

[MANAGEMENT COMPANY]

Instructions: This Pledge Agreement for Capital Transaction is meant to be used as a non-binding indication of interest for prospective investors. Please fill out the bracketed language and delete these instructions and any footnotes provided before circulating this agreement to prospective investors.

PACT (Pledge Agreement for Capital Transaction)

[MANAGEMENT COMPANY] appreciates your interest in the pre-marketing of [FUND] (the “Fund”) and a potential investment in the Fund (the “Offering”).

In order for the Fund to prepare the Offering documents, please provide your information and countersign below. Understanding that the Offering is in high demand, you acknowledge and agree to the following:

1. The undersigned represents that any pre-marketing materials were provided to the undersigned at the undersigned’s request. The undersigned understands this document does not constitute an offer to sell or the solicitation of an offer to buy any securities in the Offering.

2. The undersigned shall not, directly or indirectly, use any information provided except for the specific purpose of considering and evaluating a possible investment in the Offering, nor shall the undersigned disclose any information concerning the Offering to any person without our advance written consent. The undersigned agrees that the documents provided hereunder are confidential.

3. The undersigned understands that the Offering is being made without registration under any securities law in any jurisdiction, including the [Securities Act of 1933 (the “Securities Act”), as amended, or any securities law of any state of the United States]¹, and is being made only to [“accredited investors” (as defined in the Securities Act)]².

4. The undersigned acknowledges that any investment in the Offering is subject to the completion and execution of certain agreements required to complete the undersigned’s subscription (the “Offering Documents”), and the undersigned’s transfer of funds for the subscription.

5. The undersigned hereby expresses a desire to invest the Investment Amount specified below in the Offering. Notwithstanding the immediately preceding sentence, nothing herein shall commit the undersigned to invest in the Offering or the Fund to accept any subscription by the undersigned. The undersigned acknowledges that any subscription in the Offering is subject to the Fund’s sole discretion to accept such investment. The undersigned acknowledges that the Offering may be withdrawn by the Fund prior to the undersigned’s completion of the Offering Documents, without recourse against the Fund.

INVESTMENT AMOUNT: (check one)

[\$25,000 USD] [\$50,000 USD] [\$100,000 USD] [\$ _____ USD]

[Signature page follows]

¹Replace this language with the applicable law in the jurisdiction in which you intend to form your fund.

²In many jurisdictions only certain “sophisticated investors” may invest in a venture capital fund. Replace this language with the applicable class of investor in the jurisdiction in which you intend to form your fund.

[MANAGEMENT COMPANY]

INTERESTED PARTY (if an individual)

INTERESTED ENTITY (if an entity)

(signature) (date)

(signature) (date)

Name: _____

Name: _____

Title: _____

Entity Name: _____

Address: _____

Address: _____

Email: _____

Email: _____

Phone: _____

Phone: _____