

# iCapital.

## iDirect Private Markets Fund (“iDPE”)

The only registered fund with Direct Access Arrangements with identified private equity managers.

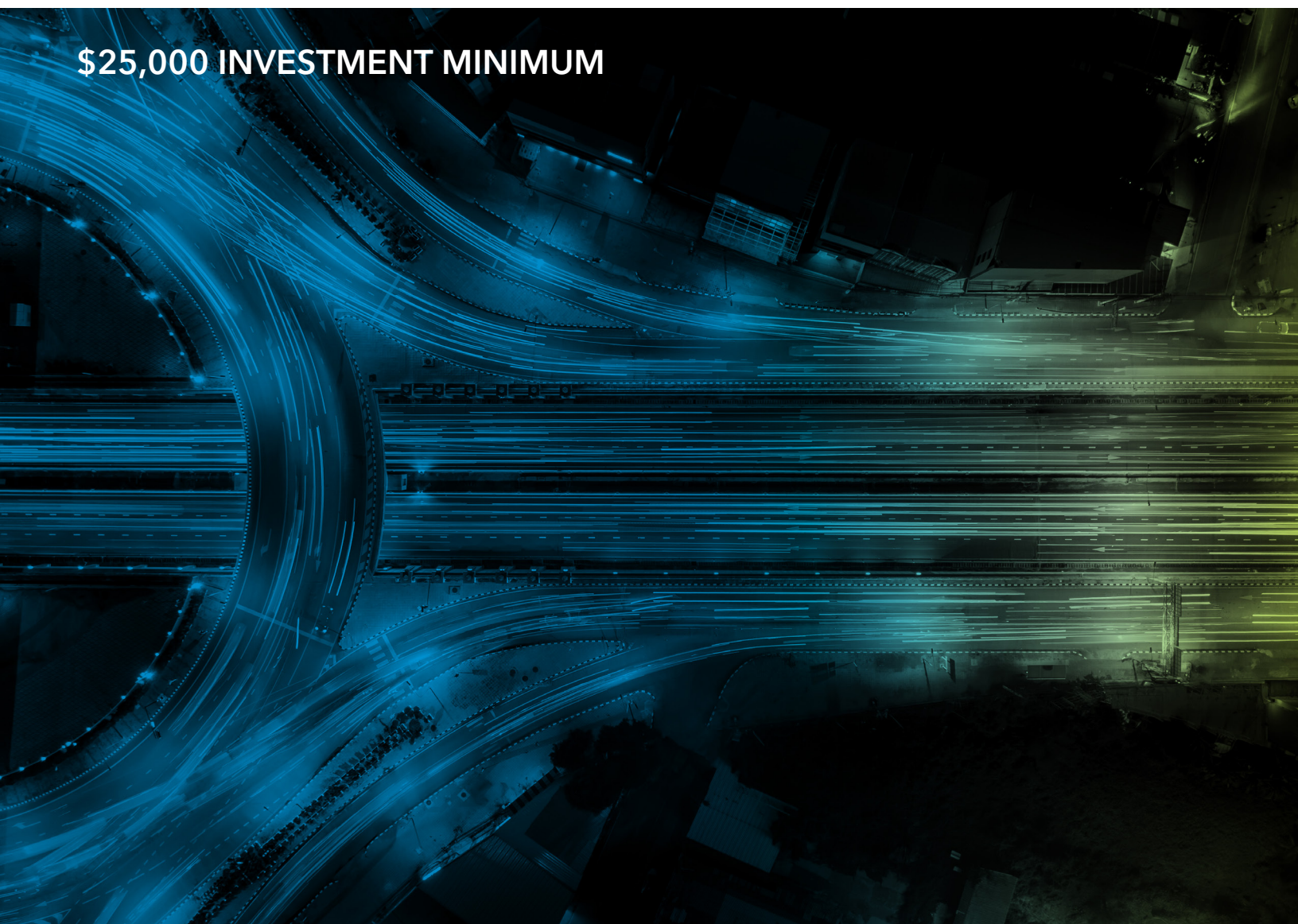
December 2023

KKR



WARBURG PINCUS

**\$25,000 INVESTMENT MINIMUM**



## OPPORTUNITY IN PRIVATE EQUITY

At a time when investors are cautious about the return outlook for traditional public markets<sup>1</sup>, we believe private equity can offer important long-term advantages, including strong historical returns and diversification benefits.

### Private equity has historically provided strong performance<sup>2</sup>

Annualized Returns, (%)



### Public markets represent a small and shrinking opportunity set

Number of U.S. public companies in 1998 and 2019<sup>3</sup>

1998 = 7,499

2019 = 4,266



For illustrative purposes only.

### Private equity managers focus on value creation

#### HANDS-ON APPROACH

Private equity investing is hands-on and labor-intensive. Firms work closely with the management teams to accomplish long-term value creation.

#### LONG-TERM FOCUS

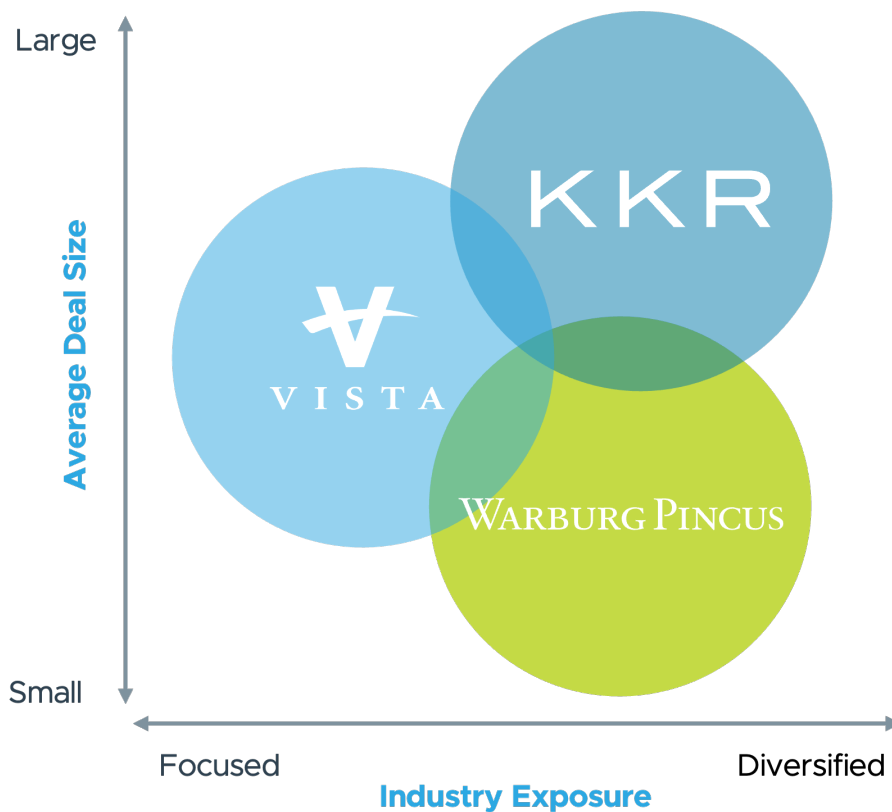
We believe the longer-term investment horizon of private equity allows companies to pursue multi-year strategic growth plans that are sometimes difficult to execute in a public market environment.

1. Source: S&P Global Market Intelligence as of October 2023. <https://www.spglobal.com/marketintelligence/en/news-insights/latest-news-headlines/equity-investors-remain-cautious-as-risk-aversion-abates-in-october-77826371>

2. PitchBook, as of March 31, 2023. Past Performance is not indicative of future returns. For illustrative purposes only. U.S. Private Equity is represented by the Horizon IRR for the Pitchbook U.S. Private Equity Index, which is calculated quarterly and consists of those funds within PitchBook's database that are categorized as U.S. and fall within one of the following private equity categories - buyout, growth/expansion, restructuring/turnaround, and diversified PE. Horizon IRR is a capital-weighted pooled calculation that shows the IRR for a certain range in time. For example, one-year horizon IRR figures may show the IRR performance for the one-year period beginning in Q2 20x0 through the end of Q1 20x1 while the three-year horizon IRR is for the period beginning in Q2 20x0 through the end of Q1 20x3. Returns are net of fees and carry. Please note the information presented includes the most recent practicably available data. See Important Information for additional disclosure on the Pitchbook U.S. Private Equity Index and IRR. The underlying data is from incomplete, inconsistent, and limited sources. The underlying data from certain sources is only reported voluntarily, i.e. self-reported. The accuracy of certain data, especially performance returns, may be skewed due to a bias of self-reporting only favorable data.

3. For illustrative purposes only. The World Bank, as of May 2022. Please note the information presented includes the most recent practicably available data.

## DEAL-BY-DEAL ACCESS TO THE FLAGSHIP FUNDS OF THREE LEADING MANAGERS



- **KKR:** leader in **large cap** buyouts
- **Vista:** buyout and growth investments with a focus on **enterprise software**
- **Warburg Pincus:** focused on **growth investments**

For illustrative purposes only.

iDPE provides investors exposure to:



### Decades of Disciplined Investing

125 years of disciplined investing throughout all cycles



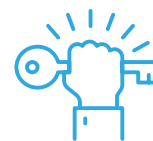
### Global Presence

45 offices located across 17 countries



### Large Investment Teams

600+ private equity investment professionals on the ground globally



### Strong Brands

Well-known and established brands in the private equity industry

# KKR

A leading global alternative investment firm focused on value enhancement



**~\$528B**

Assets under management



**47+**

Years investing



**~710**

Investment professionals



**700+**

Private equity transactions



## VISTA

Empowering enterprise software companies advancing our world



**~\$101B**

Assets under management



**20+**

Years investing



**190**

Investment professionals



**600+**

Private equity transactions

# WARBURG PINCUS

A leading global growth investor



**~\$83B**

Assets under management



**55+**

Years investing



**280+**

Investment professionals



**1,000+**

Private equity transactions

Source: KKR, Vista, Warburg Pincus. Data as of September 30, 2023 unless otherwise noted. KKR private equity transactions includes ~360 investments in private equity portfolio companies and ~340 follow-on investments in these companies, excluding public toehold investments.

The iDirect Private Markets Fund provides accredited investors with access to three of the most established private equity managers in the world, KKR, Vista and Warburg Pincus and among the lowest fees in the closed-end private equity focused registered fund space.



## iCapital.

Responsible for investment selection and portfolio management

- Allocates capital across investment style, theme and size

**KKR**  **WARBURG PINCUS**

Each manager will be responsible for the sourcing, value creation and exiting of underlying investments<sup>3,4</sup>

- Provides iDPE with direct access to portfolio company investments from each Core Independent Manager's buyout and growth equity strategies<sup>3</sup>

For more information please reach out to your financial advisor or visit [www.idirectpmfund.com](http://www.idirectpmfund.com)

3. KKR, Vista or Warburg Pincus are not sponsors, promoters, advisers nor affiliates of the Fund. An affiliate of each manager will own an economic interest of less than 8% of the Adviser, and a wholly owned subsidiary of iCapital Network owns an economic interest of more than 75% of the Adviser. iCapital is solely responsible for the management and day-to-day operations of the Adviser and holds 100% of its voting interests. KKR, Vista or Warburg Pincus will have no control over or voting interests in the Adviser, including no representation on any investment committee or equivalent body or any input into the investment advice provided by the Adviser. KKR, Vista or Warburg Pincus personnel will have no role in approving the Fund's participation in any underlying investment.

4. Each of KKR, Vista or Warburg Pincus' activities in connection with the offering of interests in the Fund are solely related to marketing support efforts, and none of the firms are involved in distributing/selling shares of the Fund or facilitating the placement of orders by specific financial intermediaries or investors. A prospectus supplement containing this change was filed with the SEC on April 13, 2023 and will become effective on June 12, 2023.

## FUND TERMS AND CONDITIONS

### Investment Objective

The Fund seeks long-term capital appreciation.

### Fund Terms and Conditions

<b>Investment Minimum</b>	\$25,000	
<b>Investment Qualifications</b>	Accredited investor eligibility as defined by Rule 501(a) of Regulation D under the Securities Act of 1933, as amended; generally individuals with net worth over \$1 million (excluding primary residence); entities with assets exceeding \$5 million	
<b>Share Repurchases</b> (i.e., potential liquidity)	The Fund offers to repurchase shares from shareholders on a quarterly basis, in an amount not to exceed 5% of the Fund's Net Assets, subject to the discretion of the board to make such tender offer each quarter	
<b>Early Repurchase Fee</b>	Any repurchase of shares from a shareholder which were held for less than one year will be subject to a fee of 2% of NAV on shares repurchased	
<b>Subscriptions</b>	Monthly	
<b>Distributions</b>	Reinvested, with option to receive in cash at least annually	
<b>Transaction Fees</b>	<b>Class A</b>	<b>Class I</b>
Sales Load	Up to a maximum of 3.50% of the investment amount when shares are purchased	No load or distribution fee
<b>Annual Expenses</b>	<b>Class A</b>	<b>Class I</b>
Management Fee	0.90% of net assets annually	0.90% of net assets annually
Distribution and Servicing Fee	0.60% of net assets annually	N/A
Total Annual Fund Expenses <sup>5</sup>	2.45%	1.85%
<b>Tax Reporting</b>	1099	
<b>Registration</b>	Securities Act of 1933 and Investment Company Act of 1940 registered closed-end investment fund	
<b>Independent Auditor</b>	Deloitte & Touche LLP	
<b>Custodians</b>	UMB Bank, N.A.	
<b>Administrator</b>	Ultimus Fund Solutions, LLC	

5. Please note the information presented includes the most recent practicably available data. Total annual fund expenses are per the Fund's current prospectus, as supplemented, and include acquired fund fees and expenses which are borne indirectly by shareholders.

Notes: Please consult a tax advisor for specifics on how an investment in the Fund may impact particular tax situations. Neither iCapital, KKR nor the Fund renders tax advice to clients. See the Fund's prospectus for comprehensive information about the Fund's. Total Annual Fund Expenses are per the Fund's current prospectus, as supplemented, and include acquired fund fees and expenses which are borne indirectly by Shareholders. This page is a summary of certain terms of the Fund. Please consult the Fund's prospectus for a complete description of the Fund's terms. In addition, any investment will be governed by the terms and provisions of the Prospectus.



INVESTORS SHOULD CAREFULLY CONSIDER THE INVESTMENT OBJECTIVES, RISKS, CHARGES AND EXPENSES OF THE FUND BEFORE INVESTING. THIS AND OTHER IMPORTANT INFORMATION ABOUT THE FUND IS CONTAINED IN THE FUND'S PROSPECTUS, WHICH CAN BE OBTAINED BY CALLING iCAPITAL AT 855.891.0092. THE PROSPECTUS SHOULD BE READ CAREFULLY BEFORE INVESTING.

## RISKS ASSOCIATED WITH AN INVESTMENT IN THE FUND

The discussion of the various risks is not intended to be a complete enumeration or explanation of the risks involved in an investment in the Fund. The Fund should be considered a speculative investment and involves a high degree of risk and may involve loss of capital, up to the entire amount of a shareholder's investment.

The nature of private equity can result in a lack of transparency due to limited information, and the risk of loss is increased due to speculative strategies employed by the Fund, including investing assets in private equity, private credit, early stage and other private investments which may not perform as expected. More importantly, Fund and underlying fund shares will not be listed on any national securities exchange and are subject to restrictions on transferability, thereby making them illiquid.

Other risks include, but are not limited to, market risk, concentration risk, and potentially less diversification due to the substantial portion of Fund assets invested in manager-specific private equity. The Fund is also subject to the risks of leverage, higher fees and additional layers of expenses, as well as the potential for greater volatility due to Fund assets invested in a limited number of securities, or a focus on particular sectors and geographical regions.

Assets invested in foreign securities exposes the Fund to various geopolitical risks and currency fluctuations typically not applicable in the U.S., and this risk is magnified for emerging markets. The potential for adverse changes in business and tax laws involves tax risk and heightened regulatory scrutiny. The lack of a secondary market for trading private equity subjects the Fund to liquidity risks and may result in greater price risk and potential for inaccuracies in determining fair market value of investments held in the portfolio. Investments acquired in reliance on imperfect information increases counterparty risk and liabilities, and anticipated value may not be realized.

The Fund is distributed by iCapital Securities, LLC, an SEC-registered broker-dealer and member of FINRA and SIPC. iCapital Registered Fund Adviser, LLC (the "Adviser"), an affiliate of iCapital Securities, serves as the investment adviser to the Fund and the StepStone Group LP (the "Sub-Adviser") serves as sub-adviser. Each of the Adviser and Sub-Adviser are registered as an investment adviser with the Securities and Exchange Commission; however, such registration does not imply a certain level of skill or training and no inference to the contrary should be made. The Adviser is exempt from registration with the Commodity Futures Trading Commission as a commodity pool operator. The Adviser became investment adviser to the Fund on February 16, 2021. Before February 16, 2021, the Fund was managed by a different investment adviser and StepStone was also the sub-adviser. For detailed information about the Adviser's services and fees, please read the Prospectus of the Fund, which can be found at <https://www.sec.gov/edgar/searchedgar/companysearch.html> or call 855.891.0092 to request a copy.

Investors should be aware that iCapital Securities' purpose is to provide distribution services to the Fund and that iCapital Securities does not provide services to any investor, including any determination regarding whether an investment in the Fund is in the best interests of, or is suitable for, any investor. Investors should exercise their own judgment and/or consult with a professional adviser to determine whether an investment in the Fund is advisable.



## IMPORTANT INFORMATION – DISCLAIMER

This material is provided for informational purposes only and is not intended as, and may not be relied on in any manner as legal, tax or investment advice, a recommendation, or as an offer to sell, a solicitation of an offer to purchase or a recommendation of any interest in any fund or security offered by Institutional Capital Network, Inc. or its affiliates (together "iCapital"). Past performance is not indicative of future results. Alternative investments are complex, speculative investment vehicles and are not suitable for all investors. An investment in an alternative investment entails a high degree of risk and no assurance can be given that any alternative investment fund's investment objectives will be achieved or that investors will receive a return of their capital. The information contained herein is subject to change and is also incomplete. This industry information and its importance is an opinion only and should not be relied upon as the only important information available. Information contained herein has been obtained from sources believed to be reliable, but not guaranteed, and iCapital assumes no liability for the information provided.

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to Rule 506(b) of Regulation D promulgated thereunder ("Private Placements"). An investment in any product issued pursuant to a Private Placement, such as the funds described, entails a high degree of risk and no assurance can be given that any alternative investment fund's investment objectives will be achieved or that investors will receive a return of their capital. Further, such investments are not subject to the same levels of regulatory scrutiny as publicly listed investments, and as a result, investors may have access to significantly less information than they can access with respect to publicly listed investments. Prospective investors should also note that investments in the products described involve long lock-ups and do not provide investors with liquidity.

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