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The Private Shares Fund

Quarterly Commentary Q3 2025

PIIVX - PRIVX - PRLVX

The Private Shares Fund

TOP 10 HOLDINGS

(as of 9/30/25) and current holdings <u>here</u>.

Space Exploration Technologies



'Tradeshift'















Represents 43.39% of Fund holdings as of September 30, 2025. The Fund's website updates top holdings and total holdings frequently. Please visit the Fund's website for the most current information here: top holdings; total holdings.

PORTFOLIO MANAGER 03 2025 COMMENTARY

The third quarter of 2025 brought further signs that the private innovation ecosystem is regaining momentum. While markets continued to navigate shifting macro headlines, including global trade negotiations and the possibility of a U.S. government shutdown, investor sentiment toward high-quality growth companies has strengthened. In our view, these conditions often present compelling opportunities for long-term investors focused on mature private businesses.

According to the National Venture Capital Association (NVCA), total U.S. venture fundraising reached roughly \$45 billion year-to-date through the third quarter of 2025, continuing the trend of fewer but larger financings. Mega-deals accounted for the majority of overall deal value, while smaller rounds remained constrained. The report also highlights a widening gap between the strongest companies and those that are still finding it difficult to attract capital in a more selective market. Many of the companies leading this group have achieved meaningful scale and established proven business models, particularly in areas such as AI and enterprise technology.

That shift plays directly to The Private Shares Fund's strengths. Our portfolio remains concentrated in mature, later-stage innovators that have achieved operating scale and clear commercial traction. As of September 30, 2025, the Fund's average portfolio company generated over \$975 million in annual revenue, which reflects the size and substance of the businesses represented. These are not speculative early-stage concepts but well-capitalized companies building real infrastructure in areas such as artificial intelligence, advanced manufacturing, and fintech.

IPO MARKET MOMENTUM CONTINUED

Public-market conditions also continued to improve meaningfully. Ernst & Young reports that the U.S. saw 65 IPOs in the third quarter, raising approximately \$15.7 billion in total proceeds, which made it one of the strongest quarters for new issuance since 2021. That represents an increase of over 60 percent in deal volume and more than 80 percent in total proceeds compared with the same period last year, underscoring the renewed momentum in the IPO market. Technology-related offerings accounted for more than half of the capital raised, showing that investors are once again rewarding innovation, growth and profitability at scale.

We view this as a sign of a more constructive exit environment ahead. Numerous high-performing, late-stage companies that had been waiting for more favorable market conditions are now preparing to go public. Many have filed S-1 or confidential S-1 registration statements, while others are advancing internal IPO-readiness

The Private Shares Fund Q3 2025 Commentary

initiatives as markets continue to stabilize. Several of the Fund's portfolio holdings are among this group, positioning themselves to potentially take advantage of what we see as a steadily improving exit environment.

POSITIONED FOR OPPORTUNITY

We continue to focus on companies that combine innovation with operating discipline, particularly those enabling the broader Al and enterprise software ecosystem. Our approach is intentionally selective, emphasizing businesses that deliver real infrastructure and measurable productivity gains rather than speculative or hype-driven models. Fintech remains another area of conviction where strong balance sheets and durable growth trends continue to attract both investor and corporate demand.

NVCA's recent commentary around capital concentration and a winner-take-most environment reinforces the importance of scale and quality. Our holdings represent many of the high-quality companies that are best positioned to potentially take advantage of a market where scale and discipline are being rewarded.

LOOKING AHEAD

Macro uncertainty will likely persist, including fiscal debates in Washington and evolving trade policies, but private-market investors benefit from a longer-term perspective. Our portfolio companies are not subject to daily trading swings and can continue to execute through short-term disruptions. With strong balance sheets, operational maturity, and clear paths to growth, we believe they are well positioned to benefit as confidence returns to the broader innovation economy.

As we enter the final quarter of 2025, The Private Shares Fund remains optimistic. Capital formation is picking up, the IPO pipeline is growing, and late-stage private companies are beginning to regain market attention. We believe the combination of selectivity, scale, and a long-term focus will continue to position the Fund for success as the private-growth cycle strengthens. We are grateful for the continued trust and partnership of our shareholders. Thank you for your ongoing support.

PORTFOLIO ADD-ONS (Q3 2025)

- Dataminr
- Motive Technologies
- Radian Aerospace
- Upgrade

SOURCES:

EY, Q3 2025: WWW.EY.COM/EN_US/INSIGHTS/IPO/IPO-MARKET-TRENDS NATIONAL VENTURE CAPITAL ASSOCIATION (NVCA) Q3 2025 PITCHBOOK

PORTFOLIO EXITS (Q3 2025)

• N/A

PERFORMANCE AS OF 9/30/2025

	Q3 2025	YTD	1 Year	3 Year	5 Year	10 Year	Ann ITD*
PRIVX	-0.26%	0.92%	7.84%	0.91%	8.17%	6.57%	7.80%
PRIVX (w/Load)	-6.00%	-4.89%	1.65%	-1.07%	6.89%	5.94%	7.24%
PIIVX	-0.39%	0.93%	7.90%	1.09%	8.39%	-	8.00%
PRLVX	-0.24%	0.82%	7.65%	0.69%	7.91%	-	6.96%
PRLVX (w/Load)	-4.48%	-3.46%	3.08%	-0.76%	6.98%	-	6.33%
Russell 2000	12.39%	10.39%	10.76%	15.21%	11.56%	9.77%	7.98%

^{*}Class A (PRIVX) inception date 3/25/14, Class I (PIIVX) inception date 11/17/17, Class L (PRLVX) inception date 5/11/18. Russell 2000 ITD based on A Share inception of 3/25/14.

Returns vary per share class. Performance data quoted represents past performance and is no guarantee of future results. Investment return and principal value will fluctuate so that an investor's shares, when redeemed, may be worth more or less than original cost. Current performance may be lower or higher than the performance data quoted. For performance as of the most recent month-end, please call 1-855-551-5510. Some of the Fund's fees were waived or expenses paid by the Advisor; otherwise, returns would have been lower. Per the current prospectus, the Fund's total gross expenses are 2.53%, 2.48%, and 2.76% for the Class A, I, and L shares respectively. The Fund's total net expenses are 2.72%, 2.47%, and 2.97% for the Class A, I, and L shares respectively. The Fund's advisor has contractually agreed to waive fees and/or pay operating expenses, excluding taxes, interest expense, commitment fees, legal fees or other expenses related to any borrowing or leverage incurred by the Fund, brokerage commissions, acquired fund fees and expenses, and extraordinary expenses, such as litigation or reorganization costs, but inclusive of organizational costs and offering costs, such that total expenses do not exceed 2.65%, 2.40%, and 2.90% for the Class A, I, and L shares respectively. The higher net expense ratio appears to be the result of a recoupment of expenses. The agreement with the Advisor is in place through May 2, 2026. Net expenses are applicable to investors. Performance results with load reflect the deduction of the 5.75% maximum front end sales charge for Class A Shares and 4.25% for the Class I. Shares.

DISCLOSURES

Investors should consider the investment objectives, risks, charges and expenses carefully before investing. For a prospectus with this and other information about The Private Shares Fund (the "Fund"), please download here, visit the Fund's website at Private- Shares Fund.com or call 1-855-551-5510. Read the prospectus carefully before investing.

The Private Shares Fund is a closed-end interval fund. Investment in the Fund involves substantial risk. The Fund is not suitable for investors who cannot bear the risk of loss of all or part of their investment. The Fund is appropriate only for investors who can tolerate a high degree of risk and do not require a liquid investment. All investing involves risk including the possible loss of principal.

Shares in the Fund are highly illiquid, and can be sold by shareholders only in the quarterly repurchase program of the Fund which allows for up to 5% of the Fund's outstanding shares at NAV to be redeemed each quarter. Due to transfer restrictions and the illiquid nature of the Fund's investments, you may not be able to sell your shares when, or in the amount that, you desire. The Fund intends to primarily invest in securities of private, late-stage, venture-backed growth companies. There are significant potential risks relating to investing in such securities. Because most of the securities in which the Fund invests are not publicly traded, the Fund's investments will be valued by Liberty Street Advisors, Inc. (the "Investment Adviser") pursuant to fair valuation procedures and methodologies adopted by the Board of Trustees, as set forth in the prospectus. As a consequence, the value of the securities, and therefore the Fund's Net Asset Value (NAV), may vary.

There are significant potential risks associated with investing in venture capital and private equity-backed companies with complex capital structures. The Fund focuses its investments in a limited number of securities, which could subject it to greater risk than that of a larger, more varied portfolio. There is a greater focus in technology securities that could adversely affect the Fund's performance. The Fund's quarterly repurchase policy may require the Fund to liquidate portfolio holdings earlier than the Investment Adviser would otherwise do so and may also result in an increase in the Fund's expense ratio. Portfolio holdings of private companies that become publicly traded likely will be subject to more volatile market fluctuations than when private, and the Fund may not be able to sell shares at favorable prices. Such companies frequently impose lock-ups that would prohibit the Fund from selling shares for a period of time after an initial public offering (IPO). Market prices of public securities held by the Fund may decline substantially before the Investment Adviser is able to sell the securities.

The Fund may invest in private securities utilizing special purpose vehicles ("SPV"s), private investments in public equity ("PIPE") transactions where the issuer is a special purpose acquisition company ("SPAC"), and profit sharing agreements. The Fund will bear its pro rata portion of expenses on investments in SPVs or similar investment structures and will have no direct claim against underlying portfolio companies. PIPE transactions involve price risk, market risk, expense risk, and the Fund may not be able to sell the securities due to lock-ups or restrictions. Profit sharing agreements may expose the Fund to certain risks, including that the agreements could reduce the gain the Fund otherwise would have achieved on its investment, may be difficult to value and may result in contractual disputes. Certain conflicts of interest involving the Fund and its affiliates could impact the Fund's investment returns and limit the flexibility of its investment policies. This is not a complete enumeration of the Fund's risks. Please read the Fund prospectus for other risk factors related to the Fund.

The Fund may not be suitable for all investors. We encourage you to consult with appropriate financial professionals before considering an investment in the Fund.

The Russell 2000 is an index measuring the performance of approximately 2,000 smallest-cap American companies in the Russell 3000 Index, which is made up of 3,000 of the largest U.S. stocks. It is a market-cap weighted index. One cannot invest in an index. A Special Purpose Acquisition Company (SPAC) is a company that has no commercial operations and is formed strictly to raise capital through an initial public offering (IPO) for the purpose of acquiring or merging with an existing company. Mergers and Aquisitions (M&A).

The views expressed in this material reflect those of the Fund's Investment Advisor as of the date this is written and may not reflect its views on the date this material is first published or anytime thereafter. These views are intended to assist in understanding the Fund's investment methodology and do not constitute investment advice. This material may contain discussions about investments that may or may not be held by the Fund. All current and future holdings are subject to risk and to change.

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