Call to Order

Chair Tony DiTommaso called the meeting of the Illinois Ventures, LLC Compensation Committee of the Board of Managers to order at 10:01 am. Secretary Suseelan Pookote completed the roll call and it was determined that a quorum of the voting committee was present.

Present and participating were:

<table>
<thead>
<tr>
<th>Voting Members</th>
<th>Others Present</th>
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<tbody>
<tr>
<td>Tony DiTommaso (at Chicago location)</td>
<td>Nancy Sullivan</td>
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<tr>
<td>Mike Liang (at Chicago location)</td>
<td>Suseelan Pookote</td>
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<tr>
<td>Ed McMillan (at Chicago location)</td>
<td>Christopher Valera</td>
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<tr>
<td>Mike Tokarz (via phone)</td>
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Action Item: Approval of October 4, 2018 Open Session Minutes of the Illinois Ventures, LLC Compensation Committee

No changes or issues were noted regarding the minutes from the Compensation Committee’s open session meeting on October 4, 2018. Chair DiTommaso accepted a motion from Mike Liang to approve the minutes of the October 4, 2018 Compensation Committee open session meeting as presented, seconded by Ed McMillan and approved unanimously.
**Discussion Item: Review of the Compensation Committee Charter**

Nancy Sullivan reminded the Committee that they must review and reassess the adequacy of the Charter annually and recommend any proposed changes to the Board for approval, per the Committee Charter. The Charter was last reviewed at the October 4, 2018 meeting, with that version included in the Committee’s packet. At this time, the Operating Group was recommending no changes be made to the Charter, which the Committee agreed with.

**Discussion Item: Illinois Ventures Compensation Policy and Philosophy**

Working closely with Chair DiTommaso, Ms. Sullivan crafted a guiding policy and philosophy for the Illinois Ventures Compensation Program. The Policy and Philosophy explains the purpose of the Compensation program as a way to attract, motivate, and retain talented employees who drive the company’s success. The Compensation Program will follow a six step process:

1. The Compensation Committee will establish goals for the coming year and allocate financial resources.
2. The Compensation Committee meets to establish performance goals for the CEO and Managing Director to establish overall compensation philosophy for the coming year.
3. The Compensation Committee has also set a goal that all Illinois Ventures employees receive market-competitive benefits.
4. For Illinois Venture employees, a job description is reviewed and updated each year.
5. Illinois Ventures to periodically purchases compensation studies in the venture industry to help determine as the IRS states “the value that would ordinarily be paid for like services by like enterprises under like circumstances.”
6. The Compensation Committee reviews the compensation report(s) and makes recommendations, which are reviewed and voted on by the full board. The full board approves the incentive compensation recommended by the Compensation Committee.

This process was determined by looking at compensation practices of other firms of similar size, scale and talent, as well as IRS guidelines. It was noted that it is very hard to find direct comparisons with other firms, so various sources and benchmarks are utilized to triangulate a close approximation for Illinois Ventures.

Discussion regarding the Policy and Philosophy followed.

Following the meeting, Ms. Sullivan would seek an email vote from the Committee to approve the Illinois Ventures Compensation Policy and Philosophy.

**Discussion Item: Confirmation of Email Vote on Approval to Award Julian Cheng Carried Interest and Add as a Member of Capital Holdings**

Ms. Sullivan reminded the Committee that on April 1, 2019 an email vote was sent out to approve the award of 1.5 points of Carried Interest from Illinois Ventures to Julian Cheng based on his level of experience and his significant impact to the Funds since joining. In order to facilitate the award, it was also recommended that Julian be added as a member of Capital Holdings. This award would reduce Illinois Ventures Carried Interest from 10 points to 8.5 points.

The Committee unanimously approved the award on April 1, 2019.

Ms. Sullivan had mentioned that the Carried Interest had not yet granted yet, as the documentation to have Mr. Cheng added as a member of Capital Holdings was still being worked through.
There was no further discussion on the matter.

**Executive Session**

Chair DiTommaso asked for a motion to move into Executive Session to: (i) discuss and approve Executive Session minutes of the last meeting; (ii) to discuss and consider information regarding compensation of specific individual employees; and (iii) to discuss the sale or purchase of securities, investments or investment contracts and confidential financial and proprietary information of companies currently in IllinoisVENTURES’s portfolio, managed by IllinoisVENTURES, or in its pipeline which, if disclosed, would cause competitive harm.

In addition, only the members and officers of IllinoisVENTURES and others who are directly involved in the matter which is the basis for the closed meeting may attend the meeting.

It was so moved by Ed McMillan, seconded by Mike Liang, and approved unanimously. Chair DiTommaso adjourned the Open Session at 10:12 am, to move into Executive Session.

**Open Session Reconvened**

The Open Session was reconvened at 11:05 am. A roll call was taken and it was determined that a quorum was of the voting committee was present.

**Action Item: Approve Incentive Compensation**
Chair DiTommaso asked for a motion to approve the Incentive Compensation plan that was discussed in the Executive Session. It was so moved by Mike Liang, seconded by Mike Tokarz, and approved unanimously.

Adjourn

Having no other old or new business, the meeting was adjourned at 11:06 am.

Respectfully submitted,

Christopher Valera