 13th Floor Fund IV, LP | Real Estate | $ 250,000 | 10 yrs after Final Closing with 2 additional years possible. Final close was in 2021 |
| 17Capital Co-Invest (A) SCSp | Private Credit | — | Termination date is 04/14/2030, subject to a 2 year extension |
| ACE Buyout IV (Lux) SCSp SICAV-RAIF | Private Equity | 1,310,115 | Termination date is 05/29/2030 |
| Albion Growth Opportunities LP | Private Equity | 40,593 | 5 yrs after First Closing subject to extensions. First closing was in 2021 |
| Arrowroot Protecht, L.P. | Private Equity | — | Partnership shall be dissolved following the disposition of all its Investments |

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**Felicitas Private Markets Fund**
**Notes to Consolidated Financial Statements**
**August 31, 2023 (Unaudited)**

**3. Fair value measurements** (cont.)

| Private Investment Fund* | Investment Category | Unfunded Commitment | Fund Term |
|---|---|---|---|
| Awz Pentera II LLC | Private Equity | $ — | Partnership will continue until the earliest occurrence of: sale of all assets of the Company, consent of the Holders, entry of judicial decree of dissolution, or IPO of Pentera Shares |
| Banner Ridge DSCO Fund I (Offshore), LP | Private Credit | 1,582,109 | Termination date is 03/20/2030, subject to two 1 year extensions |
| Banner Ridge DSCO Fund I, LP | Private Credit | 6,339,990 | Termination date is 03/20/2030, subject to two 1 year extensions |
| Banner Ridge DSCO Fund II (Offshore), LP | Private Credit | 10,000,000 | Termination date is 05/20/2030, subject to a 1 year extension |
| Banner Ridge Secondary Fund III (Offshore), LP | Secondary Funds | 667,764 | Termination date is 09/19/2029, subject to two 1 year extensions |
| Banner Ridge Secondary Fund III (T), LP | Secondary Funds | 4,053,461 | Termination date is 09/19/2029, subject to two 1 year extensions |
| Banner Ridge Secondary Fund III Co, LP (Class A) | Secondary Funds | 742,284 | Termination date is 11/29/2029, subject to two 1 year extensions |
| Banner Ridge Secondary Fund III Co, LP (Class B) | Secondary Funds | 130,988 | Termination date is 11/29/2029, subject to two 1 year extensions |
| Banner Ridge Secondary Fund IV (T), LP | Secondary Funds | 4,405,119 | Termination date is 06/15/2031, subject to two 1 year extensions |
| Banner Ridge Secondary Fund IV Offshore,LP | Secondary Funds | 1,101,027 | Termination date is 06/15/2031, subject to two 1 year extensions |
| CapitalSpring Investment Partners VI Parallel II, LP | Private Equity | 1,392,464 | Termination date is 3/31/2029, subject to two 1-year extension at the discretion of the GP and one 1-year extension with the consent of the LPAC |
| Crestline Portfolio Financing Fund II (US), L.P. | Private Credit | 1,221,337 | 36-month investment period with one optional one-year extension, and then 36-month harvest period with two optional one year extensions |
| Crestline Portfolio Financing Fund II (TE/FNT), L.P. | Private Credit | 305,334 | 36-month investment period with one optional one-year extension, and then 36-month harvest period with two optional one year extensions |
| Crestline Portfolio Financing Fund, LP | Private Credit | 815,602 | 36-month investment period, and then 36-month harvest period |
| Crestline Portfolio Financing Fund Offshore B, L.P. | Private Credit | 90,334 | 36-month investment period, and then 36-month harvest period |
| Crestline Praeter, L.P. – Fulcrum | Private Credit | — | No termination date |
| Dugout Funding LLC | Private Equity | — | No termination date |
| EGH Investors LLC (Series A) | Real Estate | — | No termination date |
| EGH Investors LLC (Series B) | Real Estate | — | No termination date |
| European Liquidity Solutions III Limited Partnership | Private Equity | 448,233 | 8 yrs after Final Closing |

**Felicitas Private Markets Fund**
**Notes to Consolidated Financial Statements**
**August 31, 2023 (Unaudited)**

**3. Fair value measurements** (cont.)

| Private Investment Fund* | Investment Category | Unfunded Commitment | Fund Term |
|---|---|---|---|
| FPA WhiteHawk III Onshore Fund, L.P. | Private Credit | $ 243,046 | Term ends at end of Liquidation Period: June 30, 2026. But liquidation period can be extended for up to two 1-yr periods |
| GACP II, L.P. | Private Credit | — | December 1, 2023 (extended from 12/1/22) |
| Golub Capital BDC 3, Inc. | Private Credit | — | No termination date |
| Inspiration Ventures Secondary Fund I, L.P. | Secondary Funds | 75,713 | Termination date is 09/24/2023 unless extended pursuant to the terms of the Partnership Agreement |
| Ironsides Direct Investment Fund V, L.P. | Private Equity | 64,946 | Termination date: April 10, 2030 |
| Ironsides Offshore Direct Investment Fund V, L.P. | Private Equity | 11,461 | Termination date: April 10, 2030 |
| Jupiter SPV LP | Secondary Funds | — | 5 years after initial closing |
| Kayne Anderson BDC, Inc. | Private Credit | 258,116 | No termination date |
| LBR Co-Invest Debtco, L.P.(1) | Private Credit | — | No termination date |
| LBR Co-Invest Equityco,LLC(1) | Private Equity | — | No termination date |
| Levine Leichtman Capital Partners VI, L.P. (Series A) | Private Equity | 610,149 | Termination date: November 16, 2028 |
| Levine Leichtman Capital Partners VI, L.P. (Series B) | Private Equity | 67,816 | Termination date: November 16, 2028 |
| LL-MS City Place Blocker, LLC | Real Estate | 31,832 | No termination date |
| LL-MS City Place Blocker 2,LLC | Real Estate | 28,517 | No termination date |
| LL-MS Covington Blocker, LLC | Real Estate | — | No termination date |
| LL-MS Fabian Way Blocker, LLC | Real Estate | 20,661 | No termination date |
| LL-MS Management Blocker, LLC | Real Estate | — | No termination date |
| LL-MS Troy Court Blocker, LLC | Real Estate | 74,755 | No termination date |
| LV Acadian, LP | Private Equity | — | Will exist until assets are sold or until GP terminates the partnership. |
| NE Pulse SCSp | Private Equity | 26,472 | N/A — Direct investment into the company |
| NE Fund II SCSp | Private Equity | 138,321 | 10 years following the Final Closing Date. May be extended for a maximum of two years. |
| NPC KeepTruckin, LLC | Private Equity | — | Continue until the fifth anniversary of the Initial Closing Date. The Managing Member may, in its sole discretion, extend the term of the Company for up to two additional one-year periods |

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**Felicitas Private Markets Fund**
**Notes to Consolidated Financial Statements**
**August 31, 2023 (Unaudited)**

**3. Fair value measurements** (cont.)

| Private Investment Fund* | Investment Category | Unfunded Commitment | Fund Term |
|---|---|---|---|
| NPC Opportunity Fund, L.P. | Private Equity | $ 100,000 | 7 years after the Final Closing and GP has discretion to extend by unlimited one-year periods |
| OCP Chimera LP | Secondary Funds | 239,000 | 5 years after the Closing Date |
| Pathlight Capital Fund I LP | Private Credit | 651,542 | Last day of the fiscal quarter in which the fifth anniversary of the Final Closing Date falls. May be extended up to two consecutive one-year periods |
| PDC Opportunities V LP | Private Credit | 374 | The Fund will continue until the proceeds of the final realization is received. |
| Peregrine Select Fund II, L.P. | Private Equity | 525,000 | Termination date is 06/18/2031, subject to two 1-year extensions at the GP's discretion. |
| Second Alpha Partners IV, L.P. | Secondary Funds | 242,501 | Termination date is 05/31/2024, subject to two 1 year extensions |
| Second Alpha Partners V, L.P. | Private Equity | 702,869 | The Partnership shall terminate at the close of business on the 7th anniversary of the final closing date, but subject to two 1 year extensions |
| Signal Peak Ventures III CIV-A, L.P. | Private Equity | — | Continue until the tenth anniversary of the Activation Date , unless extended pursuant to paragraph 10.1 or sooner dissolved as provided in paragraph 10.2(a) |
| Signal Peak Ventures IV, L.P. | Private Equity | 720,000 | 10 years from the due date of the first capital call (the "Activation Date"), subject to subject to one one-year extension at the General Partner's discretion. |
| TerraCotta Credit Fund L.P.[(2)] | Private Credit | — | Evergreen, until Fund is dissolved, liquidated, or terminated per Article 8 of LPA |
| The Evolution Technology Fund II SCSp | Private Equity | 203,130 | January 13, 2030 |
| Thorofare Asset Based Lending Fund V, L.P.[(3)] | Private Credit | — | Until the partnership is terminated and wound up in accordance with the limited partnership agreement |
| TSC Co-Invest L.P. | Private Equity | — | Will exist in perpetuity unless terminated by the GP |
| VCFA Venture Partners VI, L.P. | Secondary Funds | 180,000 | Termination date is 12/05/2028, subject to a 2 year extension terminating no later than 12/05/2030 |
| Total Unfunded Commitment | | **$ 40,112,975** | |

* No withdrawals are permitted from any of the above investments except TerraCotta Credit Fund, L.P., Law Business Research, and Thorofare Asset Based Lending Fund V, L.P.

(1) Withdrawals permitted upon written consent of the General Partner.

(2) Quarterly withdrawals after the initial lock-up period of 3 years.

(3) Withdrawals permitted annually, subject to the lock-up period of 2 years.

**Felicitas Private Markets Fund**
**Notes to Consolidated Financial Statements**
**August 31, 2023 (Unaudited)**

## 4. Significant Risk Factors

The Fund's investing activities and those of the Underlying Funds expose the Fund to various types of financial risks that are associated with the financial instruments and markets in which they invest. These financial risks include credit risk, liquidity risk and market risk (including foreign currency risk, interest rate risk and other price risks). The Fund's overall risk management program focuses on minimizing potential adverse effects on the Fund's performance resulting from these financial risks. The Fund attempts to manage these financial risks on an aggregate basis along with other risks associated with its investing activities.

*Credit Risk*

In the normal course of business, the Fund maintains its cash balances in financial institutions, which at times may exceed federally insured limits. The Fund is subject to credit risk to the extent any financial institution with which it conducts business is unable to fulfill contractual obligations on its behalf. Management monitors the financial condition of such financial institutions and does not anticipate any losses from these counterparties.

*Liquidity Risk*

Investments held by the Fund are generally in illiquid securities and partnership interests acquired through privately negotiated transactions and there is no assurance that the Fund will be able to realize such investments in a timely manner. The Fund's ability to exit its investments may be adversely affected by market conditions.

*Market Risk*

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk includes foreign currency, interest rate risk and other price risks.

*Foreign currency and exchange risks*

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. To the extent that the Fund directly or indirectly holds assets in foreign currencies, the Fund will be exposed to a degree of currency risk which may adversely affect performance, changes in foreign currency exchange rates may materially affect the value of investments in the portfolio.

In addition, the Fund will incur costs associated with conversion between various currencies. The Fund will conduct its foreign currency exchange transactions in relation to the funding investment commitment or receiving proceeds upon dispositions, but ordinarily will not attempt to hedge currency risks over the long-term.

*Interest Rate Risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The fair value of debt securities in which the Underlying Funds invest is sensitive to changes in interest rates and market conditions within the United States and other countries. The fair values of equity securities may be indirectly affected by changes in interest rates as well.

*Other Price Risks*

Other price risks relate to the risks that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from foreign currency or interest rate risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. These risks may include equity and commodity risk.

*Concentration Risk*

The Investment portfolio of the Fund may be subject to rapid change in value than would be the case if the Fund were to maintain a wide diversification amount securities or industry sectors.

**Felicitas Private Markets Fund**
**Notes to Consolidated Financial Statements**
**August 31, 2023 (Unaudited)**

**5. Capital Stock**

The Fund intends to offer two separate classes of shares of beneficial interest (the “Shares”) of the Fund, designated as Class Y Shares and Class I Shares. The Fund intends to apply to the SEC for an exemptive order that would permit the Fund to offer more than one class of Shares. Class I Shares will not be offered to investors until the Fund has received an exemptive order permitting the multi-class structure. The Fund’s Shares will generally be offered as of the first business day of each calendar quarter or at such other times as may be determined by the Board of Trustees of the Fund. The Shares will be issued at net asset value per Share. The Fund intends to register $175,000,000 for sale under the Fund’s registration statement. No holder of the Fund’s Shares (“Shareholder”) will have the right to require the Fund to redeem its Shares.

The minimum initial investment for Class Y Shares of the Fund is $250,000 and the minimum additional investment in Class Y Shares of the Fund by any Shareholder is $25,000. The minimum initial investment for Class I Shares of the Fund is $25,000 and the minimum additional investment in Class I Shares of the Fund by any Shareholder is $5,000. However, the Fund, in its sole discretion, may accept investments below these minimums.

The Fund is not a liquid investment. The Fund intends to provide a limited degree of liquidity to the Shareholders by conducting repurchase offers generally quarterly. Any repurchases of Shares will be made at such times and on such terms as may be determined by the Board from time to time in its sole discretion. In determining whether the Fund should offer to repurchase Shares from Shareholders of the Fund pursuant to repurchase requests, the Board may consider, among other things, the recommendation of the Investment Adviser as well as a variety of other operational, business and economic factors. If the Board determines that the Fund will offer to repurchase Shares, written notice will be provided to Shareholders that describes the commencement date of the repurchase offer, specifies the date on which repurchase requests must be received by the Fund, and contains other terms and information Shareholders should consider in deciding whether and how to participate in such repurchase opportunity. The expiration date of the repurchase offer (the “Expiration Date”) will be a date set by the Board occurring no sooner than 20 business days after the commencement date of the repurchase offer, provided that such Expiration Date may be extended by the Board in its sole discretion. The Fund generally will not accept any repurchase request received by it or its designated agent after the Expiration Date. Each repurchase offer will be offered pursuant to the tender offer rules of the Securities Exchange Act of 1934.

**6. Investment Management**

The Fund has entered into an investment management agreement (the “Investment Management Agreement”) with the Adviser. Subject to the oversight of the Fund’s Board of Trustees, the Adviser is responsible for managing the Fund’s business affairs and providing day-to-day administrative services to the Fund either directly or through others selected by it for the Fund. Under the Investment Management Agreement, the Adviser is entitled to a management fee, calculated and payable quarterly in arrears, at the annual rate of 1.50% of the Fund’s net assets at quarter-end.

The Investment Adviser pays the Sub-Adviser a quarterly sub-advisory fee equal to 83.33% of the first $750,000 of Net Management Fee received by the Investment Adviser and then 66.67% of any Net Management Fee above $750,000. The “Net Management Fee” means the gross management fee (as defined by the Investment Management Agreement) paid by the Fund to the Investment Adviser for the period being measured, minus the amount of any fee waiver or expense reimbursement paid by or due from the Investment Adviser to the Fund or any service provider to the Fund (including without limitation shareholder service fees and platform fees and expenses paid by the Fund or the Investment Adviser) under an expense limitation agreement, expense cap arrangement, or other similar agreement.

**Felicitas Private Markets Fund**
**Notes to Consolidated Financial Statements**
**August 31, 2023 (Unaudited)**

## 7. Expense Limitation

The Investment Adviser has entered into an expense limitation and reimbursement agreement (the "Expense Limitation and Reimbursement Agreement") with the Fund, whereby the Investment Adviser has agreed to waive fees that it would otherwise have been paid, and/or to assume expenses of the Fund (a "Waiver"), if required to ensure the Total Annual Expenses (excluding any taxes, leverage interest, brokerage commissions, dividend and interest expenses on short sales, acquired fund fees and expenses (as determined in accordance with SEC Form N-2), expenses incurred in connection with any merger or reorganization after commencement of Fund operations, any shareholder servicing fees paid under the Fund's Shareholder Service Plan and extraordinary expenses, such as litigation expenses) do not exceed 2.25% of the net assets of the Fund on an annualized basis (the "Expense Limit") through July 1, 2024. Because taxes, leverage interest, brokerage commissions, dividend and interest expenses on short sales, acquired fund fees and expenses, expenses incurred in connection with any merger or reorganization after commencement of Fund operations, any shareholder servicing fees paid under the Fund's Shareholder Service plan, and extraordinary expenses are excluded from the Expense Limit, Total Annual Expenses (after fee waivers and expense reimbursements) are expected to exceed 2.25%. The Expense Limitation and Reimbursement may not be terminated before that date by the Fund or the Investment Adviser and thereafter may be terminated by the Fund or the Investment Adviser upon 30 days' written notice. Unless it is terminated, the Expense Limitation and Reimbursement Agreement automatically renews for consecutive one-year terms. For a period not to exceed three years from the date on which a Waiver is made, the Investment Adviser may recoup amounts waived or assumed, provided it is able to affect such recoupment and remain in compliance with the Expense Limit in effect at the time of the Waiver and the Expense Limit in effect at the time of the repayment. The Expense Limitation Agreement may be terminated by the Board of Trustees of the Fund (the "Board") upon thirty days' written notice to the Investment Adviser. During the period ended August 31, 2023, the Investment Adviser reimbursed expenses totaling $300,195.

As of August 31, 2023, the Investment Adviser may seek recoupment for previously waived or reimbursed expenses, subject to the limitations noted above, no later than the dates and amounts outlined below.

| June 30, 2026 |
|---|
| $ 300,195 |

## 8. Other Service Providers

UMB Fund Services, Inc. serves as the Fund's Administrator, Custodian, Accounting Agent and Transfer Agent.

## 9. Subsequent Events

The Fund has evaluated subsequent events through the date of issuance of this report and has determined that there are no material events that would require disclosure.

**PART C: OTHER INFORMATION**

**Felicitas Private Markets Fund (the "Registrant")**

**Item 25. Financial Statements and Exhibits**

(1) Financial Statements:

Financial statements are contained in Appendix C to the Fund's Statement of Additional Information filed herewith.

(2) Exhibits

| | |
|---|---|
| (a)(1) | Agreement and Declaration of Trust is incorporated by reference to Exhibit (a)(1) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on December 7, 2022. |
| (a)(2) | Certificate of Trust is incorporated by reference to Exhibit (a)(2) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on December 7, 2022. |
| (b) | By-Laws are incorporated by reference to Exhibit (b) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on December 7, 2022. |
| (c) | Not applicable. |
| (d) | Refer to Exhibit (a)(1), (b). |
| (e) | Not applicable. |
| (f) | Not applicable. |
| (g)(1) | Investment Management Agreement is incorporated by reference to Exhibit (g)(1) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on September 28, 2023. |
| (g)(2) | Investment Sub-Advisory Agreement is incorporated by reference to Exhibit (g)(2) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on September 28, 2023. |
| (h) | Distribution Agreement is incorporated by reference to Exhibit (h) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on September 28, 2023. |
| (i) | Not applicable. |
| (j) | Custody Agreement is incorporated by reference to Exhibit (j) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on September 28, 2023. |
| (k)(1) | Administration, Fund Accounting and Recordkeeping Agreement is incorporated by reference to Exhibit (k)(1) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on September 28, 2023. |
| (k)(2) | Expense Limitation and Reimbursement Agreement is incorporated by reference to Exhibit (k)(2) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on September 28, 2023. |
| (k)(3) | Platform Management Agreement is incorporated by reference to Exhibit (k)(3) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on September 28, 2023. |
| (k)(4) | Joint Insured Bond Agreement is incorporated by reference to Exhibit (k)(4) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on September 28, 2023. |
| (k)(5) | Joint Liability Insurance Agreement is incorporated by reference to Exhibit (k)(5) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on September 28, 2023. |
| (k)(6) | Escrow Agreement is incorporated by reference to Exhibit (k)(6) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on September 28, 2023. |
| (l) | Opinion and consent of counsel is incorporated by reference to Exhibit (l) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on September 28, 2023. |
| (m) | Not applicable. |
| (n) | Consent of Independent Certified Public Accountants and Consent of Independent Registered Public Accounting Firm. |
| (o) | Not applicable. |
| (p) | Not applicable. |
| (q) | Not applicable. |

| | |
|---|---|
| (r)(1) | Code of Ethics of Registrant is incorporated by reference to Exhibit (r)(1) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on September 28, 2023. |
| (r)(2) | Code of Ethics of Skypoint Capital Advisors, LLC is incorporated by reference to Exhibit (r)(2) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on September 28, 2023. |
| (r)(3) | Code of Ethics of Felicitas Global Partners, LLC is incorporated by reference to Exhibit (r)(3) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on September 28, 2023. |
| (s) | Calculation of Filing Fees Table is incorporated by reference to Exhibit (s) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on September 28, 2023. |
| (t) | Powers of Attorney are incorporated by reference to Exhibit (t) to Registrant's Registration Statement on Form N-2 (Reg. No. 811-23842) as previously filed on June 23, 2023. |

**Item 26. Marketing Arrangements**

Not applicable.

**Item 27. Other Expenses of Issuance and Distribution of Securities Being Registered**

All figures are estimates:

| | | |
|---|---|---|
| Registration fees | $ | 25,000 |
| Legal fees | $ | 50,000 |
| Printing fees | $ | 6,800 |
| Blue Sky fees | $ | 25,500 |
| Transfer Agent fees | $ | 39,000 |
| Total | $ | 131,300 |

**Item 28. Persons Controlled by or Under Common Control With Registrant**

The Board of Trustees of the Registrant is identical or substantially identical to the board of trustees and/or board of managers and/or board of directors of certain other funds. Nonetheless, the Registrant takes the position that it is not under common control with the other funds since the power residing in the respective boards arises as a result of an official position with the respective funds.

**Item 29. Number of Holders of Securities**

| **Title of Class** | **Number of Shareholders*** |
|---|---|
| Class Y Shares | 122 |

* As of August 31, 2023.

**Item 30. Indemnification**

Sections 8.1 — 8.5 of Article VIII of the Registrant's Agreement and Declaration of Trust states:

Section 8.1 Limitation of Liability. Neither a Trustee nor an officer of the Trust, when acting in such capacity, shall be personally liable to any person other than the Trust or a beneficial owner for any act, omission or obligation of the Trust, any Trustee or any officer of the Trust. Neither a Trustee nor an officer of the Trust shall be liable for any act or omission in his capacity as Trustee or as an officer of the Trust, or for any act or omission of any other officer or any employee of the Trust or of any other person or party, provided that nothing contained herein or in the Act shall protect any Trustee or officer against any liability to the Trust or to Shareholders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of the office of Trustee or the duties of such officer hereunder.

Section 8.2 Indemnification. The Trust shall indemnify each of its Trustees, officers and persons who serve at the Trust's request as directors, officers or trustees of another organization in which the Trust has any interest as a shareholder, creditor, or otherwise, and may indemnify any trustee, director or officer of a predecessor organization (each a "Covered Person"), against all liabilities and expenses (including amounts paid in satisfaction of judgments, in compromise, as fines and penalties, and expenses including reasonable accountants' and counsel fees) reasonably incurred in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, before any court or administrative, regulatory, or legislative body, in which he may be involved or with which he may be threatened, while as a Covered Person or thereafter, by reason of being or having been such a Covered Person, except that no Covered Person shall be indemnified against any liability to the Trust or its Shareholders to which such Covered Person would otherwise be subject by reason of bad faith, willful misfeasance, gross negligence or reckless disregard of his duties involved in the conduct of such Covered Person's office (such willful misfeasance, bad faith, gross negligence or reckless disregard being referred to herein as "Disabling Conduct"). Expenses, including accountants' and counsel fees so incurred by any such Covered Person (but excluding amounts paid in satisfaction of judgments, in compromise or as fines or penalties), may be paid from time to time by the Trust in advance of the final disposition of any such action, suit or proceeding upon receipt of (a) an undertaking by or on behalf of such Covered Person to repay amounts so paid to the Trust if it is ultimately determined that indemnification of such expenses is not authorized under this Article VIII and (b) any of (i) such Covered Person provides security for such undertaking, (ii) the Trust is insured against losses arising by reason of such payment, or (iii) a majority of a quorum of disinterested, non-party Trustees, or independent legal counsel in a written opinion, determines, based on a review of readily available facts, that there is reason to believe that such Covered Person ultimately will be found entitled to indemnification.

Section 8.3 Indemnification Determinations. Indemnification of a Covered Person pursuant to Section 8.2 shall be made if (a) the court or body before whom the proceeding is brought determines, in a final decision on the merits, that such Covered Person was not liable by reason of Disabling Conduct or (b) in the absence of such a determination, a majority of a quorum of disinterested, non-party Trustees or independent legal counsel in a written opinion make a reasonable determination, based upon a review of the facts, that such Covered Person was not liable by reason of Disabling Conduct.

Section 8.4 Indemnification Not Exclusive. The right of indemnification provided by this Article VIII shall not be exclusive of or affect any other rights to which any such Covered Person may be entitled. As used in this Article VIII, "Covered Person" shall include such person's heirs, executors and administrators, and a "disinterested, non-party Trustee" is a Trustee who is neither an Interested Person of the Trust nor a party to the proceeding in question.

Section 8.5 Shareholders. Each Shareholder of the Trust and each Class shall not be personally liable for the debts, liabilities, obligations and expenses incurred by, contracted for, or otherwise existing with respect to, the Trust or by or on behalf of any Class. The Trustees shall have no power to bind any Shareholder personally or to call upon any Shareholder for the payment of any sum of money or assessment whatsoever other than such as the Shareholder may at any time personally agree to pay pursuant to terms hereof or by way of subscription for any Shares or otherwise.

In case any Shareholder or former Shareholder of any Class shall be held to be personally liable solely by reason of his being or having been a Shareholder of such Class and not because of his acts or omissions or for some other reason, the Shareholder or former Shareholder (or his heirs, executors, administrators or other legal representatives, or, in the case of a corporation or other entity, its corporate or other general successor) shall be entitled out of the assets belonging to the applicable Class to be held harmless from and indemnified against all loss and expense arising from such liability. The Trust, on behalf of the affected Class, shall, upon request by the Shareholder, assume the defense of any claim made against the Shareholder for any act or obligation of the Class and satisfy any judgment thereon from the assets of the Class. The indemnification and reimbursement required by the preceding sentence shall be made only out of assets of the one or more Classes whose Shares were held by said Shareholder at the time the act or event occurred that gave rise to the claim against or liability of said Shareholder. The rights accruing to a Shareholder under this Section shall not impair any other right to which such Shareholder may be lawfully entitled, nor shall anything herein contained restrict the right of the Trust or any Class thereof to indemnify or reimburse a Shareholder in any appropriate situation even though not specifically provided herein.

Additionally, the Registrant's various agreements with its service providers contain indemnification provisions.

**Item 31. Business and Other Connections of Investment Adviser**

Information as to the directors and officers of the Registrant's investment adviser, Skypoint Capital Advisors, LLC (the "Investment Adviser"), together with information as to any other business, profession, vocation, or employment of a substantial nature in which the Investment Adviser, and each director, executive officer, managing member or partner of the Investment Adviser, is or has been, at any time during the past two fiscal years, engaged in for his or her own account or in the capacity of director, officer, employee, managing member, partner or trustee, is included in its Form ADV as filed with the Securities and Exchange Commission (File No. 801-128009), and is incorporated herein by reference.

Information as to the directors and officers of the Registrant's investment sub-adviser, Felicitas Global Advisors, LLC (the "Investment Sub-Adviser"), together with information as to any other business, profession, vocation, or employment of a substantial nature in which the Investment Sub-Adviser, and each director, executive officer, managing member or partner of the Investment Sub-Adviser, is or has been, at any time during the past two fiscal years, engaged in for his or her own account or in the capacity of director, officer, employee, managing member, partner or trustee, is included in its Form ADV as filed with the Securities and Exchange Commission (File No. 801-112594), and is incorporated herein by reference.

**Item 32. Location of Accounts and Records**

All accounts, books, and other documents required to be maintained by Section 31(a) of the Investment Company Act of 1940 and the rules promulgated thereunder are maintained at the offices of (1) the Registrant's Administrator, (2) the Investment Adviser, (3) the Investment Sub-Adviser and/or (4) the Registrant's counsel. The address of each is as follows:

1. UMB Fund Services, Inc.
   235 West Galena Street
   Milwaukee, WI 53212

2. Skypoint Capital Advisors, LLC
   1380 West Paces Ferry Road
   Suite 2180
   Atlanta, GA 30327

3. Felicitas Global Partners, LLC
   65 N. Raymond Avenue, Suite 315
   Pasadena, CA 91103

4. Faegre Drinker Biddle & Reath LLP
   One Logan Square, Ste. 2000
   Philadelphia, PA 19103-6996

**Item 33. Management Services**

Not applicable.

**Item 34. Undertakings**

1. Not applicable.

2. Not applicable.

3. The Registrant undertakes (a) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

   (1) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

   (2) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(3) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(b) that for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of those securities at that time shall be deemed to be the initial bona fide offering thereof;

(c) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

(d) that, for the purpose of determining liability under the Securities Act to any purchaser:

(1) if the Registrant is relying on Rule 430B [17 CFR 230.430B]:

(A) Each prospectus filed by the Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (x), or (xi) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; or

(2) if the Registrant is subject to Rule 430C [17 CFR 230.430C]: each prospectus filed pursuant to Rule 424(b) under the Securities Act as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(e) that for the purpose of determining liability of the Registrant under the Securities Act of 1933 to any purchaser in the initial distribution of securities:

The undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to the purchaser:

(1) any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424 under the Securities Act of 1933;

(2) free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

(3) the portion of any advertisement pursuant to Rule 482 under the Securities Act of 1933 relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and

(4) any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

4. Not applicable.

5. Not applicable.

6. Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

7. Registrant undertakes to send by first class mail or other means designed to ensure equally prompt delivery, within two business days of receipt of a written or oral request, any Statement of Additional Information.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and the Investment Company Act of 1940, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta in the State of Georgia on the 29th day of November, 2023.

FELICITAS PRIVATE MARKETS FUND

By: /s/ Brian Smith
Name: Brian Smith
Title: President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| | | |
|---|---|---|
| /s/ Brian Smith<br>Brian Smith | President | November 29, 2023 |
| /s/ Richard Finch<br>Richard Finch | Treasurer | November 29, 2023 |
| *Terrance P. Gallagher<br>Terrance P. Gallagher | Trustee | November 29, 2023 |
| *David G. Lee<br>David G. Lee | Trustee | November 29, 2023 |
| *Robert Seyferth<br>Robert Seyferth | Trustee | November 29, 2023 |
| *Gary E. Shugrue<br>Gary E. Shugrue | Trustee | November 29, 2023 |

*By: /s/ Ann Maurer
Ann Maurer
Attorney-In-Fact (pursuant to Power of Attorney)

**Exhibit Index**

| | |
|---|---|
| (n) | Consent of Independent Certified Public Accountants and Consent of Independent Registered Public Accounting Firm. |

**Exhibit (n)**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the use in this Registration Statement on Form N-2 of our report dated September 15, 2023, relating to the financial statements of Felicitas Equity Fund, LP as of December 31, 2022, and to the references to our firm under the heading “Independent Registered Public Accounting Firm; Legal Counsel” in the Prospectus and Statement of Additional Information.

Cohen & Company, Ltd.

COHEN & COMPANY, LTD.
Chicago, Illinois
November 29, 2023

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the use in this Registration Statement on Form N-2 of our report dated June 30, 2023, relating to the financial statements of Felicitas Private Markets Fund as of June 20, 2023, and to the references to our firm under the heading "Independent Registered Public Accounting Firm; Legal Counsel" in the Prospectus and Statement of Additional Information.

Cohen & Company, Ltd.

COHEN & COMPANY, LTD.
Chicago, Illinois
November 29, 2023

Faegre Drinker Biddle & Reath LLP
320 South Canal Street, Suite 3300
Chicago, IL 60606
www.faegredrinker.com

November 29, 2023

VIA EDGAR TRANSMISSION

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: Felicitas Private Markets Fund (Registration Nos. 333-268699; 811-23842) (the "Fund")

Ladies and Gentlemen:

Filed herewith electronically via EDGAR is pre-effective amendment no. 3 to the registration statement on Form N-2 (the "Registration Statement") of the Fund. The Registration Statement is being filed pursuant to the Investment Company Act of 1940, as amended, and the Securities Act of 1933, as amended, and the applicable rules thereunder. The purpose of this pre-effective amendment is to respond to comments received from the Staff on pre-effective amendment no. 2 to the Fund's registration statement on Form N-2 filed on September 28, 2023 and to complete various parts of the Fund's disclosure.

Questions and comments may be directed to the undersigned at (312) 569-1167 or, in my absence, to Joshua B. Deringer at (215) 988-2959.

Very truly yours,

/s/ Veena K. Jain
Veena K. Jain