

## IMPORTANT DISCLOSURE INFORMATION

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AV offers smart, simple venture investing to accredited investors. Specifically, AV provides a path for individuals to own an actively managed diversified venture portfolio with a single investment co-investing alongside experienced VC firms. Traditionally, with limited investment capital and contacts, individual investors have had limited access to desirable deals alongside experienced VC firms, and even if they could access one or more such deals, it would take an inordinate amount of time, money and negotiation to build a diversified portfolio. With AV Funds, investors can choose from a number of funds to make a single investment to gain exposure to a diversified portfolio of investments selected by an experienced manager. AV Funds' simple fee mechanism permits investors to avoid constant capital calls throughout the life of the fund as found in other private investment vehicles.

Contact [info@av.vc](mailto:info@av.vc) for additional information. To see additional risk factors and investment considerations, visit [av-funds.com/disclosures](https://av-funds.com/disclosures)

## LEGAL DISCLOSURES

Each of the various funds of Alumni Ventures Group Funds, LLC, is a different series of Alumni Ventures Group Funds (AV Funds). Each of the funds involves a different investment portfolio and risk-return profile. The manager of each fund is Alumni Ventures, LLC, a Massachusetts-based venture capital firm. AVG is a for-profit company that is not affiliated with or officially sanctioned by any school. This summary document is for preliminary informational purposes, and no offering of securities is made with this document. Offers are made only pursuant to formal offering documents, which describe risks (which are significant), terms, and other important information that must be considered before an investment decision is made. Contact [info@av.vc](mailto:info@av.vc) with questions or requests for additional information on AV or AV funds. Past performance may not be indicative of future results. Different types of investments involve varying degrees of risk, and this fund involves substantial risk of loss, including loss of all capital invested. Moreover, you should not assume that any of the above content serves as the receipt of, or as a substitute for, personalized advice about investments. All documents referred to in this material are available upon request from eligible investors and should be reviewed by you and your advisers for a complete understanding of their provisions. Early-stage companies are risky investments, not suitable for all investors.

### RISK FACTORS AND INVESTMENT CONSIDERATIONS

**FOR ACCREDITED INVESTORS ONLY.** This is neither an offer to sell nor a solicitation of an offer to buy securities described herein. An offering is made only by the Confidential Private Placement Memorandum (the “Memorandum”). This sale and advertising literature must be read in conjunction with the Memorandum in order to understand fully all of the implications and risks of the offering to which it relates. A copy of the Memorandum must be made available to you in connection with this offering. Prospective investors should carefully read the Memorandum and review any additional information they desire prior to making an investment and should be able to bear the complete loss of their investment.

The securities offered herein are highly speculative and involve substantial risks including, but not limited to the following: Do not acquire an Interest if you cannot afford to lose your entire investment. Carefully consider the risks described below, as well as the other information in the Memorandum before making a decision to purchase an Interest. Consult with your legal, tax and financial advisors about an investment in an interest. The risks described below are not the only risks that may affect an investment in an Interest. Additional risks and uncertainties that we do not presently know or have not identified may also materially and adversely affect the value of an Interest, the Property or the performance of your investment.

The risks of purchasing an Interest include, but are not limited to, the following:

#### **General; Operating History of the Fund; Risks Inherent in Investment Strategy.**

The purchase of units in the fund is highly speculative and involves significant risks, and the units should not be purchased by any person who cannot afford the loss of their entire investment. The investment objective of the fund is also highly speculative. Holders of units may be unable to realize a substantial return on their investment in the units, or any return whatsoever, and may lose their entire investment. For this reason, each prospective purchaser of units should read all offering and legal materials carefully and consult with their attorney and business and/or investment advisor. The fund does not have any significant business history or operating experience that investors can analyze to aid them in making an informed judgment as to the merits of an investment in the fund. There can be no assurance that the fund will be able to generate revenues, gains or income, or, even if it generates revenues, gains or income, that its investments will be profitable. Any investment in the fund should be considered a high-risk investment because investors will be placing their funds at risk in an unseasoned start-up investment vehicle with the attendant unforeseen costs, expenses, and problems to which a new business is often subject. The fund has been newly organized to acquire securities. Those securities will be highly speculative. The composition and terms of the securities, as well as the portfolio companies or other funds issuing such securities, has not been determined and will be influenced by various factors, including the availability and pricing of the securities, the expected growth potential of the portfolio companies, and the availability of fund capital allocated to purchase such securities. The fund’s strategy is to rely on information provided by potential portfolio companies and on the AV’s independent research and judgment. No assurance can be given that information provided by third parties will be accurate or that the fund’s investment strategy will be successfully implemented.

# RISK FACTORS AND INVESTMENT CONSIDERATIONS

## **Investments in Reliance on Rule 506(c) of Regulation D; Ability to Participate in Investments Dependent upon Status as an Accredited Investor.**

The fund may acquire one or more securities in transactions involving a general solicitation. The offering entities of these securities may charge certain fees and expenses, including a portion of the amount invested from each investor and a portion of the proceeds when the investment has a liquidity event. Issuers are in the early stage of utilizing Rule 506(c) and the risks inherent in purchasing securities in this manner may not be fully understood. If an issuer admits even one investor who is not accredited, it would be likely to have a material adverse effect on such issuer. Further, the SEC has adopted regulations under which crowdfunding may be used by small issuers to seek funding from non-accredited as well as accredited investors. Consistent with those regulations, the fund may locate and acquire securities through registered funding portals as well. In compliance with the specific conditions of Rule 506(c), however, the fund will only be offered to accredited investors whose status as such can be verified as required by the specific conditions set forth in Rule 506(c). The acquisition of securities by the fund will generally be dependent upon the status of all members as “accredited investors” as that term is defined in Rule 501 of Reg D promulgated under the Securities Act. The units are being offered solely to accredited investors. If at any time a member ceases to be an accredited investor, the member will be required under the terms of the Operating Agreement to immediately report to the fund the member’s change in status. Additionally, AV may require each member to certify from time to time that such member remains an accredited investor. If a member fails to maintain its status as an accredited investor during the term that the fund is making investments, the member will not be able to participate in investments made by the fund after the member no longer qualifies as an accredited investor. In such a case, AV may require the member to withdraw from the fund or take other actions with respect to the member’s interest as provided in the governing documents of the fund.

## **FEES; TIME REQUIRED TO MATURITY OF INVESTMENT; NATURE OF INVESTMENTS.**

The fund is subject to substantial fees which AV may keep irrespective of profitability. This fee must be offset by profits on income generated from securities or sales of securities to avoid losses. Furthermore, any profits earned by the fund or for certain funds, its investments regardless of overall fund profits, will be subject to the promoted interest from which AV or its affiliates will benefit. There can be no assurances that AV will be able to secure investment capital in amounts sufficient to provide the fund with enough capital to enable it to meet its investment objective. While the fund intends to invest in the number of securities identified in the materials even if only a minimal amount is raised, the fund may not be able to meet this objective or may not be able to invest in some securities due to it not being able to meet minimum investment requirements. The business of identifying and implementing investments in portfolio companies involves a high degree of uncertainty. Members will need to rely upon the ability of AV to identify and implement investments in securities consistent with the fund’s investment objective. There can be no assurance that AV will either identify or consummate profitable investments for the fund. It is anticipated that a period of time will be required for AV to identify and effect acceptable investment opportunities sufficient to fully invest the capital received by the fund. It is also anticipated that the fund will be required to hold its securities for a significant period of time in order to achieve its investment objective. The securities will be comprised primarily of “restricted securities” and the fund will not be able to readily liquidate such securities. As a result, a substantial period of time may pass before the fund is able to realize its investment objectives,

if at all. There can be no assurance that the fund will realize any gains from its investments or that members will receive a return on their investments. Investments in start-ups and emerging companies are highly speculative. The portfolio companies may require several years of operations prior to achieving profitability and may never achieve profitability. The securities will be illiquid and may not have realizable value for several years, if ever. The securities acquired by the fund may be subordinated or junior in right of payment to senior or secured debt or other equity holders. In the event a portfolio company cannot generate adequate cash flow to meet debt service, all or part of the principal of such company’s debt may not be repaid and, in such event, the value of the securities could be reduced or eliminated through foreclosure on the portfolio company’s assets or the portfolio company’s reorganization or bankruptcy.

## **PORTFOLIO COMPANY RISKS.**

Although the fund’s investments may offer the opportunity for significant gains, such investments will involve a high degree of business and financial risk that can result in substantial losses. These risks include the risks associated with investment in companies in an early stage of development or with limited operating history, companies operating at a loss or with substantial variations in operating results from period to period, and companies that need substantial additional capital to support expansion or to achieve or maintain a competitive position. Such companies may face intense competition, including competition from companies with greater financial resources; more extensive development, manufacturing, marketing, and service capabilities; and a larger number of qualified managerial and technical personnel. The fund may take significant positions in portfolio companies in rapidly changing fields, which may face special risks of product obsolescence. Although it is intended that AV will attempt to invest the capital of the fund in portfolio companies that it believes to have talented management, no assurance can be given that such management, or any new management, will operate a portfolio company successfully. To the extent AV determines to invest in investment funds similar to the fund, the fund will be entirely dependent upon AVs of such funds to make investment decisions regarding investments in portfolio companies. The fund expects that most portfolio companies will require additional capital, the amount of which will depend upon the maturity and objectives of the particular portfolio company. It is anticipated that each round of funding will provide a portfolio company with enough capital to reach the next major valuation milestone. If the capital provided is insufficient, or for other reasons, the portfolio company may be unable to raise the additional capital or may have to do so at a price unfavorable to the prior investors including the fund. The availability of capital also is a function of capital market conditions that are beyond the control of the fund or any portfolio company. There can be no assurance that AV or the portfolio companies will be able to predict accurately the future capital requirements necessary for success or that any additional funds will be available from any source.

## **Limitations on Liquidity of Investments; Effect on Value.**

It is anticipated that a substantial portion of the fund’s investments will consist of securities that are subject to restrictions on sale by the fund because they were acquired from the issuer or a third party in “private placement” transactions or because the fund is deemed to be an affiliate of the issuer under applicable law.

# RISK FACTORS AND INVESTMENT CONSIDERATIONS

Generally, the fund will not be able to sell these securities publicly without the expense and time required to register the securities under the Securities Act, or may only be able to sell (or may choose to sell) the securities under Rule 144 or other rules under the Securities Act, which permit only limited sales under specified conditions. When restricted securities are sold to the public, the fund may be deemed an “underwriter,” or possibly a controlling person, with respect to such portfolio company for the purpose of the Securities Act and be subject to liability as such under the securities Act. AV does not anticipate that it will be able to negotiate registration rights with respect to securities. Even if such rights are negotiated, the fund may be required to pay legal and other expenses associated with any registration or that the portfolio companies in which investments are made will comply with their obligation to register the fund’s securities for sale. There can be no assurance that any public or private offering of a portfolio company’s securities will be consummated or that any other financing will be obtained by a portfolio company. Failure to obtain any such additional financing would limit a portfolio company’s ability to repay bridge loans, if any, and limit the liquidity of the fund’s equity participation. Practical and contractual limitations may inhibit the fund’s ability to sell or distribute its portfolio securities if the portfolio companies issuing the securities are privately held, the fund owns a relatively large percentage of a particular portfolio company’s outstanding securities, or customers, joint venture associates, other investors, financial institutions, or management are relying on the fund’s continued investment. Sales may also be limited by securities market conditions, which may be unfavorable for sales of securities in general, or of particular issues or issuers in particular industries. The limitations on the liquidity of the fund’s securities could prevent a successful sale of such securities, resulting in the delay of any sale or reduce the number of proceeds that might otherwise be realized.

## **INVESTMENTS IN RELATION TO THE INVESTMENT OBJECTIVE; COMPETITION FOR INVESTMENTS; LACK OF DIVERSITY OF INVESTMENTS.**

Investing in a subset of venture investments may increase risk by concentrating investments within a particular sector or investing philosophy. There can be no assurance that a focus on the fund’s investment objective will be favorable from an economic standpoint. It is possible that a portfolio company will change the nature of its business in a manner inconsistent with the fund’s investment objective following an investment by the fund in the portfolio company, in which case the fund will continue to have exposure to its investment in the portfolio company. The fund expects to encounter competition in acquiring securities with other persons or entities having investment objectives similar to the fund’s investment objective. Competitors include business development companies, investment partnerships and corporations, venture capital companies, banks, and investment bankers, large industrial and financial companies investing directly or through affiliates, and individuals. Some of these competitors may have more experience with investments similar to those of the fund and greater financial resources and more personnel than AV. The fund may also compete with other similar investment funds organized by AV or with affiliates of AV for the allocation of investments. There is no assurance that the number of companies seeking equity or debt investments will not decrease, thereby reducing the number of available investments. To the extent competition for investments increases or the number of investment opportunities decreases, the return available to investors, such as the fund, may decrease. In addition, affiliates of AV may themselves invest in securities that may be suitable investments for the fund, which may eliminate or decrease the availability of such investment to the fund. The fund’s capital will, by virtue of the relatively small capital available for investment, be invested in a limited number of portfolio companies. If only a minimal amount is raised, the fund will only have funds sufficient to invest in a limited number of portfolio companies.

## **ACCRUAL OF DE MINIMIS DISTRIBUTIONS; DISTRIBUTIONS OF SECURITIES IN KIND; INVESTMENT VALUATION DETERMINED BY AV.**

For the purposes of efficiency, the Manager intends to exercise its rights to suspend distributions to any investor in amount less than \$250. These suspended distributions will accrue to the investor’s account and will be paid at such time as total distributions payable to such investor equal \$250 or more, or the Manager may pay distributions at year-end in amounts less than \$250. The fund may distribute its securities in kind to the members. No distributions will be made in kind, however, unless AV determines that it is in the best interests of the fund to make the distribution. If securities are distributed in kind, then members may be required to pay brokerage and other selling expenses in order to dispose of such securities. Members generally will not incur tax liability when they receive equity securities distributed in kind; such liability will be deferred until the members later dispose of such securities in a taxable transaction. Securities distributed in kind may be unregistered and illiquid, subject to restrictions on further transfer, sale, or disposition. Upon such distribution, members are advised to obtain their own tax advice at their own expense, as AV cannot provide tax advice to the members. AV will be responsible for the valuation of the fund’s investments in its portfolio companies that are not listed or otherwise traded in an active market. There is a wide range of values that are reasonable for an investment at a given time and, ultimately, the determination of fair value involves subjective judgment not capable of substantiation by auditing standards. In some instances, it may not be possible to substantiate by auditing standards the value of the fund’s investment in a portfolio company. In connection with any future in-kind distributions that the fund may make, the value of the securities received by investors as determined by AV may not be the actual value that the investors would be able to obtain even if they sought to sell such securities immediately after an in-kind distribution. In addition, the value of an in-kind distribution may decrease or increase significantly subsequent to the distributees’ receipt thereof, despite the accuracy of AV’s evaluation.

## **REGISTRATION EXEMPTIONS RISK; REGULATORY RISK.**

The units have not been registered under the Securities Act or the securities laws of the jurisdictions in which they are proposed to be offered and sold in reliance on Rule 506(c) of Reg D and Section 4(a)(2) of the Securities Act. These claimed exemptions from federal registration are complex and require strict compliance with certain specific conditions. In particular, Rule 506(c) sets forth specific conditions on the public offering of unregistered securities, namely that the securities sold in such offerings be made only to accredited investors whose status as such can be verified. The fund and AV have controls in place that are designed to ensure that offerings of the fund are made only in compliance with the specific conditions of Rule 506(c).

However, it may be difficult for AV and/or the fund to ensure that such controls are adhered to in every instance. Complicating factors, such as the potential for purchasers to provide misleading information regarding their accredited investor status, may arise. The fund’s failure to fully comply with Rule 506(c) could jeopardize its private offering status under the Securities Act. Should the fund fail to satisfy the conditions of Rule 506(c), even inadvertently, it would be prohibited from relying on the exemptions from registration that would otherwise be available under Section 4(a)(2) and Rule 506(b) under Reg D. This could result in the fund being required to suspend its Offering and operations for an indefinite period of time, which could potentially result in substantial costs to members, as well as other adverse effects.

## RISK FACTORS AND INVESTMENT CONSIDERATIONS

In addition, exemption from securities registration under state laws frequently depends upon the availability of exemptions from federal registration. If the fund's ability to rely on Rule 506(c) for its private offering status is compromised, the fund's ability to avoid registration in certain states may also be jeopardized. This could potentially result in substantial costs and losses to members. If for any reason the fund or AV is subject to civil liability, or the legal expense of defending an action or proceeding challenging the availability to the fund or AV of such exemptions, the fund and its members could be materially and adversely affected. The fund and AV believe that the potential impact of the registration exemption risk faced by the fund is mitigated by their controls that are designed to ensure that offerings of the fund are made only in compliance with the specific conditions of Rule 506(c). Such controls might include the utilization of a third-party vendor with expertise in verification of accredited investor status.

### **NO MARKET FOR UNITS.**

Funds will only be available for distribution when securities are sold or when distributions of funds are made by portfolio companies with respect to any securities. The time that distributions are actually made will be solely dependent upon the timing of the realization of proceeds from the securities and the determination of AV to distribute any such funds. No market for the units exists, and it is not anticipated that one will develop. The units are not redeemable or transferable except as outlined in the Operating Agreement. Purchasers of the units will be required to bear the economic risk of their investment for an indefinite period of time. The units are not registered under the Securities Act or applicable state securities laws and may not be re-sold unless they are subsequently registered or an exemption from registration is available. Investors have no right to require, and the fund has no intention of effecting such registration. Consequently, an investor may not be able to liquidate an investment in the units, and a bank may be unwilling to accept the units as collateral for a loan. The units will not be readily marketable, and purchasers thereof may not be able to liquidate their investments in the event of an emergency.

### **Conflicts of Interest; Co-Investment; Cross-Class Liability.**

AV, the members of the investment committees of the AV funds with which the fund co-invests, and their respective affiliates may face various conflicts of interest in connection with their respective relationships and transactions with the fund. AV's other clients may invest on a side-by-side basis with the fund, the fund may invest in securities in which another client has invested, or another client may invest in an opportunity that may also be appropriate for the fund. AV and its affiliates currently have other investments that may compete directly with the fund for investment opportunities and AV intend to organize and manage additional entities similar to the fund. In addition, the fund and other clients may seek to invest in portfolio companies based on rights to participate granted in connection with the fund's or other clients' prior investment in the portfolio company. Over time AV will allocate investment opportunities in a fair and equitable manner acting in the best interest of its clients as determined by AV's sole discretion.

AV will consider whether each selected investment is suitable for each client based on criteria germane to that client, which may include legal, tax, regulatory, and other criteria, such as the client's investment objectives, strategy, and diversification requirements and available cash to invest. AV and its affiliates will not be prohibited from making additional investments or participating in business ventures outside of and independent of the fund. In addition, AV and its affiliates may receive fees for the performance of various services for portfolio companies, and for other companies unrelated to the fund. Such fees would be in addition to compensation paid to AV and its affiliates by the fund and would not be shared with the fund. AV and its affiliates may invest in the portfolio companies or any other investment identified by AV or may have pre-existing investments in the portfolio companies. The fund may be offered alongside another series where one series admits "accredited investors" who are not necessarily "qualified purchasers," as defined under the Investment Company Act, at the same time as another series is offered on substantially the same terms but limits its beneficial owners to "qualified purchasers." Such pairs of series intend to invest in substantially the same investment portfolio as each other. In the event that identical positions may not be taken, such as because a position may not be evenly split or because one fund has cash or available capital to call and the other does not, AV will endeavor to cause both funds to have equitable allocations of investment opportunities over time.

### **Compensation to Manager and Its Affiliates; Lack of Separate Representation.**

AV and its affiliates will receive substantial compensation with respect to the organization and operation of the fund without regard to the ultimate return, if any, to the members. AV will also participate in any profits generated by the fund. The forms of compensation, as further set out in the governing documents of the fund, including management fees, promoted interest, tax distributions, and other additional fees or other compensation related to services rendered to any portfolio company. This compensation will be paid by the portfolio companies as negotiated. AV or its affiliates may own interests in or otherwise be affiliated with a portfolio company. The interests may have rights superior to the securities and may have been acquired on terms more favorable than the terms of acquisition of the securities by the fund. All ordinary and recurring operating expenses of the fund and of AV relating to the fund will be the responsibility of AV. AV shall bear all of these costs, including office staff and overhead, legal, accounting, and other professional fees and expenses, and compensation and expenses of investment personnel. It is anticipated that counsel to AV will continue to represent AV and the fund after the consummation of the offering described herein. Such counsel has not acted independently on behalf of the investors, and potential investors should consult with and rely on their own legal counsel with respect to analyzing the terms of this investment and any future matters related to the fund or the ownership of units in the fund.

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Additional information about the data and calculation methodologies of the Data Provider and Alumni Ventures, LLC ("AV") [is available here](#). AV believes the performance presented represents a fair comparison with the indexes provided by Data Provider. You generally cannot invest directly in an index, and index performance for public market equivalents does not include any impact for fees. AV performance, and performance for Cambridge Associates indexes, is shown net of actual fees charged, including performance fees, but does not include potential performance fees that could be applied if all investments were exited at the valuations reflected in the data. If all potential performance fees were included, performance would be lower. For comparability, AV utilizes each fund's closing date for establishing (i) the vintage year and (ii) investors' funding date for the purposes of IRR calculations, with actual dates used for investor distributions, with each of these dates mirrored for public market equivalents calculations, while Cambridge Associates uses the midpoint of each quarter for determining vintage year and all cash flows of all participants in the indexes for comparability and anonymization purposes. In its performance calculations, AV only includes funds that closed prior to January 1, 2021, as funds closing after that date are too new to generate meaningful performance data.

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