



Women's Venture Capital Fund, L.P.
(a Delaware Limited Partnership)

Combined

Annual Report

For the Twelve-Month Period Ended December 31, 2021

and

Quarterly Report

For the Three-Month Period Ended March 31, 2022

Confidential



April 27, 2022

Esteemed Limited Partners of Women's Venture Capital Fund:

Attached are the Financial Statements for *Women's Venture Capital Fund* (the "Fund") for the fiscal year 2021 that includes the Audited Financial Statements for the Fund for the twelve months ended December 31, 2021 (Appendix C to this Report). We are also providing current Portfolio Summaries for the Fund's investments in Collabra Technology, Inc. (formerly Proxio, Inc.) and Newsela, Inc. Due to the timing of this Report, we are also including Unaudited Financial Statements for the Fund for the three months ended March 31, 2022 (Appendix D).

Please note that this Report and the Financial Statements and Attachments hereto constitute confidential information belonging to the *Women's Venture Capital Fund, L.P.* and to *Women's Venture Capital Fund GP, L.L.C.* (the "General Partner"). These materials are being furnished to you in your capacity as a limited partner ("LP") of the Fund and should not be distributed for any reason.

Taxation and Tax Reporting

The 2021 federal and state tax returns of the Fund have been filed. The General Partner distributed your Schedule K-1 information for the 2021 tax year via electronic transmission on or about March 14. The Fund's K-1 distribution this year occurred in a timely manner thanks to the efforts of the Fund's CFO and tax accounting firm, Talbot Korvola & Warwick.

We are aware that a number of LPs have not yet downloaded their K-1s. A reminder with a new link was sent out on April 25. To minimize the Fund's administrative costs, we respectfully ask you to download your K-1 promptly upon receipt, whether you are filing your tax return shortly or delaying until later in the year. If you do not see the email from WVCF, please check your spam folder.

Financial Statements

The Fund has successfully completed its 2021 audit conducted by Alvarez & Associates, Inc. Our new CFO Clare Tureck, together with the Managing Directors, oversaw the audit process and reviewed and approved all significant matters related to the preparation of the financial information attached to this Report. We are pleased to note that Alvarez issued a clean audit opinion of *Women's Venture Capital Fund, L.P.*

Portfolio Companies

Collabra Technologies, Inc.: The Company has now closed the chapter on its photography services business with the sale to VHT, Inc. Management believes this deal was in the best financial interest of Collabra given challenging market conditions and strategically sets them up for future growth of its high margin technology business. Specifically, it provides Collabra with an expanded sales channel into which they can sell its improved digital products (PowerHouse NOW!) without diverting resources to a low margin legacy business. As the real estate market is undergoing a metamorphosis, Collabra's board is hopeful that 2022 is the start of Collabra's transformation -- new leadership brings new energy, strong industry connections, and

innovative ideas. More time is needed to see how the year unfolds for the Company. (See Appendix A – Summary of Collabra Investment)

Newsela, Inc.: Newsela has earned its reputation as a top educational resource valued by many large school districts across the country. In 2021, the Company achieved significant growth in annual recurring revenue, closed a number of large school districts, and sizably increased its headcount to right size the team while maintaining healthy cash flow and extensive capital reserves. Strategic improvements to its sales process and renewed focus on customer engagement and satisfaction have paid dividends. As the culture war and the critical race theory debate intensify in a number of states, management is actively assessing the developing situation as it unfolds state by state to chart the best path forward -- in terms of content offering, resource allocation, and account management. (See Appendix B – Summary of Newsela Investment)

Management and Governance

The 2022 Annual Meeting of the *Women’s Venture Capital Fund, L.P.* was held virtually on Friday, February 4. Drawing off more than 30 years of experience forging iconic B2B and B2C brands, Shawn Dennis gave an enlightening [keynote](#) entitled “*Brand Stands: Key Pillars to Building Disruptive Brands Today*”. Please feel free to download and share this link with your colleagues and friends.

Jennifer Coogan, Chief Content Officer from Newsela who has represented the company for many years at our Annual Meeting, joined us for an inspirational fireside chat to share learnings from Newsela’s amazing growth from 5 to 500 employees. While we missed connecting with you in person, we would like to thank our LPs, Advisors and CEOs who joined the virtual meeting this year and appreciated the positive feedback many of you shared.

The *Women’s Venture Capital Fund* team also appreciates the time and counsel that our Advisors, individually and collectively, have invested in the success of the Fund. We value the experience and expertise that our Advisors bring to the Fund.

Thank you for the commitment you have made to the *Women’s Venture Capital Fund*. As always, should you have any questions about this report or any other matter, please do not hesitate to contact us.

Yours sincerely,
Women’s Venture Capital Fund GP, L.L.C.
Edith Dorsen, Managing Director
Monica Dodi, Managing Director
Susan Namkung, Principal

Prepared with assistance of:
Clare Tureck, CFO
Jennifer Post, Esq. (Thompson Coburn LLP) Investor Counsel

Appendices:

- A. Collabra Investment Summary
- B. Newsela Investment Summary
- C. Audited Financial Statements for the Year Ended December 31, 2021
- D. Unaudited Financial Statements for the Three Months Ended March 31, 2022

Appendix A
WOMEN'S VENTURE CAPITAL FUND, L.P.
PORTFOLIO COMPANY SUMMARIES



Collabra Technology, Inc. (formerly Proxio, Inc.)

www.collabratechnology.com; www.proxio.com

Proxio launched in May 2008; Collabra launched in March 2018. Based in Spokane, WA.

Brief Description:

Collabra is a cloud-based platform that is moving the real estate industry into the modern era—powering the digital creation, sharing, and tracking of property marketing information. The Company's technology and multilingual tools enable builders and brokerages to leverage motivated agents to reach more buyers and accelerate sales worldwide. Proxio Showcase™ enterprise customers include Coldwell Banker Global Luxury and Douglas Elliman-Knight Frank.

Collabra Technology was formed in March 2018 with the merger of Proxio and TourFactory, a large provider of virtual tours and listing photos, enabling brokers and agents to purchase and incorporate high-resolution photos into their digital marketing products. In November 2021, Collabra sold this photography business to focus on delivering high-margin technology products and services to the real estate industry.

Date of 1st WVCF Investment: November 2012

Total Equity Capital Raised to Date: \$7.9M, all of which is common stock of Collabra

WVCF Current Investment and Ownership: \$650K for 1.9%

Additional Financing Required:

In November 2021, Collabra sold its photography services business operating under the TourFactory brand to VHT, Inc. in a deal that included a small amount of cash and a 15.4% equity stake in VHT. In addition, the Company raised a \$750k convertible note and \$500k in short term debt financing. Based on the above and cash that is projected to accrue to Collabra from VHT's recapitalization at the end of this month, Collabra management expects to have sufficient cash to execute on its 2022 plans.

Key Management Team:

CEO Russ Cofano has over 30 years of senior leadership experience in nearly all facets of the real estate industry including brokerage, technology, MLS, associations and affiliated businesses. Mr. Cofano previously served as President and General Counsel of eXp World Holdings, SVP of Industry Relations at Move, Inc. (operator of realtor.com), and VP and General Counsel at John L. Scott Real Estate. Mr. Cofano holds a BA and JD from the University of Washington.

CTO Peter Spicer is considered one of the top technologists in the U.S. in the design and management of real estate information services; he built the 4th largest U.S. MLS system and an online forms company. Mr. Spicer has BS/MS degrees in computer science and engineering and has managed mission critical software development for over 20 years in Silicon Valley technology companies.

Recent Events/Highlights:

- Sold its legacy TourFactory photography services business with a network of 400+ independent photographers to VHT, the industry leader in real estate photography to focus on strategic growth of its technology business; deal terms included a small amount of cash and a 15.4% equity stake in VHT
- Pursuant to the VHT sale, Collabra acquired certain exclusivity rights and tripled the size of its sale channel of agents (from 50k to 150k photo shoots annually) into which they may sell its technology products and services
- Integrated PowerHouse NOW! platform into VHT's online order experience; this refined and modern platform improves the capability of agents to seamlessly purchase digital products and better market its sales listings
- Revenues for 2021 were off by \$3M, a 17% decrease from prior year primarily due to historically low inventory of active listings across the real estate industry and a loss of photographers to competitors
- Added a new Board member experienced in investment banking, venture capital, and startups

Near Term Goals:

- Accelerate sales of new digital marketing products through expanded VHT channel and Multiple Listing Services (MLS) and real estate associations
- Launch PowerHouse NOW! platform with Denver MLS next month; demonstrate success to help accelerate sales to other MLS brokerages
- Create and test new digital products that are compelling and value add for brokerages and agents
- Build senior sales and marketing team

Overall Company Performance:

The Company has now closed the chapter on its photography services business with the sale to VHT. Management believes this deal was in the best financial interest of Collabra given challenging market conditions and strategically sets them up for future growth of its high margin technology business. Specifically, it provides Collabra with an expanded sales channel into which they can sell its improved digital products (PowerHouse NOW!) without diverting resources to a low margin legacy business. As the real estate market is undergoing a metamorphosis, Collabra's board is hopeful that 2022 is the start of Collabra's transformation -- new leadership brings new energy, strong industry connections, and innovative ideas. More time is needed to see how the year unfolds for the Company.

Appendix B
WOMEN'S VENTURE CAPITAL FUND, L.P.
PORTFOLIO COMPANY SUMMARIES



Newsela, Inc.

www.newsela.com

Founded in October 2012. Based in New York City and Bay Area.

Brief Description:

As an education technology company that builds K-12 literacy, Newsela believes that the best instruction starts with the best content. Newsela takes authentic, real-world content from the most trusted content providers in the world and turns it into learning materials ready for classrooms and remote learning.

Today, 40 million students and 3.3 million teachers in 90% of U.S. schools turn to Newsela for content that is personalized to student interests and reading abilities and accessible to everyone. With over 16K texts in its library, Newsela enables educators to go deep into any subject they choose.

Date of 1st WVCF Investment: June 2015

Total Equity Capital Raised to Date: \$184.6M

- Series C: \$50M led by Technology Crossover Ventures (TCV)
- Series D: \$100M led by Franklin Templeton and TCV at a \$1B valuation

WVCF Current Investment and Ownership: \$500K for 0.34%

Additional Financing Required:

The Company has extensive cash reserves from its \$100M Series D funding and healthy cash flow from its strong customer sales. Newsela is deploying these funds for continued scaling: accelerate its footprint to large school districts across the country, deepen and customize its curriculum offering, augment its platform functionality and features, and build out its team to support these initiatives.

Key Management Team:

CEO Matthew Gross has a 25+ year career in the education sector and for-profit and nonprofit entrepreneurship. He served as Vice President at Pencil, a leader in building private-sector partnership with public schools. Mr. Gross also was Co-Founder and President of a venture backed media company. He began his career at Teach for America and holds a BA from Columbia.

Chief Content Officer Jennifer Coogan is an editor and journalist with 12 years of experience in newsrooms and new media. She worked as a reporter for Bloomberg and Reuters covering finance and economics. Ms. Coogan holds a Master's in Journalism from Northwestern.

Chief Financial Officer Igor Beckerman has 20 years of experience creating and executing financial plans for software companies of all sizes ranging from Fortune 500 to start-ups and a long record of success translating data into actionable business solutions. He was most recently CFO at Gainsight, a customer success platform focused on enterprise SaaS.

Chief Customer Officer *Chris Mezzatesta* has a 25-year track record of high revenue growth in senior positions at SaaS, startup, growth-stage and public companies. Mr. Mezzatesta's most recent position was at publicly traded Tangoe where he led the company to over \$200M in annual recurring revenue.

Chief Marketing Officer *Adriel Sanchez* brings 20+ years of marketing experience across a wide range of industries and geographies. He's been a thought leader and well-recognized manager at companies such as Citibank, SAP and Commvault, and has effectively bridged gaps between marketing, sales and IT.

Chief Product Officer *Shiren Vijiasingam* is a seasoned executive who has scaled diverse product, design, data, content and operational teams. He was previously CPO at General Assembly and has helped generate robust growth at startups to publicly traded companies.

Chief Technology Officer *Derrick Ware* is a highly accomplished technology leader who has solved tech problems at large high-growth SaaS and B2B tech companies. He started his career in the US Air Force and had a long tenure at IBM working on hardware and software solutions.

Recent Events/Highlights:

- Impressive financial performance in 2021 ending year with annual recurring revenue (ARR) up more than 30% from a standout prior year with biggest selling season in Q4
- Majority of top school districts across the country are now Newsela customers; awarded major new contracts for NYC school district and State of Mississippi
- Strong financial and business metrics: healthy cash flow and deep capital reserves, high gross margin, robust retention, and good growth in number of activated teachers
- Intensification of the culture war and debate on critical race theory (CRT) may cause delays or even impede board approval in select geographies
- Florida is of particular concern as it recently rejected 42 of 132 math textbooks incorporating elements of social emotional learning and CRT and enacted new state law permitting parents to sue school boards over alleged CRT in the classroom; Broward and Miami-Dade are large school district customers

Near Term Goals:

- Closely monitor situation and develop best strategies in the face of rising CRT debate
- Invest further in Social Studies product to solidify its leadership in subject area
- Capitalize on outstanding federal stimulus funding to help school districts engage all students regardless of backgrounds, abilities or interests
- Build and test multi-media content and video platform in classrooms
- Post COVID, launch efficacy studies with districts in NJ, IL and VA to assess student engagement and outcomes

Overall Company Performance:

Newsela has earned its reputation as a top educational resource valued by many school districts across the country. In 2021, the Company achieved significant growth in annual recurring revenue, closed a number of large school districts, and sizably increased its headcount to right size the team while maintaining healthy cash flow and extensive capital reserves. Strategic improvements to its sales process and renewed focus on customer engagement and satisfaction have paid dividends. As the culture war and CRT debate intensify in a number of states, management is actively assessing the developing situation as it unfolds state by state to chart the best path forward -- in terms of content offering, resource allocation, and account management.

Appendix C

Women's Venture Capital Fund, L.P.
(a Delaware Limited Partnership)
Audited Financial Statements
For the Year Ended December 31, 2021

Confidential: Disclosure or duplication prohibited
without the express permission of Women's Venture Capital Fund GP, LLC

Women's Venture Capital Fund, L.P.
Audited Financial Statements
December 31, 2021

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To Those Charged with Governance and the Partners of Women's Venture Capital Fund, L.P.:

Opinion

We have audited the accompanying financial statements of Women's Venture Capital Fund, L.P. (the "Fund"), which comprise the statements of assets, liabilities and partners' capital as of December 31, 2021, and the related statements of operations, changes in partners' capital, cash flows, schedule of investments and the related notes to the financial statements, for the year then ended.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Women's Venture Capital Fund, L.P. as of December 31, 2021, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

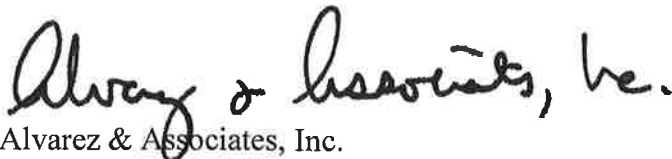
Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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



Alvarez & Associates, Inc.

Northridge, CA

Certified Public Accountants

Northridge, California

April 6, 2022

Women's Venture Capital Fund, L.P.
Statement of Assets, Liabilities and Partners' Capital
December 31, 2021

Assets

Investments, at fair value (cost \$1,149,998)	\$ 3,939,764
Cash	203,790
Prepaid expense	3,265
Total assets	<u><u>\$ 4,146,819</u></u>

Liabilities and Partners' Capital

Liabilities

Capital distributions payable	\$ 8,701
Accounts payable and accrued liabilities	2,476
Total liabilities	<u>11,177</u>

Partners' Capital

General Partner	41,585
Limited Partners	4,094,057
Total partners' capital	<u>4,135,642</u>
Total liabilities and partners' capital	<u><u>\$ 4,146,819</u></u>

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

Women's Venture Capital Fund, L.P.
Statement of Operations
For the year ended December 31, 2021

Realized and unrealized gain (loss) from investments	
Net realized gain (loss) on investments	\$ (40)
Net increase (decrease) in unrealized appreciation or depreciation on investments	2,430,645
Net realized and unrealized gain (loss) from investments	<u>2,430,605</u>
Investment income	
Interest income	60
Expenses	
Management fee	111,220
Professional fees	29,221
Other operating expenses	8,150
Total expenses	<u>148,591</u>
Net investment income (loss)	<u>(148,531)</u>
Net income (loss)	<u><u>\$ 2,282,074</u></u>

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

Women's Venture Capital Fund, L.P.
Statement of Changes in Partners' Capital
For the year ended December 31, 2021

	<u>General Partner</u>	<u>Limited Partners</u>	<u>Total Partners' Capital</u>
Balance at December 31, 2020	\$ 20,149	\$ 1,971,904	\$ 1,992,053
Capital distributions	(1,385)	(137,100)	(138,485)
Allocations of net income (loss)	<u>22,821</u>	<u>2,259,253</u>	<u>2,282,074</u>
Balance at December 31, 2021	<u>\$ 41,585</u>	<u>\$ 4,094,057</u>	<u>\$ 4,135,642</u>

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

Women's Venture Capital Fund, L.P.
Statement of Cash Flows
For the year ended December 31, 2021

Cash flows from operating activities:	
Net increase in partners' capital from operations (net gain)	\$ 2,282,074
Adjustments to reconcile net income (loss) to net cash used in operating activities:	
Net change in unrealized gains and losses on investments	(2,430,645)
Purchase of investments	—
Changes in assets and liabilities:	
Hold-back receivables	138,525
Prepaid expense	(3,265)
Accounts payable and accrued liabilities	1,601
Net cash used in operating activities	<u>(11,710)</u>
Cash flows from financing activities:	
Capital distributions, General Partner	(1,385)
Capital distributions, Limited Partners	(128,399)
Net cash used in by financing activities	<u>(129,784)</u>
Net decrease in cash	(141,494)
Cash at December 31, 2020	345,284
Cash at December 31, 2021	<u>\$ 203,790</u>

Cash paid during the year for:

Interest	\$ —
Income taxes	\$ 800

Supplemental disclosures of non-cash transactions:

The fund accrued \$8,701 of distributions payable to foreign investors for the year ended December 31, 2021.

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

Women's Venture Capital Fund, L.P.
Schedule of Investments
December 31, 2021

	<u>Number of shares</u>	<u>Percentage of Partners' Capital</u>	<u>Cost</u>	<u>Fair value</u>
Nonpublicly Traded Securities of U.S. Enterprises				
Educational Technology (88.2% of partners' capital)				
Newsela, Inc. ⁽¹⁾				
Series B Preferred Stock	86,257	44.1%	\$ 249,999	\$ 1,824,782
Series B-2 Preferred Stock	86,257	44.1%	249,999	1,824,782
Total Educational Technology		<u>88.2%</u>	<u>499,998</u>	<u>3,649,564</u>
Enterprise Software (7.0% of partners' capital)				
Collabra Technology, Inc. ⁽²⁾				
Common Stock	273,879	7.0%	\$ 650,000	\$ 290,200
Total Enterprise Software		<u>7.0%</u>	<u>650,000</u>	<u>290,200</u>
Total nonpublicly traded securities of U.S. enterprises		<u>95.2%</u>	<u>\$ 1,149,998</u>	<u>\$ 3,939,764</u>
Total investments		<u>95.2%</u>	<u>\$ 1,149,998</u>	<u>\$ 3,939,764</u>
Summary of Investments				
Preferred stock (88.2%)			\$ 499,998	\$ 3,649,564
Common stock (7.0%)			650,000	290,200
Audited Financial Statements			<u>\$ 1,149,998</u>	<u>\$ 3,939,764</u>

Notes:

- (1) The fair value of Newsela, Inc. was written-up in the first quarter of 2021 to reflect the company's closing of a \$100M Series D preferred round and is carried at this latest round of financing at December 31, 2021.
- (2) The General Partner has adjusted the fair value of Collabra to reflect changes in the company's business and financial condition as of December 31, 2021.

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

Women's Venture Capital Fund, L.P.
Notes to Financial Statements
December 31, 2021

Note 1: GENERAL AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

Women's Venture Capital Fund, L.P. (the "Fund") is a limited partnership organized in the State of Delaware on July 22, 2011. The Fund is registered with the State of California and is managed by Women's Venture Capital Fund GP, L.L.C. ("General Partner"). The Limited Partnership Agreement (the "Partnership Agreement") provides that the Fund shall continue for a period of ten (10) years from the initial closing. The General Partner may extend the term of the Fund for up to two additional one-year periods to allow for an orderly termination and liquidation of investments. The General Partner, with the consent of a majority in interest of Limited Partners, may further extend the term of the Fund for up to another two additional one-year periods.

The Fund was formed to make privately negotiated equity and equity-related investments in women founded or led companies. The focus of the Fund is in two broad markets: digital media and sustainable products and services. The Fund was organized for the object and purpose of: (a) investing in securities of the kind and nature described in the Private Placement Memorandum of the Partnership, as it may be supplemented or amended from time to time; (b) managing and supervising such investments; and (c) engaging in such other activities incidental or ancillary thereto as the General Partner deems necessary or advisable. These financial statements reflect only the operations of the Fund.

Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates. The Fund's accounts are maintained on the accrual basis of accounting. The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The Fund is an investment company that follows the specialized accounting and reporting guidance of FASB ASC Topic 946 Financial Services – Investment Companies. The presentation of financial statements in conformity with 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

Investments. Investments may consist of investments in stock, convertible promissory notes, and warrants that are not currently traded in a public market and are subject to restrictions on resale. The Fund may have risk associated with its concentration of investments in certain geographical areas and certain industries. Investments are recorded at fair value as determined by the General Partner after giving consideration to operating results, financial conditions, recent sales of issuers' securities, and other pertinent information. The difference between cost and fair value is reflected as unrealized appreciation or depreciation of investment, and represents unrealized gains or losses. Realized gains (losses) from these investments are determined for Federal Income Tax and for financial reporting purposes on the identified cost basis.

Women's Venture Capital Fund, L.P.
Notes to Financial Statements
December 31, 2021

Note 1: GENERAL AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Investments (continued). Investments in private operating companies primarily consist of private common and preferred stock investments and debt of privately owned companies. The transaction price, excluding transaction costs, is typically the Fund's best estimate of fair value at inception. When evidence supports a change to the carrying value from the transaction price, adjustments are made to reflect expected exit values in the investment's principal market under current market conditions. Ongoing reviews by the General Partner are based on an assessment of trends in the performance of each underlying investment from the inception date through the most recent valuation date.

Warrants are contracts that give the holder the right but not the obligation to buy an underlying security at a certain price, quantity and future time. Warrants of nonpublicly traded entities that are not traded on an exchange in an active market are generally categorized in Level III of the fair value hierarchy.

Cash. Cash represents cash deposits held at financial institutions. Cash is held at major financial institutions and are subject to credit risk to the extent those balances exceed federally insured limits.

Income Taxes. The Fund is a limited partnership that is taxed under the partnership rules of the Internal Revenue Code. Accordingly, in lieu of corporate income taxes, the individual partners are taxed on the Fund's taxable income. Therefore, no provision or liability for Federal Income Taxes is included in these financial statements.

The Fund has evaluated events subsequent to the Statement of Assets, Liabilities and Partners' Capital date for items requiring recording or disclosure in the financial statements. The evaluation was performed through the date the financial statements were available to be issued. Based upon this review, the Fund has determined that there were no events which took place that would have a material impact on its financial statements.

Note 2: INCOME TAXES

The Fund is structured as a limited partnership taxed as a partnership for Federal Income Tax purposes. Accordingly, each partner must report and pay tax on their allocable share of Fund income and gain, loss and deduction, whether or not such partner has received cash from the Fund to pay such tax. The Partnership Agreement provides for allocations of profits and losses among the partners. There can be no assurance, however, that the Internal Revenue Service or other applicable taxing authority will not successfully challenge these allocations and reallocate items of Fund income, gain, loss or deductions possibly increasing the amount of income allocable to the partners.

A Limited Partner's losses from an investment in the Fund are expected to be subject to the tax passive activity limitation rules and may be used to offset only income from passive activities. Fund income recognized by tax-exempt Limited Partners should be characterized as unrelated business taxable income. Accordingly, tax-exempt entities may recognize taxable income attributable to an investment in the Fund. The application of the alternative minimum tax to a Limited Partner could reduce certain tax benefits associated with the purchase.

Women's Venture Capital Fund, L.P.
Notes to Financial Statements
December 31, 2021

Note 2: INCOME TAXES (continued)

As discussed in Note I, Summary of Significant Accounting Policies, the individual partners rather than the Fund are responsible for the tax attributable to the Fund's taxable income. Accordingly, no provision or liability for Federal Income Taxes is included in these financial statements .

Note 3: INVESTMENTS, AT FAIR VALUE

The Fund has invested in eight nonpublicly traded corporations as of December 31, 2021. The remaining two investments are reflected on the accompanying Schedule of Investments.

At December 31, 2021, these investments are carried at their fair value of \$3,939,764 and are classified in Level 3 of the fair value hierarchy (See Note 4). The estimated value does not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be reasonably determined.

Note 4: INVESTMENT VALUATION

The Fund values its investments in accordance with FASB ASC 820, Fair Value Measurements and Disclosures, which defines fair value, establishes a framework for measuring fair value, and establishes a fair value hierarchy which prioritizes the inputs to valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market. Valuation techniques that are consistent with the market, income or asset approach, as specified by FASB ASC 820, are used to measure fair value.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels:

Level 1 - Quoted prices in an active market for identical assets or liabilities

Level 2 - Observable inputs are available, including quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, and model derived prices whose inputs are observable or whose significant value drivers are observable. The types of investments which would generally be included in this level include publicly traded securities with restrictions on disposition;

Level 3 – Significant observable inputs are unavailable and include situations where there is little, if any, market activity for the assets and liabilities. The inputs into the determination of fair value require significant judgment or estimation by the General Partner. The types of investments which would generally be included in this level include debt and equity securities issued by private entities.

Women's Venture Capital Fund, L.P.
Notes to Financial Statements
December 31, 2021

Note 4: INVESTMENT VALUATION (continued)

The following table presents the Fund's fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of December 31, 2021:

Assets	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Investments, at fair value	\$ 3,939,764	\$ —	\$ —	\$ 3,939,764
Total	<u>3,939,764</u>	<u>—</u>	<u>—</u>	<u>3,939,764</u>

The following table includes a rollforward of the amounts for the year ended December 31, 2021 for financial instruments classified within Level 3:

	<u>Investments, at fair value</u>
Balance at December 31, 2020	\$ 1,509,119
Realized gain (loss) on investment	(40)
Change in unrealized appreciation (depreciation)	2,430,645
Audited Financial Statements	40
Transfers in and/or out of Level 3	<u>—</u>
Balance at December 31, 2021	<u>\$ 3,939,764</u>

Note 5: CONCENTRATION OF INVESTMENTS

Under current market conditions, all of the Fund's investments may be deemed illiquid. Illiquid securities are generally those that cannot be sold or disposed of in the ordinary course of business at approximately the prices at which they are valued. This may result in illiquid investments being disposed of at a price significantly lower than the recorded value since the market price of illiquid investments generally is more volatile than that of more liquid investments. This illiquidity of investments may result in the Fund incurring greater losses on the sale of some securities than it would under more stable market conditions. Such losses can adversely impact the Fund's net asset value.

Estimated values do not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be readily determined. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for securities existed.

Women's Venture Capital Fund, L.P.
Notes to Financial Statements
December 31, 2021

Note 6: RELATED PARTY TRANSACTIONS

The Partnership Agreement provides for an expense reimbursement to the General Partner for all expenses incurred in connection with the Fund's organizational expenses. At December 31, 2021, there are no amounts due to the General Partner.

The General Partner administers the Fund's operations and receives a management fee for their services. The annual management fee, paid quarterly in advance, was initially equal to 2.5% of total Limited Partner commitments. On the fifth anniversary of the final closing date of September 15, 2014, the annual management fee percentage was reduced by 0.25% per year. For the period ended December 31, 2021, the Fund recorded a total of \$111,220 in management fees. Three quarters of management fees were paid in 2021 up to the tenth anniversary of the Fund. The General Partner continues to manage the Fund but is not currently charging management fees.

It is possible that the terms of certain of the related party transactions are not the same as those that would result for transactions among wholly unrelated parties.

Note 7: PARTNERS' CAPITAL

In accordance with the Partnership Agreement, profits and losses of the Fund are allocated to partners according to their respective interests in the Fund. According to the Partnership Agreement, the General Partner ("GP") has a 1% interest in the Fund while the Limited Partners hold the remaining 99% interest. These interests are the same for capital contributions and the allocation of profit and losses.

At December 31, 2021, the Fund had total commitments of \$8,196,970, of which the Limited Partners and the General Partner have contributed \$8,115,000 and \$81,970, respectively. 100% of total committed capital was received as of December 31, 2021.

Net investment income (loss), net realized gain (loss) from investments, and net change in unrealized gain (loss) on investments are allocated to the partners' pro rata in proportion to their respective capital contributions; however, the Limited Partners' allocation of profits and losses is divided between the Limited Partners and the General Partner. After payment of all liabilities and obligations of the Fund, the remaining assets, if any, shall be distributed as follows:

First, 100% to all partners' pro rata until the cumulative amount distributed equals the total amount of each partners' aggregate capital contributions.

Thereafter, 20% to the General Partner and 80% to all partners.

Women's Venture Capital Fund, L.P.
Notes to Financial Statements
December 31, 2021

Note 8: FINANCIAL HIGHLIGHTS

Financial highlights for the year ended December 31, 2021 are as follows:

Total return (%)	
Total return before allocation to GP	74.48%
Reallocation to GP	—
Total return after reallocation to GP	<u>74.48%</u>
Expense ratio to average partners' capital (%)	
Expenses (including interest)	1.22%
Management fee to GP	<u>3.67%</u>
Expenses after management fee to GP	<u>4.89%</u>
Net investment income (loss) (%)	<u>-4.85%</u>

The expense ratio and total return are calculated for each interest taken as a whole. Total expenses include the limited partners' share of management fees and other expenses. Net investment income (loss) includes total expenses plus interest income and excludes realized and unrealized gains and losses. An individual investor's allocation of expense and return may vary from these ratios based on different management fee and incentive arrangements (as applicable) and the timing of capital transactions.

Note 9: COMMITMENTS AND CONTINGENCIES

Contingencies

The Company maintains bank accounts at financial institutions. These accounts are insured either by the Federal Deposit Insurance Commission ("FDIC"), up to \$250,000, or the Securities Investor Protection Corporation ("SIPC"), up to \$500,000. At times during the year, cash balances held in financial institutions were in excess of the FDIC and SIPC's insured limits. The Company has not experienced any losses in such accounts and management believes that it has placed its cash on deposit with financial institutions which are financially stable.

Women's Venture Capital Fund, L.P.
Notes to Financial Statements
December 31, 2021

Note 10: RECENTLY ISSUED ACCOUNTING STANDARDS

For the year ending December 31, 2021, various Auditing Standards Updates issued by the FASB were either newly issued or had effective implementation dates that would require their provisions to be reflected in the financial statements for the year then ended. The Company has either evaluated or is currently evaluating the implications, if any, of each of these pronouncements and the possible impact they may have on the Company's financial statements. In most cases, management has determined that the pronouncement has either limited or no application to the Company and, in all cases, implementation would not have a material impact on the financial statements taken as a whole.

Note 11: COVID-19

The worldwide outbreak of coronavirus (COVID-19) may lead to an adverse impact on the financial markets and the overall economy. In the event such an impact were to occur and last for a sustained period of time, the operations and financial performance of the Company may be adversely affected. At this point, however, the severity of such an event is highly uncertain and cannot be predicted.

Appendix D

Women's Venture Capital Fund, L.P.
(a Delaware Limited Partnership)
Unaudited Financial Statements
For the Three Months Ending March 31, 2022

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Women's Venture Capital Fund, L.P.

Statement of Assets, Liabilities and Partners' Capital

March 31, 2022

(Unaudited)

Assets

Investments, at fair value (cost \$1,149,998)	\$ 3,939,764
Cash	<u>196,866</u>
Total assets	<u><u>\$ 4,136,630</u></u>

Liabilities and Partners' Capital

Liabilities

Capital distributions payable	\$ 8,701
Accounts payable and accrued liabilities	<u>—</u>
Total liabilities	<u>8,701</u>

Partners' Capital

General Partner	41,508
Limited Partners	<u>4,086,421</u>
Total partners' capital	<u>4,127,929</u>
Total liabilities and partners' capital	<u><u>\$ 4,136,630</u></u>

Women's Venture Capital Fund, L.P.

Statement of Operations

For the period ended March 31, 2022

(Unaudited)

Realized and unrealized gain (loss) from investments

Net realized gain (loss) on investments	\$ —
Net increase (decrease) in unrealized appreciation or depreciation on investments	—
Net realized and unrealized gain (loss) from investments	<u>—</u>

Investment income

Interest income	—
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Expenses

Management fee	—
Professional fees	6,913
Other operating expenses	800
Total expenses	<u>7,713</u>

Net investment income (loss)	<u>(7,713)</u>
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Net income (loss)	<u><u>\$ (7,713)</u></u>
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Women's Venture Capital Fund, L.P.
Statement of Changes in Partners' Capital
For the period ended March 31, 2022

(Unaudited)

	General Partner	Limited Partners	Total Partners' Capital
Balance at December 31, 2021	\$ 41,585	\$ 4,094,057	\$ 4,135,642
Capital distributions	—	—	—
Allocations of net income (loss)	(77)	(7,636)	(7,713)
Balance at March 31, 2022	\$ 41,508	\$ 4,086,421	\$ 4,127,929

Women's Venture Capital Fund, L.P.

Statement of Cash Flows

For the period ended March 31, 2022

(Unaudited)

Cash flows from operating activities:

Net decrease in partners' capital from operations (net loss) \$ (7,713)

Adjustments to reconcile net income (loss) to net cash used in operating activities:

Net change in unrealized gains and losses on investments —

Changes in assets and liabilities:

Prepaid expense 3,265

Accounts payable and accrued liabilities (2,476)

Net cash used in operating activities (6,924)

Cash flows from financing activities:

Capital distributions, General Partner —

Capital distributions, Limited Partners —

Net cash provided by financing activities —

Net decrease in cash (6,924)

Cash at December 31, 2021 203,790

Cash at March 31, 2022 \$ 196,866

Women's Venture Capital Fund, L.P.

Schedule of Investments

March 31, 2022

(Unaudited)

	<u>Number of shares</u>	<u>Percentage of Partners' Capital</u>	<u>Cost</u>	<u>Fair value</u>
Nonpublicly Traded Securities of U.S. Enterprises				
Educational Technology (88.4% of partners' capital)				
Newsela, Inc.				
Series B Preferred Stock	86,257	44.2%	\$ 249,999	\$ 1,824,782
Series B-2 Preferred Stock	86,257	44.2%	249,999	1,824,782
Total Educational Technology		<u>88.4%</u>	<u>499,998</u>	<u>3,649,564</u>
Enterprise Software (7.0% of partners' capital)				
Collabra Technology, Inc.				
Common Stock	273,879	7.0%	\$ 650,000	\$ 290,200
Total Enterprise Software		<u>7.0%</u>	<u>650,000</u>	<u>290,200</u>
Total nonpublicly traded securities of U.S. enterprises		<u>95.4%</u>	<u>\$ 1,149,998</u>	<u>\$ 3,939,764</u>
Total investments		<u>95.4%</u>	<u>\$ 1,149,998</u>	<u>\$ 3,939,764</u>
Summary of Investments				
Preferred stock (88.4%)			\$ 499,998	\$ 3,649,564
Common stock (7.0%)			650,000	290,200
Total investments			<u>\$ 1,149,998</u>	<u>\$ 3,939,764</u>