



ANNUAL REPORT



## **AMG Funds**

March 31, 2021



PANTHEON

AMG Pantheon Fund, LLC



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# AMG Pantheon Fund, LLC

## Portfolio Manager's Comments *(unaudited)*

### Overview

For the year ended March 31, 2021, AMG Pantheon Fund's (the "Fund") Class 4 units returned 35.72% (net) while the MSCI World Index returned 54.03% on a 12-month trailing basis. As the Fund invests substantially all of its assets in AMG Pantheon Master Fund, LLC (the "Master Fund"), the following discussion reflects the investments held in the Master Fund.

### Market Review and Outlook

The business and economic environment over the last year has been characterized by the ongoing global COVID-19 pandemic and associated business disruption due to the virus and associated prevention measures. Businesses experienced heightened disruption due to social distancing measures and mandated closures of all non-essential businesses for a period in 2020 throughout much of the world. A transition to remote working and learning also had a significant impact on business outcomes. This has been a headwind for certain businesses while providing a tailwind to other areas of the economy such as ecommerce and software.

### Performance and Positioning

The Master Fund's units returned 35.90% over the fiscal year versus a 54.03% return for the MSCI World Index. Much of the COVID-19 related volatility in the MSCI World Index preceded the start of this fiscal year and the last 12 months have been largely characterized by rising equity markets. Comparatively larger sector allocations in information technology and healthcare along with smaller exposures in businesses that derive revenue from physical locations helped the Fund avoid some headwinds relating to COVID-19 prevention measures. The Master Fund made 31 new investments over the last 12 months, resulting in approximately \$102 million of new capital commitments. 24 of these investments were secondary investments and 7 were co-investments. We believe the Master Fund was able to execute on its mandate to provide a globally diversified portfolio to investors over the last year. Of the new deals that were completed over the last 12 months, 21 were in North America, 8 were in Europe, and 2 were in Asia. The Master Fund continues to seek opportunities on a global basis. As of March 31, 2021, the top four sector exposures in the Master Fund were as follows: Information Technology (33%), Healthcare (14%), Consumer Discretionary (16%), and Financials (15%). Information technology and healthcare remain two favored sectors with ample opportunity for investment. The Master Fund continues to deemphasize certain cyclical areas of the economy and sectors such as energy that are exposed to unpredictable commodity price risk.

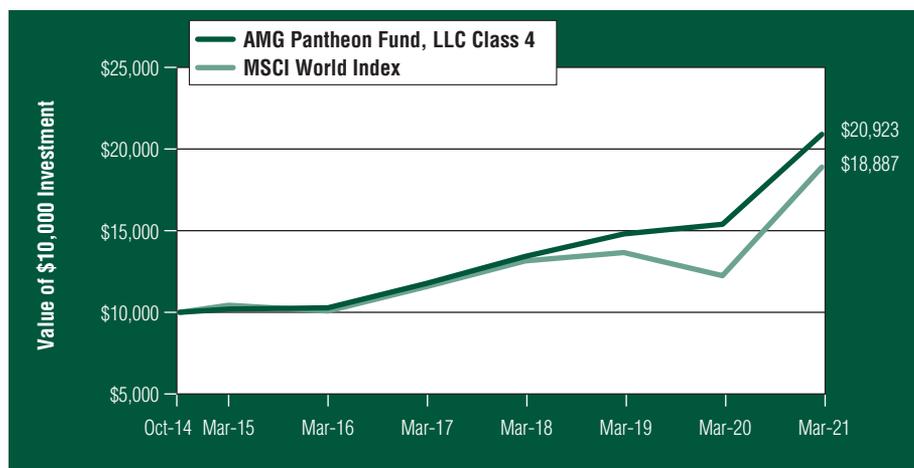
*This commentary reflects the viewpoints of Pantheon Ventures (US) LP as of March 31, 2021 and is not intended as a forecast or guarantee of future results.*

# AMG Pantheon Fund, LLC

Portfolio Manager's Comments *(continued)*

## CUMULATIVE TOTAL RETURN PERFORMANCE

AMG Pantheon Fund, LLC's cumulative total return is based on the monthly change in net asset value (NAV), and assumes that all dividends and distributions were reinvested. This graph compares a hypothetical \$10,000 investment made in the AMG Pantheon Fund, LLC's Class 4 units on October 1, 2014 to a \$10,000 investment made in the MSCI World Index for the same time period. The graph and table do not reflect the deduction of taxes that a unitholder would pay on a Fund distribution or redemption of units. The listed returns for the Fund are net of expenses and the returns for the index exclude expenses. Total returns would have been lower had certain expenses not been reduced.



The table below shows the average annual total returns for AMG Pantheon Fund, LLC and MSCI World Index for the same time periods ended March 31, 2021.

Average Annual Total Returns <sup>1</sup>	One Year	Five Years	Since Inception	Inception Date
<b>AMG Pantheon Fund, LLC<sup>2</sup></b>				
AMG Pantheon Fund, LLC—Class 1 <sup>3</sup>	34.63%	14.14%	13.04%	10/01/15
AMG Pantheon Fund, LLC—Class 2	35.12%	14.67%	13.56%	10/01/15
AMG Pantheon Fund, LLC—Class 3	35.39%	14.95%	13.85%	10/01/15
AMG Pantheon Fund, LLC—Class 4	35.72%	15.23%	12.04%	10/01/14
AMG Pantheon Fund, LLC—Class 5	—	—	26.73%	07/31/20
MSCI World Index <sup>4,5</sup>	54.03%	13.36%	10.28%	10/01/14†

*The performance data shown represents past performance. Past performance is not a guarantee of future results. Current performance may be lower or higher than the performance data quoted. The investment return and principal value of an investment will fluctuate so that an investor's units, when redeemed, may be worth more or less than their original cost.*

*Investors should carefully consider the Fund's investment objectives, risks, charges and expenses before investing. For performance information through the most recent month end, current net asset values per unit for the Fund and other information, please call 877.355.1566 or visit our website at [amgfunds.com](http://amgfunds.com) for a free prospectus. Read it carefully before investing or sending money.*

† Date reflects inception date of the Fund, not the index.

<sup>1</sup> Total return equals income yield plus unit price change and assumes reinvestment of all dividends and capital gain distributions. Returns are net of fees and may reflect offsets of Fund expenses as described in the prospectus. No adjustment has been made for taxes payable by unitholders on their reinvested dividends and capital gain distributions. Returns for periods greater than one year are annualized. The listed returns on the Fund are net of expenses. All returns are in U.S. dollars (\$).

<sup>2</sup> Effective July 31, 2020, Brokerage Class Units were renamed Class 1 Units, Advisory Class Units were renamed Class 2 Units, Institutional Class Units were renamed Class 3 Units, Institutional Plus Class Units were renamed Class 4 Units, and Class 5 Units were established.

**AMG Pantheon Fund, LLC**  
Portfolio Manager's Comments *(continued)*

- <sup>3</sup> The performance information for the Fund's Class 1 units for periods prior to July 31, 2020 does not reflect the impact of the sales load that was in effect until July 31, 2020.
- <sup>4</sup> The MSCI World Index is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of developed markets. The MSCI World Index consists of 23 developed market country indices. Please go to [msci.com](http://msci.com) for most current list of countries represented by the index. Unlike the Fund, MSCI World Index is unmanaged, is not available for investment and does not incur fees.
- <sup>5</sup> All MSCI data is provided "as is". The products described herein are not sponsored or endorsed and have not been reviewed or passed on by MSCI. In no event shall MSCI, its affiliates or any MSCI data provider have any liability of any kind in connection with the MSCI data or the products described herein. Copying or redistributing the MSCI data is strictly prohibited.

AMG Pantheon Fund, LLC  
Statement of Assets and Liabilities  
March 31, 2021



**Assets:**

Investment in AMG Pantheon Master Fund, LLC, at value (cost \$215,274,523; Units 15,000,770)	\$ 268,963,806
Cash	799,428
Cash held in escrow	36,493,500
Capital stock receivable	52,986
Receivable from Investment Manager	35,411
Prepaid expenses and other assets	48,442
<b>Total Assets</b>	<b>306,393,573</b>

**Liabilities:**

Subscriptions in advance	36,493,500
Payable for Fund Units tendered	750,815
Accrued expenses:	
Administrative fees	10,809
Distribution fees	82,587
Other	72,044
<b>Total Liabilities</b>	<b>37,409,755</b>

<b>Net Assets</b>	<b>\$ 268,983,818</b>
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**Net Assets Represent:**

Paid-in capital	\$ 215,938,730
Distributable earnings	53,045,088
<b>Net Assets</b>	<b>\$ 268,983,818</b>

AMG Pantheon Fund, LLC  
Statement of Assets and Liabilities *(continued)*  
March 31, 2021

<b>Class 1:#</b>	
Net Assets	\$36,768,350
Units outstanding	2,037,926
Net asset value, offering and redemption price per Unit	\$18.04
<b>Class 2:#</b>	
Net Assets	\$73,555,483
Units outstanding	4,000,346
Net asset value, offering and redemption price per Unit	\$18.39
<b>Class 3:#</b>	
Net Assets	\$153,552,131
Units outstanding	8,241,191
Net asset value and redemption price per Unit	\$18.63
<b>Class 4:#</b>	
Net Assets	\$5,095,178
Units outstanding	269,802
Net asset value, offering and redemption price per Unit	\$18.88
<b>Class 5:#</b>	
Net Assets	\$12,676
Units outstanding	704
Net asset value, offering and redemption price per Unit	\$18.01
Maximum offering price per Unit	\$18.66

# Effective July 31, 2020, Brokerage Class Units were renamed Class 1 Units, Advisory Class Units were renamed Class 2 Units, Institutional Class Units were renamed Class 3 Units, Institutional Plus Class Units were renamed Class 4 Units, and Class 5 Units were established. (See Note 1 of the Notes to Financial Statements.)

AMG Pantheon Fund, LLC  
Statement of Operations  
For the fiscal year ended March 31, 2021

**Expenses:**

Investment advisory and management fees	\$ 1,062,677
Administrative fees	92,482
Distribution fees - Class 1 <sup>#</sup>	43,666
Distribution fees - Class 2 <sup>#</sup>	237,922
Distribution fees - Class 3 <sup>#</sup>	236,793
Distribution fees - Class 5 <sup>#</sup>	73
Professional fees	271,094
Transfer agent fees	75,678
Registration fees	60,936
Directors fees and expenses	42,634
Reports to Investors	19,369
Custody fees	10,699
Miscellaneous expenses	21,018
<b>Total expenses before offsets</b>	<b>2,175,041</b>
Expense reimbursements <sup>1</sup>	(501,105)
Fee waiver	(1,062,677)
<b>Net expenses</b>	<b>611,259</b>
<b>Net investment loss</b>	<b>(611,259)</b>
<b>Net Realized and Unrealized Gain (Loss):</b>	
Capital gain distributions received	1,839,968
Net change in unrealized appreciation/depreciation of investments	53,676,878
<b>Net realized and unrealized gain</b>	<b>55,516,846</b>
<b>Net increase in net assets resulting from operations</b>	<b>\$ 54,905,587</b>

<sup>#</sup> Effective July 31, 2020, Brokerage Class Units were renamed Class 1 Units, Advisory Class Units were renamed Class 2 Units, Institutional Class Units were renamed Class 3 Units, and Class 5 Units were established. (See Note 1 of the Notes to Financial Statements.)

<sup>1</sup> Includes \$4,602 of recoupment of waived/reimbursed fees from prior periods.

AMG Pantheon Fund, LLC  
**Statements of Changes in Net Assets**  
For the fiscal years ended March 31, 2021 and March 31, 2020

	For the fiscal year ended March 31, 2021	For the fiscal year ended March 31, 2020
<b>Increase (Decrease) in Net Assets Resulting From Operations:</b>		
Net investment loss	\$ (611,259)	\$ (207,278)
Capital gain distributions received	1,839,968	2,997,723
Net change in unrealized appreciation/depreciation of investments	53,676,878	(1,061,396)
Net increase in net assets resulting from operations	<u>54,905,587</u>	<u>1,729,049</u>
<b>Distributions to Investors:</b>		
Class 1 <sup>#</sup>	(66,957)	(977)
Class 2 <sup>#</sup>	(564,493)	(1,719,441)
Class 3 <sup>#</sup>	(1,168,584)	(3,195,402)
Class 4 <sup>#</sup>	(40,328)	(202,816)
Class 5 <sup>#</sup>	(121)	-
Total distributions to Investors	<u>(1,840,483)</u>	<u>(5,118,636)</u>
<b>Capital Unit Transactions:<sup>1</sup></b>		
Net increase from capital Unit transactions	<u>120,801,857</u>	<u>65,546,555</u>
Total increase in net assets	<u>173,866,961</u>	<u>62,156,968</u>
<b>Net Assets:</b>		
Beginning of year	<u>95,116,857</u>	<u>32,959,889</u>
End of year	<u>\$ 268,983,818</u>	<u>\$ 95,116,857</u>

<sup>#</sup> Effective July 31, 2020, Brokerage Class Units were renamed Class 1 Units, Advisory Class Units were renamed Class 2 Units, Institutional Class Units were renamed Class 3 Units, Institutional Plus Class Units were renamed Class 4 Units, and Class 5 Units were established. (See Note 1 of the Notes to Financial Statements.)

<sup>1</sup> See Note 1(g) of the Notes to Financial Statements.

AMG Pantheon Fund, LLC  
Statement of Cash Flows  
For the fiscal year ended March 31, 2021

**Cash Flows from Operating Activities:**

Net increase in net assets resulting from operations	\$ 54,905,587
Adjustments to reconcile net increase in net assets resulting from operations to net cash used in operating activities:	
Capital gain distributions received	(1,839,968)
Net change in unrealized appreciation/depreciation of investments	(53,676,878)
Decrease in receivable from Investment Manager	105,155
Increase in prepaid expenses and other assets	(12,901)
Increase in administrative fees payable	3,525
Increase in distribution fees payable	55,946
Decrease in other accrued expenses	(33,396)
Purchases of Master Fund	(118,345,500)
<b>Net cash used in operating activities</b>	<b>(118,838,430)</b>

**Cash Flows from Financing Activities:**

Proceeds from capital Unit transactions (including increase in subscriptions in advance of \$34,049,000 and increase in capital stock receivable of \$52,986)	156,656,299
Disbursements from capital Unit transactions tendered (including change in payable for Fund Units tendered of \$637,533)	(2,864,830)
Distributions paid in cash	(196,548)
<b>Net cash provided by financing activities</b>	<b>153,594,921</b>

Net increase in cash	34,756,491
Cash at beginning of year <sup>1</sup>	2,536,437
<b>Cash at end of year<sup>1</sup></b>	<b>\$ 37,292,928</b>

**Supplemental Disclosure of Cash Flow Information**

**Non-Cash Transactions:**

Reinvestment of distributions	\$ 1,643,935
Capital gain distributions received and subsequent reinvestment into the Master Fund	\$ 1,839,968
Units converted from Class 2 to Class 3 <sup>#</sup>	\$ 7,143,656

<sup>1</sup> Includes cash and cash held in escrow on the statement of assets and liabilities.

<sup>#</sup> Effective July 31, 2020, Advisory Class Units were renamed Class 2 Units and Institutional Class Units were renamed Class 3 Units. (See Note 1 of the Notes to Financial Statements.)

# AMG Pantheon Fund, LLC

## Financial Highlights

For a Unit outstanding throughout each fiscal year

	2021	For the fiscal years ended March 31,			2017
	2021	2020	2019	2018	2017
<b>Class 1 Units*</b>					
<b>Net Asset Value, Beginning of Year</b>	\$13.55	\$14.06	\$13.12	\$11.60	\$10.25
<b>Income (Loss) from Investment Operations:</b>					
Net investment loss <sup>1,2</sup>	(0.16)	(0.14)	(0.14)	(0.12)	(0.10)
Net realized and unrealized gain from investments	4.82	0.60	1.30	1.65	1.45
<b>Total from investment operations</b>	4.66	0.46	1.16	1.53	1.35
<b>Less Distributions to Investors from:</b>					
Net investment income	-	-	(0.17)	-	-
Net realized gain on investments	(0.17)	(0.97)	(0.05)	(0.01)	-
<b>Net Asset Value, End of Year</b>	<b>\$18.04</b>	<b>\$13.55</b>	<b>\$14.06</b>	<b>\$13.12</b>	<b>\$11.60</b>
<b>Total Return<sup>1</sup></b>	34.63%	3.10%	8.97%	13.18%	13.17%
<b>Ratio/Supplemental Data:</b>					
Ratio of net expenses to average net assets	0.92% <sup>3</sup>	1.00%	1.00%	1.00%	1.00%
Ratio of gross expenses to average net assets <sup>4</sup>	1.82% <sup>3</sup>	2.61%	4.66%	10.07%	23.89%
Ratio of net investment loss to average net assets <sup>1</sup>	(0.92%)	(1.00%)	(1.00%)	(1.00%)	(1.00%)
Portfolio turnover rate (Master Fund)	0%	0%	59%	0% <sup>5</sup>	0% <sup>5</sup>
<b>Net assets, end of year (in thousands)</b>	<b>\$36,768</b>	<b>\$15</b>	<b>\$14</b>	<b>\$13</b>	<b>\$11</b>

\* Effective July 31, 2020, Brokerage Class Units were renamed Class 1 Units.

<sup>1</sup> Total return and net investment income would have been lower had certain expenses not been offset.

<sup>2</sup> Per Unit numbers have been calculated using average Units.

<sup>3</sup> Such ratio includes recoupment of waived/reimbursed fees from prior periods amounting to 0.01% for the fiscal year ended March 31, 2021.

<sup>4</sup> Excludes the impact of expense reimbursements or fee waivers and expense reductions, but includes expense recoupments and non-reimbursable expenses, if any, such as interest and taxes.

<sup>5</sup> Less than 0.5%.

AMG Pantheon Fund, LLC  
 Financial Highlights *(continued)*  
 For a Unit outstanding throughout each fiscal year

	2021	For the fiscal years ended March 31,			2017
	2021	2020	2019	2018	2017
<b>Class 2 Units*</b>					
<b>Net Asset Value, Beginning of Year</b>	\$13.76	\$14.19	\$13.27	\$11.68	\$10.27
<b>Income (Loss) from Investment Operations:</b>					
Net investment loss <sup>1,2</sup>	(0.09)	(0.07)	(0.07)	(0.06)	(0.05)
Net realized and unrealized gain from investments	4.89	0.61	1.31	1.66	1.46
<b>Total from investment operations</b>	<b>4.80</b>	<b>0.54</b>	<b>1.24</b>	<b>1.60</b>	<b>1.41</b>
<b>Less Distributions to Investors from:</b>					
Net investment income	–	–	(0.27)	–	–
Net realized gain on investments	(0.17)	(0.97)	(0.05)	(0.01)	–
<b>Net Asset Value, End of Year</b>	<b>\$18.39</b>	<b>\$13.76</b>	<b>\$14.19</b>	<b>\$13.27</b>	<b>\$11.68</b>
<b>Total Return<sup>1</sup></b>	<b>35.12%</b>	<b>3.64%</b>	<b>9.53%</b>	<b>13.69%</b>	<b>13.73%</b>
<b>Ratio/Supplemental Data:</b>					
Ratio of net expenses to average net assets	0.56% <sup>3</sup>	0.50%	0.50%	0.50%	0.50%
Ratio of gross expenses to average net assets <sup>4</sup>	1.57% <sup>3</sup>	2.11%	4.16%	9.57%	23.40%
Ratio of net investment loss to average net assets <sup>1</sup>	(0.56%)	(0.50%)	(0.50%)	(0.50%)	(0.50%)
Portfolio turnover rate (Master Fund)	0%	0%	59%	0% <sup>5</sup>	0% <sup>5</sup>
<b>Net assets, end of year (in thousands)</b>	<b>\$73,555</b>	<b>\$33,062</b>	<b>\$11,955</b>	<b>\$1,430</b>	<b>\$202</b>

\* Effective July 31, 2020, Advisory Class Units were renamed Class 2 Units.

<sup>1</sup> Total return and net investment income would have been lower had certain expenses not been offset.

<sup>2</sup> Per Unit numbers have been calculated using average Units.

<sup>3</sup> Such ratio includes recoupment of waived/reimbursed fees from prior periods amounting to less than 0.005% for the fiscal year ended March 31, 2021.

<sup>4</sup> Excludes the impact of expense reimbursements or fee waivers and expense reductions, but includes expense recoupments and non-reimbursable expenses, if any, such as interest and taxes.

<sup>5</sup> Less than 0.5%.

AMG Pantheon Fund, LLC  
 Financial Highlights *(continued)*  
 For a Unit outstanding throughout each fiscal year

	2021	For the fiscal years ended March 31,			2017
	2021	2020	2019	2018	2017
<b>Class 3 Units*</b>					
<b>Net Asset Value, Beginning of Year</b>	\$13.91	\$14.30	\$13.37	\$11.73	\$10.29
<b>Income (Loss) from Investment Operations:</b>					
Net investment loss <sup>1,2</sup>	(0.05)	(0.04)	(0.03)	(0.03)	(0.03)
Net realized and unrealized gain from investments	4.94	0.62	1.30	1.68	1.47
<b>Total from investment operations</b>	<b>4.89</b>	<b>0.58</b>	<b>1.27</b>	<b>1.65</b>	<b>1.44</b>
<b>Less Distributions to Investors from:</b>					
Net investment income	–	–	(0.29)	–	–
Net realized gain on investments	(0.17)	(0.97)	(0.05)	(0.01)	–
<b>Net Asset Value, End of Year</b>	<b>\$18.63</b>	<b>\$13.91</b>	<b>\$14.30</b>	<b>\$13.37</b>	<b>\$11.73</b>
<b>Total Return<sup>1</sup></b>	<b>35.39%</b>	<b>3.89%</b>	<b>9.70%</b>	<b>14.06%</b>	<b>13.99%</b>
<b>Ratio/Supplemental Data:</b>					
Ratio of net expenses to average net assets	0.30% <sup>3</sup>	0.25%	0.25%	0.25%	0.25%
Ratio of gross expenses to average net assets <sup>4</sup>	1.32% <sup>3</sup>	1.86%	3.91%	9.32%	23.15%
Ratio of net investment loss to average net assets <sup>1</sup>	(0.30%)	(0.25%)	(0.25%)	(0.25%)	(0.25%)
Portfolio turnover rate (Master Fund)	0%	0%	59%	0% <sup>5</sup>	0% <sup>5</sup>
<b>Net assets, end of year (in thousands)</b>	<b>\$153,552</b>	<b>\$58,897</b>	<b>\$17,122</b>	<b>\$1,672</b>	<b>\$1,149</b>

\* Effective July 31, 2020, Institutional Class Units were renamed Class 3 Units.

<sup>1</sup> Total return and net investment income would have been lower had certain expenses not been offset.

<sup>2</sup> Per Unit numbers have been calculated using average Units.

<sup>3</sup> Such ratio includes recoupment of waived/reimbursed fees from prior periods amounting to less than 0.005% for the fiscal year ended March 31, 2021.

<sup>4</sup> Excludes the impact of expense reimbursements or fee waivers and expense reductions, but includes expense recoupments and non-reimbursable expenses, if any, such as interest and taxes.

<sup>5</sup> Less than 0.5%.

AMG Pantheon Fund, LLC  
 Financial Highlights *(continued)*  
 For a Unit outstanding throughout each fiscal year

	For the fiscal years ended March 31,				
	2021	2020	2019	2018	2017
<b>Class 4 Units*</b>					
<b>Net Asset Value, Beginning of Year</b>	\$14.06	\$14.41	\$13.44	\$11.77	\$10.30
<b>Income (Loss) from Investment Operations:</b>					
Net investment income (loss) <sup>1,2</sup>	(0.01)	(0.00) <sup>3</sup>	(0.00) <sup>3</sup>	(0.00) <sup>3</sup>	0.00
Net realized and unrealized gain from investments	5.00	0.62	1.33	1.68	1.47
<b>Total from investment operations</b>	<b>4.99</b>	<b>0.62</b>	<b>1.33</b>	<b>1.68</b>	<b>1.47</b>
<b>Less Distributions to Investors from:</b>					
Net investment income	–	–	(0.31)	–	–
Net realized gain on investments	(0.17)	(0.97)	(0.05)	(0.01)	–
<b>Net Asset Value, End of Year</b>	<b>\$18.88</b>	<b>\$14.06</b>	<b>\$14.41</b>	<b>\$13.44</b>	<b>\$11.77</b>
<b>Total Return<sup>1</sup></b>	<b>35.72%</b>	<b>4.15%</b>	<b>10.11%</b>	<b>14.26%</b>	<b>14.27%</b>
<b>Ratio/Supplemental Data:</b>					
Ratio of net expenses to average net assets	0.05% <sup>4</sup>	0.00% <sup>5</sup>	0.00% <sup>5</sup>	0.00% <sup>5</sup>	0.00%
Ratio of gross expenses to average net assets <sup>6</sup>	1.07% <sup>4</sup>	1.61%	3.66%	9.07%	22.90%
Ratio of net investment income (loss) to average net assets <sup>1</sup>	(0.05%)	(0.00%) <sup>5</sup>	(0.00%) <sup>5</sup>	(0.00%) <sup>5</sup>	0.00%
Portfolio turnover rate (Master Fund)	0%	0%	59%	0% <sup>7</sup>	0% <sup>7</sup>
<b>Net assets, end of year (in thousands)</b>	<b>\$5,095</b>	<b>\$3,144</b>	<b>\$3,868</b>	<b>\$3,680</b>	<b>\$2,794</b>

\* Effective July 31, 2020, Institutional Plus Class Units were renamed Class 4 Units.

<sup>1</sup> Total return and net investment income would have been lower had certain expenses not been offset.

<sup>2</sup> Per Unit numbers have been calculated using average Units.

<sup>3</sup> Less than (0.005).

<sup>4</sup> Such ratio includes recoupment of waived/reimbursed fees from prior periods amounting to less than 0.005% for the fiscal year ended March 31, 2021.

<sup>5</sup> Less than 0.005% or (0.005%).

<sup>6</sup> Excludes the impact of expense reimbursements or fee waivers and expense reductions, but includes expense recoupments and non-reimbursable expenses, if any, such as interest and taxes.

<sup>7</sup> Less than 0.5%.

AMG Pantheon Fund, LLC  
 Financial Highlights *(continued)*  
 For a Unit outstanding throughout each fiscal period

	<b>For the fiscal period ended March 31, 2021*</b>
<b>Class 5 Units</b>	
<b>Net Asset Value, Beginning of Period</b>	\$14.37
<b>Income (Loss) from Investment Operations:</b>	
Net investment loss <sup>1,2</sup>	(0.11)
Net realized and unrealized gain from investments	3.92
<b>Total from investment operations</b>	<b>3.81</b>
<b>Less Distributions to Investors from:</b>	
Net realized gain on investments	(0.17)
<b>Net Asset Value, End of Period</b>	<b>\$18.01</b>
<b>Total Return<sup>1</sup></b>	<b>26.73%<sup>3</sup></b>
<b>Ratio/Supplemental Data:</b>	
Ratio of net expenses to average net assets	1.05% <sup>4,5</sup>
Ratio of gross expenses to average net assets <sup>6</sup>	2.07% <sup>4,5</sup>
Ratio of net investment loss to average net assets <sup>1</sup>	(1.05%) <sup>4</sup>
Portfolio turnover rate (Master Fund)	0% <sup>3</sup>
<b>Net assets, end of period (in thousands)</b>	<b>\$13</b>

\* Class commenced operations on July 31, 2020.

<sup>1</sup> Total return and net investment income would have been lower had certain expenses not been offset.

<sup>2</sup> Per Unit numbers have been calculated using average Units.

<sup>3</sup> Not annualized.

<sup>4</sup> Annualized.

<sup>5</sup> Such ratio includes recoupment of waived/reimbursed fees from prior periods amounting to less than 0.005% for the fiscal year ended March 31, 2021.

<sup>6</sup> Excludes the impact of expense reimbursements or fee waivers and expense reductions, but includes expense recoupments and non-reimbursable expenses, if any, such as interest and taxes.

## 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

AMG Pantheon Fund, LLC (the “Fund”) is organized as a Delaware limited liability company and is registered under the Investment Company Act of 1940, as amended (the “1940 Act”) as a closed-end, non-diversified management investment company. The Fund’s term is perpetual unless the Fund is otherwise terminated under the terms of the Fund’s organizational documents. The Fund’s investment objective is to seek long-term capital appreciation. In pursuing its investment objective, the Fund invests substantially all of its assets in AMG Pantheon Master Fund, LLC, an affiliate of the Fund, which has the same investment objective and investment policies as those of the Fund. AMG Pantheon Master Fund, LLC makes investments directly and through its wholly owned subsidiary, AMG Pantheon Subsidiary Fund, LLC (the “Subsidiary Fund” and together with AMG Pantheon Master Fund, LLC, the “Master Fund”). As of March 31, 2021, the Fund owned 66.1% of the Units in the Master Fund. The performance of the Fund is directly affected by the performance of the Master Fund. The consolidated financial statements of the Master Fund, including the Consolidated Schedule of Investments, are included elsewhere in this report and should be read in conjunction with the Fund’s financial statements.

The Fund offers five classes of Units (each a “Unit” and collectively, “Units”). On July 31, 2020, Brokerage Class was renamed Class 1, Advisory Class was renamed Class 2, Institutional Class was renamed Class 3, Institutional Plus was renamed Class 4, and the Fund began offering Class 5 Units. Each Unit is offered to “accredited investors” (as defined in Regulation D under the Securities Act of 1933, as amended (the “Securities Act”)) and may be purchased on a continuous basis as of the first business day of each month at the class’s net asset value (“NAV”) per Unit. The Units of Class 1, Class 2, Class 3, Class 4, and Class 5 generally have identical voting rights, but each Unit class may vote separately when required by law. Different Unit classes will pay different distribution amounts to the extent the NAV per Unit and/or the expenses of such Unit classes differ. Each Unit class has its own expense structure. Sales of Units of Class 5 will incur a sales load up to 3.50%. Effective July 31, 2020, the sales load of up to 3.50% applicable to the Fund’s Class 1 Units was eliminated. The Fund has registered \$500,000,000 in Units for sale under the Securities Act and offers Units of Class 1, Class 2, Class 3, Class 4, and Class 5 to the public under the Securities Act.

To provide liquidity to unitholders of the Fund (“Investors”), the Fund may, from time to time, offer to repurchase Units pursuant to written tenders by Investors. Repurchases will be made at such times, in such amounts and on such terms as may be determined by the Fund’s Board of Directors (the “Board” or the “Directors”).

The Fund’s financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”), including accounting and reporting guidance pursuant to Accounting Standards Codification Topic 946 applicable to investment companies. U.S. GAAP 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 and the reported amounts of income and

AMG Pantheon Fund, LLC  
Notes to Financial Statements *(continued)*

expenses during the reporting period. Actual results could differ from those estimates and such differences could be material. The following is a summary of significant accounting policies followed by the Fund in the preparation of its financial statements:

- a. **VALUATION OF INVESTMENTS:** The Fund records its investment in the Master Fund at a value based on the NAV per Unit of the Master Fund. Valuation policies for securities held by the Master Fund are discussed in Note 1(a) of the Master Fund's Notes to Consolidated Financial Statements.
- b. **SECURITY TRANSACTIONS:** For financial reporting purposes, contributions to and withdrawals from the Master Fund are accounted for on a trade date basis. Security transactions are accounted for as of trade date. Realized gains and losses on withdrawals from the Master Fund and on securities sold are determined on the basis of identified cost. For the fiscal year ended March 31, 2021, the Fund purchased \$118,345,500 of the Master Fund and did not redeem any Units of the Master Fund.

The Master Fund may, from time to time, offer to repurchase Units pursuant to written tenders by the Master Fund's investors. Repurchases will be made at such times, in such amounts and on such terms as may be determined by the Master Fund's Board of Directors.

- c. **INVESTMENT INCOME AND EXPENSES:** Dividend income, including distributions from the Master Fund, is recorded on the ex-dividend date. Expenses are recorded on an accrual basis. Legal fees are apportioned between the Fund and the Master Fund based on level of service. The Fund indirectly bears its proportional share of the Master Fund's expenses, which is reflected in the NAV of the Master Fund's Units. During the fiscal year ended March 31, 2021, the Fund's proportional share of the Master Fund's expenses and deferred tax expense was \$2,365,257 and \$740,842, respectively, which represents 1.56% and 0.48%, respectively, of the Fund's average investment balance in the Master Fund.

Investment income, realized and unrealized gains and losses, the common expenses of the Fund, and certain Fund level expense reductions, if any, are allocated on a pro-rata basis to each class based on the relative net assets of each class to the total net assets of the Fund.

- d. **DIVIDENDS AND DISTRIBUTIONS:** Fund distributions resulting from either net investment income or realized net capital gains, if any, will normally be declared and paid at least annually as described in the Fund's prospectus. Distributions to Investors are recorded on the ex-dividend date. Distributions are determined in accordance with federal income tax regulations, which may differ from net investment income and net realized capital gains for financial statement purposes (U.S. GAAP). Differences may be permanent or temporary. Permanent differences, including book tax differences relating to Investors' distributions, are reclassified among capital accounts in the financial

AMG Pantheon Fund, LLC  
Notes to Financial Statements *(continued)*

statements to reflect their tax character. Temporary differences arise when certain items of income, expense and gain or loss are recognized in different periods for financial statement and tax purposes; these differences will reverse at some time in the future. As of September 30, 2020, the Fund had permanent differences relating to the write-off of net operating losses. The Fund had temporary differences relating to qualified late year ordinary loss deferral.

The tax character of distributions paid during the tax years ended September 30, 2020 and September 30, 2019 was as follows:

<b>Distributions paid from:</b>	<b>2020</b>	<b>2019</b>
Ordinary income	\$ -	\$ 379,254
Long-term capital gains	5,118,636	250,666
Total	\$ 5,118,636	\$ 629,920

As of September 30, 2020, the components of accumulated earnings on a tax basis were as follows:

Undistributed net investment income	\$ -
Undistributed long-term capital gains	\$ -
Late year loss deferral	\$ (217,630)

Based on the cost of investments of \$123,635,555 for federal income tax purposes at September 30, 2020, the Fund's aggregate gross unrealized appreciation and depreciation were \$15,213,030 and \$0, respectively, resulting in net unrealized appreciation of \$15,213,030.

- e. **FEDERAL TAXES:** The Fund qualifies as an investment company and intends to comply with the requirements under Subchapter M of the Internal Revenue Code of 1986, as amended (the "IRC"), and to distribute substantially all of its taxable income and gains to its Investors and to meet certain diversification and income requirements with respect to investment companies. Therefore, no provision for federal income or excise tax is included in the accompanying financial statements. If the Fund and/or the Master Fund were to fail to meet the requirements of Subchapter M of the IRC to qualify as a regulated investment company, and if the Fund and/or the Master Fund were ineligible to or otherwise were not to cure such failure, the Fund would be subject to tax on its taxable income at corporate rates, whether or not distributed to its Investors, and all distributions out of income and profits would be taxable to Investors as ordinary income. In addition, the Fund could be required to recognize unrealized gains, pay substantial taxes and interest and make substantial distributions before requalifying as a regulated investment company that is accorded special tax treatment under Subchapter M of the IRC.

AMG Pantheon Fund, LLC  
Notes to Financial Statements *(continued)*

The Fund's tax year end is September 30. Management has analyzed the Fund's tax positions as of March 31, 2021, and for all open tax years (generally, the three prior taxable years), and has concluded that no provision for federal income tax is required in the Fund's financial statements. Additionally, the Fund is not aware of any tax position for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next twelve months.

- f. **CAPITAL LOSS CARRYOVERS AND DEFERRALS:** As of September 30, 2020, the Fund had no capital loss carryovers for federal income tax purposes. Should the Fund incur net capital losses for the tax year ended September 30, 2021, such amounts may be used to offset future realized capital gains for an unlimited time period and retain their character as short-term and/or long-term.
- g. **CAPITAL STOCK:** The Fund's Limited Liability Company Agreement authorizes an issuance of an unlimited number of Units, without par value. The Fund records sales and repurchases of its capital stock on the trade date. Additionally, a 2.00% early repurchase fee will be charged by the Fund with respect to any repurchase of Units at any time prior to the day immediately preceding the one-year anniversary of the Investor's purchase of the Units. For the fiscal years ended March 31, 2021 and March 31, 2020, there were no early repurchase fees.

For the fiscal years ended March 31, 2021 and March 31, 2020, the Fund's capital Unit transactions by class were as follows:

	March 31, 2021		March 31, 2020	
	Units	Amount	Units	Amount
<b>Class 1:<sup>1</sup></b>				
Proceeds from sale of Units	2,033,874	\$ 33,082,500	–	–
Reinvestment of dividends	4,052	63,083	71	\$ 977
Cost of Units tendered	(1,076)	(16,748)	–	–
Net increase	<u>2,036,850</u>	<u>\$ 33,128,835</u>	<u>71</u>	<u>\$ 977</u>
<b>Class 2:<sup>1</sup></b>				
Proceeds from sale of Units	2,120,045	\$ 32,363,315	1,627,505	\$ 23,215,450
Reinvestment of dividends	28,157	446,563	96,180	1,358,057
Cost of Units tendered	(52,474)	(830,059)	(10,646)	(147,765)
Unit Conversion	(497,492)	(7,143,656)	(153,398)	(2,220,129)
Net increase	<u>1,598,236</u>	<u>\$ 24,836,163</u>	<u>1,559,641</u>	<u>\$ 22,205,613</u>

AMG Pantheon Fund, LLC  
Notes to Financial Statements *(continued)*

	March 31, 2021		March 31, 2020	
	Units	Amount	Units	Amount
<b>Class 3:<sup>1</sup></b>				
Proceeds from sale of Units	3,598,811	\$ 56,274,261	2,669,544	\$ 38,730,943
Reinvestment of dividends	68,229	1,095,751	214,551	3,061,639
Cost of Units tendered	(151,518)	(2,477,165)	–	–
Unit Conversion	491,846	7,143,656	152,092	2,220,129
Net increase	<u>4,007,368</u>	<u>\$ 62,036,503</u>	<u>3,036,187</u>	<u>\$ 44,012,711</u>
<b>Class 4:<sup>1</sup></b>				
Proceeds from sale of Units	54,831	\$ 930,209	10,831	\$ 152,358
Reinvestment of dividends	2,361	38,417	14,075	202,816
Cost of Units tendered	(10,964)	(178,391)	(69,834)	(1,027,920)
Net increase (decrease)	<u>46,228</u>	<u>\$ 790,235</u>	<u>(44,928)</u>	<u>\$ (672,746)</u>
<b>Class 5:<sup>2</sup></b>				
Proceeds from sale of Units	696	\$ 10,000	–	–
Reinvestment of dividends	8	121	–	–
Net increase	<u>704</u>	<u>\$ 10,121</u>	<u>–</u>	<u>–</u>

<sup>1</sup> Effective July 31, 2020, Brokerage Class Units were renamed Class 1 Units, Advisory Class Units were renamed Class 2 Units, Institutional Class Units were renamed Class 3 Units, and Institutional Plus Class Units were renamed Class 4 Units.

<sup>2</sup> Commencement of operations was July 31, 2020.

At March 31, 2021, seven affiliated Investors, including Officers/Directors/Trustees of the Fund and/or Pantheon Ventures (US) LP (the “Investment Manager” or “Pantheon”), owned 0.63% of the net assets of the Fund.

- h. CASH AND CASH HELD IN ESCROW:** Cash consists of monies held at The Bank of New York Mellon (the “Custodian” or “BNYM”). Such cash, at times, may exceed 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. There are no restrictions on the cash held by the Fund’s Custodian. Cash held in escrow represents monies received in advance of the effective date of an Investor’s subscription. The monies are deposited with the Fund’s transfer agent, and will be released from escrow on the effective date of the subscription.

AMG Pantheon Fund, LLC  
Notes to Financial Statements *(continued)*

## 2. AGREEMENTS AND TRANSACTIONS WITH AFFILIATES

The Fund has entered into an investment management agreement with Pantheon, a limited partnership organized under the laws of the State of Delaware and registered as an investment adviser under the Investment Advisers Act of 1940, as amended. Affiliated Managers Group, Inc. (“AMG”) indirectly owns a majority of the interests of the Investment Manager. Investment management fees are paid directly by the Fund to the Investment Manager at the annual rate of 0.70% of the net assets of the Fund as of the end of each month, determined before giving effect to the accrual of the investment management fee being calculated or to any purchases or repurchases of interests of the Fund or any distributions by the Fund. The Investment Manager has agreed to waive its investment management fee paid by the Fund with respect to any period during which the only investment security held by the Fund is that of another investment company registered under the 1940 Act. Investment management fees waived under this investment management fee waiver may not be recouped by the Investment Manager in subsequent periods. During the fiscal year ended March 31, 2021, the Investment Manager waived all investment management fees payable by the Fund in the amount of \$1,062,677.

The Investment Manager has entered into an Expense Limitation and Reimbursement Agreement with the Fund and the Master Fund to waive the investment management fees payable by the Master Fund and pay or reimburse the Fund’s expenses (whether borne directly or indirectly through and in proportion to the Fund’s interest in the Master Fund) such that the Fund’s total annual operating expenses (exclusive of certain “Excluded Expenses” listed below) do not exceed 1.45% per annum of the Fund’s net assets as of the end of each calendar month (the “Expense Cap”). “Excluded Expenses” is defined to include (i) the Fund’s proportional share of (a) fees, expenses, allocations, carried interests, etc. of the private equity investment funds and co-investments in portfolio companies in which the Master Fund invests (including all acquired fund fees and expenses); (b) transaction costs, including legal costs and brokerage commissions, of the Master Fund associated with the acquisition and disposition of primary interests, secondary interests, co-investments, ETF investments, and other investments; (c) interest payments incurred by the Master Fund; (d) fees and expenses incurred in connection with any credit facilities obtained by the Master Fund; (e) taxes of the Master Fund; (f) extraordinary expenses of the Master Fund (as determined in the sole discretion of the Investment Manager), which may include non-recurring expenses such as, for example, litigation expenses and shareholder meeting expenses; (g) fees and expenses billed directly to the Subsidiary Fund by any accounting firm for auditing, tax and other professional services provided to the Subsidiary Fund; and (h) fees and expenses paid by the Subsidiary Fund for custody and fund administration services provided to the Subsidiary Fund; and (ii) (a) any investment management fee paid by the Fund; (b) acquired fund fees and expenses of the Fund; (c) transaction costs, including legal costs and brokerage commissions, of the Fund; (d) interest payments incurred by the Fund; (e) fees and expenses incurred in connection with any credit facilities obtained by the Fund; (f) the distribution and/or service fee paid by the Fund; (g) taxes of the Fund; and (h) extraordinary expenses of the Fund (as determined in the sole discretion of the Investment Manager), which may include non-recurring expenses such as, for example, litigation expenses and shareholder meeting expenses. Expenses that are subject to

## AMG Pantheon Fund, LLC

### Notes to Financial Statements *(continued)*

the Expense Limitation and Reimbursement Agreement include, but are not limited to, the Master Fund's investment management fee, the Fund's administration, custody, transfer agency, record keeping, fund accounting and investor services fees, the Fund's professional fees (outside of professional fees related to transactions), the Fund's organizational costs and fees and expenses of Fund Directors.

To the extent that the Fund's total annual operating expenses for any month exceed the Expense Cap, the Investment Manager will pay or reimburse the Fund for expenses and/or waive the management fee payable by the Master Fund to the extent necessary to eliminate such excess. The Fund, or, with respect to the waived management fee, the Master Fund, will be obligated to pay the Investment Manager all such amounts paid, waived, or reimbursed by the Investment Manager pursuant to the Expense Cap, provided that (a) the amount of such additional payment in any year, together with all expenses of the Fund (whether borne directly or indirectly through and in proportion to the Fund's interest in the Master Fund), in the aggregate, would not cause the Fund's total annual operating expenses, whether borne directly or indirectly through and in proportion to the Fund's interest in the Master Fund, exclusive of Excluded Expenses, in any such year to exceed the lesser of any expense limitation in place at the time of payment or the expense limitation in place at the time of waiver or reimbursement, (b) the amount of such additional payment shall be borne pro rata by all Fund Investors or Master Fund unitholders, as applicable, and (c) no such additional payments by the Fund, or, with respect to the waived management fee, the Master Fund, will be made with respect to amounts paid, waived, or reimbursed by the Investment Manager more than thirty-six (36) months after the date such amounts are paid, waived, or reimbursed by the Investment Manager. The Expense Limitation Agreement shall continue until such time that the Investment Manager ceases to be the investment manager of the Fund or upon mutual agreement between the Investment Manager and the Fund's Board.

For the fiscal year ended March 31, 2021, the Fund's expiration of recoupment is as follows:

#### **Expiration Period**

Less than 1 year	\$ 545,847
Within 2 years	563,801
Within 3 years	505,707
Total Amount Subject to Recoupment	<u><u>\$ 1,615,355</u></u>

The Fund has entered into an Administration Agreement under which AMG Funds LLC, a subsidiary and the U.S. retail distribution arm of AMG, serves as the Fund's administrator (the "Administrator") and is responsible for all non-portfolio management aspects of managing the Fund's operations, including administration and Investor services to the Fund, its Investors, and certain institutions, such as broker-dealers and registered investment advisers, that advise or act as an intermediary with the Fund's Investors. The Fund pays a fee to the Administrator at

## AMG Pantheon Fund, LLC

### Notes to Financial Statements *(continued)*

the rate of 0.05% per annum of the Fund's average monthly net assets, with a minimum annual fee of \$86,000 for these services.

The Fund is distributed by AMG Distributors, Inc. (the "Distributor"), a wholly-owned subsidiary of the Administrator. The Distributor serves as the distributor and underwriter for the Fund and is a registered broker-dealer and member of the Financial Industry Regulatory Authority, Inc. ("FINRA"). Units of the Fund will be continuously offered and will be sold directly to prospective accredited investors and through brokers, dealers or other financial intermediaries who have executed selling agreements with the Distributor. Generally the Distributor bears all or a portion of the expenses of providing services pursuant to the distribution agreement, including the payment of the expenses relating to the distribution of registration statements for sales purposes and any advertising or sales literature. The Distributor has appointed Pantheon Securities, LLC, an affiliate of the Investment Manager, as a sub distributor of the Fund (the "Sub Distributor") in which the Sub Distributor may carry out certain responsibilities of the Distributor.

The Fund adopted a distribution and service plan (the "Plan") with respect to Class 1, Class 2, Class 3, and Class 5, in accordance with the requirements of Rule 12b-1 under the 1940 Act and the requirements of the applicable rules of FINRA regarding asset based sales charges. Pursuant to the Plan, the Fund may make payments to the Distributor for its expenditures in financing any activity primarily intended to result in the sale of the Fund's Class 1, Class 2, Class 3, and Class 5 Units and for maintenance and personal service provided to existing Investors of those classes. The Plan authorizes payments to the Distributor of 0.75%, 0.50%, 0.25%, and 1.00% annually of the average monthly net assets attributable to Class 1, Class 2, Class 3, and Class 5, respectively. Effective July 31, 2020, the annual rate of distribution and service fees payable by Class 1 Units was lowered from 1.00% to 0.75%. The Plan further provides for periodic payments by the Fund to brokers, dealers and other financial intermediaries for providing shareholder services and for promotional and other sales related costs. The portion of payments made under the Plan by Class 1, Class 2, Class 3, and Class 5 for shareholder servicing may not exceed an annual rate of 0.25% of the average daily NAV of the Fund's Units of that class owned by clients of such broker, dealer or financial intermediary.

The Board provides supervision of the affairs of the Fund, the Master Fund, and other trusts within the AMG Funds family of mutual funds. The Directors of the Fund who are not affiliated with the Investment Manager receive an annual retainer and per meeting fees for regular, special and telephonic meetings, and they are reimbursed for out-of-pocket expenses incurred while carrying out their duties as Board members. The Chairperson of the Board and the Audit Committee Chair receive additional annual retainers. The Directors' fees and expenses are split evenly between the Master Fund and the Fund. Certain Directors and Officers of the Fund are Officers and/or Directors of the Investment Manager, the Administrator, AMG and/or the Distributor.

### **3. COMMITMENTS AND CONTINGENCIES**

Under the Fund's organizational documents, its Directors and Officers are indemnified against certain liabilities arising out of the performance of their duties to the Fund. In addition, in the normal course of business, the Fund may enter into contracts and agreements that contain a variety of representations and warranties, which may provide general indemnifications. The maximum exposure to the Fund under these arrangements is unknown, as this would involve future claims that may be made against the Fund that have not yet occurred.

### **4. FINANCIAL AND OTHER RISK FACTORS**

The Fund invests a substantial portion of its assets in the Master Fund and the Master Fund intends to invest a substantial portion of its available capital in private equity securities including investments in private equity, infrastructure, and other private asset funds. These investments are generally restricted securities that are subject to substantial holding periods and are not traded in public markets so that the Master Fund may not be able to resell some of its holdings for extended periods, which may be several years. No guarantee or representation is made that the Fund's investment objective will be met.

Units in the Fund provide limited liquidity because repurchases of Units are subject to approval of the Fund's Board.

A discussion of the risks associated with the Fund's investment in the Master Fund is provided in Note 9 of the Master Fund's Notes to Consolidated Financial Statements and the Fund's prospectus.

### **5. SUBSEQUENT EVENTS**

Subsequent events after March 31, 2021 have been evaluated through the date at which the financial statements were issued. In conjunction with the June 30, 2021 tender offer, the Fund will repurchase 45,500 Units from Investors with an approximate value of \$826,280.

### **6. CHANGE IN INDEPENDENT ACCOUNTANT (unaudited)**

On February 18, 2021, PricewaterhouseCoopers LLP ("PwC") resigned as the independent registered public accountants of the Fund. On February 18, 2021, the Audit Committee of the Board of the Fund accepted and recommended that the Board accept the resignation of PwC and approved and recommended that the Board approve the appointment of KPMG LLP as the independent registered public accountants for the Fund for the fiscal year ending March 31, 2021. On February 19, 2021, PwC provided a letter confirming that the client-auditor relationship between the Fund and PwC had ceased.

## AMG Pantheon Fund, LLC

### Notes to Financial Statements *(continued)*

For the fiscal years ended March 31, 2019 and March 31, 2020, PwC's audit reports contained no adverse opinion or disclaimer of opinion; nor were its reports qualified or modified as to uncertainty, audit scope, or accounting principles.

Further, in connection with its audits for the fiscal years ended March 31, 2019 and March 31, 2020, and the subsequent interim period through February 18, 2021: (i) there were no "disagreements" with PwC of the kind described in paragraph (a)(1)(iv) of Item 304 of Regulation S-K, and (ii) there were no "reportable events" of the kind described in paragraph (a)(1)(v) of such Item 304.

The Fund provided PwC with a copy of the disclosure contained in this N-CSR and requested that PwC furnish the Fund with a letter addressed to the Securities & Exchange Commission (SEC) stating whether it agrees with the above statements and, if not, stating the respects in which it does not agree. A copy of PwC's letter dated June 4, 2021 will be filed as Exhibit (a)(4) to the Fund's N-CSR.

During the Fund's two most recent fiscal years ended March 31, 2019 and March 31, 2020, and the subsequent interim period through February 18, 2021, neither the Fund nor anyone on its behalf consulted KPMG LLP regarding either: (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Fund's financial statements, and neither a written report was provided to the Fund or oral advice was provided to the Fund that KPMG LLP concluded was an important factor considered by the Fund in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement or reportable event as defined in Regulation S-K, Item 304(a)(1)(iv) and Item 304(a)(1)(v), respectively.

# Report of Independent Registered Public Accounting Firm

**To the Board of Directors and Unitholders of AMG Pantheon Fund, LLC:**

## ***Opinion on the Financial Statements***

We have audited the accompanying statement of assets and liabilities of AMG Pantheon Fund, LLC (the Fund) as of March 31, 2021, the related statement of operations and cash flows for the year then ended, the statement of changes in net assets for the year then ended, and the related notes (collectively, the financial statements) and the financial highlights for the year then ended. In our opinion, the financial statements and financial highlights present fairly, in all material respects, the financial position of the Fund as of March 31, 2021, the results of its operations and its cash flows for the year then ended, the changes in its net assets for the year then ended, and the financial highlights for the year then ended, in conformity with U.S. generally accepted accounting principles. The statement of changes in net assets for the year ended March 31, 2020, and the financial highlights for each of the years in the four year period ended March 31, 2020, were audited by other auditors. Those auditors expressed an unqualified opinion on the statement of changes in net assets and those financial highlights in their report dated June 26, 2020.

## ***Basis for Opinion***

These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights 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 statements and financial highlights are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statements and financial highlights, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements and financial highlights. Such procedures also included confirmation of investments owned as of March 31, 2021, by correspondence with the transfer agent. 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 statements and financial highlights. We believe that our audit provide a reasonable basis for our opinion.

/s/KPMG LLP

We have served as the auditor of one or more AMG Funds investment companies since 2021.

New York, New York  
June 4, 2021

AMG Pantheon Fund, LLC  
Other Tax Information (unaudited)



AMG Pantheon Fund, LLC hereby designates the maximum amount allowable of its net taxable income as qualified dividends as provided in the Jobs and Growth Tax Relief Reconciliation Act of 2003. The 2019/2020 Form 1099-DIV you received for the Fund showed the tax status of all distributions paid to you during the year.

Pursuant to section 852 of the Internal Revenue Code, AMG Pantheon Fund, LLC hereby designates \$5,118,636 as a capital gain distribution with respect to the taxable fiscal year ended September 30, 2020, or if subsequently determined to be different, the net capital gains of such year.

# AMG Pantheon Fund, LLC

## Directors and Officers (unaudited)

The Directors and Officers, their business addresses, principal occupations for the past five years and ages are listed below. The Directors provide broad supervision over the affairs of the Fund. The Directors are experienced executives who meet periodically throughout the year to oversee the Fund's activities, review contractual arrangements with companies that provide services to the Fund, and review the Fund's performance. Unless otherwise noted, the address of each Director or Officer is the address of the Fund: One Stamford Plaza, 263 Tresser Boulevard, Suite 949, Stamford, Connecticut 06901. There is no stated term of office for Directors. Directors serve until their resignation, retirement or removal in accordance with the Fund's organizational documents and policies adopted by the Board from time to time. The President, Treasurer and Secretary of the Fund are elected by the Directors annually. The Officers hold office at the pleasure of the Directors.

### Independent Directors

The following Directors are not "interested persons" of the Fund within the meaning of the 1940 Act:

Number of Funds Overseen in Fund Complex	Name, Age, Principal Occupation(s) During Past 5 Years and Other Directorships Held by Director
<ul style="list-style-type: none"> <li>Director since 2014</li> <li>Oversees 46 Funds in Fund Complex</li> </ul>	<p><b>Kurt A. Keilhacker, 57</b>            Managing Partner, TechFund Europe (2000-Present); Managing Partner, TechFund Capital (1997-Present); Managing Partner, Elementum Ventures (2013-Present); Director, MetricStory, Inc. (2017-Present); Trustee, Wheaton College (2018-Present); Trustee, Gordon College (2001-2016); Board Member, 6wind SA (2002-2019).</p>
<ul style="list-style-type: none"> <li>Independent Chairman</li> <li>Director since 2014</li> <li>Oversees 46 Funds in Fund Complex</li> </ul>	<p><b>Eric Rakowski, 62</b>            Professor of Law, University of California at Berkeley School of Law (1990-Present); Tax Attorney at Davis Polk &amp; Wardwell and clerked for Judge Harry T. Edwards of the U.S. Court of Appeals for the District of Columbia Circuit and for Justice William J. Brennan Jr. of the U.S. Supreme Court; Director of Harding, Loevner Funds, Inc. (10 portfolios); Trustee of Third Avenue Trust (3 portfolios) (2002-2019); Trustee of Third Avenue Variable Trust (1 portfolio) (2002-2019).</p>
<ul style="list-style-type: none"> <li>Director since 2014</li> <li>Oversees 46 Funds in Fund Complex</li> </ul>	<p><b>Victoria L. Sassine, 55</b>            Adjunct Professor, Babson College (2007-Present); Director, Board of Directors, PRG Group (2017-Present); CEO, Founder, Scale Smarter Partners, LLC (2018-Present); Adviser, EVOFEM Biosciences (2019-Present); Chairperson, Board of Directors, Business Management Associates (2018-2019).</p>

### Interested Directors

Number of Funds Overseen in Fund Complex	Name, Age, Principal Occupation(s) During Past 5 Years and Other Directorships Held by Director
<ul style="list-style-type: none"> <li>Director since 2014</li> <li>Oversees 46 Funds in Fund Complex</li> </ul>	<p><b>Christine C. Carsman, 69</b>            Senior Policy Advisor, Affiliated Managers Group, Inc. (2019-Present); Chair of the Board of Directors, AMG Funds plc (2015-2018); Director, AMG Funds plc (2010-2018); Executive Vice President, Deputy General Counsel and Chief Regulatory Counsel, Affiliated Managers Group, Inc. (2017-2018); Senior Vice President and Deputy General Counsel, Affiliated Managers Group, Inc. (2011-2016); Senior Vice President and Chief Regulatory Counsel, Affiliated Managers Group, Inc. (2007-2011); Vice President and Chief Regulatory Counsel, Affiliated Managers Group, Inc. (2004-2007); Secretary and Chief Legal Officer, AMG Funds, AMG Funds I, AMG Funds II and AMG Funds III (2004-2011); Senior Counsel, Vice President and Director of Operational Risk Management and Compliance, Wellington Management Company, LLP; Director Emeritus of Harding, Loevner Funds, Inc. (0 portfolios) (2021-Present); Director of Harding, Loevner Funds, Inc. (9 portfolios) (2017-2020).</p>

# AMG Pantheon Fund, LLC

## Directors and Officers *(continued)*

### Officers

Position(s) Held with Fund and Length of Time Served	Name, Age, Principal Occupation(s) During Past 5 Years
<ul style="list-style-type: none"> <li>• President since 2018</li> <li>• Principal Executive Officer since 2018</li> <li>• Chief Executive Officer since 2018</li> <li>• Chief Operating Officer since 2014</li> </ul>	<p><b>Keitha L. Kinne, 63</b>            Chief Operating Officer, AMG Funds LLC (2007-Present); Chief Investment Officer, AMG Funds LLC (2008-Present); President and Principal, AMG Distributors, Inc. (2018-Present); Chief Operating Officer, AMG Distributors, Inc. (2007-Present); President, Chief Executive Officer and Principal Executive Officer, AMG Funds, AMG Funds I, AMG Funds II, AMG Funds III and AMG Funds IV (2018-Present); Chief Operating Officer, AMG Funds, AMG Funds I, AMG Funds II, and AMG Funds III (2007-Present); Chief Operating Officer, AMG Funds IV (2016-Present); Chief Operating Officer and Chief Investment Officer, Aston Asset Management, LLC (2016); President and Principal Executive Officer, AMG Funds, AMG Funds I, AMG Funds II and AMG Funds III (2012-2014); Managing Partner, AMG Funds LLC (2007-2014); President and Principal, AMG Distributors, Inc. (2012-2014); Managing Director, Legg Mason &amp; Co., LLC (2006-2007); Managing Director, Citigroup Asset Management (2004-2006).</p>
<ul style="list-style-type: none"> <li>• Secretary and Chief Legal Officer since 2015</li> </ul>	<p><b>Mark J. Duggan, 56</b>            Managing Director and Senior Counsel, AMG Funds LLC (2021-Present); Senior Vice President and Senior Counsel, AMG Funds LLC (2015-2021); Secretary and Chief Legal Officer, AMG Funds, AMG Funds I, AMG Funds II, AMG Funds III and AMG Funds IV (2015-Present); Attorney, K&amp;L Gates, LLP (2009-2015).</p>
<ul style="list-style-type: none"> <li>• Chief Financial Officer since 2017</li> <li>• Treasurer since 2017</li> <li>• Principal Financial Officer since 2017</li> <li>• Principal Accounting Officer since 2017</li> </ul>	<p><b>Thomas G. Disbrow, 55</b>            Vice President, Mutual Fund Treasurer &amp; CFO, AMG Funds, AMG Funds LLC (2017-Present); Chief Financial Officer, Principal Financial Officer, Treasurer and Principal Accounting Officer, AMG Funds, AMG Funds I, AMG Funds II, AMG Funds III and AMG Funds IV (2017-Present); Managing Director - Global Head of Traditional Funds Product Control, UBS Asset Management (Americas), Inc. (2015-2017); Managing Director - Head of North American Funds Treasury, UBS Asset Management (Americas), Inc. (2011-2015).</p>
<ul style="list-style-type: none"> <li>• Deputy Treasurer since 2017</li> </ul>	<p><b>John A. Starace, 50</b>            Vice President, Mutual Fund Accounting, AMG Funds LLC (2021-Present); Director, Mutual Fund Accounting, AMG Funds LLC (2017-2021); Vice President, Deputy Treasurer of Mutual Funds Services, AMG Funds LLC (2014-2017); Deputy Treasurer, AMG Funds, AMG Funds I, AMG Funds II, AMG Funds III and AMG Funds IV (2017-Present); Vice President, Citi Hedge Fund Services (2010-2014); Audit Senior Manager (2005-2010) and Audit Manager (2001-2005), Deloitte &amp; Touche LLP.</p>
<ul style="list-style-type: none"> <li>• Chief Compliance Officer and Sarbanes-Oxley Code of Ethics Compliance Officer since 2019</li> </ul>	<p><b>Patrick J. Spellman, 47</b>            Vice President, Chief Compliance Officer, AMG Funds LLC (2017-Present); Chief Compliance Officer and Sarbanes-Oxley Code of Ethics Compliance Officer, AMG Funds, AMG Funds I, AMG Funds II, AMG Funds III and AMG Funds IV (2019-Present); Chief Compliance Officer, AMG Distributors, Inc., (2010-Present); Senior Vice President, Chief Compliance Officer, AMG Funds LLC (2011-2017); Anti-Money Laundering Compliance Officer, AMG Funds, AMG Funds I, AMG Funds II, and AMG Funds III (2014-2019); Anti-Money Laundering Officer, AMG Funds IV, (2016-2019); Compliance Manager, Legal and Compliance, Affiliated Managers Group, Inc. (2005-2011).</p>
<ul style="list-style-type: none"> <li>• Anti-Money Laundering Compliance Officer since 2019</li> </ul>	<p><b>Hector D. Roman, 43</b>            Director, Legal and Compliance, AMG Funds LLC (2020-Present); Manager, Legal and Compliance, AMG Funds LLC (2017-2019); Anti-Money Laundering Compliance Officer, AMG Funds, AMG Funds I, AMG Funds II, AMG Funds III and AMG Funds IV (2019-Present); Director of Compliance, Morgan Stanley Investment Management (2015-2017); Senior Advisory, PricewaterhouseCoopers LLP (2014-2015); Risk Manager, Barclays Investment Bank (2008-2014).</p>
<ul style="list-style-type: none"> <li>• Executive Vice President since 2021</li> </ul>	<p><b>Susan Long McAndrews, 54</b>            Partner of U.S. Investment and Global Business Development, Pantheon Ventures (US) LP (2002-Present); Chief Executive Officer, Pantheon Securities, LLC (2002-Present); Principal, Capital Z Partners (1998-2001); Director, Private Equity Group, Russell Investments (1995-1998).</p>



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## Appendix

### **AMG Funds**

March 31, 2021



PANTHEON

AMG Pantheon Master Fund, LLC

# AMG Funds

AMG Pantheon Master Fund, LLC  
Annual Report—March 31, 2021

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## Overview

For the year ended March 31, 2021, AMG Pantheon Master Fund, LLC (the "Master Fund") returned 35.90%, while the MSCI World Index returned 54.03% on a 12-month trailing basis.

## Market Review and Outlook

The business and economic environment over the last year has been characterized by the ongoing global COVID-19 pandemic and associated business disruption due to the virus and associated prevention measures. Businesses experienced heightened disruption due to social distancing measures and mandated closures of all non-essential businesses for a period in 2020 throughout much of the world. A transition to remote working and learning also had a significant impact on business outcomes. This has been a headwind for certain businesses while providing a tailwind to other areas of the economy such as ecommerce and software.

## Performance and Positioning

The Master Fund returned 35.90% over the fiscal year versus a 54.03% return for the MSCI World Index. Much of the COVID-19 related volatility in the MSCI World Index preceded the start of this fiscal year and the last 12 months have been largely characterized by rising equity markets. Comparatively larger sector allocations in information technology and healthcare along with smaller exposures in businesses that derive revenue from physical locations helped the Master Fund avoid some headwinds relating to COVID-19 prevention measures. The Master Fund made 31 new investments over the last 12 months, resulting in approximately \$102 million of new capital commitments. 24 of these investments were secondary investments and 7 were co-investments. We believe the Master Fund was able to execute on its mandate to provide a globally diversified portfolio to investors over the last year. Of the new deals that were completed over the last 12 months, 21 were in North America, 8 were in Europe, and 2 were in Asia. The Master Fund continues to seek opportunities on a global basis. As of March 31, 2021, the top four sector exposures in the Master Fund were as follows: Information Technology (33%), Healthcare (14%), Consumer Discretionary (16%), and Financials (15%). Information technology and healthcare remain two favored sectors with ample opportunity for investment. The Master Fund continues to deemphasize certain cyclical areas of the economy and sectors such as energy that are exposed to unpredictable commodity price risk.

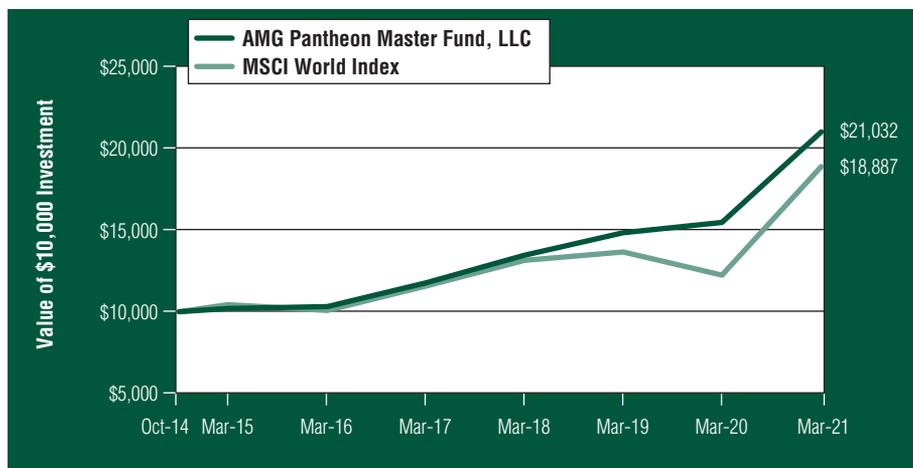
*This commentary reflects the viewpoints of Pantheon Ventures (US) LP as of March 31, 2021 and is not intended as a forecast or guarantee of future results.*

# AMG Pantheon Master Fund, LLC

Portfolio Manager's Comments *(continued)*

## CUMULATIVE TOTAL RETURN PERFORMANCE

AMG Pantheon Master Fund, LLC's cumulative total return is based on the monthly change in net asset value (NAV), and assumes that all dividends and distributions were reinvested. This graph compares a hypothetical \$10,000 investment made in AMG Pantheon Master Fund, LLC's units on October 1, 2014 to a \$10,000 investment made in the MSCI World Index for the same time period. The graph and table do not reflect the deduction of taxes that a unitholder would pay on a Master Fund distribution or redemption of units. The listed returns for the Master Fund are net of expenses and the returns for the index exclude expenses. Total returns would have been lower had certain expenses not been reduced.



The table below shows the average annual total returns for AMG Pantheon Master Fund, LLC and MSCI World Index for the same time periods ended March 31, 2021.

Average Annual Total Returns <sup>1</sup>	One Year	Five Years	Since Inception	Inception Date
AMG Pantheon Master Fund, LLC	35.90%	15.30%	12.13%	10/01/14
MSCI World Index <sup>2,3</sup>	54.03%	13.36%	10.28%	10/01/14†

*The performance data shown represents past performance. Past performance is not a guarantee of future results. Current performance may be lower or higher than the performance data quoted. The investment return and principal value of an investment will fluctuate so that an investor's units, when redeemed, may be worth more or less than their original cost.*

*Investors should carefully consider the Master Fund's investment objectives, risks, charges and expenses before investing. For performance information through the most recent month end, current net asset values per unit for the Master Fund and other information, please call 877.355.1566 or visit our website at [amgfunds.com](http://amgfunds.com) for a free prospectus. Read it carefully before investing or sending money.*

† Date reflects inception date of the Fund, not the index.

- 1 Total return equals income yield plus unit price change and assumes reinvestment of all dividends and capital gain distributions. Returns are net of fees and may reflect offsets of Master Fund expenses as described in the prospectus. No adjustment has been made for taxes payable by unitholders on their reinvested dividends and capital gain distributions. Returns for periods greater than one year are annualized. The listed returns on the Master Fund are net of expenses. All returns are in U.S. dollars (\$).
- 2 The MSCI World Index is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of developed markets. The MSCI World Index consists of 23 developed market country indices. Please go to [msci.com](http://msci.com) for most current list of countries represented by the index. Unlike the Fund, MSCI World Index is unmanaged, is not available for investment and does not incur fees.
- 3 All MSCI data is provided "as is". The products described herein are not sponsored or endorsed and have not been reviewed or passed on by MSCI. In no event shall MSCI, its affiliates or any MSCI data provider have any liability of any kind in connection with the MSCI data or the products described herein. Copying or redistributing the MSCI data is strictly prohibited.

AMG Pantheon Master Fund, LLC  
Consolidated Schedule of Investments  
March 31, 2021

	Initial Acquisition Date	Shares	Value
<b>Co-Investments - 43.1%</b>			
ACOF IV ATD Co-Invest LP (Consumer Discretionary) <sup>(a),*</sup>	02/27/2015	(c)	\$0
AIX Pride Syndication L.P. (Information Technology) <sup>(a),*</sup>	11/16/2018	(c)	11,629,706
AP VIII Prime Security Services Holdings, L.P. (Industrials) <sup>*</sup>	04/26/2016	(c)	1,947,235
APH CUBS Co-invest LP (Financials) <sup>*</sup>	11/16/2018	(c)	5,450,741
APIA Graitec FPCI (Information Technology) (France) <sup>(a),*</sup>	02/25/2020	(c)	3,591,787
APIA Odigo FPCI (Information Technology) (France) <sup>(a),(b),*</sup>	12/22/2020	(c)	3,358,869
Apollo DSB Co-Invest, L.P. (Healthcare) <sup>(a),*</sup>	11/14/2018	(c)	8,023,633
Armis Investors Holdings, L.P. (Information Technology) <sup>(a),(b),*</sup>	02/03/2020	(c)	4,249,131
CB Ignite Holdings, LLC (Consumer Discretionary) <sup>(a),(b),*</sup>	08/12/2016	(c)	1,306,020
Diamond LS I LP (Financials) <sup>(a),*</sup>	12/28/2016	(c)	2,456,805
Digital Bridge Small Cell Holdings, LLC (Information Technology) <sup>(a),(b),*</sup>	11/06/2015	35	590,534
Digital Bridge U.S. Tower Holdings, LLC (Communication Services) <sup>(a),(b),*</sup>	11/03/2014	50	714,224
Epsilon Topco Limited (Information Technology) <sup>(a),(b),*</sup>	10/03/2018	(c)	1,737,749
EQT Deck Co-Investment Limited Partnership (Industrials) <sup>(a),*</sup>	02/03/2017	(c)	449,376
ESCP PPG Holdings, LLC (Industrials) <sup>(a),(b),*</sup>	12/14/2016	2,171,429	1,967,532
H&F Flashdance Partners I, L.P. (Financials) <sup>(a),*</sup>	07/16/2018	(c)	2,330,397
Hg Athena Co-Invest L.P. (Information Technology) (United Kingdom) <sup>(a),*</sup>	03/18/2020	(c)	4,519,065
Hg Secular Co-Invest L.P. (Information Technology) <sup>(a),*</sup>	09/16/2020	(c)	3,434,998
Hg Spider Co-Invest L.P. (Information Technology) (United Kingdom) <sup>(a),*</sup>	03/18/2019	(c)	3,561,148
Hg Vivaldi 2 Co-Invest L.P. (Information Technology) (Norway) <sup>(a),*</sup>	06/10/2019	(c)	5,649,341

The accompanying notes are an integral part of these consolidated financial statements.

# AMG Pantheon Master Fund, LLC

## Consolidated Schedule of Investments *(continued)*

	Initial Acquisition Date	Shares	Value
<b>Co-Investments - 43.1% (continued)</b>			
HT Global Co-investment, L.P.2 (Information Technology) (India) <sup>(a),*</sup>	12/30/2020	(c)	\$3,450,037
Hygee International SARL (Materials) (France) <sup>(a),(b),*</sup>	12/17/2020	(c)	4,482,779
Incline A Aviation Co-Investment Fund (Industrials) <sup>(b),*</sup>	05/15/2020	(c)	1,468,000
Incline B Aviation Aladdin Co-Investment Limited Partnership (Industrials) <sup>(a),(b),*</sup>	06/26/2018	(c)	1,770,000
Insight RF Holdings, LLC (Information Technology) <sup>(a),*</sup>	07/03/2019	(c)	11,017,551
JP Co-Invest, LLC (Consumer Staples) <sup>(a),*</sup>	11/13/2018	(c)	2,243,603
LEP Prelude Co-Invest, L.P. (Healthcare) <sup>(a),*</sup>	07/05/2017	(c)	2,698,951
Logan Co-Invest, L.P. (Information Technology) <sup>(a),*</sup>	08/27/2020	(c)	5,497,227
Mercury Co-Investment Fund 2, LP (Healthcare) <sup>(a),*</sup>	12/20/2019	(c)	1,036,813
Oak HC/FT TB SPV B, LLC (Information Technology) <sup>(a),(b),*</sup>	07/20/2018	(c)	5,001,206
Ocean Alliance III, L.P. (Communication Services) (China) <sup>(a),*</sup>	09/04/2020	(c)	4,812,000
PSG LM Co-Investors L.P. (Information Technology) <sup>(a),*</sup>	05/24/2016	(c)	8,557,882
Quantum Parallel Partners VI-C(A), LP (Energy) <sup>(a),*</sup>	10/16/2015	(c)	328,441
Quantum QEP VII Co-Investment Fund, L.P. (Energy) <sup>(a),*</sup>	08/30/2018	(c)	1,479,945
RCP Artemis Co-Invest LP (Financials) <sup>(a),*</sup>	08/01/2019	(c)	6,064,165
Roark Capital Partners II Sidecar LP (Consumer Discretionary) <sup>(a),*</sup>	11/26/2018	(c)	6,480,598
SDA Investors Group, LLC - Class A (Healthcare) <sup>(a),(b),*</sup>	08/03/2017	(c)	3,575,716
SDA Investors Group, LLC - Series A Pref (Healthcare) <sup>(a),(b),*</sup>	03/26/2019	(c)	1,399,006
SYFS Co-INVEST, LLC (Healthcare) <sup>(a),*</sup>	09/01/2017	(c)	1,448,207
T-VI Co-Invest-A (Financials) <sup>(a),*</sup>	08/12/2015	(c)	1,084,041
T-VII Mitchell/Genex Co-Invest, L.P. (Healthcare) <sup>(a),*</sup>	06/28/2018	(c)	4,325,471
TCP DJR Co-Invest, L.P (Energy) <sup>(a),*</sup>	11/20/2018	(c)	3,040,266

The accompanying notes are an integral part of these consolidated financial statements.

# AMG Pantheon Master Fund, LLC

## Consolidated Schedule of Investments *(continued)*

	Initial Acquisition Date	Shares	Value
<b>Co-Investments - 43.1% (continued)</b>			
TKC Investment Holdings, LLC (Consumer Discretionary)*	10/12/2016	(c)	\$5,026,272
TPG Clarinet Co-Invest, LP (Consumer Discretionary) (Australia) <sup>(a),*</sup>	02/26/2019	(c)	11,093,037
TPG VII Renown Co-Invest I, L.P. (Consumer Stationary) <sup>(a),*</sup>	05/09/2018	(c)	1,046,532
TVG-I-E-AEG Holdings (Consumer Discretionary) <sup>(a),*</sup>	01/27/2017	(c)	4,222,246
Vistria AP Investment LLC (Consumer Discretionary) <sup>(b),*</sup>	12/12/2019	(c)	2,675,879
WP Triton Investment, L.P. (Communication Services) (United Kingdom)*	12/10/2019	(c)	2,914,921
WP-LH Co-Invest, L.P. (Consumer Discretionary) <sup>(a),*</sup>	06/25/2015	(c)	261,796
<b>Total Co-Investments</b>			<b>175,470,879</b>
<b>Primary Private Investment Funds - 1.9%</b>			
Abry Advanced Securities Fund IV, L.P. <sup>(a),*</sup>	02/19/2019	(c)	2,567,767
Banc Fund IX L.P. <sup>(a),*</sup>	01/19/2016	(c)	152,874
BroadRiver III, L.P. <sup>(a),*</sup>	03/27/2018	(c)	2,917,040
Calera Capital Partners V L.P.*	04/25/2016	(c)	91,237
GSO Capital Opportunities Fund III, L.P.*	09/22/2016	(c)	1,059,269
Incline Aviation I <sup>(b),*</sup>	03/09/2017	(c)	1,125,000
<b>Total Primary Private Investment Funds</b>			<b>7,913,187</b>
<b>Secondary Private Investment Funds - 27.5%</b>			
1901 Partners LP <sup>(a),*</sup>	07/16/2015	(c)	109,296
3i Venice SCSp (United Kingdom) <sup>(a),*</sup>	01/15/2020	(c)	6,291,618
Abry Advanced Securities Fund III, L.P. <sup>(a),*</sup>	03/31/2021	(c)	7,409,418
ABRY Heritage Partners, L.P. <sup>(a),(d),*</sup>	03/31/2021	(c)	287,722
ABRY Partners IX, L.P. <sup>(a),(d),*</sup>	03/31/2021	(c)	987,185
ABRY Partners VI, L.P. <sup>(a),(d),*</sup>	03/31/2021	(c)	16,356
ABRY Partners VII, L.P. <sup>(a),(d),*</sup>	03/31/2021	(c)	465,587
ABRY Partners VIII, L.P. <sup>(a),(d),*</sup>	03/31/2021	(c)	1,106,150
ABRY Senior Equity II, L.P. <sup>(a),(d),*</sup>	03/31/2021	(c)	37,619

The accompanying notes are an integral part of these consolidated financial statements.

# AMG Pantheon Master Fund, LLC

## Consolidated Schedule of Investments *(continued)*

	Initial Acquisition Date	Shares	Value
<b>Secondary Private Investment Funds - 27.5% (continued)</b>			
ABRY Senior Equity IV, L.P. <sup>(a),(d),*</sup>	03/31/2021	(c)	\$394,065
ABRY Senior Equity V, L.P. <sup>(a),(d),*</sup>	03/31/2021	(c)	1,424,030
Allegro Private Equity Fund II, L.P. (Australia) <sup>*</sup>	03/04/2020	(c)	3,239,548
Alpine Investors TEAM CV Feeder, LLC <sup>(a),*</sup>	12/17/2020	(c)	3,004,460
Antin Infrastructure Partners III-B SCSp (Spain) <sup>(a),*</sup>	11/04/2020	(c)	4,006,590
Apax France VIII-A FCPR (France) <sup>(a),*</sup>	01/22/2019	(c)	1,086,717
Archer Capital GF Trust 2B (Australia) <sup>(a),*</sup>	03/04/2020	(c)	2,567,052
Archer Capital Trust 5B (Australia) <sup>*</sup>	03/04/2020	(c)	961,588
Ares Corporate Opportunities Fund IV, L.P. <sup>*</sup>	04/13/2017	(c)	1,389,086
Avenue Pantheon Broadway Fund, L.P. (United Kingdom) <sup>(a),*</sup>	03/07/2019	(c)	3,181,479
Aztiq Fund I <sup>(a),*</sup>	05/13/2019	(c)	6,767,797
Banc Fund VIII L.P. <sup>(a),*</sup>	12/31/2015	(c)	73,288
CapVest Strategic Opportunities 2 SCSp (United Kingdom) <sup>(a),*</sup>	12/01/2020	(c)	3,483,509
CBPE Capital Fund IX B, L.P. (United Kingdom) <sup>(a),*</sup>	12/31/2020	(c)	5,327,878
Crescent Credit Opportunities Fund AIF, SCSp <sup>(a),*</sup>	06/02/2020	(c)	2,402,286
Ergon svt Long Term Value Fund SCSp (Germany) <sup>(a),*</sup>	02/24/2021	(c)	3,995,813
Francisco Partners III, L.P. <sup>(a),*</sup>	01/05/2015	(c)	221,553
Greenbriar Equity Fund III, L.P. <sup>(a),(d),*</sup>	03/31/2021	(c)	4,547,027
H&F Arrow 2, L.P. <sup>(a),*</sup>	08/28/2020	(c)	180,533
Hellman & Friedman Capital Partners VII, L.P. <sup>*</sup>	10/01/2019	(c)	397,969
Idinvest Growth Secondary SLP (France) <sup>(a),*</sup>	05/21/2020	(c)	7,231,650
Insight Venture Partners IX, L.P. <sup>*</sup>	01/02/2020	(c)	7,718,702
MC Private Equity Partners I-A LP <sup>(a),(d),*</sup>	03/31/2021	(c)	6,680,822
Medicxi Secondary I, L.P. (United Kingdom) <sup>(a),*</sup>	09/21/2020	(c)	3,691,277
Oaktree Ports American Fund LP <sup>(a),*</sup>	05/01/2019	(c)	5,219,457
P-O Senior Loan Opportunity Fund L.P. <sup>*</sup>	09/08/2020	(c)	3,614,226

The accompanying notes are an integral part of these consolidated financial statements.

AMG Pantheon Master Fund, LLC  
Consolidated Schedule of Investments *(continued)*

	Initial Acquisition Date	Shares	Value
<b>Secondary Private Investment Funds - 27.5% (continued)</b>			
PAI Strategic Partnerships SCSp (United Kingdom) <sup>(a),*</sup>	12/10/2019	(c)	\$5,405,539
Providence Equity Partners VI, L.P.*	12/12/2014	(c)	45,976
Samson Brunello 2, L.P. <sup>(a),*</sup>	02/19/2021	(c)	96,181
Samson Hockey 2, L.P. <sup>(a),*</sup>	12/23/2020	(c)	148,440
Samson Shield 2, L.P.*	12/23/2020	(c)	378,685
TPG Growth Gator GenPar II, L.P. <sup>(a),*</sup>	12/23/2019	(c)	6,001,382
TPG Partners V, L.P. <sup>(a),*</sup>	10/31/2015	(c)	1,992
TPG Partners VI, L.P.*	10/31/2015	(c)	146,268
<b>Total Secondary Private Investment Funds</b>			<b>111,743,816</b>
<b>Common Stock - 0.0%<sup>(1)</sup></b>			
Tenable Holdings Inc. (Technology) <sup>(a)</sup>		772	27,935
<b>Total Common Stock</b>			<b>27,935</b>
<b>Short-Term Investments - 25.2%</b>			
<b>Other Investment Companies - 25.2%</b>			
Dreyfus Government Cash Management Fund, Institutional Class, 0.03% <sup>(2)</sup>		33,831,444	<b>33,831,444</b>
Dreyfus Institutional Preferred Government Money Market Fund, Institutional Class, 0.01% <sup>(2)</sup>		33,831,444	<b>33,831,444</b>
JPMorgan U.S. Government Money Market Fund, IM Class, 0.04% <sup>(2)</sup>		34,856,639	<b>34,856,639</b>
<b>Total Other Investment Companies</b>			<b>102,519,527</b>
<b>Total Investments - 97.7% (cost \$301,639,185)</b>			<b>397,675,344</b>
Other Assets, less Liabilities - 2.3%			9,462,966
<b>Net Assets - 100.0%</b>			<b>\$407,138,310</b>

The accompanying notes are an integral part of these consolidated financial statements.

# AMG Pantheon Master Fund, LLC

## Consolidated Schedule of Investments *(continued)*

Cost of Investments by asset type is as follows:

Co-Investments	\$ 106,595,234
Primary Private Investment Funds	7,600,255
Secondary Private Investment Funds	84,890,317
Common Stock	33,852
Short-Term Investments	102,519,527
<b>Total</b>	<b>\$ 301,639,185</b>

- (a) Non-income producing.
- (b) The investment's value was determined using significant unobservable inputs.
- (c) Investment does not issue shares.
- (d) Investment is held by AMG Pantheon Subsidiary Fund, LLC (the "Subsidiary Fund"), a wholly-owned subsidiary of the Master Fund.
- (1) Less than 0.05%.
- (2) Yield shown represents the March 31, 2021, seven-day average yield, which refers to the sum of the previous seven days' dividends paid, expressed as an annual percentage.
- \* Investment is issued in a private placement offering and is restricted to resale. Each investment may have been purchased on various dates and for different amounts. The date of the first purchase is reflected under Initial Acquisition Date as shown in the Consolidated Schedule of Investments. As of March 31, 2021, the aggregate cost of each investment restricted to resale was \$500,000, \$3,088,460, \$1,383,561, \$4,057,409, \$3,335,836, \$3,496,384, \$4,023,888, \$3,307,369, \$1,295,640, \$1,291,817, \$208,816, \$346,321, \$1,783,591, \$367,521, \$2,174,345, \$1,240,245, \$3,378,493, \$3,033,908, \$2,330,057, \$2,537,113, \$2,822,051, \$4,699,631, \$1,152,643, \$1,743,820, \$3,376,573, \$2,188,776, \$1,842,781, \$4,065,782, \$15,434, \$1,598,735, \$4,091,836, \$1,157,906, \$216,532, \$1,171,261, \$3,890,745, \$4,973,072, \$3,561,702, \$989,849, \$2,642,265, \$196,441, \$3,012,109, \$3,393,333, \$1,551, \$3,198,256, \$1,429,616, \$1,191,349, \$1,727,490, \$2,799,759, \$263,162, \$2,339,263, \$125,416, \$2,902,081, \$63,402, \$1,108,549, \$1,061,544, \$446,563, \$4,354,226, \$5,656,939, \$223,883, \$918,842, \$18,788, \$385,400, \$968,261, \$31,307, \$305,472, \$1,241,888, \$2,942,575, \$2,883,952, \$3,364,023, \$623,905, \$1,249,472, \$984,483, \$1,642,256, \$3,490,584, \$3,979,504, \$77,821, \$3,599,106, \$3,886,229, \$2,195,521, \$4,165,990, \$114,286, \$2,490,235, \$138,502, \$836,368, \$2,788,539, \$5,023,508, \$3,844,096, \$3,554,349, \$3,283,133, \$3,170,456, \$4,788,435, \$134,275, \$99,470, \$132,055, \$445,660, \$3,944,616, \$36,155 and \$429,189, respectively, totaling \$199,085,806.

AMG Pantheon Master Fund, LLC  
Consolidated Schedule of Investments *(continued)*

The following table summarizes the inputs used to value AMG Pantheon Master Fund, LLC's (the "Master Fund") investments by the fair value hierarchy levels as of March 31, 2021:

	Level 1	Level 2	Level 3	Investments Valued at NAV	Total
Investments					
Co-Investments	-	-	\$ 34,296,645	\$ 141,174,234	\$175,470,879
Primary Private Investment Funds	-	-	1,125,000	6,788,187	7,913,187
Secondary Private Investment Funds	-	-	-	111,743,816	111,743,816
Common Stock	\$ 27,935	-	-	-	27,935
Short-Term Investments					
Other Investment Companies	102,519,527	-	-	-	102,519,527
<b>Total Investments</b>	<b>\$ 102,547,462</b>	<b>-</b>	<b>\$ 35,421,645</b>	<b>\$ 259,706,237</b>	<b>\$ 397,675,344</b>

The reconciliation of Level 3 investments is presented when the Master Fund had a significant amount of Level 3 investments at the beginning and/or end of the period in relation to net assets. The following table is a reconciliation of Level 3 investments for which significant unobservable inputs were used in determining fair value:

	Co-Investments	Primary Private Investment Funds	Secondary Private Investment Funds	Total
Balance as of March 31, 2020	\$ 24,295,678	\$ 696,000	\$ -	\$ 24,991,678
Purchases	12,846,669	1,141,758	-	13,988,427
Sales & Distributions	(12,716,910)	(717,285)	-	(13,434,195)
Transfers into Level 3	4,553,482	-	-	4,553,482
Transfers out of Level 3	(8,170,420)	-	-	(8,170,420)
Net realized gain	6,848,808	5,556	-	6,854,364
Net change in unrealized appreciation/depreciation	6,639,338	(1,029)	-	6,638,309
<b>Balance as of March 31, 2021</b>	<b>\$ 34,296,645</b>	<b>\$ 1,125,000</b>	<b>\$ -</b>	<b>\$ 35,421,645</b>
Net change in unrealized appreciation/depreciation on investments held at March 31, 2021	\$ 6,639,338	\$ (1,029)	\$ -	\$ 6,638,309

For the period ended March 31, 2021, transfers into Level 3 occurred due to an increase in the significance of an unobservable input to the estimate of fair value, while transfers out of Level 3 were due to increased price transparency.

AMG Pantheon Master Fund, LLC  
 Consolidated Schedule of Investments *(continued)*

The following table summarizes the quantitative inputs and assumptions used for items categorized in Level 3 of the fair value hierarchy as of March 31, 2021. The table below is not intended to be all inclusive, but rather provides information on the significant Level 3 inputs as they relate to the Master Fund's fair value measurements:

**Quantitative Information about Level 3 Fair Value Measurements**

	Fair Value as of March 31, 2021	Valuation Technique(s)	Unobservable Input(s)	Range	Average	Impact to Valuation from an Increase in Input <sup>(a)</sup>
Co-Investments	\$9,250,337	Recent Round of Financing	Recent round of financing / expected sale	N/A	N/A	Increase
Co-Investments	130,476	Market Comparables	Public Company Multiples: Revenue	19.60x-20.20x	19.87x	Increase
	14,312,982		EBITDA	7.60x-30.50x	12.81x	Increase
	521,903		Tower Cash Flow	25.90x-26.60x	26.22x	Increase
	130,476		Total Assets	3.40x-3.70x	3.54x	Increase
Co-Investments	5,843,596	Guideline Transactions Multiple	EBITDA	10.80x-19.20x	12.05x	Increase
Co-Investments	4,106,875	Discounted Cash Flows	Discount Rate	9.0%-20.0%	12.2%	Decrease
			Terminal Value	15.00x-15.00x	15.00x	Increase
			Terminal Growth Rate	23.4%-23.4%	23.4%	Increase
Primary Private Investment Funds	1,125,000	Discounted Cash Flows	Discount Rate	9.0%-9.0%	9.0%	Decrease
<b>Total</b>	<u>\$35,421,645</u>					

(a) Represents the directional change in the fair value of the Level 3 investments that could have resulted from an increase in the corresponding input as of period end. A decrease to the unobservable input would have had the opposite effect. Significant changes in these inputs may have resulted in a significantly higher or lower fair value measurement at period end.

AMG Pantheon Master Fund, LLC  
 Consolidated Statement of Assets and Liabilities  
 March 31, 2021

**Assets:**

Investments at value***	\$ 397,675,344
Cash, including foreign cash of \$611,131 (cost \$595,191)	1,352,405
Receivable for distributions from investments	10,339,202
Dividends receivable	2,532
Prepaid expenses and other assets	10,493
<b>Total Assets</b>	<b>409,379,976</b>

**Liabilities:**

Payable for investments purchased	633,333
Deferred income tax liability	1,120,790
Accrued expenses:	
Investment advisory and management fees	228,459
Administrative fees	65,274
Other	193,810
<b>Total Liabilities</b>	<b>2,241,666</b>

**Commitments and contingencies (see Note 3)**

-

**Net Assets** **\$ 407,138,310**

**Net Assets Represent:**

Paid-in capital	\$ 301,223,136
Distributable earnings	105,915,174

**Net Assets** **\$ 407,138,310**

*** Investments at cost	\$301,639,185
Units outstanding	22,702,190
Net asset value, offering and redemption price per Unit	\$17.93

AMG Pantheon Master Fund, LLC  
 Consolidated Statement of Operations  
 For the fiscal year ended March 31, 2021

**Investment Income:**

Dividend income	\$ 2,660,378
<b>Total investment income</b>	<b>2,660,378</b>

**Expenses:**

Investment advisory and management fees	1,866,457
Administrative fees	530,476
Professional fees	1,008,008
Custody fees	153,166
Directors fees and expenses	42,634
Reports to Investors	8,351
Transfer agent fees	123
Miscellaneous expenses	14,452
Recoupment of prior expense reimbursements	548,124
<b>Total expenses before offsets</b>	<b>4,171,791</b>

Fee waiver	(9,792)
<b>Net expenses</b>	<b>4,161,999</b>

<b>Net investment loss</b>	<b>(1,501,621)</b>
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**Net Realized and Unrealized Gain (Loss):**

Capital gain distributions received	16,819,398
Net realized gain from foreign currency transactions	68,168
Net change in unrealized appreciation/depreciation of investments	77,828,656
Deferred income tax expense	(1,120,790)
Net change in unrealized appreciation/depreciation of investments, net of taxes	76,707,866
Net change in unrealized appreciation/depreciation of foreign currency translations	15,940
<b>Net realized and unrealized gain</b>	<b>93,611,372</b>
<b>Net increase in net assets resulting from operations</b>	<b>\$ 92,109,751</b>

AMG Pantheon Master Fund, LLC  
Consolidated Statements of Changes in Net Assets  
For the fiscal years ended March 31, 2021 and March 31, 2020

	For the fiscal year ended March 31, 2021	For the fiscal year ended March 31, 2020
<b>Increase (Decrease) in Net Assets Resulting From Operations:</b>		
Net investment loss	\$ (1,501,621)	\$ (605,675)
Net realized gain from investments	16,887,566	4,809,735
Net change in unrealized appreciation/depreciation of investments	76,723,806	1,703,345
Net increase in net assets resulting from operations	<u>92,109,751</u>	<u>5,907,405</u>
<b>Distributions to Investors</b>	<u>(3,141,732)</u>	<u>(6,901,065)</u>
<b>Capital Unit Transactions:<sup>1</sup></b>		
Net increase from capital Unit transactions	<u>121,529,508</u>	<u>78,058,693</u>
Total increase in net assets	<u>210,497,527</u>	<u>77,065,033</u>
<b>Net Assets:</b>		
Beginning of year	<u>196,640,783</u>	<u>119,575,750</u>
End of year	<u>\$ 407,138,310</u>	<u>\$ 196,640,783</u>

<sup>1</sup> See Note 1(g) of the Notes to Consolidated Financial Statements.

AMG Pantheon Master Fund, LLC  
 Consolidated Statement of Cash Flows  
 For the fiscal year ended March 31, 2021

**Cash Flows from Operating Activities:**

Net increase in net assets resulting from operations	\$ 92,109,751
Adjustments to reconcile net increase in net assets resulting from operations to net cash used in operating activities:	
Net realized gain from investments	(16,819,398)
Net change in unrealized appreciation/depreciation of investments	(77,828,656)
Decrease in dividends receivable	32,316
Decrease in prepaid expenses and other assets	11,352
Increase in deferred income tax liability	1,120,790
Increase in investment advisory and management fees payable	98,831
Increase in administrative fees payable	31,775
Decrease in other accrued expenses	(43,902)
Purchases of investments	(83,092,969)
Distributions from investments	23,159,212
Net purchases of short-term investments	(55,823,499)
<b>Net cash used in operating activities</b>	<b>(117,044,397)</b>

**Cash Flows from Financing Activities:**

Proceeds from capital Unit transactions	118,387,776
<b>Net cash provided by financing activities</b>	<b>118,387,776</b>
Net increase in cash	1,343,379
Cash at beginning of year	9,026
<b>Cash at end of year</b>	<b>\$ 1,352,405</b>

**Supplemental Disclosure of Cash Flow Information**

**Non-Cash Transactions:**

Stock distributions received in-kind from investments	\$ 33,852
Reinvestment of capital gain distributions	\$ 3,141,732

# AMG Pantheon Master Fund, LLC

## Financial Highlights

For a Unit outstanding throughout each fiscal year

	2021*	For the fiscal years ended March 31,			2017
	2021*	2020*	2019	2018	2017
<b>Net Asset Value, Beginning of Year</b>	\$13.34	\$13.30	\$13.25	\$11.78	\$10.32
<b>Income (Loss) from Investment Operations:</b>					
Net investment loss <sup>1,2</sup>	(0.09)	(0.05)	(0.07)	(0.03)	(0.03)
Net realized and unrealized gain from investments	4.85	0.62	1.31	1.71	1.50
<b>Total from investment operations</b>	<b>4.76</b>	<b>0.57</b>	<b>1.24</b>	<b>1.68</b>	<b>1.47</b>
<b>Less Distributions to Investors from:</b>					
Net realized gain on investments	(0.17)	(0.53)	(1.19)	(0.21)	(0.01)
<b>Net Asset Value, End of Year</b>	<b>\$17.93</b>	<b>\$13.34</b>	<b>\$13.30</b>	<b>\$13.25</b>	<b>\$11.78</b>
<b>Total Return<sup>1</sup></b>	<b>35.90%</b>	<b>4.21%</b>	<b>10.09%</b>	<b>14.39%</b>	<b>14.27%</b>
<b>Ratio/Supplemental Data:</b>					
Ratio of net expenses to average net assets	1.56% <sup>3,4</sup>	1.48%	1.52%	1.12%	0.82%
Ratio of gross expenses to average net assets <sup>5</sup>	1.56% <sup>3,4</sup>	1.48%	1.70%	1.79%	2.24%
Ratio of net investment loss to average net assets <sup>1</sup>	(0.56%)	(0.38%)	(0.51%)	(0.24%)	(0.27%)
Portfolio turnover rate	0%	0%	59%	0% <sup>6</sup>	0% <sup>6</sup>
<b>Net assets, end of year (in thousands)</b>	<b>\$407,138</b>	<b>\$196,641</b>	<b>\$119,576</b>	<b>\$88,262</b>	<b>\$70,746</b>

\* Consolidated.

<sup>1</sup> Total return and net investment income would have been lower had certain expenses not been offset.

<sup>2</sup> Per Unit numbers have been calculated using average Units.

<sup>3</sup> Such ratio includes recoupment of waived/reimbursed fees from prior periods amounting to 0.21% for the fiscal year ended March 31, 2021.

<sup>4</sup> Ratio excludes the deferred income tax expense related to the unrealized gain or loss from the Subsidiary Fund. For the year ended March 31, 2021, this amount was a tax expense of 0.42% of average net assets.

<sup>5</sup> Excludes the impact of expense reimbursements or fee waivers and expense reductions, but includes expense recoupments and non-reimbursable expenses, if any, such as interest and taxes.

<sup>6</sup> Less than 0.5%.

AMG Pantheon Master Fund, LLC  
Notes to Consolidated Financial Statements  
March 31, 2021

## 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

AMG Pantheon Master Fund, LLC (the “Master Fund”) is organized as a Delaware limited liability company and is registered under the Investment Company Act of 1940, as amended (the “1940 Act”), as a closed-end, non-diversified management investment company. The Master Fund's investment objective is to seek long-term capital appreciation. The Master Fund expects to invest primarily in private equity investments, including primary and secondary investments in private equity, infrastructure, and other private asset funds (“Investment Funds”) and co-investments in portfolio companies.

The Master Fund offers a single class of units (“Units”) to “accredited investors” (as defined in Regulation D under the Securities Act of 1933, as amended (the “Securities Act”)) (the “Investors”), which may be purchased as of the first business day of each month at the Master Fund’s net asset value (“NAV”) per Unit. The Master Fund may, from time to time, offer to repurchase Units pursuant to written tenders by the Investors. Repurchases will be made at such times, in such amounts and on such terms as may be determined by the Master Fund’s Board of Directors (the “Board” or the “Directors”).

**BASIS OF CONSOLIDATION:** The accompanying consolidated financial statements of the Master Fund include the account of AMG Pantheon Subsidiary Fund, LLC (the “Subsidiary Fund”), which is a wholly-owned subsidiary of the Master Fund and is organized as a Delaware limited liability company. The Subsidiary Fund has the same investment objective and strategies as the Master Fund, and like the Master Fund is managed by Pantheon Ventures (US) LP (the “Investment Manager”). The Master Fund may invest up to 25% of its total assets in the Subsidiary Fund and the Subsidiary Fund permits the Master Fund to pursue its investment objective and strategies in a potentially tax-efficient manner and to satisfy regulated investment company tax requirements. Intercompany accounts and transactions have been eliminated. As of March 31, 2021, the Subsidiary Fund holds investments in the amount of \$15,946,563. The net assets of the Subsidiary Fund were \$15,954,871, which is 3.92% of the Master Fund's consolidated net assets.

The Master Fund’s consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”), including accounting and reporting guidance pursuant to Accounting Standards Codification Topic 946 applicable to investment companies. U.S. GAAP 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 consolidated financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates and such differences could be material. The following is a summary of significant accounting policies followed by the Master Fund in the preparation of its consolidated financial statements:

AMG Pantheon Master Fund, LLC  
Notes to Consolidated Financial Statements *(continued)*

- a. VALUATION OF INVESTMENTS:** Equity securities traded on a domestic or international securities exchange are valued at the last quoted sale price, or, lacking any sales, at the last quoted bid price. Equity securities traded on an international securities exchange and equity securities traded on NASDAQ or in a U.S. or non-U.S. over-the-counter market are valued at the market's official closing price, or, if there are no trades on the applicable date, at the last quoted bid price. In addition, if the applicable market does not offer an official closing price or if the official closing price is not representative of the overall market, equity securities traded on an international securities exchange and equity securities traded in a non-U.S. over-the-counter market are valued at the last quoted sales price. The Master Fund's listed equity investments are generally valued based on independent market quotations or prices or, if none, "evaluative" or other market based valuations provided by third-party pricing services approved by the Board.

Short-term debt obligations (debt obligations with maturities of one year or less at the time of issuance) that have 60 days or less remaining until maturity will be valued at amortized cost, provided that the amortized cost value is approximately the same as the fair value of the security valued without the use of amortized cost. Investments in other open-end registered investment companies are valued at their end of day NAV per share.

For direct investments and certain co-investments in portfolio companies, the Board primarily uses the market or income approach to estimate the fair value of private investments. The market approach utilizes prices and other relevant information generated by market transactions, type of security, size of the position, degree of liquidity, restrictions on the disposition, latest round of financing data, current financial position and operating results, among other factors.

Investment Funds and certain co-investments are generally based on the valuations provided by the general partners or managers of underlying fund investments as of the date investments are valued. If a valuation provided by general partners or managers of the underlying fund investments is not available as of the date investments are valued, the Master Fund will value the Investment Fund or co-investment using the latest valuation provided by the general partners or managers of the underlying fund investments adjusted for transaction and market activity, if applicable. The valuations provided by the general partners or managers typically reflect the fair value of the Master Fund's capital account balance of each Investment Fund, including unrealized gains and losses, as reported in the financial statements of the respective Investment Fund. In reviewing these underlying valuations, the Board is advised by the Valuation Committee of the Investment Manager, who reviews the capital account balances and may adjust the value of each Master Fund investment.

The values assigned to investments that are fair valued are based on available information and do not necessarily represent amounts that might ultimately be realized in the future, since such amounts depend on future developments inherent in long-term

## AMG Pantheon Master Fund, LLC

### Notes to Consolidated Financial Statements *(continued)*

investments. Because of the inherent uncertainty of valuation, those estimated values may differ significantly from the values that would have been used had a ready market for the investments existed, and the differences could be material. The Board is presented with a monthly analysis showing all outstanding investments fair valued by the Investment Manager, including a comparison with the prior month end.

U.S. GAAP defines fair value as the price that a fund would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP also establishes a framework for measuring fair value, and a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Master Fund. Unobservable inputs reflect the Master Fund's own assumptions about the assumptions that market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. Each investment is assigned a level based upon the observability of the inputs which are significant to the overall valuation.

The three-tier hierarchy of inputs is summarized below:

Level 1 – inputs are quoted prices in active markets for identical investments (e.g., listed equity securities, open-end investment companies)

Level 2 – other observable inputs (including, but not limited to: quoted prices for similar assets or liabilities in markets that are active, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the assets or liabilities (such as interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates) or other market corroborated inputs) (e.g., debt securities, government securities, foreign currency exchange contracts, foreign securities utilizing international fair value pricing, broker-quoted securities, fair valued securities with observable inputs)

Level 3 – inputs are significant unobservable inputs (including the Master Fund's own assumptions used to determine the fair value of investments) (e.g., fair valued securities with unobservable inputs)

Changes in inputs or methodologies used for valuing investments may result in a transfer in or out of levels within the fair value hierarchy. The inputs or methodologies used for valuing investments may not necessarily be an indication of the risk associated with investing in those investments.

AMG Pantheon Master Fund, LLC  
Notes to Consolidated Financial Statements *(continued)*

- b. SECURITY TRANSACTIONS:** Security transactions are accounted for as of the trade/effective date. Realized gains and losses on securities sold are determined on the basis of identified cost. The payable for investments purchased for security transactions with an original settlement period of over one year are reflected at net present value.
- c. INVESTMENT INCOME AND EXPENSES:** Dividend income is recorded on the ex-dividend date. Dividend and interest income on foreign securities is recorded gross of any withholding tax. Interest income, which includes amortization of premium and accretion of discount on debt securities, is accrued as earned. Non-cash dividends included in dividend income, if any, are reported at the fair market value of the securities received. Distributions from Investment Funds and co-investments occur at irregular intervals and the exact timing of distribution from the Investment Funds and co-investments cannot be determined. The classification of income received from the Investment Funds and co-investments are based on the investment distribution notices received from the investment's general partner or investment manager. Expenses are recorded on an accrual basis.
- d. DIVIDENDS AND DISTRIBUTIONS:** The Master Fund distributions resulting from either net investment income or realized net capital gains, if any, will normally be declared and paid at least annually as described in the Master Fund's registration statement. Distributions to Investors are recorded on the ex-dividend date. Distributions are determined in accordance with federal income tax regulations, which may differ from net investment income and net realized capital gains for financial statement purposes (U.S. GAAP). Differences may be permanent or temporary. Permanent differences, including book tax differences relating to Investors' distributions, are reclassified among capital accounts in the consolidated financial statements to reflect their tax character. Temporary differences arise when certain items of income, expense and gain or loss are recognized in different periods for financial statement and tax purposes; these differences will reverse at some time in the future. As of September 30, 2020, the Master Fund had permanent differences relating to the tax treatment of its investments in the Subsidiary Fund and certain investment partnerships. The Master Fund had temporary differences relating to organization and offering costs, qualified late year ordinary loss deferral and differences between book and tax treatment of investments in certain investment partnerships.

The tax character of distributions paid during the tax years ended September 30, 2020 and September 30, 2019 was as follows:

<b>Distributions paid from:</b>	<b>2020</b>	<b>2019</b>
Ordinary income	-	-
Long-term capital gains	\$ 6,901,065	\$ 9,569,765
Total	<u>\$ 6,901,065</u>	<u>\$ 9,569,765</u>

AMG Pantheon Master Fund, LLC  
Notes to Consolidated Financial Statements *(continued)*

As of September 30, 2020, the components of accumulated earnings on a tax basis were as follows:

Undistributed net investment income	\$ -
Undistributed long-term capital gains	\$ 1,723,274
Late year loss deferral	\$ (1,056,349)

Based on the approximate cost of investments for federal income tax purposes at September 30, 2020, of \$208,422,322, the Master Fund's aggregate gross unrealized appreciation and depreciation were \$47,214,761 and \$(2,353,103) respectively, resulting in net unrealized appreciation of \$44,861,658.

- e. FEDERAL TAXES:** The Master Fund qualifies as an investment company and intends to comply with the requirements under Subchapter M of the Internal Revenue Code of 1986, as amended (the "IRC"), and to distribute substantially all of its taxable income and gains to its Investors and to meet certain diversification and income requirements with respect to investment companies. Therefore, no provision for federal income or excise tax is included in the accompanying consolidated financial statements. If the Master Fund were to fail to meet the requirements of Subchapter M of the IRC to qualify as a regulated investment company, and if the Master Fund were ineligible to or otherwise were not to cure such failure, the Master Fund would be subject to tax on its taxable income at corporate rates, whether or not distributed to its Investors, and all distributions out of income and profits would be taxable to Investors as ordinary income. In addition, the Master Fund could be required to recognize unrealized gains, pay substantial taxes and interest and make substantial distributions before requalifying as a regulated investment company that is accorded special tax treatment under Subchapter M of the IRC.

Additionally, based on the Master Fund's understanding of the tax rules and rates related to income, gains and transactions for the foreign jurisdictions in which it invests, the Master Fund will provide for foreign taxes, and where appropriate, deferred foreign taxes.

The Master Fund's tax year end is September 30. Management has analyzed the Master Fund's tax positions as of March 31, 2021, and for all open tax years (generally, the three prior taxable years), and has concluded that no provision for federal income tax is required in the Master Fund's consolidated financial statements. Additionally, the Master Fund is not aware of any tax position for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next twelve months.

The Subsidiary Fund is subject to U.S. federal and state income taxes. This taxable entity is not consolidated for income tax purposes and may generate income tax assets or liabilities that reflect the net tax effect of temporary differences between the carrying

AMG Pantheon Master Fund, LLC  
Notes to Consolidated Financial Statements *(continued)*

amount of the assets and liabilities for financial reporting and tax purposes and tax loss carryforwards.

The Subsidiary Fund recorded a provision for income tax expense (benefit) for the year ended March 31, 2021. This provision for income tax expense (benefit) is comprised of the following current and deferred income tax expense (benefit):

	<u>Current</u>	<u>Deferred</u>	<u>Total</u>
Tax expense/(benefit)	-	\$ 1,120,790	\$ 1,120,790
Valuation allowance	-	-	-
	<u>-</u>	<u>\$ 1,120,790</u>	<u>\$ 1,120,790</u>

Components of the Subsidiary Fund's deferred tax assets and liabilities as of March 31, 2021 are as follows:

**Deferred Tax Assets:**

Net Operating Loss Carryforward \$ 38,072

**Less Deferred Tax Liabilities:**

Unrealized appreciation on investments (1,158,862)

Total net deferred tax asset/(liability) before valuation allowance (1,120,790)

Less: Valuation Allowance -

Net deferred tax asset/(liability) \$ (1,120,790)

Net operating loss carryforwards are available to offset future taxable income of the Subsidiary Fund subject to limitations. Prior to the passing of the Coronavirus Aid, Relief, and Economic Security ("CARES") Act on March 27, 2020, these net operating losses would have been limited to 80% of federal taxable income generated in the year these net operating losses are eligible to be utilized. The CARES Act delays the application of the 80% net operating loss limitation to tax years ending September 30, 2022 and beyond. For the tax year ended September 30, 2019, the tax year ended September 30, 2020, and the six month period ended March 31, 2021, the Subsidiary Fund has net operating loss and tentative net operating loss carryforward balances as follows. These net operating losses are carried forward indefinitely.

<b>Net Operating Loss</b>	<b>Amount</b>
September 30, 2019	\$ 130,220
September 30, 2020	30,444
March 31, 2021	<u>20,632</u>
	<u>\$ 181,296</u>

AMG Pantheon Master Fund, LLC  
Notes to Consolidated Financial Statements *(continued)*

Total income tax (current and deferred) is computed by applying the federal statutory income tax rate of 21% and estimated applicable state tax statutory rates (net of federal tax benefit) to net investment income and realized and unrealized gains/(losses) on investments before taxes for the year ended March 31, 2021 as follows:

Income tax expense at statutory rate of 21%	\$ 1,152,328
Valuation allowance changes affecting the provision for income tax	<u>(31,538)</u>
Total income tax expense	<u>\$ 1,120,790</u>

The Subsidiary Fund recognizes the tax benefits of uncertain tax positions only where the position is “more likely than not” to be sustained assuming examination by tax authorities. Management has analyzed the Subsidiary Fund’s tax positions, and has concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions taken on U.S. tax returns and state tax returns filed since inception of the Subsidiary Fund. The Subsidiary Fund is not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next 12 months.

- f. **CAPITAL LOSS CARRYOVERS AND DEFERRALS:** As of September 30, 2020, the Master Fund had no capital loss carryovers for federal income tax purposes. Should the Master Fund incur net capital losses for the tax year ended September 30, 2021, such amounts may be used to offset future realized capital gains for an unlimited time period and retain their character as short-term and/or long-term.
- g. **CAPITAL STOCK:** The Master Fund’s Limited Liability Company Agreement authorizes an issuance of an unlimited number of Units, without par value. The Master Fund records sales and repurchases of its capital stock on the trade date.

For the fiscal years ended March 31, 2021 and March 31, 2020, the Master Fund’s capital Unit transactions were as follows:

	March 31, 2021		March 31, 2020	
	Units	Amount	Units	Amount
Proceeds from sale of Units	7,752,557	\$ 118,387,776	5,938,491	\$ 80,353,579
Reinvestment of dividends	203,480	3,141,732	504,833	6,901,065
Cost of Units tendered	–	–	(686,149)	(9,195,951)
Net increase	<u>7,956,037</u>	<u>\$ 121,529,508</u>	<u>5,757,175</u>	<u>\$ 78,058,693</u>

## AMG Pantheon Master Fund, LLC

### Notes to Consolidated Financial Statements *(continued)*

At March 31, 2021, one affiliated Investor of record, AMG Pantheon Fund, LLC (the “Feeder Fund”), owned 66% of the Master Fund’s net assets and one unaffiliated Investor owned 34% of the Master Fund’s net assets. Transactions by these Investors may have a material impact on the Master Fund.

- h. CASH AND CASH HELD IN ESCROW:** Cash consists of monies held at The Bank of New York Mellon (the “Custodian” or “BNYM”). Such cash, at times, may exceed federally insured limits. The Master Fund has not experienced any losses in such accounts and does not believe it is exposed to any significant credit risk on such accounts. There are no restrictions on the cash held by the Master Fund’s Custodian. Cash held in escrow represents monies received in advance of the effective date of an Investor’s subscription. The monies are deposited with the Master Fund’s transfer agent, and will be released from escrow on the effective date of the subscription. There was no cash held in escrow at March 31, 2021.
- i. REPURCHASE AGREEMENTS AND JOINT REPURCHASE AGREEMENTS:** The Master Fund may enter into third-party joint repurchase agreements for temporary cash management purposes and third-party joint repurchase agreements for reinvestment of cash collateral on securities lending transactions under the securities lending program offered by BNYM (the “Program”) (collectively, “Repurchase Agreements”). The value of the underlying collateral, including accrued interest, must equal or exceed the value of the Repurchase Agreement during the term of the agreement. For joint repurchase agreements, the Master Fund participates on a pro rata basis with other clients of BNYM in its share of the underlying collateral under such joint repurchase agreements and in its share of proceeds from any repurchase or other disposition of the underlying collateral. The underlying collateral for all Repurchase Agreements is held in safekeeping by the Master Fund’s Custodian or at the Federal Reserve Bank. If the seller defaults and the value of the collateral declines, or if bankruptcy proceedings commence with respect to the seller of the security, realization of the collateral by the Master Fund may be delayed or limited. Pursuant to the Program, the Master Fund is indemnified for such losses by BNYM on joint repurchase agreements. As of March 31, 2021, and during the year ended March 31, 2021, the Master Fund did not transact in any joint repurchase agreements.
- j. FOREIGN CURRENCY TRANSLATION:** The books and records of the Master Fund are maintained in U.S. dollars. The value of investments, assets and liabilities denominated in currencies other than U.S. dollars is translated into U.S. dollars based upon current foreign exchange rates. Purchases and sales of foreign investments, income and expenses are converted into U.S. dollars based on currency exchange rates prevailing on the respective dates of such transactions. Net realized and unrealized gain (loss) on foreign currency transactions represents: (1) foreign exchange gains and losses from the sale and holdings of foreign currencies; (2) gains and losses between trade date and settlement date on investment securities transactions and foreign currency exchange

# AMG Pantheon Master Fund, LLC

## Notes to Consolidated Financial Statements *(continued)*

contracts; and (3) gains and losses from the difference between amounts of interest and dividends recorded and the amounts actually received.

The Master Fund does not isolate the net realized and unrealized gain or loss resulting from changes in exchange rates from the fluctuations in market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss on investments.

## **2. AGREEMENTS AND TRANSACTIONS WITH AFFILIATES**

Each of the Master Fund and Subsidiary Fund has entered into an investment management agreement with the Investment Manager, a limited partnership organized under the laws of the State of Delaware and registered as an investment adviser under the Investment Advisers Act of 1940, as amended. Affiliated Managers Group, Inc. (“AMG”) indirectly owns a majority of the interests of the Investment Manager. Investment management fees are paid directly by each of the Master Fund and the Subsidiary Fund to the Investment Manager at the annual rate of 0.70% of the net assets of the Master Fund and Subsidiary Fund, respectively, as of the end of each month, determined before giving effect to the accrual of the investment management fee being calculated or to any purchases or repurchases of interests of the Master Fund and Subsidiary Fund or any distributions by the Master Fund and Subsidiary Fund. The Investment Manager has agreed to waive the portion of the management fee that the Investment Manager otherwise would have been entitled to receive with respect to any particular month from the Master Fund in an amount equal to the investment management fee paid to the Investment Manager under the Subsidiary Fund’s investment management agreement with the Investment Manager with respect to such month. During the year ended March 31, 2021, the Investment Manager waived investment management fees payable by the Master Fund in the amount of \$9,792.

The Investment Manager has entered into an Expense Limitation and Reimbursement Agreement with the Master Fund to pay, waive, or reimburse the Master Fund’s expenses such that the aggregate of Master Fund’s total annual operating expenses and the Subsidiary Fund’s total annual operating expenses (exclusive of certain “Excluded Expenses” listed below) do not exceed 0.75% per annum of the Master Fund’s net assets as of the end of each calendar month (the “Expense Cap”). “Excluded Expenses” is defined to include (i) the investment management fees paid by the Master Fund and the Subsidiary Fund and any payments made by the Master Fund in respect of any investment management fee that had been previously waived by the Investment Manager; (ii) fees, expenses, allocations, carried interests, etc. of the private equity investment funds and co-investments in portfolio companies in which the Master Fund and the Subsidiary Fund invest (including all acquired fund fees and expenses); (iii) transaction costs, including legal costs and brokerage commissions, of the Master Fund and the Subsidiary Fund associated with the acquisition and disposition of primary interests, secondary interests, co-investments, exchange traded fund investments, and other investments; (iv) interest payments incurred by the Master Fund and the Subsidiary Fund; (v) fees and expenses incurred in connection with any credit facilities obtained by the Master Fund and the Subsidiary Fund;

## AMG Pantheon Master Fund, LLC

### Notes to Consolidated Financial Statements *(continued)*

(vi) taxes of the Master Fund and the Subsidiary Fund; (vii) extraordinary expenses (as determined in the sole discretion of the Investment Manager) of the Master Fund and the Subsidiary Fund; (viii) fees and expenses billed directly to the Subsidiary Fund by any accounting firm for auditing, tax and other professional services provided to the Subsidiary Fund; and (ix) fees and expenses paid by the Subsidiary Fund for custody and fund administration services provided to the Subsidiary Fund. To the extent that the Master Fund's total annual operating expenses for any month exceed the Expense Cap, the Investment Manager will pay, waive, or reimburse the Master Fund for expenses to the extent necessary to eliminate such excess.

The Master Fund will be obligated to pay the Investment Manager all amounts previously paid, waived, or reimbursed by the Investment Manager with respect to the Master Fund and the Subsidiary Fund pursuant to such Expense Cap, provided that (a) the amount of such additional payment in any year, together with all expenses of the Master Fund and the Subsidiary Fund, in the aggregate, would not cause the aggregate of the Master Fund's total annual operating expenses and the Subsidiary Fund's total annual operating expenses, exclusive of Excluded Expenses, in any such year to exceed the amount of the Expense Cap, (b) the amount of such additional payment shall be borne pro rata by all Master Fund unitholders and (c) no additional payments by the Master Fund will be made with respect to amounts paid, waived, or reimbursed by the Investment Manager more than thirty-six (36) months after the date the Master Fund accrues a liability with respect to such amounts paid, waived, or reimbursed by the Investment Manager. The Expense Limitation and Reimbursement Agreement shall continue until such time that the Investment Manager ceases to be the investment manager of the Master Fund or upon mutual agreement between the Investment Manager and the Master Fund's Board. The investment advisory and management fees payable in the Consolidated Statement of Assets and Liabilities are inclusive of amounts owed to the Investment Manager under the Expense Limitation and Reimbursement Agreement.

For the fiscal year ended March 31, 2021, the Master Fund recouped \$548,124 of previous reimbursements, and at March 31, 2021, the Master Fund does not have any reimbursements subject to recoupment.

The Master Fund has entered into an Administration Agreement under which AMG Funds LLC, a subsidiary and the U.S. retail distribution arm of AMG, serves as the Master Fund's administrator (the "Administrator") and is responsible for all non-portfolio management aspects of managing the Master Fund's operations, including administration and Investor services to the Master Fund, its Investors, and certain institutions, such as broker-dealers and registered investment advisers, that advise or act as an intermediary with the Master Fund's Investors. The Master Fund pays a fee to the Administrator at the rate of 0.20% per annum of the Master Fund's average monthly net assets, with a minimum annual fee of \$344,000 for these services.

The Board provides supervision of the affairs of the Feeder Fund, the Master Fund, the Subsidiary Fund and other trusts within the AMG Funds family of mutual funds. The Directors of the Master Fund who are not affiliated with the Investment Manager receive an annual retainer

# AMG Pantheon Master Fund, LLC

## Notes to Consolidated Financial Statements *(continued)*

and per meeting fees for regular, special and telephonic meetings, and they are reimbursed for out-of-pocket expenses incurred while carrying out their duties as Board members. The Chairperson of the Board and the Audit Committee Chair receive additional annual retainers. The Directors' fees and expenses are split evenly between the Master Fund and the Feeder Fund. Certain Directors and Officers of the Master Fund are Officers and/or Directors of the Feeder Fund, the Subsidiary Fund, the Administrator, the Investment Manager and AMG.

### **3. INVESTMENTS IN PRIVATE EQUITY AND INVESTMENT FUNDS**

Private equity investments are typically made in non-public companies through privately negotiated transactions. Private equity investments may be structured using a range of financial instruments, including common and preferred equity, convertible securities, subordinated debt and warrants or other derivatives.

Investment Funds, often organized as limited partnerships, are the most common vehicles for making private equity investments. In such Investment Funds, investors usually commit to provide up to a certain amount of capital when requested by the Investment Fund's manager or general partner. The general partner then makes private equity investments on behalf of the Investment Fund. The Investment Fund's investments are usually realized, or "exited", after a three- to seven-year holding period through a private sale, an initial public offering (IPO) or a recapitalization. Proceeds of such exits are then distributed to the Investment Fund's investors. The Investment Funds themselves typically have a term of ten to twelve years. The Investment Funds in which the Master Fund invests may charge a management fee of 1.00% - 2.00% and approximately 20% of net profits as a carried interest allocation, subject to a preferred return and a claw back. Detailed information about the Investment Funds' portfolios is not publicly available.

Some of the investments that the Investment Manager will consider with respect to the Master Fund include:

- Primary Private Investment Funds: Primary investments (primaries) are interests or investments in newly established Investment Funds that are typically acquired by way of subscription during their fundraising period. Primary investors subscribe for interests during an initial fundraising period, and their capital commitments are then used to fund investments in a number of individual operating companies during a defined investment period. The investments of the fund are usually unknown at the time of commitment, and investors typically have little or no ability to influence the investments that are made during the fund's life.
- Secondary Private Investment Funds: Secondary investments (secondaries) are interests in existing private equity funds that are typically acquired from existing investors in such Investment Funds in privately negotiated transactions, typically after the end of the private equity fund's fundraising period.

# AMG Pantheon Master Fund, LLC

## Notes to Consolidated Financial Statements *(continued)*

- Direct Investments/Co-Investments: Direct investments involve acquiring (directly or indirectly) an interest in securities issued by an operating company. Co-investments represent opportunities to separately invest in specific portfolio companies that are otherwise represented in an Investment Fund. Such investments are typically made as co-investments alongside Investment Funds, and are usually structured such that the lead investor holds a controlling interest. Co-investments are typically offered to Investment Fund investors when the Investment Fund manager believes that there is an attractive investment for the Investment Fund but the total size of the potential holding exceeds the targeted size for the Investment Fund. Direct investments and co-investments, unlike investments in Investment Funds, generally do not bear an additional layer of fees and bear significantly reduced fees.

A listing of the Co-Investments, Primary Private Investment Funds and Secondary Private Investment Funds held by the Master Fund and their attributes, as of March 31, 2021, is shown in the table below.

Investment Category	Fair Value	Unfunded Commitments	Remaining life*	Redemption frequency	Notice (In days)	Redemption Restrictions
Buyout <sup>(a)</sup>	\$ 198,570,526	\$ 21,458,762**	1-10 years	Not Redeemable	N/A	N/A
Growth Equity <sup>(b)</sup>	\$ 54,453,654	\$ 2,577,686	1-6 years	Not Redeemable	N/A	N/A
Infrastructure <sup>(c)</sup>	\$ 10,265,957	\$ 1,430,280	1-6 years	Not Redeemable	N/A	N/A
Private Debt <sup>(d)</sup>	\$ 15,993,697	\$ 6,364,044	1-13 years	Not Redeemable	N/A	N/A
Real Assets <sup>(e)</sup>	\$ 4,363,000	\$ 2,836,923	1-13 years	Not Redeemable	N/A	N/A
Special Situations <sup>(f)</sup>	\$ 11,481,048	\$ 3,875,100	1-12 years	Not Redeemable	N/A	N/A
<b>Total</b>	<b>\$ 295,127,882</b>	<b>\$ 38,542,795</b>				

<sup>(a)</sup> Funds that acquire controlling interests in companies with a view towards later selling those companies or taking them public.

<sup>(b)</sup> Funds that invest in later-stage, pre-IPO companies.

<sup>(c)</sup> Funds that generally invest in long-term assets that provide stable cash flows with growth initiatives.

<sup>(d)</sup> Funds that invest in senior secured lending, mezzanine financing, as well as more opportunistic debt strategies such as distressed for control.

<sup>(e)</sup> Private equity funds that invest in target investments in infrastructure, renewables & energy infrastructure, natural resources, and asset-backed strategies.

<sup>(f)</sup> Particular circumstances that influence investment based on the situation, rather than its underlying fundamentals.

\* Co-Investments do not have contractual lives and generally terminate after the underlying investment is sold. Years shown below are reflective of the remaining lives of Primary Private Investment Funds and Secondary Private Investment Funds.

\*\* As of the fiscal year ended March 31, 2021, the unfunded commitment amount includes an unfunded commitment to MIC Capital Partners III Parallel (Cayman) LP, a Secondary Investment Fund of \$4,272,788. The first call was effective on April 14, 2021.

AMG Pantheon Master Fund, LLC  
Notes to Consolidated Financial Statements *(continued)*

#### **4. PURCHASES AND SALES OF SECURITIES**

Purchases of securities (excluding short-term and U.S. Government obligations) for the fiscal year ended March 31, 2021 were \$84,027,938. There were no sales of securities and no purchases or sales of U.S. Government obligations for the Master Fund.

#### **5. PORTFOLIO SECURITIES LOANED**

The Master Fund participates in the Program providing for the lending of securities to qualified brokers. Securities lending income includes earnings of such temporary cash investments, plus or minus any rebate to a borrower. These earnings (after any rebate) are then divided between BNYM, as a fee for its services under the Program, and the Master Fund, according to agreed-upon rates. Collateral on all securities loaned is accepted in cash or U.S. Government and Agency Obligations. Collateral is maintained at a minimum level of 102% of the market value, plus interest, if applicable, of investments on loan. It is the Master Fund's policy to obtain additional collateral from or return excess collateral to the borrower by the end of the next business day, following the valuation date of the securities loaned. Therefore, the value of the collateral held may be temporarily less than the value of the securities on loan. Lending securities entails a risk of loss to the Master Fund if and to the extent that the market value of the securities loaned were to increase and the borrower did not increase the collateral accordingly, and the borrower fails to return the securities. Under the terms of the Program, the Master Fund is indemnified for such losses by BNYM. Cash collateral is held in a separate omnibus account managed by BNYM, who is authorized to exclusively enter into joint repurchase agreements. Securities collateral is held in separate omnibus accounts managed by BNYM that cannot be sold or pledged. BNYM bears the risk of any deficiency in the amount of the cash collateral available for return to the borrower due to any loss on the collateral invested. Loans of securities are terminable at any time and the borrower, after notice, is required to return borrowed securities as soon as is practical, which is normally within three business days. As of March 31, 2021, and during the year ended March 31, 2021, the Master Fund had no securities out on loan.

#### **6. FOREIGN SECURITIES**

The Master Fund invests in Investment Funds and certain co-investments of foreign entities and in instruments denominated in foreign currencies which involve risks not typically associated with investments in domestic securities. Non-domestic securities carry special risks, such as exposure to currency fluctuations, less developed or less efficient trading markets, political instability, a lack of company information, differing auditing and legal standards, and, potentially, less liquidity. The Master Fund's investments in emerging market countries are exposed to additional risks. The Master Fund's performance will be influenced by political, social and economic factors affecting companies in emerging market countries. Emerging market countries generally have economic structures that are less diverse and mature, and political systems that are less stable, than those of developed countries. Realized gains in certain countries may be

# AMG Pantheon Master Fund, LLC

## Notes to Consolidated Financial Statements *(continued)*

subject to foreign taxes at the Master Fund level and the Master Fund would pay such foreign taxes at the appropriate rate for each jurisdiction.

### **7. COMMITMENTS AND CONTINGENCIES**

Under the Master Fund's organizational documents, its Directors and Officers are indemnified against certain liabilities arising out of the performance of their duties to the Master Fund. In addition, in the normal course of business, the Master Fund may enter into contracts and agreements that contain a variety of representations and warranties, which may provide general indemnifications. The maximum exposure to the Master Fund under these arrangements is unknown, as this would involve future claims that may be made against the Master Fund that have not yet occurred.

### **8. MASTER NETTING AGREEMENTS**

The Master Fund may enter into master netting agreements with its counterparties for the securities lending program, and Repurchase Agreements, which provide the right, in the event of default (including bankruptcy or insolvency) for the non-defaulting party to liquidate the collateral and calculate net exposure to the defaulting party or request additional collateral. For financial reporting purposes, the Master Fund does not offset financial assets and financial liabilities that are subject to master netting agreements in the Consolidated Statement of Assets and Liabilities. For securities lending transactions, see Note 5. At March 31, 2021, the Master Fund had no open repurchase agreements that were subject to a master netting agreement.

### **9. FINANCIAL AND OTHER RISK FACTORS**

An investment in the Master Fund involves significant risks, including industry risk, liquidity risk and economic conditions risk, that should be carefully considered prior to investing and should only be considered by persons financially able to maintain their investment and who can afford a loss of a substantial part or all of such investment.

The Master Fund intends to invest a substantial portion of its available capital in private equity securities including investments in private equity, infrastructure, and other private asset funds. These investments are generally restricted securities that are subject to substantial holding periods and are not traded in public markets so that the Master Fund may not be able to resell some of its holdings for extended periods, which may be several years. As a non-diversified fund, the Master Fund may have a concentration of investments in a limited number of portfolio securities. The Master Fund may also have a concentration of investments in a particular sector. Investment performance of the sector may have a significant impact on the performance of the Master Fund. The Master Fund's investments are also subject to the risk associated with investing in private equity securities. Private equity securities are illiquid and can be subject to various restrictions on resale. There can be no assurance that the Master Fund will be able to realize the value of any private equity investments in a timely manner. Additionally, Investment

## AMG Pantheon Master Fund, LLC

### Notes to Consolidated Financial Statements *(continued)*

Funds are generally closed-end private equity partnerships with no right to withdraw prior to the termination of the partnership. The frequency of withdrawals is dictated by the governing documents of the Investment Funds.

The COVID-19 pandemic has caused significant uncertainty and disruption in the global economy and financial markets that have impacted the operations and financial condition of the Master Fund and its underlying portfolio investments, and will continue to do so for some time. The effects of the pandemic on the core businesses of the Master Fund's investments and the resulting valuation effects will take time to manifest. Some of these companies may be harmed financially from the pandemic, while others may benefit financially. The Master Fund is unable to predict the full impact that COVID-19 will have on the Master Fund's operations and financial condition because of uncertainties about the duration and severity of the pandemic and its effects on the Master Fund's portfolio investments.

Units in the Master Fund provide limited liquidity because repurchases of Units are subject to approval of the Master Fund's Board. Therefore, an investment in the Master Fund is suitable only for investors who can bear the risks associated with limited liquidity of their investments and an investment in the Master Fund should be viewed as a long-term investment. No guarantee or representation is made that the investment objective will be met. A discussion of the risks associated with an investment in the Master Fund is provided in the Feeder Fund's Prospectus and Statement of Additional Information.

#### **10. SUBSEQUENT EVENTS**

Subsequent events after March 31, 2021, have been evaluated through the date at which the consolidated financial statements were issued and the Master Fund has determined that no material events or transactions occurred.

#### **11. CHANGE IN INDEPENDENT ACCOUNTANT (unaudited)**

On February 18, 2021, PricewaterhouseCoopers LLP ("PwC") resigned as the independent registered public accountants of the Master Fund. On February 18, 2021, the Audit Committee of the Board of the Master Fund accepted and recommended that the Board accept the resignation of PwC and approved and recommended that the Board approve the appointment of KPMG LLP as the independent registered public accountants for the Master Fund for the fiscal year ending March 31, 2021. On February 19, 2021, PwC provided a letter confirming that the client-auditor relationship between the Master Fund and PwC had ceased.

For the fiscal years ended March 31, 2019 and March 31, 2020, PwC's audit reports contained no adverse opinion or disclaimer of opinion; nor were its reports qualified or modified as to uncertainty, audit scope, or accounting principles.

AMG Pantheon Master Fund, LLC  
Notes to Consolidated Financial Statements *(continued)*

Further, in connection with its audits for the fiscal years ended March 31, 2019 and March 31, 2020, and the subsequent interim period through February 18, 2021: (i) there were no “disagreements” with PwC of the kind described in paragraph (a)(1)(iv) of Item 304 of Regulation S-K, and (ii) there were no “reportable events” of the kind described in paragraph (a)(1)(v) of such Item 304.

The Master Fund provided PwC with a copy of the disclosure contained in this N-CSR and requested that PwC furnish the Master Fund with a letter addressed to the Securities & Exchange Commission (SEC) stating whether it agrees with the above statements and, if not, stating the respects in which it does not agree. A copy of PwC’s letter dated June 4, 2021 will be filed as Exhibit (a)(4) to the Master Fund’s N-CSR.

During the Master Fund’s two most recent fiscal years ended March 31, 2019 and March 31, 2020, and the subsequent interim period through February 18, 2021, neither the Master Fund nor anyone on its behalf consulted KPMG LLP regarding either: (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Master Fund’s consolidated financial statements, and neither a written report was provided to the Master Fund or oral advice was provided to the Master Fund that KPMG LLP concluded was an important factor considered by the Master Fund in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement or reportable event as defined in Regulation S-K, Item 304(a)(1)(iv) and Item 304(a)(1)(v), respectively.

# Report of Independent Registered Public Accounting Firm

**To the Board of Directors and Unitholders of AMG Pantheon Master Fund, LLC:**

## ***Opinion on the Financial Statements***

We have audited the accompanying consolidated statement of assets and liabilities of AMG Pantheon Master Fund, LLC (the Fund), including the consolidated schedule of investments, as of March 31, 2021, the related consolidated statements of operations and cash flows for the year then ended, the consolidated statement of changes in net assets for year then ended, and the related notes (collectively, the financial statements) and the financial highlights for the year then ended. In our opinion, the consolidated financial statements and financial highlights present fairly, in all material respects, the financial position of the Fund as of March 31, 2021, the results of its operations and its cash flows for the year then ended, the changes in its net assets for the year then ended, and the financial highlights for the year then ended, in conformity with U.S. generally accepted accounting principles. The consolidated statement of changes in net assets for the year ended March 31, 2020, and the financial highlights for each of the years in the four year period ended March 31, 2020, were audited by other auditors. Those auditors expressed an unqualified opinion on the consolidated statement of changes in net assets and those financial highlights in their report dated June 26, 2020.

## ***Basis for Opinion***

These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights 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 statements and financial highlights are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statements and financial highlights, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements and financial highlights. Such procedures also included confirmation of investments owned as of March 31, 2021, by correspondence with the custodian, general partners or managers of underlying investments, or by other appropriate auditing procedures when replies were not received. 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 statements and financial highlights. We believe that our audit provide a reasonable basis for our opinion.

/s/KPMG LLP

We have served as the auditor of one or more AMG Funds investment companies since 2021.

New York, New York  
June 4, 2021

## AMG Pantheon Master Fund, LLC

### Other Tax Information (unaudited)

AMG Pantheon Master Fund, LLC hereby designates the maximum amount allowable of its net taxable income as qualified dividends as provided in the Jobs and Growth Tax Relief Reconciliation Act of 2003. The 2019/2020 Form 1099-DIV you received for the Fund showed the tax status of all distributions paid to you during the year.

Pursuant to section 852 of the Internal Revenue Code, AMG Pantheon Master Fund, LLC hereby designates \$6,901,065 as a capital gain distribution with respect to the taxable fiscal year ended September 30, 2020, or if subsequently determined to be different, the net capital gains of such year.

# AMG Pantheon Master Fund, LLC

## Directors and Officers (unaudited)

The Directors and Officers, their business addresses, principal occupations for the past five years and ages are listed below. The Directors provide broad supervision over the affairs of the Fund. The Directors are experienced executives who meet periodically throughout the year to oversee the Fund's activities, review contractual arrangements with companies that provide services to the Fund, and review the Fund's performance. Unless otherwise noted, the address of each Director or Officer is the address of the Fund: One Stamford Plaza, 263 Tresser Boulevard, Suite 949, Stamford, Connecticut 06901. There is no stated term of office for Directors. Directors serve until their resignation, retirement or removal in accordance with the Fund's organizational documents and policies adopted by the Board from time to time. The President, Treasurer and Secretary of the Fund are elected by the Directors annually. The Officers hold office at the pleasure of the Directors.

### Independent Directors

The following Directors are not "interested persons" of the Fund within the meaning of the 1940 Act:

Number of Funds Overseen in Fund Complex	Name, Age, Principal Occupation(s) During Past 5 Years and Other Directorships Held by Director
<ul style="list-style-type: none"> <li>• Director since 2014</li> <li>• Oversees 46 Funds in Fund Complex</li> </ul>	<b>Kurt A. Keilhacker, 57</b> Managing Partner, TechFund Europe (2000-Present); Managing Partner, TechFund Capital (1997-Present); Managing Partner, Elementum Ventures (2013-Present); Director, MetricStory, Inc. (2017-Present); Trustee, Wheaton College (2018-Present); Trustee, Gordon College (2001-2016); Board Member, 6wind SA (2002-2019).
<ul style="list-style-type: none"> <li>• Independent Chairman</li> <li>• Director since 2014</li> <li>• Oversees 46 Funds in Fund Complex</li> </ul>	<b>Eric Rakowski, 62</b> Professor of Law, University of California at Berkeley School of Law (1990-Present); Tax Attorney at Davis Polk & Wardwell and clerked for Judge Harry T. Edwards of the U.S. Court of Appeals for the District of Columbia Circuit and for Justice William J. Brennan Jr. of the U.S. Supreme Court; Director of Harding, Loevner Funds, Inc. (10 portfolios); Trustee of Third Avenue Trust (3 portfolios) (2002-2019); Trustee of Third Avenue Variable Trust (1 portfolio) (2002-2019).
<ul style="list-style-type: none"> <li>• Director since 2014</li> <li>• Oversees 46 Funds in Fund Complex</li> </ul>	<b>Victoria L. Sassine, 55</b> Adjunct Professor, Babson College (2007-Present); Director, Board of Directors, PRG Group (2017-Present); CEO, Founder, Scale Smarter Partners, LLC (2018-Present); Adviser, EVOFEM Biosciences (2019-Present); Chairperson, Board of Directors, Business Management Associates (2018-2019).

### Interested Directors

Number of Funds Overseen in Fund Complex	Name, Age, Principal Occupation(s) During Past 5 Years and Other Directorships Held by Director
<ul style="list-style-type: none"> <li>• Director since 2014</li> <li>• Oversees 46 Funds in Fund Complex</li> </ul>	<b>Christine C. Carsman, 69</b> Senior Policy Advisor, Affiliated Managers Group, Inc. (2019-Present); Chair of the Board of Directors, AMG Funds plc (2015-2018); Director, AMG Funds plc (2010-2018); Executive Vice President, Deputy General Counsel and Chief Regulatory Counsel, Affiliated Managers Group, Inc. (2017-2018); Senior Vice President and Deputy General Counsel, Affiliated Managers Group, Inc. (2011-2016); Senior Vice President and Chief Regulatory Counsel, Affiliated Managers Group, Inc. (2007-2011); Vice President and Chief Regulatory Counsel, Affiliated Managers Group, Inc. (2004-2007); Secretary and Chief Legal Officer, AMG Funds, AMG Funds I, AMG Funds II and AMG Funds III (2004-2011); Senior Counsel, Vice President and Director of Operational Risk Management and Compliance, Wellington Management Company, LLP; Director Emeritus of Harding, Loevner Funds, Inc. (0 portfolios) (2021-Present); Director of Harding, Loevner Funds, Inc. (9 portfolios) (2017-2020).

# AMG Pantheon Master Fund, LLC

## Directors and Officers *(continued)*

### Officers

Position(s) Held with Fund and Length of Time Served	Name, Age, Principal Occupation(s) During Past 5 Years
<ul style="list-style-type: none"> <li>• President since 2018</li> <li>• Principal Executive Officer since 2018</li> <li>• Chief Executive Officer since 2018</li> <li>• Chief Operating Officer since 2014</li> </ul>	<p><b>Keitha L. Kinne, 63</b>            Chief Operating Officer, AMG Funds LLC (2007-Present); Chief Investment Officer, AMG Funds LLC (2008-Present); President and Principal, AMG Distributors, Inc. (2018-Present); Chief Operating Officer, AMG Distributors, Inc. (2007-Present); President, Chief Executive Officer and Principal Executive Officer, AMG Funds, AMG Funds I, AMG Funds II, AMG Funds III and AMG Funds IV (2018-Present); Chief Operating Officer, AMG Funds, AMG Funds I, AMG Funds II, and AMG Funds III (2007-Present); Chief Operating Officer, AMG Funds IV (2016-Present); Chief Operating Officer and Chief Investment Officer, Aston Asset Management, LLC (2016); President and Principal Executive Officer, AMG Funds, AMG Funds I, AMG Funds II and AMG Funds III (2012-2014); Managing Partner, AMG Funds LLC (2007-2014); President and Principal, AMG Distributors, Inc. (2012-2014); Managing Director, Legg Mason &amp; Co., LLC (2006-2007); Managing Director, Citigroup Asset Management (2004-2006).</p>
<ul style="list-style-type: none"> <li>• Secretary and Chief Legal Officer since 2015</li> </ul>	<p><b>Mark J. Duggan, 56</b>            Managing Director and Senior Counsel, AMG Funds LLC (2021-Present); Senior Vice President and Senior Counsel, AMG Funds LLC (2015-2021); Secretary and Chief Legal Officer, AMG Funds, AMG Funds I, AMG Funds II, AMG Funds III and AMG Funds IV (2015-Present); Attorney, K&amp;L Gates, LLP (2009-2015).</p>
<ul style="list-style-type: none"> <li>• Chief Financial Officer since 2017</li> <li>• Treasurer since 2017</li> <li>• Principal Financial Officer since 2017</li> <li>• Principal Accounting Officer since 2017</li> </ul>	<p><b>Thomas G. Disbrow, 55</b>            Vice President, Mutual Fund Treasurer &amp; CFO, AMG Funds, AMG Funds LLC (2017-Present); Chief Financial Officer, Principal Financial Officer, Treasurer and Principal Accounting Officer, AMG Funds, AMG Funds I, AMG Funds II, AMG Funds III and AMG Funds IV (2017-Present); Managing Director - Global Head of Traditional Funds Product Control, UBS Asset Management (Americas), Inc. (2015-2017); Managing Director - Head of North American Funds Treasury, UBS Asset Management (Americas), Inc. (2011-2015).</p>
<ul style="list-style-type: none"> <li>• Deputy Treasurer since 2017</li> </ul>	<p><b>John A. Starace, 50</b>            Vice President, Mutual Fund Accounting, AMG Funds LLC (2021-Present); Director, Mutual Fund Accounting, AMG Funds LLC (2017-2021); Vice President, Deputy Treasurer of Mutual Funds Services, AMG Funds LLC (2014-2017); Deputy Treasurer, AMG Funds, AMG Funds I, AMG Funds II, AMG Funds III and AMG Funds IV (2017-Present); Vice President, Citi Hedge Fund Services (2010-2014); Audit Senior Manager (2005-2010) and Audit Manager (2001-2005), Deloitte &amp; Touche LLP.</p>
<ul style="list-style-type: none"> <li>• Chief Compliance Officer and Sarbanes-Oxley Code of Ethics Compliance Officer since 2019</li> </ul>	<p><b>Patrick J. Spellman, 47</b>            Vice President, Chief Compliance Officer, AMG Funds LLC (2017-Present); Chief Compliance Officer and Sarbanes-Oxley Code of Ethics Compliance Officer, AMG Funds, AMG Funds I, AMG Funds II, AMG Funds III and AMG Funds IV (2019-Present); Chief Compliance Officer, AMG Distributors, Inc., (2010-Present); Senior Vice President, Chief Compliance Officer, AMG Funds LLC (2011-2017); Anti-Money Laundering Compliance Officer, AMG Funds, AMG Funds I, AMG Funds II, and AMG Funds III (2014-2019); Anti-Money Laundering Officer, AMG Funds IV, (2016-2019); Compliance Manager, Legal and Compliance, Affiliated Managers Group, Inc. (2005-2011).</p>
<ul style="list-style-type: none"> <li>• Anti-Money Laundering Compliance Officer since 2019</li> </ul>	<p><b>Hector D. Roman, 43</b>            Director, Legal and Compliance, AMG Funds LLC (2020-Present); Manager, Legal and Compliance, AMG Funds LLC (2017-2019); Anti-Money Laundering Compliance Officer, AMG Funds, AMG Funds I, AMG Funds II, AMG Funds III and AMG Funds IV (2019-Present); Director of Compliance, Morgan Stanley Investment Management (2015-2017); Senior Advisory, PricewaterhouseCoopers LLP (2014-2015); Risk Manager, Barclays Investment Bank (2008-2014).</p>
<ul style="list-style-type: none"> <li>• Executive Vice President since 2021</li> </ul>	<p><b>Susan Long McAndrews, 54</b>            Partner of U.S. Investment and Global Business Development, Pantheon Ventures (US) LP (2002-Present); Chief Executive Officer, Pantheon Securities, LLC (2002-Present); Principal, Capital Z Partners (1998-2001); Director, Private Equity Group, Russell Investments (1995-1998).</p>

## Investment Program (unaudited)

The Master Fund's investment objective is to seek long-term capital appreciation. The Master Fund will seek to achieve its investment objective by investing predominantly in interests in private equity investments, including primary and secondary investments in private equity, infrastructure, and other private asset funds ("Investment Funds") and co-investments in portfolio companies. Each Investment Fund is managed by the general partner or manager (or equivalent) of the Investment Fund (such general partner, manager, or equivalent in respect of any Investment Fund being hereinafter referred to as the "Investment Fund Manager" of such Investment Fund) under the direction of the portfolio managers or investment teams selected by the Investment Fund Manager.

Under normal circumstances, the Master Fund expects to invest primarily in any of (i) private equity investments of any type, including primary and secondary investments in Investment Funds and investments in companies that are typically made alongside one or more Investment Funds, (ii) exchange-traded funds ("ETFs") designed to track equity indexes and (iii) cash, cash equivalents and other short-term investments. The allocation among these types of investments may vary from time to time.

The Master Fund may invest up to 25% of its total assets in a wholly-owned subsidiary organized as a Delaware limited liability company (the "Subsidiary Fund"). The Subsidiary Fund has the same investment objective and strategies as the Master Fund and, like the Master Fund, is managed by Pantheon Ventures (US) LP (the "Investment Manager"). The Master Fund's investment in the Subsidiary Fund permits the Master Fund to pursue its investment objective and strategies in a potentially tax-efficient manner. Except as otherwise provided, references to the Master Fund's investments include the Subsidiary Fund's investments for the convenience of the reader.

The Investment Manager believes that the Master Fund's investment program will offer a unique approach to private equity investing for "accredited investors" (as used in this report, "Eligible Investors") who previously have not had access to high quality private equity Investment Funds. In pursuing the Master Fund's investment objective, the Investment Manager will allocate capital in the private equity portion of the portfolio across primary and secondary investments in Investment Funds and co-investments in portfolio companies. The Investment Manager will seek to invest across a broad spectrum of Investment Funds (e.g., buyout, growth capital, special situations, credit, private infrastructure, real estate, real assets, and other private asset funds), determined by a diverse selection of geographies (e.g., North America, Europe, Asia, and emerging markets) and vintage years. Notwithstanding the foregoing, while the Master Fund seeks opportunities to deploy capital in any way consistent with its investment objectives and strategies, the Investment Manager anticipates investing the private equity portion of its portfolio primarily in co-investments and/or secondaries of Investment Funds. The Master Fund is not currently allocating capital to real estate investments but reserves the right to hold such investments in the future. At any given time, the Master Fund's geographic diversification may be overweighted to one geography, with a corresponding underweighting of, or potentially even the exclusion of, other geographies. In addition, the Master Fund's ability to access certain types of investment opportunities, including secondary investments, may be limited by legal, regulatory or tax considerations related to the Master Fund's status as a registered investment company, resulting in periods during which the Master Fund may not have any exposure to such investments.

The Master Fund has been structured with the intent of seeking to alleviate or reduce a number of the burdens typically associated with private equity investing, such as funding capital calls on short notice, reinvesting distribution proceeds, meeting large minimum commitment amounts, and receiving tax reporting on potentially late Schedule K-1s. To maintain liquidity and to fund Investment Fund capital calls, the Master Fund may invest in ETFs designed to track equity indexes and in cash and short-term securities. In addition, the Master Fund may use derivative instruments, primarily equity options and swaps (and, to a lesser extent, futures and forwards), for hedging purposes to help protect the value of its ETF investments, and may also invest in dividend paying equities or ETFs of dividend paying equities. Furthermore, while the Master Fund seeks opportunities to deploy capital in any way consistent with its investment objectives and strategies, the Master Fund may hold a substantial portion of its assets in ETFs, cash and short term investments as it seeks desirable investments for the private equity portion of the Master Fund's portfolio.

The Master Fund has obtained an exemptive order from the SEC that permits the Master Fund to invest alongside affiliates, including certain public or private funds managed by the Investment Manager and its affiliates, subject to certain terms and conditions.

### Investment Philosophy

Registered investment companies, such as the Master Fund, are generally subject to significant regulatory restrictions with respect to selling securities short and using leverage and derivatives. The Investment Funds generally are not subject to the same investment restrictions as the Master Fund, and are generally subject to few investment limitations, including investment limitations under the Investment Company Act of 1940, as amended (the "1940 Act"), or the Internal Revenue Code of 1986, as amended (the "IRC"). While the 1940 Act applies to the Master Fund, the Investment Funds are not subject to the 1940 Act.

## Investment Program *(continued)*

Units of the Master Fund (“Units”) are issued solely in private placement transactions that do not involve any “public offering” within the meaning of Section 4(2) of, and/or Regulation D under the Securities Act of 1933, as amended (the “Securities Act”). By investing in the Master Fund, “accredited investors” (as defined in Regulation D under the Securities Act) (“Investors”) gain access to funds managed by Investment Fund Managers whose services are generally not available to the investing public, or who may otherwise restrict the number and type of persons whose money will be managed. Investing in the Master Fund also permits Investors to invest with Investment Fund Managers without being subject to the high minimum investment requirements typically charged by such Investment Fund Managers. The Master Fund should also benefit from its exposure to a number of different investment styles. Investing through various Investment Fund Managers that employ different strategies may reduce the volatility inherent in a direct investment by the Master Fund with a single Investment Fund Manager.

### Investment Strategies

The Master Fund seeks to provide investors with long-term capital appreciation by investing a substantial portion of its assets in a diverse portfolio of Investment Funds.

The principal elements of the Investment Manager’s investment strategy include: (i) allocating the assets of the Master Fund across Investment Funds, portfolio companies, and other assets; (ii) seeking to secure access to attractive investment opportunities that the Investment Manager believes offer attractive value; (iii) seeking to manage the Master Fund’s investment level and liquidity using the Investment Manager’s commitment strategy; and (iv) seeking to manage risk through ongoing monitoring of the portfolio.

- *Asset Allocation.* With respect to Investment Funds, the Master Fund will define a strategic asset allocation that seeks to benefit from long-term diverse investments through exposure to different geographic markets, investment types, and vintage years. The Investment Manager seeks to implement a proactive approach to portfolio construction, defining strategic goals and reviewing the portfolio’s development on an on-going basis. This approach enables the Investment Manager to construct portfolios that the Investment Manager believes are appropriately diverse and reflect the Investment Manager’s assessment of sector and valuation themes. To seek to achieve the targeted strategic asset allocation, the Master Fund will allocate its capital among primary and secondary investments in Investment Funds and pursue co-investment opportunities alongside Investment Funds.
- *Access.* The Master Fund will seek to provide Investors with access to investments that are generally unavailable to the investing public due to resource requirements and high investment minimums.
- *Commitment Strategy.* The Investment Manager intends to manage the Master Fund’s commitment strategy with a view towards balancing liquidity while maintaining a high level of investment.
- *Risk Management.* The long-term nature of private equity investments requires a commitment to ongoing risk management. The Investment Manager seeks to maintain close contact with the Investment Fund Managers and to monitor the performance of individual Investment Funds and co-investments by tracking operating information and other pertinent details.

**No guarantee or representation is made that the investment program of the Master Fund or any Investment Fund will be successful, that the various Investment Funds selected will produce positive returns or that the Master Fund will achieve its investment objective. The Investment Manager also may invest the Master Fund’s assets in Investment Funds that engage in investment strategies other than those described in this report, and may sell the Master Fund’s portfolio holdings at any time.**

### Private Equity

Private equity is a common term for investments that are typically made in non-public companies through privately negotiated transactions. Private equity investors generally seek to acquire quality assets at attractive valuations and use operational expertise to enhance value and improve portfolio company performance. Buyout funds acquire private and public companies, as well as divisions of larger companies. Private equity specialists then seek to uncover value enhancing opportunities in portfolio companies, unlock the value of the portfolio company and reposition it for sale at a multiple of invested equity.

Private equity investments are typically made in non-public companies through privately negotiated transactions. Private equity investments may be structured using a range of financial instruments, including common and preferred equity, convertible securities, subordinated debt and warrants or other derivatives.

Private equity funds, often organized as limited partnerships, are the most common vehicles for making private equity investments. In such funds, investors usually commit to provide up to a certain amount of capital when requested by the fund’s manager or general partner. The general partner then makes private equity investments on behalf of the fund. The fund’s investments are usually realized, or “exited” after a three to seven year holding period through a private sale, an initial public offering (IPO) or a

## Investment Program *(continued)*

recapitalization. Proceeds of such exits are then distributed to the fund's investors. The funds themselves typically have a term of ten to thirteen years.

The private equity market is diverse and can be divided into several different segments. These include the type and financing stage of the investment, the geographic region in which the investment is made and the vintage year.

Investments in private equity have increased significantly over the last 20 years, driven principally by large institutional investors seeking increased returns and portfolio efficiency. It is now common for large pension funds, endowments and other institutional investors to allocate significant assets to private equity.

### **Buyouts, Growth Capital, Special Situations, Venture Capital/Other**

In the private equity asset class, the term "financing stage" is used to describe investments (or funds that invest) in companies at a certain stage of development. The different financing stages may have distinct risk, return and correlation characteristics, and play different roles within a diverse private equity portfolio. Broadly speaking, private equity investments can be broken down into four financing stages: buyout, growth capital, special situations, and venture capital. These categories may be further subdivided based on the investment strategies that are employed (e.g., credit investments or real estate investments).

- *Buyouts.* Control investments in established, cash flow positive companies are usually classified as buyouts. Buyout investments may focus on small-, mid-, large-, or mega-capitalization companies, and such investments collectively represent a substantial majority of the capital deployed in the overall private equity market. The use of debt financing, or leverage, is prevalent in buyout transactions – particularly in the large- and mega-cap segment. Overall, debt financing typically makes up 50-70% of the price paid for a company.
- *Growth Capital.* Typically involves minority investments in established companies with strong growth characteristics. Companies that receive growth capital investments typically are profitable businesses that need capital for organic and acquisition growth strategies and shareholder liquidity.
- *Special Situations.* A broad range of investments including mezzanine, distressed debt, infrastructure, energy/utility investing and turnarounds may be classified as special situations.
- *Venture Capital/Other.* Investments in new and emerging companies are usually classified as venture capital. Such investments are often in technology and healthcare-related industries. Companies financed by venture capital are generally not cash flow positive at the time of investment and may require several rounds of financing before the company can be sold privately or taken public. Venture capital investors may finance companies along the full path of development or focus on certain sub-stages (usually classified as seed, early and late stage) in partnership with other investors. It is not anticipated that venture capital will be a meaningful portion of the Master Fund's allocations.

### **Private Equity Investment Types**

Some of the investments that the Investment Manager will consider with respect to the Master Fund include, but are not limited to:

- *Primary Investments.* Primary investments (primaries) are interests or investments in newly established private equity funds that are typically acquired by way of subscription during their fundraising period. Most private equity fund sponsors raise new funds only every two to four years, and many top-performing funds are closed to new investors. Because of the limited windows of opportunity for making primary investments in particular funds, strong relationships with leading fund sponsors are highly important for primary investors.

Primary investors subscribe for interests during an initial fundraising period, and their capital commitments are then used to fund investments in a number of individual operating companies during a defined investment period. The investments of the fund are usually unknown at the time of commitment, and investors typically have little or no ability to influence the investments that are made during the fund's life. Because primary investors must rely on the expertise of the fund manager, an accurate assessment of the manager's capabilities is essential.

Primary investments typically exhibit a value development pattern, commonly known as the "J-curve," in which the fund's net asset value typically declines moderately during the early years of the fund's life as investment-related fees and expenses are incurred before investment gains have been realized. As the fund matures and portfolio companies are sold, the pattern typically reverses with increasing net asset value and distributions to fund investors. There can be no assurance, however, that any or all primary investments made by the Master Fund will exhibit this pattern of investment development. Primary investments are usually ten to thirteen years in duration, while underlying investments in portfolio companies generally have a three to seven year duration, if not longer.

## Investment Program *(continued)*

• *Secondary Investments.* Secondary investments (secondaries) are interests in existing private equity funds that are acquired in privately negotiated transactions, typically after the end of the private equity fund's fundraising period. Secondary investments may play an important role in a diverse private equity portfolio. Because secondaries typically already have invested in portfolio companies, they are viewed as more mature investments than primaries and further along in their development pattern. As a result, their investment returns may not exhibit a pronounced J-curve pattern expected to be achieved by primaries in their early stages. In addition, secondaries typically provide earlier distributions than primaries. Past performance is not indicative of future results. There can be no assurance, however, that any or all secondary investments made by the Master Fund will exhibit this pattern of investment development. In addition, the Master Fund's ability to access secondary investments may be limited by legal, regulatory or tax considerations related to the Master Fund's status as a registered investment company, resulting in periods during which the Master Fund may not have any exposure to such investments.

• *Direct Investments/Co-Investments.* Direct investments involve acquiring (directly or indirectly) an interest in securities issued by an operating company. Co-investments represent opportunities to separately invest in specific portfolio companies that are otherwise represented in an Investment Fund. Such investments are typically made as co-investments alongside private equity funds, and are usually structured such that the lead investor holds a controlling interest. Co-investments are typically offered to Investment Fund investors when the Investment Fund Manager believes that there is an attractive investment for the Investment Fund but the total size of the potential holding exceeds the targeted size for the Investment Fund. Direct investments and co-investments, unlike investments in Investment Funds, generally do not bear an additional layer of fees or bear significantly reduced fees. It is anticipated that Co-Investment Vehicles (defined below) will be formed and managed by third-party fund managers and that neither the Investment Manager nor the Master Fund will be able to exercise day to day control over the Co-Investment Vehicles.

### Portfolio Allocation

The Master Fund's investment process will begin with an allocation framework among: (i) primary and secondary private equity investments and co-investments in portfolio companies; (ii) buyout, growth capital, credit, distressed investments, special situations investments, private infrastructure funds, real estate, real assets, and other private asset funds; and (iii) investments focused in North America, Europe, Asia, and emerging markets. The framework also provides for diverse allocations over vintage years and with respect to individual investments. It is expected that through such diversification, the Master Fund may be able to achieve more consistent returns and lower volatility than would generally be expected if its portfolio were more concentrated in a single fund, geography, sector, vintage year, or a smaller number of funds.

Because of the distinct cash flow characteristics associated with different types of private equity investments, asset allocation is based on both quantitative and qualitative factors.

Over time, the allocation ranges and commitment strategy may be adjusted based on the Investment Manager's analysis of the private equity market, the Master Fund's existing portfolio at the relevant time, or other pertinent factors.

The Investment Manager intends to manage the Master Fund's commitment strategy with a view towards balancing liquidity while maintaining a high level of investment. Commitments to private equity funds generally are not immediately invested. Instead, committed amounts are drawn down by private equity funds and invested over time, as underlying investments are identified—a process that may take a period of several years. As a result, without an appropriate commitment strategy, a significant exposure to private equity investments could be difficult to achieve. The Investment Manager will seek to address this challenge using a commitment strategy designed to provide an appropriate investment level. Currently, the private equity portion of the Master Fund's portfolio is primarily comprised of co-investments and secondaries and will evolve over time to include primary investments. As such, the proportion of assets allocated to secondary investments, primary investments, and co-investments will depend on the maturity profile of the existing portfolio and the cash flows into the Master Fund and will be managed to achieve a stated investment strategy. Furthermore, the Master Fund may over-commit to private equity investments—both primaries and secondaries—to provide an appropriate investment level. The Master Fund's exposure to certain types of investments (particularly secondaries) has been minimal at times and may continue to vary depending on legal, regulatory or tax considerations. See "Types of Investments and Related Risk Factors."

To maintain liquidity and to fund Investment Fund capital calls, the Master Fund may invest in ETFs designed to track equity indexes and cash and short term securities. In addition, the Master Fund may use derivative instruments, primarily equity options and swaps, for hedging purposes to help protect the value of its ETF investments, and may also invest in dividend paying equities or ETFs of dividend paying equities. Furthermore, and as described previously, while the Master Fund seeks opportunities to deploy capital in any way consistent with its investment objectives and strategies, the Master Fund may hold a substantial portion of the Master Fund's assets in ETFs, cash and short term investments as it seeks desirable investments for the private equity portion of the Master Fund's portfolio.

## Investment Program *(continued)*

The Master Fund's asset allocation with respect to the private equity portion of its portfolio, when fully deployed, is expected to be as noted below. The Investment Manager expects that even when the Master Fund's assets are fully invested, a substantial portion of the Master Fund's assets may consist of liquid assets, including ETFs, high quality fixed income securities, money market instruments, money market mutual funds, and other short-term securities, and cash or cash equivalents. At any given time, the Master Fund's geographic diversification may be overweighted to one geography, with a corresponding underweighting of, or potentially even the exclusion of, other geographies.

### Asset Allocation

<u>Financing Stage</u>	
Buyout	40%-100%
Growth Capital	0%-20%
Special Situations/Real Estate/Other Private Assets	0%-40%
<u>Geographic Region</u>	
North America	20%-100%
Europe	0%-40%
Asia and Rest of World	0%-40%

### Hedging Techniques

From time to time, the Investment Manager may employ various hedging techniques in an attempt to reduce certain potential risks to which the Master Fund's portfolio may be exposed. These hedging techniques may involve the use of derivative instruments, including swaps, exchange-listed and over-the-counter put and call options, futures, and forward contracts.

To the extent that the Master Fund's potential exposure in a derivatives transaction is covered by the segregation of cash or liquid assets or otherwise, the Master Fund believes that such instruments do not constitute senior securities under the 1940 Act and, accordingly, will not treat them as being subject to the borrowing restrictions of the Master Fund.

### Temporary Defensive Strategies

The Master Fund may, from time to time in its sole discretion, significantly alter its portfolio as a temporary defensive strategy. A defensive strategy may be employed as an alternative to, or in conjunction with, an option hedging strategy if, in the judgment of the Investment Manager, the performance of ETFs is likely to be adversely affected by current or anticipated economic, financial, political, or social factors. For defensive purposes, the Master Fund may invest without limit in short-term securities, including high-quality commercial paper, obligations of banks and savings institutions, U.S. Government securities, government agency securities, and repurchase agreements, or it may retain funds in cash. When the Master Fund is invested defensively, it may not meet its investment objective. In addition, the Master Fund may, in the Investment Manager's sole discretion, hold cash, cash equivalents, other short-term securities or investments in money market funds in significant amount while the Master Fund seeks opportunities to deploy capital in any way consistent with its investment objectives and strategies, pending investment, in order to fund anticipated repurchases, expenses of the Master Fund, or other operational needs, or otherwise in the sole discretion of the Investment Manager.

### Investment Selection

#### Primaries

The Investment Manager intends to invest in a broad spectrum of Investment Funds, determined by a diverse selection of strategies, Investment Fund Managers, geographies, and vintage years. The Investment Manager's manager selection process seeks to pick high-quality Investment Fund Managers from a broad range of opportunities by incorporating both a top-down and a bottom-up approach. The top-down process seeks to analyze whether each Investment Fund Manager fits within the overall target strategy allocations for the Master Fund, while the bottom-up process seeks to identify the relevant strengths and weaknesses of each Investment Fund Manager and identify the Investment Fund Managers with the greatest potential to deliver superior performance within a given market. The Investment Manager will select Investment Funds on the basis of strategy, availability, pricing (in the case of secondaries and co-investments), and various qualitative and quantitative criteria, including its analysis of actual and projected cash flows and past performance of an Investment Fund Manager during various time periods and market cycles; and an Investment Fund Manager's reputation, experience, expertise, and adherence to its investment philosophy. Opportunities are sourced through a network of relationships with intermediaries, agents, and investors, and then individually

## Investment Program *(continued)*

evaluated by the Investment Manager's and its affiliates' investment professionals using its selection process. See "Investment Program—Due Diligence" below.

### Secondaries

With respect to investments in secondaries, the Investment Manager's approach to the market is driven by a strategic approach to asset allocation, value investing, and a focus on asset quality. The Investment Manager seeks to implement a proactive approach to asset allocation, deciding on strategic goals and reviewing the portfolio's development on an on-going basis. This approach enables the Investment Manager to construct portfolios it believes are appropriately diverse and reflect the Investment Manager's assessment of sector and valuation themes. The Investment Manager seeks opportunities to invest in portfolios of assets at a discount to their intrinsic worth, with an emphasis on finding relative value across markets. Opportunities are assessed by reference to cyclically adjusted measures of value on a sector basis, incorporating earnings multiples, dividend ratios, and book value measures, as appropriate. These valuation metrics are used to help support the Investment Manager's philosophy of focusing on and prioritizing entry value, and helping to identify and favor those assets that the Investment Manager believes are the most attractively priced secondary transaction opportunities available in the market for the Master Fund at a particular point in time. A key consideration informing the Investment Manager's secondary investment strategy is manager and asset quality. In sourcing opportunities, the Investment Manager focuses on funds from historically high-performing management groups, with a close alignment of the Investment Fund Manager's incentives with those of investors, and on developing a diverse portfolio of quality underlying assets with the characteristics to provide upside potential as well as resilience in downside scenarios.

### Co-Investments

The Investment Manager seeks to identify co-investment opportunities for the Master Fund from a select group of Investment Fund Managers with which the Investment Manager generally has long-standing relationships. Co-investments are managed by primary fund managers that are screened, analyzed, and monitored by the Investment Manager. The Investment Manager focuses on Investment Fund Managers with strong sector expertise and resulting operational capabilities that are well positioned to source, operationally improve, and exit companies successfully. This framework of manager selection within the Investment Manager's investment programs, and the Investment Manager's evaluation of current market conditions, determines the amount, quality, and type of co-investments the Investment Manager is likely to originate.

### **Affiliated Transactions**

The Master Fund has obtained exemptive relief from the SEC permitting the Master Fund to invest alongside other funds managed by the Investment Manager or its affiliates in a manner consistent with the Master Fund's investment objective and strategies. Pursuant to such exemptive relief, the Master Fund generally is permitted to invest alongside such affiliates if a "required majority" (as defined in Section 57(o) of the 1940 Act) of the Master Fund's Independent Directors concludes that (1) the terms of the transaction, including the consideration to be paid, are reasonable and fair to the Master Fund and its shareholders and do not involve overreaching in respect of the Master Fund or its shareholders on the part of any person concerned, (2) the transaction is consistent with the interests of the Master Fund's shareholders and is consistent with the Master Fund's investment objective and strategies, and (3) the investment by any of the Investment Manager's affiliates would not disadvantage the Master Fund, and the Master Fund's participation would not be on a basis different from or less advantageous than that on which any of the Investment Manager's affiliates are investing.

### **Due Diligence**

The Investment Manager and its personnel use a range of resources to identify and source the availability of promising Investment Funds and co-investment opportunities. The Investment Manager's diligence process focuses on risk management and investment and operational diligence. The Investment Manager will select investment strategies and Investment Funds on the basis of availability, pricing in the case of secondaries and various qualitative and quantitative criteria, including the Investment Manager's analysis of actual and projected cash flows and past performance of an Investment Fund Manager during various time periods and market cycles; and the Investment Fund Managers' reputation, experience, expertise, and adherence to investment philosophy. After making an investment in an Investment Fund, and as part of its ongoing diligence process, the Investment Manager will seek to: track operating information and other pertinent details; participate in periodic conference calls with Investment Fund Managers and onsite visits where appropriate; review audited and unaudited reports; and monitor turnover in senior Investment Fund personnel and changes in policies. In conjunction with the due diligence process, the tax treatment and legal terms of the investment are considered.

The Investment Manager and its personnel use a range of sources to identify, evaluate, select, and monitor investments for the Master Fund. The Investment Manager's investment professionals are involved throughout the process, and draw on the significant resources and insights available through its relationships with Investment Fund Managers. The Investment Manager's investment committees are responsible for portfolio allocation and final investment decisions.

## Investment Program *(continued)*

The Investment Manager typically identifies prospective investments from multiple sources, including a network of intermediaries, agents, and investors. The Investment Manager seeks to maximize the number of available investment opportunities through active research of the market, industry relationships, meetings with managers before they become investable, and knowledge acquired throughout the primary, secondary, and co-investment teams.

Investment opportunities are typically subjected to initial screening. For primary investments, the initial screening is based on initial quantitative research and an introductory meeting with Investment Fund Managers. For secondary investments, deals are screened for other pertinent information, such as vendor motivations and objectives of the vendor, transaction details, and nature of the sale (proprietary or otherwise). For co-investments, the screening process is two-fold, taking account of both the Investment Fund Manager's credentials and the investment opportunity in the target portfolio company. The initial screening process for primary and secondary investment opportunities also incorporates the results of both bottom-up and top-down analyses. The Investment Manager's bottom-up investment process seeks to identify the Investment Fund Managers with the greatest potential to deliver superior performance within a given market and includes set of investment criteria designed to assess the likelihood of a manager generating superior returns in the future. Top-down analysis seeks to identify themes relevant to portfolio construction, such as key sectors, stages, and strategies, and includes consideration of macroeconomic outlook; strength of financial markets, in particular the strength and depth of the IPO and debt markets; merger and acquisitions activity; regulatory and political environment and deal flow in the underlying private equity market and market of potential private equity targets.

During its due diligence process for primary investments, the Investment Manager expects to hold a series of onsite meetings with prospective Investment Fund Managers during which qualitative and quantitative evaluation processes may be applied. The Investment Manager may also hold discussions with underlying portfolio companies of the target Investment Fund or any predecessor fund. The Investment Manager typically reviews offering documents, performs a systematic analysis of an Investment Fund Manager's track record using proprietary due diligence models, and considers terms of the investment.

During its due diligence process for secondary investments, the Investment Manager conducts an evaluation of individual companies within the portfolio of the target Investment Funds and seeks to understand key terms, cash flows, valuations, performance, large portfolio company developments, availability of discounts, and historical performance of prior funds, if any. The Investment Manager also considers the tax issues and legal terms of the investment.

During its due diligence process for co-investments, the Investment Manager engages in a combination of qualitative and quantitative analysis, assessing the merits and risks of an investment opportunity as well as the capability and experience of the Investment Fund Manager. The Investment Manager will engage with the lead private equity firm to assess the risks of the business, the value creation thesis, financial performance, and market position. The Investment Manager typically will meet with management of the target operating company, review due diligence reports prepared on the target operating company, analyze the capital structure and the valuation of the target operating company, conduct financial modeling under various investment cases, and consider the exit strategies for the target company and the terms of the proposed investment.

While the summary above provides an overall framework of diligence processes anticipated to be used by the Investment Manager, it is not intended to be prescriptive or restrictive to the Investment Manager's investment work, as flexibility of approach is required. In particular, it should be noted that due diligence is necessarily and deliberately tailored to each investment and may differ across regions and in different situations, based on the experience and judgment of the investment professionals concerned.

After making an investment, and as part of its ongoing monitoring process, the Investment Manager will seek to (i) track operating information and other information regarding the investment; (ii) participate in periodic conference calls with Investment Fund Managers and conduct onsite visits where appropriate; (iii) review audited and unaudited reports relating to the investment; and (iv) monitor turnover in senior Investment Fund Manager personnel and changes in investment and operational policies and guidelines. In performing some of its due diligence activities, the Investment Manager will be required to rely on the Investment Fund Managers. No assurance can be given that all performance and other data sought by the Investment Manager will be accurate or will be provided on a timely basis or in the manner requested.

The Investment Manager uses its private equity investment experience through various economic cycles and in different regional markets to inform its diversification strategies, thematic investment strategies, and due diligence process, and to seek to produce attractive risk-adjusted returns. The Investment Manager utilizes its due diligence and monitoring processes in assessing the past performance and future potential of investments.

### **Portfolio Construction**

The Investment Manager manages the Master Fund's portfolio with a view towards managing liquidity and maintaining a high investment level and maximizing capital appreciation. Accordingly, the Investment Manager may make investments and commitments based, in part, on anticipated future distributions from investments. The Investment Manager also takes other

## Investment Program *(continued)*

anticipated cash flows into account, such as those relating to new subscriptions, the tender of Units by Investors and any distributions made to Investors.

The Investment Manager intends to use a range of techniques to reduce the risk associated with the Master Fund's investment strategy. From time to time, these techniques may include, without limitation: (i) diversifying commitments across several geographies and vintage years; (ii) allocating capital among primary investments, secondary investments, and co-investment opportunities; (iii) actively managing cash and liquid assets; (iv) actively monitoring cash flows; (v) seeking to establish a credit line to provide liquidity to satisfy tender requests and capital call obligations, consistent with the limitations and requirements of the 1940 Act; (vi) seeking to invest in ETFs, cash, and short-term securities to provide liquidity to satisfy tender requests and capital calls, consistent with the limitations and requirements of the 1940 Act; and (vii) seeking the use of derivative instruments, primarily equity options and swaps, for hedging purposes to help protect the value of its ETF investments.

The Master Fund expects that a portion of its holdings will consist of liquid assets for purposes of liquidity management. To enhance the Master Fund's liquidity, particularly in times of possible net outflows through the tender of Units by investors, the Investment Manager may sell certain of the Master Fund's assets.

The Investment Manager will seek to allocate Master Fund assets among the Investment Funds that, in its view, represent attractive investment opportunities. Allocation depends on the Investment Manager's assessment of the potential risks and returns of various investment strategies that the Investment Funds utilize as well as expected cash flows of such strategies. The Investment Manager generally seeks to invest the Master Fund's assets in Investment Funds whose expected risk-adjusted returns are deemed attractive.

The Master Fund is a "non-diversified" fund under the 1940 Act. See "Types of Investments and Related Risk Factors—Non-Diversified Status." The Investment Manager believes, however, that the Master Fund should generally maintain a portfolio of Investment Funds varied by underlying investment strategies, vintage year, geography, and financing stage to diminish the impact on the Master Fund of any one Investment Fund's losses or poor returns. There is no guarantee that the Master Fund will be able to avoid substantial losses as a result of poor returns with regards to any Investment Funds.

The Investment Manager will seek to limit the Master Fund's investment in any one Investment Fund or co-investment to no more than 25% of the Master Fund's gross assets (measured at the time of investment). Where only voting securities may be available for purchase by the Master Fund, the Master Fund may seek to create by contract the same result as owning a non-voting security by entering into a contract, typically before the initial purchase, to relinquish the right to vote in respect of its investment.

The Investment Funds generally are not subject to the Master Fund's investment restrictions and are generally subject to few investment limitations, including investment limitations under the 1940 Act or the IRC. While the 1940 Act applies to the Master Fund, the Investment Funds are not subject to the 1940 Act.

There can be no assurance that the Master Fund's investment program will be successful, that the objectives of the Master Fund with respect to liquidity management will be achieved or that the Master Fund's portfolio design and risk management strategies will be successful. Prospective Investors should refer to the discussion of the risks associated with the investment strategy and structure of the Master Fund found under "Types of Investments and Related Risk Factors."

## Types of Investments and Related Risk Factors (unaudited)

### General Risks

Investing in the Master Fund involves risks, including those associated with investments made by the Investment Funds in which the Master Fund invests. References in this section to the “Master Fund” also include the Subsidiary Fund, which shares the same risks as the Master Fund.

Investment Risk. All investments risk the loss of capital. The value of the Master Fund’s total net assets should be expected to fluctuate. To the extent that the Master Fund’s portfolio (which, for this purpose, means the aggregate investments held by the Master Fund) is concentrated in securities of a single issuer or issuers in a single sector, the risk of any investment decision is increased. An Investment Fund’s use of leverage is likely to cause the Master Fund’s average net assets to appreciate or depreciate at a greater rate than if leverage were not used.

An investment in the Master Fund involves a high degree of risk, including the risk that the Investor’s entire investment may be lost. No assurance can be given that the Master Fund’s investment objective will be achieved. The Master Fund’s performance depends upon the Investment Manager’s selection of Investment Funds, the allocation of offering proceeds thereto and the performance of the Investment Funds. The Investment Funds’ investment activities involve the risks associated with private equity investments generally. Risks include adverse changes in national or international economic conditions, adverse local market conditions, the financial conditions of portfolio companies, changes in the availability or terms of financing, changes in interest rates, exchange rates, corporate tax rates and other operating expenses, environmental laws and regulations, and other governmental rules and fiscal policies, energy prices, changes in the relative popularity of certain industries or the availability of purchasers to acquire companies, and dependence on cash flow, as well as acts of God, uninsurable losses, labor strikes, war, terrorism, cyberterrorism, major or prolonged power outages or network interruptions, earthquakes, hurricanes, floods, fires, epidemics or pandemics and other factors which are beyond the control of the Master Fund or the Investment Funds. Although the Investment Manager will attempt to moderate these risks, no assurance can be given that (i) the Investment Funds’ investment programs, investment strategies and investment decisions will be successful; (ii) the Investment Funds will achieve their return expectations; (iii) the Investment Funds will achieve any return of capital invested; (iv) the Master Fund’s investment activities will be successful; or (v) Investors will not suffer losses from an investment in the Master Fund.

All investments made by the Investment Funds risk the loss of capital. The Investment Funds’ results may vary substantially over time.

Investment Discretion; Dependence on the Investment Manager. The Investment Manager has complete discretion to select the Investments Funds as opportunities arise. The Master Fund, and, accordingly, Investors, must rely upon the ability of the Investment Manager to identify and implement investments for the Master Fund consistent with the Master Fund’s investment objective and consistent with prospectus disclosure. Investors will not receive or otherwise be privy to due diligence or risk information prepared by or for the Investment Manager in respect of the Master Fund investments. The Investment Manager has the authority and responsibility for portfolio construction, the selection of Master Fund investments and all other investment decisions for the Master Fund. The success of the Master Fund depends upon the ability of the Investment Manager to develop and implement investment strategies that achieve the investment objective of the Master Fund. Investors will have no right or power to participate in the management or control of the Master Fund or the Master Fund investments, or the terms of any such investments. There can be no assurance that the Investment Manager will be able to select or implement successful strategies or achieve their respective investment objectives. The Master Fund is organized to provide Investors access to a multi-strategy investment program and not an indirect way for Investors to gain access to any particular Investment Fund.

Master-Feeder Structure. The Master Fund and AMG Pantheon Fund, LLC (the “Feeder Fund”) are part of a “master-feeder” structure. The Feeder Fund invests substantially all of its assets in the Master Fund. The Master Fund may accept investments from other investors, including other investment vehicles that are managed or sponsored by the Investment Manager or AMG Funds LLC (the “Administrator”), or an affiliate thereof, which may or may not be registered under the 1940 Act and which may be established in jurisdictions outside of the U.S.

Substantial repurchase requests by investors of the Master Fund in a concentrated period of time could require the Master Fund to raise cash by liquidating certain of its investments more rapidly than might otherwise be desirable. This may limit the ability of the Investment Manager to successfully implement the investment program of the Master Fund and could have a material adverse impact on the Master Fund. Moreover, regardless of the time period over which substantial repurchase requests are fulfilled, the resulting reduction in the Master Fund’s asset base could make it more difficult for the Master Fund to generate profits or recover losses. Investors will not receive notification of such repurchase requests and, therefore, may not have the opportunity to redeem their Units prior to or at the same time as the investors of the Master Fund that are requesting to have their Units repurchased.

Limitations on Transfer; Units Not Listed; No Market for Units. The transferability of Units is subject to certain restrictions contained in the limited liability company agreement of the Master Fund (the “LLC Agreement”). Units are not traded on any securities

## Types of Investments and Related Risk Factors *(continued)*

exchange or other market. No secondary market currently exists for Units. Although the Investment Manager and the Master Fund expect to recommend to the Master Fund's Board of Directors (the "Board") that the Master Fund offer to repurchase 5% of the Units on a quarterly basis, no assurances can be given that the Master Fund will do so and any particular recommendation may exceed such percentage. Consequently, Units should only be acquired by Investors able to commit their funds for an indefinite period of time.

**Closed-End Fund: Liquidity Risks.** The Master Fund is a non-diversified, closed-end management investment company designed primarily for long-term investors and is not intended to be a trading vehicle. An Investor should not invest in the Master Fund if the Investor needs a liquid investment. Closed-end funds differ from open-end management investment companies (commonly known as mutual funds) in that investors in a closed-end fund do not have the right to redeem their units on a daily basis at a price based on net asset value. Units in the Master Fund are not traded on any securities exchange or other market and are subject to substantial restrictions on transfer. Although the Master Fund may offer to repurchase Units from time to time, an Investor may not be able to tender its Units in the Master Fund for a substantial period of time.

**Repurchase Risks.** To provide liquidity to Investors, the Master Fund may, from time to time, offer to repurchase Units pursuant to written tenders by Investors. Repurchases will be made at such times, in such amounts and on such terms as may be determined by the Board, in its sole discretion. With respect to any future repurchase offer, Investors tendering Units for repurchase must do so by a date specified in the notice describing the terms of the repurchase offer, which will generally be approximately 75 days prior to the date that the Units to be repurchased are valued by the Master Fund (the "Valuation Date"). Investors that elect to tender any Units for repurchase will not know the price at which such Units will be repurchased until the Master Fund's net asset value as of the Valuation Date is able to be determined.

The Master Fund may be limited in its ability to liquidate its holdings in Investment Funds to meet repurchase requests. Repurchase offers principally will be funded by cash and cash equivalents, as well as by the sale of certain liquid securities. Accordingly, the Master Fund may tender fewer Units than Investors may wish to sell, resulting in the proration of Investor repurchases, or the Master Fund may need to suspend or postpone repurchase offers if it is required to dispose of interests in Investment Funds and is not able to do so in a timely manner.

Substantial requests for the Feeder Fund to repurchase Units could require the Master Fund to liquidate certain of its investments more rapidly than otherwise desirable for the purpose of raising cash to fund the repurchases and could cause the Investment Manager to sell investments at different times than similar investments are sold by other investment vehicles advised by the Investment Manager. This could have a material adverse effect on the value of the Units and the performance of the Master Fund. In addition, substantial repurchases of Units may decrease the Master Fund's total assets and accordingly may increase its expenses as a percentage of average net assets. If a repurchase offer is oversubscribed by Investors who tender Units, the Master Fund may extend the repurchase offer, repurchase a pro rata portion of the Units tendered, or take any other action permitted by applicable law. Under unusual market conditions, the Investment Manager and the Administrator anticipate that they may not recommend to the Board that the Master Fund conduct a repurchase offer in any particular quarter if the Master Fund's repurchase offers in the two immediately preceding quarters were oversubscribed by a substantial amount in the opinion of the Investment Manager and the Administrator. If a repurchase offer is oversubscribed, or if the Master Fund does not conduct a repurchase offer in any particular quarter, investors will have to wait until the next repurchase offer to make another repurchase request. As a result, investors may be unable to liquidate all or a given percentage of their investment in the Master Fund during a particular quarter.

**Distributions In-Kind.** The Master Fund generally expects to distribute to the holder of Units that are repurchased cash or a debt obligation, which may or may not be certificated, and which would entitle such holder to the payment of cash in satisfaction of such repurchase. However, there can be no assurance that the Master Fund will have sufficient cash to pay for Units that are being repurchased or that it will be able to liquidate investments at favorable prices to pay for repurchased Units. The Master Fund has the right to distribute securities as payment for repurchased Units in unusual circumstances, including if making a cash payment would result in a material adverse effect on the Master Fund. For example, it is possible that the Master Fund may receive securities from an Investment Fund that are illiquid or difficult to value. In such circumstances, the Investment Manager would seek to dispose of these securities in a manner that is in the best interests of the Master Fund, which may include a distribution in-kind to the Master Fund's Investors. In the event that the Master Fund makes a distribution of such securities, Investors will bear any risks of the distributed securities and may be required to pay a brokerage commission or other costs in order to dispose of such securities.

**Exchange-Traded Funds.** To maintain liquidity and to fund Investment Fund capital calls, the Master Fund may invest in ETFs designed to track equity indexes. ETFs are hybrid investment companies that are registered as open-end investment companies or unit investment trusts ("UITs") but possess some of the characteristics of closed-end funds. ETFs in which the Master Fund may invest typically hold a portfolio of common stocks that is intended to track the price and dividend performance of a particular equity index.

## Types of Investments and Related Risk Factors *(continued)*

The risks of investment in an ETF typically reflect the risks of the types of instruments in which the ETF invests. When the Master Fund invests in ETFs, Investors of the Master Fund bear indirectly their proportionate share of their fees and expenses, as well as their share of the Master Fund's fees and expenses. As a result, an investment by the Master Fund in an ETF could cause the Master Fund's operating expenses (taking into account indirect expenses such as the fees and expenses of the ETF) to be higher and, in turn, performance to be lower than if it were to invest directly in the instruments underlying the investment company or ETF. The trading in an ETF may be halted if the trading in one or more of the ETF's underlying securities is halted.

The risks of ETFs designed to track equity indexes may include passive strategy risk (the ETF may hold constituent securities of an index regardless of the current or projected performance of a specific security or a particular industry, market sector, country, or currency, which could cause returns to be lower or higher than if an active strategy were used), non-correlation risk (the ETF's return may not match the returns of the relevant index), equity securities risk (the value of equity securities will rise and fall in response to the activities of the company that issued them, general market conditions, and/or economic conditions), market trading risks (the ETF faces market trading risks, including losses from trading in secondary markets and disruption in the creation/redemption process of the ETF), and concentration risk (to the extent the ETF or underlying index's portfolio is concentrated in the securities of a particular geography or market segment, the ETF may be adversely affected by the performance of that market, may be subject to increased price volatility, and may be more susceptible to adverse economic, market, political, or regulatory occurrences affecting that market). The market value of ETF shares may differ from their net asset value per share. This difference in price may be due to the fact that the supply and demand in the market for ETF shares at any point in time is not always identical to the value of the underlying investments that the ETF holds. There may be times when an ETF share trades at a premium or discount to its net asset value.

The provisions of the 1940 Act may impose certain limitations on the Master Fund's investments in other investment companies, including ETFs. In particular, the 1940 Act, subject to certain exceptions, generally limits a fund's investments in ETFs to no more than (i) 3% of the total outstanding voting stock of any one ETF, (ii) 5% of the fund's total assets with respect to any one ETF, and (iii) 10% of the fund's total assets with respect to ETFs or other investment companies in the aggregate. Notwithstanding the foregoing, the Master Fund may be able to rely on an exemption from some or all of these limitations in accordance with generally available limited exemptions under the 1940 Act or if (i) the ETF in which the Master Fund would like to invest has received an order for exemptive relief from such limitations from the SEC that is applicable to the Master Fund; and (ii) the ETF and the Master Fund take appropriate steps to comply with any terms and conditions in such order. The Master Fund may seek to invest in ETFs that have received an exemptive order from the SEC permitting investment by other funds in the ETFs in excess of the limitations described above, provided that the Master Fund enters into and complies with the terms and conditions of an agreement with each ETF, and the Master Fund complies with the ETF's exemptive order.

The Master Fund's purchase of shares of ETFs may result in the payment by a shareholder of duplicative management fees. The Investment Manager will consider such fees in determining whether to invest in other mutual funds. The return on the Master Fund's investments in investment companies will be reduced by the operating expenses, including investment advisory and administrative fees, of such companies.

**Wholly-Owned Subsidiary Risk.** By investing in the Subsidiary Fund, the Master Fund is indirectly exposed to the risks associated with the Subsidiary Fund's investments, which are the same risks associated with the Master Fund's investments. The Subsidiary Fund is not registered under the 1940 Act, but the Subsidiary Fund will comply with certain sections of the 1940 Act (e.g., it will enter into an investment management agreement with the Investment Manager that contains the provisions required by Section 15(a) of the 1940 Act (including the requirement of annual renewal), will have an eligible custodian or otherwise meet the criteria of Section 17(f) of the 1940 Act, and, together with the Master Fund on a consolidated basis, will comply with the provisions of Section 8 of the 1940 Act relating to fundamental investment policies, Section 17 relating to affiliated transactions and fidelity bond requirements, Section 18 relating to capital structure and leverage, and Section 31 regarding books and records) and be subject to the same policies and restrictions as the Master Fund as they relate to the investment portfolio. The Master Fund wholly owns and controls the Subsidiary Fund, which, like the Master Fund, is managed by the Investment Manager, making it unlikely that the Subsidiary Fund will take action contrary to the interests of the Master Fund and its members. In managing the Subsidiary Fund's investment portfolio, the Investment Manager will manage the Subsidiary Fund's portfolio in accordance with the Master Fund's investment policies and restrictions. There can be no assurance that the Subsidiary Fund's investment objective will be achieved. Changes in the laws of the United States and/or the State of Delaware, under which the Master Fund and the Subsidiary Fund, respectively, are organized, could result in the inability of the Master Fund and/or the Subsidiary Fund to operate as described in this report and could adversely affect the Master Fund and its members.

**Borrowing.** The Master Fund may borrow money in connection with its investment activities—i.e., the Master Fund may utilize leverage. The Master Fund may also borrow money to satisfy repurchase requests from Fund Investors, to pay operating expenses, to fund capital commitments to Investment Funds, and to otherwise provide temporary liquidity. The Master Fund may borrow money through a credit facility to manage timing issues in connection with the acquisition of its investments, such as providing the

## Types of Investments and Related Risk Factors *(continued)*

Master Fund with temporary liquidity to fund investments in Investment Funds in advance of the Master Fund's receipt of distributions from another Investment Fund. The Master Fund may be required to maintain minimum average balances in connection with borrowings or to pay a commitment or other fee to maintain a line of credit. Either of these requirements would increase the cost of borrowing over the stated interest rate. In addition, a lender may terminate or not renew any credit facility. If the Master Fund is unable to access additional credit, it may be forced to sell investments in Investment Funds at inopportune times, which may further depress returns. The 1940 Act requires a registered investment company to satisfy an asset coverage requirement of 300% of its indebtedness, including amounts borrowed, measured at the time the indebtedness is incurred. This means that the value of the Master Fund's total indebtedness may not exceed one-third of the value of its total assets, including the value of the assets purchased with the proceeds of its indebtedness. The 1940 Act also generally restricts the Master Fund from declaring cash distributions on, or repurchasing, shares unless senior securities representing indebtedness have an asset coverage of not less than 300% after giving effect to such distribution or repurchase.

The Master Fund may be required to pay commitment fees and other costs of borrowings under the terms of a credit facility. Moreover, interest on borrowings will be an expense of the Master Fund. With the use of borrowings, there is a risk that the interest rates paid by the Master Fund on the amount it borrows will be higher than the return on the Master Fund's investments. Such additional costs and expenses may affect the operating results of the Master Fund. If the Master Fund cannot generate sufficient cash flow from investments, it may need to refinance all or a portion of indebtedness on or before maturity. Additionally, uncertainty in the debt and equity markets may negatively impact the Master Fund's ability to access financing on favorable terms or at all. The inability to obtain additional financing could have a material adverse effect on the Master Fund's operations and on its ability to meet its debt obligations. If it is unable to refinance any of its indebtedness on commercially reasonable terms or at all, the Master Fund's returns may be harmed.

**Hedging.** Subject to the limitations and restrictions of the 1940 Act, the Master Fund may use derivative transactions, primarily equity options and swaps (and, to a lesser extent, futures and forwards contracts) for hedging purposes. Options and swaps transactions present risks arising from the use of leverage (which increases the magnitude of losses), volatility, the possibility of default by a counterparty, and illiquidity. Use of options and swaps transactions for hedging purposes by the Master Fund could present significant risks, including the risk of losses in excess of the amounts invested.

**Options.** There are various risks associated with transactions in options. The value of options written by the Master Fund will be affected by many factors, including changes in the value of underlying securities or indices, changes in the dividend rates of underlying securities (or in the case of indices, the securities comprising such indices), changes in interest rates, changes in the actual or perceived volatility of the stock market and underlying securities, and the remaining time to an option's expiration. The Master Fund's ability to use options as part of its investment program depends on the liquidity of the markets in those instruments. There can be no assurance that a liquid market will exist when the Master Fund seeks to close out an option position. If no liquid offset market exists, the Master Fund might not be able to effect an offsetting transaction in a particular option. To realize any profit in the case of an option, therefore, the option holder would need to exercise the option and comply with margin requirements for the underlying instrument. If the Master Fund were unable to close out an option that it had purchased on a security, it would have to exercise the option in order to realize any profit or the option may expire worthless. As the writer of a call option on a portfolio security, during the option's life, the Master Fund forgoes the opportunity to profit from increases in the market value of the security underlying the call option above the sum of the premium and the strike price of the call, but retains the risk of loss (net of premiums received) should the price of the underlying security decline. Similarly, as the writer of a call option on a securities index, the Master Fund forgoes the opportunity to profit from increases in the index over the strike price of the option, though it retains the risk of loss (net of premiums received) should the price of the index decline. If the Master Fund writes a call option and does not hold the underlying security or instrument, the amount of the Investment Fund's potential loss is theoretically unlimited. Stock or index options that may be purchased or sold by the Master Fund may include options not traded on a securities exchange. The risk of nonperformance by the obligor on such an option may be greater and the ease with which the Master Fund can dispose of or enter into closing transactions with respect to such an option may be less than in the case of an exchange-traded option.

**Swap Agreements.** 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 earned on specified assets, such as the return on, or increase in value of, a particular dollar amount invested at a particular interest rate, in a particular non-U.S. currency, or in a "basket" of securities representing a particular index. The use of swaps is a highly specialized activity that involves investment techniques and risks different from those associated with ordinary securities transactions. The Master Fund's use of swaps could create significant investment leverage.

**Futures and Forwards.** Futures contracts markets are highly volatile and are influenced by a variety of factors, including national and international political and economic developments. In addition, because of the low margin deposits normally required in futures trading, a high degree of leverage is typical of a futures trading account. As a result, a relatively small price movement in a futures contract may result in substantial losses. Positions in futures contracts may be closed out only on the exchange on which they were

## Types of Investments and Related Risk Factors *(continued)*

entered into or through a linked exchange, and no secondary market exists for such contracts. Certain futures exchanges do not permit trading in particular futures contracts at prices that represent a fluctuation in price during a single day's trading beyond certain set limits. If prices fluctuate during a single day's trading beyond those limits, the Master Fund could be prevented from promptly liquidating unfavorable positions and thus be subjected to substantial losses. When used for hedging purposes, an imperfect or variable degree of correlation between price movements of the futures contracts and the underlying investment sought to be hedged may prevent the Master Fund from achieving the intended hedging effect or expose the Master Fund to the risk of loss.

Forward contracts, unlike futures contracts, are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. Disruptions can occur in any market traded by the Master Fund due to unusually high trading volume, political intervention, or other factors. The imposition of controls by governmental authorities might also limit such forward (and futures) trading to less than that which the Master Fund would otherwise recommend, to the possible detriment of the Master Fund. Market illiquidity or disruption could result in major losses to the Master Fund. In addition, the Master Fund may be exposed to credit risks with regard to counterparties with whom the Master Fund trade as well as risks relating to settlement default. Such risks could result in substantial losses to the Master Fund.

Legal and Regulatory Risks. Recent legal and regulatory changes, and additional legal and regulatory changes that could occur during the term of the Master Fund, may substantially affect private equity funds and such changes may adversely impact the performance of the Master Fund. The regulation of the U.S. and non-U.S. securities and futures markets and investment funds has undergone substantial change in recent years and such change may continue. Greater regulatory scrutiny may increase the Master Fund's and the Investment Manager's exposure to potential liabilities. Increased regulatory oversight can also impose administrative burdens on the Master Fund and the Investment Manager, including, without limitation, responding to examinations or investigations and implementing new policies and procedures.

With the passage of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), there have been extensive rulemaking and regulatory changes that affect private fund managers, the funds that they manage, and the financial industry as a whole. The Dodd-Frank Act, among other things, grants regulatory authorities broad rulemaking authority to implement various provisions of the Act. The impact of the Dodd-Frank Act, and of follow-on regulation, is impossible to predict. There can be no assurance that future regulatory actions authorized by the Dodd-Frank Act will not have a material adverse effect on the Master Fund and the Investment Funds, significantly reduce the profitability of the Master Fund, or impair the ability of the Master Fund and the Investment Funds to achieve their investment objectives. The implementation of the Dodd-Frank Act also could adversely affect the Master Fund by increasing transaction and/or regulatory compliance costs. In addition, greater regulatory scrutiny may increase the Master Fund's and the Investment Manager's exposure to potential liabilities. Increased regulatory oversight can also impose administrative burdens on the Master Fund and the Investment Manager, including, without limitation, responding to examinations or investigations and implementing new policies and procedures.

Substantial Fees and Expenses. An Investor in the Master Fund meeting the eligibility conditions imposed by the Investment Funds, including minimum initial investment requirements that may be substantially higher than those imposed by the Master Fund, could invest directly in the Investment Funds. In addition, by investing in the Investment Funds through the Master Fund, an Investor in the Master Fund will bear a portion of the management fee and other expenses of the Master Fund. An Investor in the Master Fund will also indirectly bear a portion of the asset-based fees, incentive allocations, carried interests or fees and operating expenses borne by the Master Fund as an investor in the Investment Funds. In addition, to the extent that the Master Fund invests in an Investment Fund that is itself a "fund of funds," the Master Fund will bear a second layer of fees. Each Investment Fund Manager receives any incentive-based allocations to which it is entitled irrespective of the performance of the other Investment Funds and the Master Fund generally. As a result, an Investment Fund with positive performance may receive compensation from the Master Fund, even if the Master Fund's overall returns are negative. The operating expenses of an Investment Fund may include, but are not limited to, organizational and offering expenses; the cost of investments; administrative, legal and internal and external accounting fees; and extraordinary or non-recurring expenses (such as litigation or indemnification expenses). It is difficult to predict the future expenses of the Master Fund.

Investments in Non-Voting Stock; Inability to Vote. The Master Fund may hold its interests in the Investment Funds in non-voting form in order to avoid becoming (i) an "affiliated person" of any Investment Fund within the meaning of the 1940 Act and (ii) subject to the 1940 Act limitations and prohibitions on transactions with affiliated persons. Where only voting securities are available for purchase, the Master Fund may seek to create by contract the same result as owning a non-voting security by agreeing to relinquish the right to vote in respect of its investment. The Master Fund may irrevocably waive its rights (if any) to vote its interest in an Investment Fund. The Master Fund will not receive any consideration in return for entering into a voting waiver arrangement. To the extent that the Master Fund contractually forgoes the right to vote Investment Fund securities, the Master Fund will not be able to vote on matters that may be adverse to the Master Fund's interests. As a result, the Master Fund's influence on an Investment Fund could be diminished, which may consequently adversely affect the Master Fund and its Investors. Any such waiver arrangement

## Types of Investments and Related Risk Factors *(continued)*

should benefit the Master Fund, as it will enable the Master Fund to acquire more interests of an Investment Fund that the Investment Manager believes is desirable than the Master Fund would be able to if it were deemed to be an “affiliate” of the Investment Fund within the meaning of the 1940 Act.

Non-Diversified Status. The Master Fund is a “non-diversified” investment company for purposes of the 1940 Act, which means it is not subject to percentage limitations under the 1940 Act on assets that may be invested in the securities of any one issuer. As a result, the Master Fund’s net asset value may be subject to greater volatility than that of an investment company that is subject to diversification limitations. The Master Fund will not, however, invest more than 25% of its gross assets (measured at the time of investment) in any one Investment Fund.

Dilution from Subsequent Offering of Units. The Master Fund generally accepts additional investments in Units as determined by the Board, in its sole discretion. Such additional investments in the Master Fund may dilute the indirect interests of existing investors of the Master Fund in the Investment Funds made prior to such purchases, which could have an adverse impact on the Units of the existing investors of the Master Fund if subsequent Investment Funds underperform the prior investments in the Investment Funds.

Valuations Subject to Adjustment. The valuations reported by the Investment Funds based upon which the Master Fund determines its month-end net asset value may be subject to later adjustment or revision. For example, net asset value calculations may be revised as a result of fiscal year-end audits. Other adjustments may occur from time to time. Because such adjustments or revisions, whether increasing or decreasing the net asset value of the Master Fund at the time they occur, relate to information available only at the time of the adjustment or revision, the adjustment or revision may not affect the amount of the repurchase proceeds of the Master Fund received by Investors who had their Units repurchased prior to such adjustments and received their repurchase proceeds, subject to the ability of the Master Fund to adjust or recoup the repurchase proceeds received by Investors under certain circumstances. As a result, to the extent that such subsequently adjusted valuations from the Investment Funds, direct private equity investments, or the Master Fund adversely affect the Master Fund’s net asset value, the outstanding Units may be adversely affected by prior repurchases to the benefit of Investors who had their Units repurchased at a net asset value higher than the adjusted amount. Conversely, any increases in the net asset value resulting from such subsequently adjusted valuations may be entirely for the benefit of the outstanding Units and to the detriment of Investors who previously had their Units repurchased at a net asset value lower than the adjusted amount. The same principles apply to the purchase of Units. New Investors may be affected in a similar way.

Reporting Requirements. Investors who beneficially own Units that constitute more than 5% or 10% of the Units may be subject to certain requirements under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules promulgated thereunder. These include requirements to file certain reports with the SEC. The Master Fund has no obligation to file such reports on behalf of such Investors or to notify Investors that such reports are required to be made. Investors who may be subject to such requirements should consult with their legal advisors.

Limited Operating History of Master Fund Investments. Many of the Investment Funds may have limited operating histories and the information the Master Fund will obtain about such investments may be limited. As such, the ability of the Investment Manager to evaluate past performance or to validate the investment strategies of such Investment Funds will be limited. Moreover, even to the extent an Investment Fund has a longer operating history, the past investment performance of any of the Master Fund investments should not be construed as an indication of the future results of such investments or the Master Fund, particularly as the investment professionals responsible for the performance of such Investment Funds may change over time. This risk is related to, and enhanced by, the risks created by the fact that the Investment Manager relies upon information provided to it by the Investment Fund that is not, and cannot be, independently verified.

Nature of Portfolio Companies. The Master Fund may make co-investments in, and the Investment Funds will make direct and indirect investments in, various companies, ventures, and businesses (“Portfolio Companies”). This may include Portfolio Companies in the early phases of development, which can be highly risky due to the lack of a significant operating history, fully developed product lines, experienced management, or a proven market for their products. The Master Fund investments may also include Portfolio Companies that are in a state of distress or which have a poor record and which are undergoing restructuring or changes in management, and there can be no assurances that such restructuring or changes will be successful. The management of such Portfolio Companies may depend on one or two key individuals, and the loss of the services of any of such individuals may adversely affect the performance of such Portfolio Companies.

Co-Investment Vehicles. The Master Fund may invest indirectly in Portfolio Companies with third party co-investors by means of co-investment vehicles formed to facilitate such investments (“Co-Investment Vehicles”). It is anticipated that Co-Investment Vehicles will be formed and managed by third-party fund managers and that neither the Investment Manager nor the Master Fund will be able to exercise day to day control over the Co-Investment Vehicles. The realization of Portfolio Company investments made as co-investments may take longer than would the realization of investments under the sole control of the Investment Manager or the

## Types of Investments and Related Risk Factors *(continued)*

Master Fund because the co-investors may require an exit procedure requiring notification of the other co-investors and possibly giving the other co-investors a right of first refusal or a right to initiate a buy-sell procedure (i.e., one party specifying the terms upon which it is prepared to purchase the other party's or parties' participation in the investment and the non-initiating party or parties having the option of either buying the initiating party's participation or selling its or their participation in the investment on the specified terms).

Co-Investment Vehicles may involve risks in connection with such third-party involvement, including the possibility that a third-party may have financial difficulties, resulting in a negative impact on such investment, or that the Master Fund may in certain circumstances be held liable for the actions of such third-party co-investor. Third-party co-investors may also have economic or business interests or goals which are inconsistent with those of the Master Fund, or may be in a position to take or block action in a manner contrary to the Master Fund's investment objective. In circumstances where such third parties involve a management group, such third parties may receive compensation arrangements relating to the Co-Investment Vehicles, including incentive compensation arrangements, and the interests of such third parties may not be aligned with the interests of the Master Fund.

With respect to Co-Investment Vehicles, the Master Fund will be highly dependent upon the capabilities of the private equity fund managers alongside whom the investment is made. The Master Fund may indirectly make binding commitments to Co-Investment Vehicles without an ability to participate in their management and control and with no or limited ability to transfer its interests in such Co-Investment Vehicles. In some cases, the Master Fund will be obligated to fund its entire investment for a Co-Investment Vehicle up front, and in other cases the Master Fund will make commitments to fund from time to time as called by the managers of the underlying Co-Investment Vehicles. Neither the Investment Manager nor the Master Fund will have control over the timing of capital calls or distributions received from Co-Investment Vehicles, or over investment decisions made by such Co-Investment Vehicles.

Through Co-Investment Vehicles and co-investments, the Master Fund also generally will not have control over any of the underlying Portfolio Companies and will not be able to direct the policies or management decisions of such Portfolio Companies. Thus, the returns to the Master Fund from any such investments will be dependent upon the performance of the particular Portfolio Company and its management and the Master Fund will not be able to direct the policies or management decisions of such Portfolio Companies.

Defaulted Debt Securities and Other Securities of Distressed Companies. The Investment Funds may invest in low grade or unrated debt securities (i.e., "high yield" or "junk" bonds) or investments in securities of distressed companies. Such investments involve substantial risks. For example, high yield bonds are regarded as being predominantly speculative as to the issuer's ability to make payments of principal and interest. Issuers of high yield debt may be highly leveraged and may not have available to them more traditional methods of financing. Therefore, the risks associated with acquiring the securities of such issuers generally are greater than is the case with higher rated securities. In addition, the risk of loss due to default by the issuer is significantly greater for the holders of high yield bonds because such securities may be unsecured and may be subordinated to other creditors of the issuer. Similar risks apply to other private debt securities. Successful investing in distressed companies involves substantial time, effort and expertise, as compared to other types of investments. Information necessary to properly evaluate a distress situation may be difficult to obtain or be unavailable and the risks attendant to a restructuring or reorganization may not necessarily be identifiable or susceptible to considered analysis at the time of investment.

Private Equity Investments. Private equity is a common term for investments that are typically made in private or public companies through privately negotiated transactions, and generally involve equity-related finance intended to bring about some kind of change in a private business (e.g., providing growth capital, recapitalizing a company or financing an acquisition). Private equity funds, often organized as limited partnerships, are the most common vehicles for making private equity investments. Investment in private equity involves the same types of risks associated with an investment in any operating company. However, securities issued by private partnerships tend to be more illiquid, and highly speculative. Private equity has generally been dependent on the availability of debt or equity financing to fund the acquisitions of their investments. Depending on market conditions, however, the availability of such financing may be reduced dramatically, limiting the ability of private equity to obtain the required financing.

Venture Capital. An Investment Fund may invest in venture capital. Venture capital is usually classified by investments in private companies that have a limited operating history, are attempting to develop or commercialize unproven technologies or implement novel business plans or are not otherwise developed sufficiently to be self-sustaining financially or to become public. Although these investments may offer the opportunity for significant gains, such investments involve a high degree of business and financial risk that can result in substantial losses, which risks generally are greater than the risks of investing in public companies that may be at a later stage of development.

Mezzanine Investments. An Investment Fund may invest in mezzanine loans. Structurally, mezzanine loans usually rank subordinate in priority of payment to senior debt, such as senior bank debt, and are often unsecured. However, mezzanine loans rank senior to common and preferred equity in a borrower's capital structure. Mezzanine debt is often used in leveraged buyout and

## Types of Investments and Related Risk Factors *(continued)*

real estate finance transactions. Typically, mezzanine loans have elements of both debt and equity instruments, offering the fixed returns in the form of interest payments associated with senior debt, while providing lenders an opportunity to participate in the capital appreciation of a borrower, if any, through an equity interest. This equity interest typically takes the form of warrants. Due to their higher risk profile and often less restrictive covenants as compared to senior loans, mezzanine loans generally earn a higher return than senior secured loans. The warrants associated with mezzanine loans are typically detachable, which allows lenders to receive repayment of their principal on an agreed amortization schedule while retaining their equity interest in the borrower. Mezzanine loans also may include a “put” feature, which permits the holder to sell its equity interest back to the borrower at a price determined through an agreed-upon formula. Mezzanine investments may be issued with or without registration rights. Similar to other high yield securities, maturities of mezzanine investments are typically seven to ten years, but the expected average life is significantly shorter at three to five years. Mezzanine investments are usually unsecured and subordinate to other obligations of the issuer.

Real Estate Investments. The Master Fund may be exposed to real estate risk through its allocation to real estate investments. The residential housing sector in the United States came under considerable pressure for a prolonged period beginning in 2007 and home prices nationwide were down significantly on average. In addition, the commercial real estate sector in the United States was under pressure with prices down significantly on average. Residential and commercial mortgage delinquencies and foreclosures increased over this time period, which led to widespread selling in the mortgage-related market and put downward pressure on the prices of many securities. Accordingly, the instability in the credit markets adversely affected, and could adversely affect in the future, the price at which real estate funds can sell real estate because purchasers may not be able to obtain financing on attractive terms or at all. These developments also adversely affected, and could adversely affect in the future, the broader economy, which in turn adversely affected, and could adversely affect in the future, the real estate markets. Such developments could, in turn, reduce returns from real estate funds or reduce the number of real estate funds brought to market during the investment period, thereby reducing the Master Fund’s investment opportunities.

Real estate funds are subject to risks associated with the ownership of real estate, including terrorist attacks, war or other acts that destroy real property (in addition to market risks, such as the events described above). Some real estate funds may invest in a limited number of properties, in a narrow geographic area, or in a single property type, which increases the risk that such real estate fund could be unfavorably affected by the poor performance of a single investment or investment type. These companies are also sensitive to factors such as changes in real estate values and property taxes, interest rates, cash flow of underlying real estate assets, supply and demand, and the management skill and creditworthiness of the issuer. Borrowers could default on or sell investments that a real estate fund holds, which could reduce the cash flow needed to make distributions to investors. In addition, real estate funds may also be affected by tax and regulatory requirements impacting the real estate fund’s ability to qualify for preferential tax treatments or exemptions. The Master Fund is not currently allocating capital to real estate investments but reserves the right to hold such investments in the future.

Small- and Medium-Capitalization Companies. Some Investment Funds may invest a portion of their assets in Portfolio Companies with small- to medium-sized market capitalizations. While such investments may provide significant potential for appreciation, they may also involve higher risks than do investments in securities of larger companies. For example, the risk of bankruptcy or insolvency is higher than for larger, “blue-chip” companies.

Geographic Concentration Risks. An Investment Fund may concentrate its investments in specific geographic regions. This focus may constrain the liquidity and the number of Portfolio Companies available for investment by an Investment Fund. In addition, the investments of such an Investment Fund will be disproportionately exposed to the risks associated with the region of concentration.

Foreign Investments. Investment in foreign issuers or securities principally traded outside the United States may involve special risks due to foreign economic, political, and legal developments, including favorable or unfavorable changes in currency exchange rates, exchange control regulations (including currency blockage), expropriation, nationalization or confiscatory taxation of assets, and possible difficulty in obtaining and enforcing judgments against foreign entities. The Master Fund and/or an Investment Fund may be subject to foreign taxation on realized capital gains, dividends or interest payable on foreign securities, on transactions in those securities and on the repatriation of proceeds generated from those securities. Transaction-based charges are generally calculated as a percentage of the transaction amount and are paid upon the sale or transfer of portfolio securities subject to such taxes. Any taxes or other charges paid or incurred by the Master Fund and/or an Investment Fund in respect of its foreign securities will reduce the Master Fund’s yield.

Issuers of foreign securities are subject to different, often less comprehensive, accounting, custody, reporting, and disclosure requirements than U.S. issuers. The securities of some foreign governments, companies, and securities markets are less liquid, and at times more volatile, than comparable U.S. securities and securities markets. Foreign brokerage commissions and related fees also are generally higher than in the United States. Investment Funds that invest in foreign securities also may be affected by different custody and/or settlement practices or delayed settlements in some foreign markets. The laws of some foreign countries

## Types of Investments and Related Risk Factors *(continued)*

may limit an Investment Fund's ability to invest in securities of certain issuers located in those countries. Foreign countries may have reporting requirements with respect to the ownership of securities, and those reporting requirements may be subject to interpretation or change without prior notice to investors. No assurance can be given that the Investment Funds will satisfy applicable foreign reporting requirements at all times.

In addition, the tax laws of some foreign jurisdictions in which an Investment Fund may invest are unclear and interpretations of such laws can change over time. As a result, in order to comply with guidance related to the accounting and disclosure of uncertain tax positions under U.S. generally accepted accounting principles ("GAAP"), an Investment Fund may be required to accrue for book purposes certain foreign taxes in respect of its foreign securities or other foreign investments that it may or may not ultimately pay. Such tax accruals will reduce an Investment Fund's net asset value at the time accrued, even though, in some cases, the Investment Fund ultimately will not pay the related tax liabilities. Conversely, an Investment Fund's net asset value will be increased by any tax accruals that are ultimately reversed.

Emerging Markets. Some Investment Funds may invest in Portfolio Companies located in emerging industrialized or less developed countries. Risks particularly relevant to such emerging markets may include greater dependence on exports and the corresponding importance of international trade, higher risk of inflation, more extensive controls on foreign investment and limitations on repatriation of invested capital, increased likelihood of governmental involvement in, and control over, the economies, decisions by the relevant government to cease its support of economic reform programs or to impose restrictions, and less established laws and regulations regarding fiduciary duties of officers and directors and protection of investors.

Sector Concentration. The 1940 Act requires the Master Fund to state the extent, if any, to which it concentrates investments in a particular industry or group of industries. While the 1940 Act does not define what constitutes "concentration" in an industry, the staff of the SEC takes the position that, in general, investments of more than 25% of a fund's assets in an industry constitutes concentration. The Master Fund or an Investment Fund may concentrate its investments in specific industry sectors, which means each may invest more than 25% of its assets in a specific industry sector. This focus may constrain the liquidity and the number of Portfolio Companies available for investment by an Investment Fund. In addition, the investments of such an Investment Fund will be disproportionately exposed to the risks associated with the industry sectors of concentration.

Utilities and Energy Sectors. Energy companies may be significantly affected by outdated technology, short product cycles, falling prices and profits, market competition and risks associated with using hazardous materials. Energy companies may also be negatively affected by legislation that results in stricter government regulations and enforcement policies or specific expenditures. The Master Fund may invest a significant portion of its assets in private infrastructure fund investments and co-investments, which may include investments with a focus on the utilities and energy sectors, thereby exposing the Master Fund to risks associated with these sectors. Additionally, an Investment Fund may invest in Portfolio Companies in the utilities and energy sectors, exposing the Investment Fund, and thereby the Master Fund, to risks associated with these sectors. Rates charged by traditional regulated utility companies are generally subject to review and limitation by governmental regulatory commissions, and the timing of rate changes will adversely affect such companies' earnings and dividends when costs are rising.

Transportation Sector. Transportation infrastructure companies are subject to a variety of factors that may adversely affect their business or operations, including high interest costs in connection with capital construction programs, the effects of economic slowdowns, adverse changes in fuel prices, labor relations, insurance costs, government regulations, political changes, and other factors. The Master Fund may invest a significant portion of its assets in private infrastructure fund investments and co-investments, which may include investments with a focus on the transportation sector, thereby exposing the Master Fund to risks associated with this sector. Additionally, an Investment Fund may invest in Portfolio Companies in the transportation sector, exposing the Investment Fund, and thereby the Master Fund, to risks associated with this sector.

Technology Sector. Certain technology companies may have limited product lines, markets or financial resources, or may depend on a limited management group. In addition, these companies are strongly affected by worldwide technological developments, and their products and services may not be economically successful or may quickly become outdated.

Financial Sector. Financial services companies are subject to extensive governmental regulation that may limit the amounts and types of loans and other financial commitments they can make, and the interest rates and fees they can charge. Profitability of such companies is generally dependent on the availability and cost of capital, and can fluctuate as a result of increased competition or changing interest rates.

Natural Resources Sector. Investments in securities of natural resource companies involve risks. The market value of securities of natural resource companies may be affected by numerous factors, including events occurring in nature, inflationary pressures, and international politics. If the Master Fund has significant exposure to natural resource companies, there is the risk that the Master Fund will perform poorly during a downturn in the natural resource sector. For example, events occurring in nature (such as

## Types of Investments and Related Risk Factors *(continued)*

earthquakes or fires in natural resource areas) and political events (such as coups, military confrontations, or acts of terrorism) can affect the overall supply of a natural resource and the value of companies involved in such natural resource. Rising interest rates and general economic conditions may also affect the demand for natural resources.

Precious Metals Sector. Investments related to gold and other precious metals are considered speculative and are affected by a variety of worldwide economic, financial, and political factors. The price of precious metals may fluctuate sharply over short periods of time due to changes in inflation or expectations regarding inflation in various countries, the availability of supplies of precious metals, changes in industrial and commercial demand, precious metals sales by governments, central banks, or international agencies, investment speculation, monetary and other economic policies of various governments, and government restrictions on private ownership of gold and other precious metals. No income is derived from holding physical gold or other precious metals, which is unlike securities that may pay dividends or make other current payments.

Currency Risk. Investment Funds may include direct and indirect investments in a number of different currencies. Any returns on, and the value of such investments may, therefore, be materially affected by exchange rate fluctuations, local exchange control, limited liquidity of the relevant foreign exchange markets, the convertibility of the currencies in question and/or other factors. A decline in the value of the currencies in which the Master Fund investments are denominated against the U.S. dollar may result in a decrease in the Master Fund's net asset value. Forward currency contracts and options may be utilized on behalf of the Master Fund by Investment Funds to hedge against currency fluctuations, but Investment Funds are not required to hedge and there can be no assurance that such hedging transactions, even if undertaken, will be effective. Accordingly, the performance of the Master Fund could be adversely affected by such currency fluctuations.

Risks Relating to Accounting, Auditing and Financial Reporting, etc. The Master Fund and certain of the Investment Funds may invest in Portfolio Companies that do not maintain internal management accounts or adopt financial budgeting, internal audit or internal control procedures to standards normally expected of companies in the United States. Accordingly, information supplied to the Master Fund and the Investment Funds may be incomplete, inaccurate and/or significantly delayed. The Master Fund and the Investment Funds may therefore be unable to take or influence timely actions necessary to rectify management deficiencies in such Portfolio Companies, which may ultimately have an adverse impact on the net asset value of the Master Fund.

Valuation of the Master Fund's Interests in Investment Funds. A large percentage of the securities in which the Master Fund invests will not have a readily determinable market price and will be fair valued by the Master Fund based on procedures approved by the Board. The valuation of the Master Fund's interests in Investment Funds is ordinarily determined monthly based in part on estimated valuations provided by Investment Fund Managers and also on valuation recommendations provided by the Investment Manager under the ultimate direction and approval of the Pricing Committee. The Administrator also assists the Pricing Committee in carrying out its duty to approve fair value determinations of the Master Fund's investments. Like the Master Fund's investments, a large percentage of the securities in which the Investment Funds invest will not have a readily determinable market price and will be valued periodically by the Investment Fund. In this regard, an Investment Fund Manager may face a conflict of interest in valuing the securities, as their value may affect the Investment Fund Manager's compensation or its ability to raise additional funds in the future. No assurances can be given regarding the valuation methodology or the sufficiency of systems utilized by any Investment Fund, the accuracy of the valuations provided by the Investment Funds, that the Investment Funds will comply with their own internal policies or procedures for keeping records or making valuations, or that the Investment Funds' policies and procedures and systems will not change without notice to the Master Fund. As a result, valuations of the securities may be subjective and could subsequently prove to have been wrong, potentially by significant amounts.

Securities valuation and pricing services policies and procedures adopted by the Board (the "Valuation Procedures") provide that valuations for Investment Funds will be determined based in part on estimated valuations provided by Investment Fund Managers and also on valuation recommendations provided by the Investment Manager pursuant to a valuation methodology that incorporates general private equity pricing principles and, for certain securities, may also incorporate a proprietary valuation model with a fundamental overlay, under the ultimate direction and approval of the Pricing Committee. The Investment Manager seeks to maintain accurate Investment Fund valuations by undertaking a detailed assessment of an Investment Fund's valuation procedures prior to investing in the Investment Fund. Based on the methodology, the Investment Manager may recommend that the Pricing Committee adjust an Investment Fund's periodic valuation, as appropriate. The Master Fund runs the risk that the Investment Manager's valuation techniques will fail to produce the desired results. Any imperfections, errors, or limitations in any model that is used could affect the ability of the Master Fund to accurately value Investment Fund assets. By necessity, models make simplifying assumptions that limit their efficacy. Models that appear to explain prior market data can fail to predict future market events. Further, the data used in models may be inaccurate and may not include all knowable information or the most recent information about a company, security, or market factor. In addition, the Investment Manager may face conflicts of interest in assisting with the valuation of the Master Fund's investments, as the value of the Master Fund's investments will affect the Investment Manager's compensation. Moreover, Investment Fund Managers typically provide estimated valuations on a quarterly basis whereas the Investment Manager will consider valuations on an ongoing basis and will recommend valuations on a monthly basis. While any

## Types of Investments and Related Risk Factors *(continued)*

model that may be used would be designed to assist in confirming or adjusting valuation recommendations, the Investment Manager generally will not have sufficient information in order to be able to confirm with certainty the accuracy of valuations provided by an Investment Fund until the Master Fund receives the Investment Funds' audited annual financial statements.

An Investment Fund's information could be inaccurate due to fraudulent activity, misvaluation, or inadvertent error. In any case, the Master Fund may not uncover errors for a significant period of time, if ever. Even if the Investment Manager elects to cause the Master Fund to sell its interests in such an Investment Fund, the Master Fund may be unable to sell such interests quickly, if at all, and could therefore be obligated to continue to hold such interests for an extended period of time. In such a case, the Investment Fund's valuations of such interests could remain subject to such fraud or error, and the Pricing Committee may, in its sole discretion, determine to discount the value of the interests or value them at zero.

Investors should be aware that situations involving uncertainties as to the valuations by Investment Funds could have a material adverse effect on the Master Fund if judgments regarding valuations should prove incorrect. Persons who are unwilling to assume such risks should not make an investment in the Master Fund.

Indemnification of Investment Funds, Investment Fund Managers and Others. The Master Fund may agree to indemnify certain of the Investment Funds and their respective managers, officers, directors, and affiliates from any liability, damage, cost, or expense arising out of, among other things, acts or omissions undertaken in connection with the management of Investment Funds. If the Master Fund were required to make payments (or return distributions) in respect of any such indemnity, the Master Fund could be materially adversely affected. Indemnification of sellers of secondaries may be required as a condition to purchasing such securities.

Termination of the Master Fund's Interest in an Investment Fund. An Investment Fund may, among other things, terminate the Master Fund's interest in that Investment Fund (causing a forfeiture of all or a portion of such interest) if the Master Fund fails to satisfy any capital call by that Investment Fund or if the continued participation of the Master Fund in the Investment Fund would have a material adverse effect on the Investment Fund or its assets.

General Risks of Secondary Investments. The overall performance of the Master Fund's secondary investments will depend in large part on the acquisition price paid, which may be negotiated based on incomplete or imperfect information. Certain secondary investments may be purchased as a portfolio, and in such cases the Master Fund may not be able to carve out from such purchases those investments that the Investment Manager considers (for commercial, tax, legal or other reasons) less attractive. Where the Master Fund acquires an Investment Fund interest as a secondary investment, the Master Fund will generally not have the ability to modify or amend such Investment Fund's constituent documents (e.g., limited partnership agreements) or otherwise negotiate the economic terms of the interests being acquired. In addition, the costs and resources required to investigate the commercial, tax and legal issues relating to secondary investments may be greater than those relating to primary investments.

Contingent Liabilities Associated with Secondary Investments. Where the Master Fund acquires an Investment Fund interest as a secondary investment, the Master Fund may acquire contingent liabilities associated with such interest. Specifically, where the seller has received distributions from the relevant Investment Fund and, subsequently, that Investment Fund recalls any portion of such distributions, the Master Fund (as the purchaser of the interest to which such distributions are attributable) may be obligated to pay an amount equivalent to such distributions to such Investment Fund. While the Master Fund may be able, in turn, to make a claim against the seller of the interest for any monies so paid to the Investment Fund, there can be no assurance that the Master Fund would have such right or prevail in any such claim. The Investment Manager does not anticipate that the Master Fund will accrue contingent liabilities with respect to secondary investments often, but each secondary investment bears the risk of being subject to contingent liabilities.

Risks Relating to Secondary Investments Involving Syndicates. The Master Fund may acquire secondary investments as a member of a purchasing syndicate, in which case the Master Fund may be exposed to additional risks including (among other things): (i) counterparty risk, (ii) reputation risk, (iii) breach of confidentiality by a syndicate member, and (iv) execution risk.

Commitment Strategy. The Master Fund anticipates that it will maintain a sizeable cash and/or liquid assets position in anticipation of funding capital calls. The Master Fund will be required to make incremental contributions pursuant to capital calls issued from time to time by Investment Funds.

Holding a sizeable cash and/or liquid assets position may result in lower returns than if the Master Fund employed a more aggressive "over-commitment" strategy. However, an inadequate cash position presents other risks to the Master Fund, including the potential inability to fund capital contributions, to pay for repurchases of Units tendered by Investors or to meet expenses generally. Moreover, if the Master Fund defaults on its commitments or fails to satisfy capital calls in a timely manner then, generally, it will be subject to significant penalties, including the complete forfeiture of the Master Fund's investment in the Investment Fund. Any failure by the Master Fund to make timely capital contributions in respect of its commitments may (i) impair

## Types of Investments and Related Risk Factors *(continued)*

the ability of the Master Fund to pursue its investment program, (ii) force the Master Fund to borrow, (iii) indirectly cause the Master Fund, and, indirectly, the Investors to be subject to certain penalties from the Investment Funds (including the complete forfeiture of the Master Fund's investment in an Investment Fund), or (iv) otherwise impair the value of the Master Fund's investments (including the devaluation of the Master Fund).

Registered Investment Companies. The Master Fund may invest in the securities of other registered investment companies to the extent that such investments are consistent with the Master Fund's investment objective and permissible under the 1940 Act or made pursuant to an exemption under the 1940 Act. Under one provision of the 1940 Act, the Master Fund may not acquire the securities of other registered investment companies if, as a result, (i) more than 10% of the Master Fund's total assets would be invested in securities of other registered investment companies; (ii) such purchase would result in more than 3% of the total outstanding voting securities of any one registered investment company being held by the Master Fund; or (iii) more than 5% of the Master Fund's total assets would be invested in any one registered investment company. Other provisions of the 1940 Act are less restrictive provided that the Master Fund is able to meet certain conditions. These limitations do not apply to the acquisition of units of any registered investment company in connection with a merger, consolidation, reorganization or acquisition of substantially all of the assets of another registered investment company. In addition, the ETFs in which the Master Fund may invest are subject to exemptive orders that provide relief from, and such investment would not be subject to, these limitations.

The Master Fund, as a holder of the securities of other investment companies, will bear its pro rata portion of the other investment companies' expenses, including advisory fees. These expenses will be in addition to the direct expenses incurred by the Master Fund.

Cash, Cash Equivalents, Investment Grade Bonds and Money Market Instruments. The Master Fund and Investment Funds may invest, including for defensive purposes, some or all of their respective assets in high quality fixed-income securities, money market instruments, money market mutual funds, and other short-term securities, or hold cash or cash equivalents in such amounts as the Investment Manager or Investment Fund Managers deem appropriate under the circumstances. In addition, the Master Fund or an Investment Fund may invest in these instruments pending allocation of its respective offering proceeds, and the Master Fund will retain cash or cash equivalents in sufficient amounts to satisfy capital calls from Investment Funds. 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 U.S. banks that are members of the Federal Deposit Insurance Corporation, and repurchase agreements.

These investments may be adversely affected by tax, legislative, regulatory, credit, political or government changes, interest rate increases and the financial conditions of issuers, which may pose credit risks that result in issuer default.

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 such liabilities were to arise, or if such litigation were to be resolved in a manner that adversely affected the Investment Funds, those Investment Funds would likely incur losses on their investments.

Access to Secondary Investments. The Master Fund is registered as an investment company under the 1940 Act and is subject to certain restrictions under the 1940 Act, and certain tax requirements, among other restrictions, that limit the Master Fund's ability to make secondary investments, as compared to a fund that is not so registered. Such restrictions may prevent the Master Fund from participating in (or increasing its share of) certain favorable investment opportunities, or may lead to a lack of exposure to a certain type of investment for certain periods of time. The Master Fund's intention to qualify and be eligible for treatment as a RIC under the IRC can limit its ability to acquire or continue to hold positions in secondary investments that would otherwise be consistent with its investment strategy. The Master Fund incurs additional expenses (compared to a fund that is not registered under the 1940 Act) in determining whether an investment is permissible under the 1940 Act and in structuring investments to comply with the 1940 Act, which reduces returns to investors in the Master Fund.

Market Disruption and Geopolitical Risk. The Master Fund is subject to the risk that geopolitical events will disrupt securities markets and adversely affect global economies and markets. War, terrorism, and related geopolitical events (and their aftermath) have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on U.S. and world economies and markets generally. Likewise, natural and environmental disasters, such as, for example, earthquakes, fires, floods, hurricanes, tsunamis and weather-related phenomena generally, as well as the spread of infectious illness or other public health issues, including widespread epidemics or pandemics such as the COVID-19 outbreak in 2020, and systemic market dislocations can be highly disruptive to economies and markets. Those events as well as other changes in non-U.S. and domestic economic and

## Types of Investments and Related Risk Factors *(continued)*

political conditions also could adversely affect individual issuers or related groups of issuers, securities markets, interest rates, credit ratings, inflation, investor sentiment, and other factors affecting the value of investments made by the Investment Funds.

The COVID-19 outbreak in 2020 has resulted in travel restrictions and disruptions, closed borders, enhanced health screenings at ports of entry and elsewhere, disruption of and delays in healthcare service preparation and delivery, quarantines, event cancellations and restrictions, service cancellations or reductions, disruptions to business operations, supply chains and customer activity, lower consumer demand for goods and services, as well as general concern and uncertainty that has negatively affected the economic environment. The impact of this outbreak and any other epidemic or pandemic that may arise in the future could adversely affect the economies of many nations or the entire global economy, the financial performance of individual issuers, borrowers and sectors and the health of capital markets and other markets generally in potentially significant and unforeseen ways. This crisis or other public health crises may also exacerbate other pre-existing political, social and economic risks in certain countries or globally. The duration of the COVID-19 outbreak and its effects cannot be determined with certainty. The foregoing could lead to a significant economic downturn or recession, increased market volatility, a greater number of market closures, higher default rates and adverse effects on the values and liquidity of securities or other assets. Such impacts, which may vary across asset classes, may adversely affect the performance of the Investment Funds.

Given the increasing interdependence between global economies and markets, conditions in one country, market, or region might adversely impact markets, issuers and/or foreign exchange rates in other countries, including the U.S. Continuing uncertainty as to the status of the Euro and the European Monetary Union (the "EMU") has created significant volatility in currency and financial markets generally. Any partial or complete dissolution of the EMU, or any continued uncertainty as to its status, could have significant adverse effects on currency and financial markets, and on the values of the Master Fund's investments. At a referendum in June 2016, the United Kingdom (the "UK") voted to leave the European Union ("EU"), thereby initiating the British exit from the EU (commonly known as "Brexit"). In March 2017, the UK formally notified the European Council of the UK's intention to withdraw from the EU pursuant to Article 50 of the Treaty on European Union. This formal notification began a multi-year period of negotiations regarding the terms of the UK's exit from the EU, which formally occurred on January 31, 2020. A transition period is taking place following the UK's exit where the UK remains subject to EU rules but has no role in the EU law-making process. During this transition period, UK and EU representatives are negotiating the precise terms of their future relationship.

There is still considerable uncertainty relating to the potential consequences associated with the exit, how the negotiations for the withdrawal and new trade agreements will be conducted, and whether the UK's exit will increase the likelihood of other countries also departing the EU. Brexit may have a significant impact on the UK, Europe, and global economies, which may result in increased volatility and illiquidity, and potentially lower economic growth in markets in the UK, Europe and globally, which may adversely affect the financial performance of any Investment Funds operating in such markets. Such uncertainty may also result in reduction in investment opportunities to deploy capital, and may slow capital-raising of the Master Fund and underlying Investment Funds. An exit from the EU could materially change the regulatory framework applicable to any Investment Fund Manager which is based in the UK, since many of the laws and regulations applicable to any such manager will derive from EU legislation, including the laws and regulations under which any such manager is permitted to manage the Investment Fund. This could increase the costs borne directly or indirectly by the Master Fund and could adversely affect the returns that investors might otherwise receive from the Master Fund.

Cyber Security Risk. With the increased use of technologies such as the Internet and the dependence on computer systems to perform business and operational functions, investment companies (such as the Master Fund) and their service providers (including the Investment Manager) may be prone to operational and information security risks resulting from cyber-attacks and/or technological malfunctions. In general, cyber-attacks are deliberate, but unintentional events may have similar effects. Cyber-attacks include, among others, stealing or corrupting data maintained online or digitally, preventing legitimate users from accessing information or services on a website, releasing confidential information without authorization, and causing operational disruption. Successful cyber-attacks against, or security breakdowns of, the Master Fund, the Investment Funds, the Investment Manager, or a custodian, transfer agent, or other affiliated or third-party service provider may adversely affect the Investors. For instance, cyber-attacks may interfere with the processing of Investor transactions, affect the Master Fund's ability to calculate its NAV, cause the release of private Investor information or confidential Master Fund information, impede trading, cause reputational damage, and subject the Master Fund to regulatory fines, penalties or financial losses, reimbursement or other compensation costs, and additional compliance costs. Cyber-attacks may render records of Master Fund assets and transactions, Investor ownership of Units, and other data integral to the functioning of the Master Fund inaccessible or inaccurate or incomplete. The Master Fund may also incur substantial costs for cyber security risk management in order to prevent cyber incidents in the future. The Master Fund and the Investors could be negatively impacted as a result. While the Investment Manager has established business continuity plans and systems designed to prevent cyber-attacks, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. The Master Fund relies on third-party service providers for many of its day-to-day operations, and is subject to the risk that the protections and protocols implemented by those service providers will be ineffective to protect the Master Fund from cyber-attack. The Investment Manager does not control the cyber security plans and systems put in

## Types of Investments and Related Risk Factors *(continued)*

place by third-party service providers and such third-party service providers may have limited indemnification obligations to the Investment Manager or the Master Fund. Similar types of cyber security risks also are present for the Investment Funds and other issuers of securities in which the Master Fund invests, which could result in material adverse consequences for such issuers, and may cause the investments of the Investment Funds to lose value.

### **Other Risks**

Investing in the Master Fund involves risks other than those associated with investments made by the Investment Funds. Some of these risks are described below:

Incentive Allocation Arrangements. Each Investment Fund Manager may receive a performance fee, carried interest or incentive allocation generally equal to 20% of the net profits earned by the Investment Fund that it manages, typically subject to a clawback. These performance incentives may create an incentive for the Investment Fund Managers to make investments that are riskier or more speculative than those that might have been made in the absence of the performance fee, carried interest, or incentive allocation.

Availability of Investment Opportunities. The business of identifying and structuring investments of the types contemplated by the Master Fund is competitive, and involves a high degree of uncertainty. The availability of investment opportunities is subject to market conditions and may also be affected by the prevailing regulatory or political climate. The Master Fund will compete for attractive investments with other prospective Investors and there can be no assurance that the Investment Manager will be able to identify, gain access to, or complete attractive investments, that the investments which are ultimately made will satisfy all of the Master Fund's objectives, or that the Master Fund will be able to fully invest its assets. Other investment vehicles managed or advised by the Investment Manager and its affiliates may seek investment opportunities similar to those the Master Fund may be seeking. Consistent with the Investment Manager's allocation policies, the Investment Manager will allocate fairly between the Master Fund and such other investment vehicles any investment opportunities that may be appropriate for the Master Fund and such other investment vehicles. Similarly, identifying attractive investment opportunities for an Investment Fund is difficult and involves a high degree of uncertainty. Even if an Investment Fund Manager identifies an attractive investment opportunity, an Investment Fund may not be permitted to take advantage of the opportunity to the fullest extent desired.

The Investment Manager may sell the Master Fund's holdings of certain of its investments at different times than similar investments are sold by other investment vehicles advised by the Investment Manager, particularly if significant redemptions in the Master Fund occur, which could negatively impact the performance of the Master Fund.

Inadequate Return. No assurance can be given that the returns on the Master Fund's investments will be proportionate to the risk of investment in the Master Fund. Potential Investors should not commit money to the Master Fund unless they have the resources to sustain the loss of their entire investment.

Inside Information. From time to time, the Master Fund or an Investment Fund or their respective affiliates may come into possession of material, non-public information concerning an entity or issuer in which the Master Fund or an Investment Fund has invested or may invest. The possession of such information may limit the Master Fund's or the Investment Fund's ability to buy or sell securities of the issuer.

Recourse to the Master Fund's Assets. The Master Fund's assets are available to satisfy all liabilities and other obligations of the Master Fund. If the Master Fund becomes subject to a liability, parties seeking to have the liability satisfied may have recourse to the Master Fund's assets generally and not be limited to any particular asset, such as the asset representing the investment giving rise to the liability.

Possible Exclusion of Investors Based on Certain Detrimental Effects. The Master Fund may repurchase Units held by an Investor or other person acquiring Units from or through an Investor, if: (i) the Units have been transferred in violation of the LLC Agreement or have vested in any person by operation of law (i.e., the result of the death, bankruptcy, insolvency, adjudicated incompetence or dissolution of the Investor); (ii) any transferee does not meet any investor eligibility requirements established by the Master Fund from time to time; (iii) ownership of the Units by the Investor or other person likely will cause the Master Fund to be in violation of, or subject the Master Fund to additional registration or regulation under, the securities, commodities or other laws of the United States or any other relevant jurisdiction; (iv) continued ownership of the Units by the Investor or other person may be harmful or injurious to the business or reputation of the Master Fund, the Investment Manager or the Administrator, or may subject the Master Fund or any Investor to an undue risk of adverse tax or other fiscal or regulatory consequences; (v) any of the representations and warranties made by the Investor or other person in connection with the acquisition of the Units was not true when made or has ceased to be true; (vi) the Investor is subject to special laws or regulations, and the Master Fund determines that the Investor is likely to be subject to additional regulatory or compliance requirements under these special laws or regulations by virtue of continuing to hold

## Types of Investments and Related Risk Factors *(continued)*

the Units; (vii) the Investor's investment balance falls below the amount the Board determines from time to time to be a minimum investment in the Master Fund or rises above the amount the Board determines from time to time to be a maximum investment in the Master Fund; or (viii) the Master Fund or the Board determines that the repurchase of the Units would be in the interest of the Master Fund. These provisions may, in effect, deprive an Investor in the Master Fund of an opportunity for a return that might be received by other Investors.

Potential Significant Effect of the Performance of a Limited Number of Investments or Strategies. The Investment Manager expects that the Master Fund will participate in multiple investments. The Master Fund may, however, make investments in a limited number of the Investment Funds and/or co-investments and Investment Funds may make investments in a limited number of Portfolio Companies. In either instance, these limited numbers of investments may have a significant effect on the performance of the Master Fund. In addition, the Master Fund may invest a substantial portion of its assets in Investment Funds that follow a particular investment strategy. In such event, the Master Fund would be exposed to the risks associated with that strategy to a greater extent than it would if the Master Fund's assets were invested more broadly among Investment Funds pursuing various investment strategies.

Master-Feeder Structure Risk. The Feeder Fund is a feeder fund that invests in the Master Fund and that subjects the Master Fund to risks related to the master-feeder structure. The Feeder Fund may own a large share of the Master Fund and could have significant voting power over the Master Fund. Also, a large-scale redemption by the investors in the Feeder Fund may increase the proportionate share of the costs of the Master Fund borne by the Investors of the Master Fund.

Tax Risks. Special tax risks are associated with an investment in the Master Fund. The Master Fund intends to qualify and elect to be treated as a RIC under Subchapter M of the IRC. As such, the Master Fund must satisfy, among other requirements, diversification and 90% gross income requirements, and a requirement that it distribute at least 90% of its income and net short-term gains in the form of deductible dividends.

Each of the aforementioned ongoing requirements for qualification for the favorable tax treatment available to RICs requires that the Investment Manager obtain information from or about the Investment Funds in which the Master Fund is invested. However, Investment Funds generally are not obligated to disclose the contents of their portfolios. This lack of transparency may make it difficult for the Investment Manager to monitor the sources of the Master Fund's income and the diversification of its assets, and otherwise to comply with Subchapter M of the IRC. Ultimately this may limit the universe of Investment Funds in which the Master Fund can invest.

Investment Funds and co-investments classified as partnerships for U.S. federal income tax purposes may generate income allocable to the Master Fund that is not qualifying income for purposes of the 90% gross income test, described below. In order to meet the 90% gross income test, the Master Fund may structure its investments in a manner that potentially increases the taxes imposed thereon or in respect thereof. Because the Master Fund may not have timely or complete information concerning the amount or sources of such an Investment Fund's or co-investment's income until such income has been earned by the Investment Fund or co-investment or until a substantial amount of time thereafter, it may be difficult for the Master Fund to satisfy the 90% gross income test.

The Master Fund intends to invest a portion of its assets in the Subsidiary Fund, a Delaware limited liability company that has elected to be treated as a corporation for U.S. federal income tax purposes. A RIC generally does not take into account income earned by a U.S. corporation in which it invests unless and until the corporation distributes such income to the RIC as a dividend. Where, as here, the Subsidiary Fund is organized in the U.S., the Subsidiary Fund will be liable for an entity-level U.S. federal income tax on its income from U.S. and non-U.S. sources, as well as any applicable state taxes, which will reduce the Master Fund's return on its investment in the Subsidiary Fund. If a net loss is realized by the Subsidiary Fund, such loss is not generally available to offset the income of the Master Fund.

In the event that the Master Fund believes that it is possible that it will fail the asset diversification requirement at the end of any quarter of a taxable year, it may seek to take certain actions to avert such failure, including by acquiring additional investments to come into compliance with the asset diversification tests or by disposing of non-diversified assets. Although the IRC affords the Master Fund the opportunity, in certain circumstances, to cure a failure to meet the asset diversification test, including by disposing of non-diversified assets within six months, there may be constraints on the Master Fund's ability to dispose of its interest in an Investment Fund or co-investment that limit utilization of this cure period.

If the Master Fund were to fail to satisfy the asset diversification or other RIC requirements, absent a cure, it would lose its status as a RIC under the IRC. Such loss of RIC status could affect the amount, timing and character of the Master Fund's distributions and would cause all of the Master Fund's taxable income to be subject to U.S. federal income tax at regular corporate rates without any deduction for distributions to Investors. In addition, all distributions (including distributions of net capital gain) would be taxed to their

## Types of Investments and Related Risk Factors *(continued)*

recipients as dividend income to the extent of the Master Fund's current and accumulated earnings and profits. Accordingly, disqualification as a RIC would have a significant adverse effect on the value of the Units.

The Master Fund must distribute at least 90% of its investment company taxable income, in a manner qualifying for the dividends-paid deduction, to qualify as a RIC, and must distribute substantially all its income in order to avoid a fund-level tax. In addition, if the Master Fund were to fail to distribute in a calendar year a sufficient amount of its income for such year, it will be subject to an excise tax. The determination of the amount of distributions sufficient to qualify as a RIC and avoid a fund-level income or excise tax will depend on income and gain information that must be obtained from the underlying Investment Funds. The Master Fund's investment in Investment Funds and co-investments will make it difficult to estimate the Master Fund's income and gains in a timely fashion. Given the difficulty of estimating Master Fund income and gains in a timely fashion, each year the Master Fund is likely to be liable for a 4% excise tax.

The Master Fund may directly or indirectly invest in Investment Funds, co-investments or Portfolio Companies located outside the United States. Such Investment Funds, co-investments or Portfolio Companies may be subject to withholding taxes or other taxes in such jurisdictions with respect to their investments or operations, as applicable. In addition, adverse U.S. federal income tax consequences can result by virtue of certain foreign investments, including potential U.S. withholding taxes on foreign investment entities with respect to their U.S. investments and potential adverse tax consequences associated with investments in any foreign corporations that are characterized for U.S. federal income tax purposes as "passive foreign investment companies".

**The success of an Investment Fund's activities will typically depend on the ability of the relevant Investment Fund Manager to identify attractive investment opportunities, enhance Portfolio Company value and to see when target improvements/value is reached. The Master Fund should be considered a speculative investment, and you should invest in the Master Fund only if you can sustain a complete loss of your investment.**

The above discussions of the various risks associated with the Master Fund and the Units are not, and are not intended to be, a complete enumeration or explanation of the risks involved in an investment in the Master Fund. In addition, as the Master Fund's investment programs change or develop over time, or market conditions change or develop, an investment in the Master Fund may be subject to risk factors not described in this report.

**No guarantee or representation is made that the investment program of the Master Fund or any Investment Fund will be successful, that the various Investment Funds selected will produce positive returns or that the Master Fund will achieve its investment objective.**



***Important Information About This Report***

This report is prepared for the Fund's Unit holders. It is authorized for distribution to prospective investors only when preceded or accompanied by an effective prospectus. To receive a free copy of the prospectus or Statement of Additional Information, which includes additional information about Fund Directors, please contact us by calling 877.355.1566 – From 8:00 AM to 5:00 PM EST. Distributed by AMG Distributors, Inc., member FINRA/SIPC.

A description of the policies and procedures that the Fund uses to vote its proxies is available: (i) without charge, upon request, by calling 877.355.1566 – From 8:00 AM to 5:00 PM EST, or (ii) on the Securities and Exchange Commission's (SEC) website at [www.sec.gov](http://www.sec.gov). For information regarding the Fund's proxy voting record for the 12-month period ended June 30, call 800.835.3879 or visit the SEC's website at [www.sec.gov](http://www.sec.gov).

The Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year as an exhibit to its reports on Form N-PORT. The Fund's portfolio holdings on Form N-PORT are available on the SEC's website at [www.sec.gov](http://www.sec.gov). To review a complete list of the Fund's portfolio holdings, or to view the most recent semiannual report or annual report, please visit [amgfunds.com](http://amgfunds.com).