

# Fairway Private Equity & Venture Capital Opportunities Fund

This subscription agreement and Appendices A and B hereto may be completed using DocuSign. If completing this subscription agreement by hand, print clearly in blue or black ink and in capital letters. This form cannot be faxed and should either be returned via email or overnight mail.

Application forms are due at least 5 business days before the end of the calendar quarter.

The subscription amount and any applicable sales load amount must be (i) wired to the Fund at least 3 business days before the end of the calendar quarter if funds are remitted by wire transfer or (ii) received by the Fund at least 10 business days before the end of the calendar quarter if funds are remitted by check.

FOR OFFICE USE ONLY

**Email completed application to:**

[GeminiNE-TAAccountServices@ultimusfundsolutions.com](mailto:GeminiNE-TAAccountServices@ultimusfundsolutions.com)

**Mail completed application to:**

Fairway Capital Management, LLC  
One South Wacker Drive, Suite 1050  
Chicago, IL 60606

**Wire subscription amounts to:**

**Bank Name:** First National Bank of Omaha

**Bank Address:** Omaha, NE

**ABA Routing Number:** 104000016

**Account Name:** Fairway Private Equity & Venture Capital Opportunities Fund

**Account Number:** 731782189

**Reference:** [Investor's Name]

## 1. Investment

A. ☐ Initial investment ☐ Add on purchase (only need to fill out sections 2, 5 and 9 below)

Account number

## B. Select Fund Class

☐ Class I

## 2. Select your account type (Please fill out EITHER 2A or 2B below)

### A. Individual account (To be filled out in conjunction with section 9B)

Primary owner's name (First, M.I., Last)

Joint owner's name (First, M.I., Last)

Primary owner's social security number

Joint owner's social security number

Primary owner's date of birth (MM/DD/YYYY)

Joint owner's date of birth (MM/DD/YYYY)

Please select account type below, if applicable:

☐ Tenants in Common

☐ Joint Tenants (with Rights of Survivorship)

### B. Non-individual account (including participant-directed ERISA plans and retirement accounts, including IRAs, IRA rollovers and 401(k) accounts) (To be filled out in conjunction with Section 9C and, for entity accounts, Appendix B)

For taxable accounts only select entity type:

☐ Corporation

☐ C-Corp

☐ S-Corp

☐ Partnership

☐ Trusts (GRATs, CRATs)

If a Trust, please select one:

☐ Irrevocable

☐ Revocable

☐ Other: \_\_\_\_\_

For tax-exempt and tax-deferred accounts only select entity type:

☐ 401(k)

☐ 403(b)

☐ IRA

☐ Roth IRA

☐ Other: \_\_\_\_\_

Full name of entity

Social security number or tax ID

Authorized individual/trustee/FBO name (First, M.I., Last)

Date of formation or date of birth (MM/DD/YYYY) (all entities, including participant-directed ERISA plans, retirement accounts, IRAs, IRA rollovers and 401(k) accounts)

Authorized individual/trustee/FBO date of birth (MM/DD/YYYY)

Authorized individual/trustee/FBO social security number

Authorized individual/trustee/FBO street address (DO NOT USE P.O. BOX)

Authorized individual/trustee/FBO apartment/suite number

Authorized individual/trustee/FBO city

State

Authorized individual/trustee/FBO zip

For all IRA accounts (including Roth and rollover):

IRA Custodian name

INTERNAL USE ONLY - IRA Custodian tax ID:

### 3. Primary account address

Street address (DO NOT USE P.O. BOX)

Apartment/suite number

City

State

Zip

Telephone Number

Fax Number

Email Address

Mailing address (if different from primary account address)

Street address

Apartment/suite number

City

State

Zip

### 4. Your Financial Advisor should complete this section

Financial Advisor's name (First, M.I., Last)

Firm Name

Telephone number

Fax number

(    )    -    (    )    -   

Street address (DO NOT USE P.O. BOX)

Suite number

City

State

Zip

Email Address

@

## 5. Investor qualification and certification

### A. Accredited Investor Certification

The undersigned hereby certifies that the undersigned is an accredited investor ("Accredited Investor") at the time of the undersigned's investment in Fairway Private Equity & Venture Capital Opportunities Fund (the "Fund") because the undersigned satisfies one or more of the following categories of Accredited Investors.

**Indicate which Accredited Investor category the undersigned satisfies (write corresponding letter(s) and number(s) inside the box provided):**

- (a) The undersigned is a natural person whose individual net worth, or joint net worth with spouse or spousal equivalent, exceeds \$1,000,000 (in calculating "net worth" for these purposes, (i) your primary residence is not included as an asset, (ii) indebtedness secured by your primary residence, up to the estimated fair market value of such primary residence at the time of the sale of the shares of the Fund ("Shares"), is not included as a liability (except that if the amount of such indebtedness outstanding at the time of the sale of Shares exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability), and (iii) indebtedness secured by your primary residence in excess of the estimated fair market value of such primary residence at the time of the sale of the Shares is included as a liability).
- (b) The undersigned is a natural person who had an individual income in excess of \$200,000 in each of the two most recent years and reasonably expects to have income in excess of \$200,000 in the current year; or has had joint income with the investor's spouse or spousal equivalent in excess of \$300,000 in each of the two most recent years and reasonably expects to have joint income in excess of \$300,000 in the current year.
- (c) The undersigned is a natural person holding in good standing one or more professional certifications or designations or credentials from an accredited educational institution that the SEC has designated as qualifying an individual for accredited investor status.
- (d) The undersigned is a corporation, partnership, limited liability company, a Massachusetts or similar business trust, or an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder, not formed for the specific purpose of acquiring the Shares offered, with total assets in excess of \$5,000,000.
- (e) The undersigned is an entity (other than a trust) in which all of the equity owners are Accredited Investors, as defined in Rule 506(a) of Regulation D under the Securities Act of 1933, as amended (the "Securities Act").
- (f) The undersigned is a trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the Shares offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D under the Securities Act.
- (g) The undersigned is an entity which falls within one of the following categories of accredited investors set forth in Rule 501(a) of Regulation D under the Securities Act:
- 1) A bank as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act whether acting in its individual or fiduciary capacity.
  - 2) A broker or dealer registered pursuant to Section 15 of the U.S. Securities Exchange Act of 1934, as amended.
  - 3) An investment adviser registered pursuant to Section 203 of the Investment Advisers Act of 1940, as amended (the "Advisers Act"), or registered under the laws of any U.S. state.
  - 4) An investment adviser relying on an exemption from registering with the SEC under Section 203(l) or (m) of the Advisers Act.
  - 5) An insurance company, as defined in Section 2(a)(13) of the Securities Act.

- 6) An investment company registered under the Investment Company Act of 1940, as amended (the "Investment Company Act").
- 7) A business development company as defined in Section 2(a)(48) of the Investment Company Act.
- 8) A Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958, as amended.
- 9) A Rural Business Investment Company as defined in Section 384A of the Consolidated Farm and Rural Development Act of 1972, as amended.
- 10) Any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such a plan has total assets in excess of \$5,000,000.
- 11) An employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000, or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors as described in one or more of the categories set forth in this Section 5.A.
- 12) Any private business development company, as defined in Section 202(a)(22) of the Advisers Act.
- 13) A "family office" (as defined in Rule 202(a)(11)(G)-1 under the Advisers Act) with assets under management in excess of \$5,000,000, not formed for the specific purpose of acquiring the Shares offered, and whose purchase of the Shares is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the purchase of the Shares.
- 14) A "family client" (as defined in Rule 202(a)(11)(G)-1 under the Advisers Act) of a "family office" meeting the requirements of the immediately preceding category, whose purchase of the Shares is directed by such family office.
- 15) An entity, of a type not listed above, not formed for the specific purpose of acquiring the Shares offered, that owns in excess of \$5,000,000 in "investments," as defined in Rule 2a51-1 under the Investment Company Act.

## B. Qualified Client Certification

The undersigned hereby certifies that the undersigned is a qualified client ("Qualified Client") at the time of the undersigned's investment in the Fund because the undersigned satisfies one or more of the following categories of Qualified Client.

**Indicate which Qualified Client category the undersigned satisfies (write corresponding letter(s) and number(s) inside the box provided):**

- (a) The undersigned is a natural person who, or a company that, immediately after [their/its] initial investment in the Fund has, under the management of Fairway Capital Management, LLC ("Fairway Capital"), at least \$1,100,000.
- (b) The undersigned is a natural person who, or a company that, immediately prior to [their/its] initial investment in the Fund, either:
  - 1) Has a net worth (together, in the case of a natural person, with assets held jointly with a spouse) of more than \$2,200,000 (in calculating "net worth" for these purposes, (i) your primary residence is not included as an asset, (ii) indebtedness secured by your primary residence, up to the estimated fair market value of such primary residence, is not included as a liability (except that if the amount of such indebtedness outstanding at the time of calculation exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess must be included as a liability), and (iii) indebtedness secured by your primary residence in excess of the estimated fair market value of such primary residence is included as a liability); or
  - 2) Is a qualified purchaser as defined in section 2(a)(51)(A) of the Investment Company Act.

## C. Other Certifications

The undersigned understands that it may be a violation of state and federal law for the undersigned to provide this certification if it knows that it is not true. The undersigned has read the Fund's most recently updated prospectus, statement of additional information and any appendices thereto, including the investor qualification and investor suitability provisions, as contained therein. The undersigned understands that an investment in the Fund involves a considerable amount of risk and that some or all of the investment may be lost. The undersigned understands that an investment in the Fund is suitable only for investors who can bear the risks associated with the limited liquidity of the investment and should be viewed as a long-term investment.

The undersigned is aware of the Fund's limited provisions for transferability and withdrawal and has carefully read and understands the "Repurchases of Shares" and "Transfers of Shares" provisions in the prospectus.

If the undersigned is a fiduciary executing this application on behalf of an employee benefit plan subject to ERISA (a "Fiduciary"), the undersigned represents and warrants that the undersigned has considered the following with respect to the Benefit Plan's investment in the Fund and has determined that, in review of such considerations, the investment is consistent with the Fiduciary's responsibilities under ERISA: (i) the fiduciary investment standards under ERISA in the context of the plan's particular circumstances; (ii) the

permissibility of an investment in the Fund under the documents governing the plan and the Fiduciary; and (iii) the risks associated with an investment in the Fund and the fact that the plan may be unable to redeem the investment, although the Fund may repurchase the investment at certain times and under certain conditions set forth in the prospectus.

The undersigned is not a retirement, pension or similar plan or trust (collectively, a "Pension Plan") which is established by a state, or a municipality of such state, that prohibits the use of placement agents or finders in connection with investments by such state's or municipality's Pension Plans.

If the undersigned is signing on behalf of an entity, the undersigned represents and warrants that the undersigned is duly authorized to execute this account application and to conduct transactions in this account on behalf of that entity.

The undersigned is purchasing Shares for its own account, and not with a view to the distribution, assignment, transfer or other disposition of the Shares.

The undersigned authorizes the Fund to use other sources of information, including obtaining a credit report or other financial responsibility report about the undersigned, at any time to verify the information provided herein and to determine the identity of the owners of the account. The undersigned understands that, upon written request, the Fund will provide the undersigned the name and address of any such credit agency used.

All information provided herein is true, accurate and complete, and may be relied upon by the Fund until otherwise notified. The undersigned agrees to (1) notify Fairway Capital Management, LLC ("Fairway Capital") by calling (833) 741-7382 and (2) promptly contact Fairway Capital in writing whenever there has been a change that would affect the representations or account information provided herein.

If the undersigned is purchasing Shares to be held within a brokerage account, any proceeds from future tenders for repurchase will generally need to be returned to that brokerage account. In any event, the undersigned understands that the tender offer documents will provide further detail of any options that may be available to the undersigned in connection with such repurchase offers.

The undersigned understands that your Financial Advisor may receive compensation with respect to clients that have invested in the Fund for as long as such clients remain invested in the Fund. Your investment in Class A Shares may be subject to a sales load of up to 3.50% of your subscription amount (including any additional subscriptions), which will not constitute assets of the Fund, but will be payable by you in addition to your subscription amount.

By signing below, the undersigned understands that the Fund and its affiliates are relying on the certification and agreements made herein in determining the undersigned's qualification and suitability as an investor in the Fund. The undersigned understands that an investment in the Fund is not appropriate for, and may not be acquired by, any person who cannot make the certifications herein, and agrees to indemnify the Fund, Fairway Capital, the Trustees of the Fund and/or any of their affiliates and hold harmless from any liability that the Fund, Fairway Capital, the Trustees of the Fund and/or any of their affiliates may incur as a result of this certification being untrue in any respect.

By signing below, the undersigned hereby executes as a shareholder and agrees to be bound by the Fund's policies as disclosed in the Fund's organizational and disclosure documents.

## 6. Distribution options

All distributions from the Fund will be automatically reinvested in the Fund unless you opt out. If you desire to opt out, please contact the Fund by telephone at (833) 741-7382.

If you would like to subsequently change your opt out status, you must contact the Fund by telephone at (833) 741-7382.

All distributions from the Fund will be sent to the custodian with which your account is held (if applicable).

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## 7. Bank information

Distributions from the Fund will be sent to the account below and will not be made to any other Shareholder or account. Any update to wire instructions such as the banking institution or account number will require a Letter of Authorization.

Beneficiary Bank Name

Beneficiary ABA Number\*

Beneficiary Swift Code\*

Custodian Account Name\*

Custodian Account Number\*

Client Account Name:

Client Account Number:

For Further Credit\*:

Reference\*:

If the Shareholder's account is with a non-U.S. bank, please provide the additional information:

Beneficiary Bank Location:

U.S. Correspondent/Intermediary Bank Name:

U.S. Correspondent/Intermediary ABA Number\*:

U.S. Correspondent/Intermediary Swift Code\*:

International Bank Account Number (IBAN):

\*if applicable

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## 8. Substitute W-9 and Backup Withholding Certification

### A. Taxpayer Identification Number Certification:

Under penalties of perjury, I certify that:

1. The number shown above in Section 2 hereof is my correct social security or taxpayer identification number.
  2. I am not subject to backup withholding because I am exempt from backup withholding or I have not been notified by the Internal Revenue Service ("IRS") that I am subject to backup withholding as a result of failure to report all interest or dividends; or the IRS has notified me that I am no longer subject to backup withholding.
  3. I am a U.S. person as that term is defined in the General Instructions to Form W-9 (including a U.S. resident alien).
- Certification instructions: You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return.

**The IRS does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.**

**Subscriber Signature Required:** \_\_\_\_\_ **DATE:** \_\_\_\_\_

**9. Signature** (Please fill in section 9A below. Depending on your selection in Section 2, please fill out EITHER 9B or 9C.)

**A. Subscription amount** (Do not include any applicable sales load in the box below)

\$

**Sales Load on Subscription Amount\***

\$

\*The Sales Load may be waived or modified at the discretion of the broker-dealer or other financial intermediary.

**B. Individual account** (If you completed section 2A, please complete section 9B below)

Signature of primary owner

Name of Primary owner

Date (MM/DD/YYYY)

/   /

Signature of joint owner

Name of joint owner

Date (MM/DD/YYYY)

/   /

**C. Non-individual account** (including participant-directed ERISA plans and retirement accounts) (If you completed section 2B, please complete section 9C below)

ACCEPTANCE OF INVESTMENTS ON BEHALF OF ERISA PLANS OR INDIVIDUAL RETIREMENT ACCOUNTS IS IN NO RESPECT A REPRESENTATION BY FAIRWAY CAPITAL OR THE FUND THAT THIS INVESTMENT MEETS ALL RELEVANT LEGAL REQUIREMENTS WITH RESPECT TO INVESTMENTS BY ANY PARTICULAR PLAN, OR THAT THIS INVESTMENT IS APPROPRIATE FOR ANY PARTICULAR PLAN.

The undersigned fiduciary, or other representative hereby certifies and warrants that: (a) he/she has full power and authority from or on behalf of the Plan or account named below (i) to complete, execute, and deliver this application form; and (ii) to make the statements, representations, and warranties made herein; and (b) the investment in Fairway Private Equity & Venture Capital Opportunities Fund is authorized under applicable law and the governing documents of the Plan or account, and has been affirmatively authorized under any applicable procedures, and is legally permissible.

Full name of Plan or account

Name and Title of authorized person (if applicable)

Signature of authorized person

Date (MM/DD/YYYY)

/   /

IRA Custodian name (if applicable)

Name and Title of IRA Custodian signatory (if applicable)

Signature of IRA Custodian signatory (if applicable)

Date (MM/DD/YYYY)

/   /

NOT FDIC INSURED	OFFER NO BANK GUARANTEE	MAY LOSE VALUE	NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY	NOT A DEPOSIT
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## APPENDIX A

If the subscriber is one of the types of entities set forth below, the documentation listed under the entity type must be provided with the signed subscription agreement. Failure to provide the requisite documentation will cause a signed subscription agreement to be deemed incomplete.

<b>Corporations:</b> Certificate/Articles of Incorporation Copy of By-laws Names of Board of Directors and/or Senior Executives Copy of Authorized Signatory List Names of Shareholders that own 25% or more of the corporation and signed organizational documents Copy of government-issued business license	<b>Pension/Profit Sharing Plans:</b> Names of Beneficiaries: if # exceeds 10, obtain names of individuals making investment decisions Signed copy of Plan document and Trust Agreement Current authorized signatory list (if signatory is an entity)
<b>Foreign Corporations:</b> Memorandum and Articles of Association Names of Board of Directors and/or Senior Executives Copy of Authorized Signatory List Names of Shareholders that own 25% or more of the corporation and signed organizational documents	<b>Estates:</b> Copy of Death Certificate Letters Testamentary or Letter of Administration Letter of Instructions from Executor Copy of the Will Proof of Identity of the Executor
<b>Limited Liability Companies:</b> Signed copy of the Operating Agreement Copy of the Certificate of Formation Names of members owning 25% or more of the equity interest and signed organizational documents	<b>Foundations/Endowments (or other Tax-Exempt Entities):</b> Names of individuals making investment decisions Copy of signed organizational documents Current Authorized Signatory List
<b>Partnerships or Limited Partnerships:</b> Names of General Partner(s) and Limited Partner(s) Copy of Certificate of Partnership or LP Copy of signed organizational documents for each entity that is a GP or LP	<b>Trusts:</b> A copy of the title page, authorized individual page and signature page of the Trust Agreement

## **APPENDIX B**

### **Certification Regarding Beneficial Owners of Legal Entity Accounts**

#### **I. GENERAL INSTRUCTIONS**

##### **What is this form?**

To help the government fight financial crime, Federal regulation requires certain financial institutions to obtain, verify, and record information about the beneficial owners of legal entity customers. Legal entities can be abused to disguise involvement in terrorist financing, money laundering, tax evasion, corruption, fraud, and other financial crimes. Requiring the disclosure of key individuals who own or control a legal entity (i.e., the beneficial owners) helps law enforcement investigate and prosecute these crimes.

##### **Who has to complete this form?**

This form must be completed by the person opening a new account on behalf of a legal entity with any of the following U.S. financial institutions: (i) a bank or credit union; (ii) a broker or dealer in securities; (iii) a fund; (iv) a futures commission merchant; or (v) an introducing broker in commodities.

For the purposes of this form, a legal entity includes a corporation, limited liability company, or other entity that is created by a filing of a public document with a Secretary of State or similar office, a general partnership, and any similar business entity formed in the United States or a foreign country. Legal entity does not include sole proprietorships, unincorporated associations, or natural persons opening accounts on their own behalf.

##### **What information do I have to provide?**

This form requires you to provide the name, address, date of birth and Social Security number (or passport number or other similar information, in the case of foreign persons) for the following individuals (i.e., the beneficial owners):

- (i) Each individual, if any, who owns, directly or indirectly, 25 percent or more of the equity interests of the legal entity customer (e.g., each natural person that owns 25 percent or more of the shares of a corporation); and
- (ii) An individual with significant responsibility for managing the legal entity customer (e.g., a Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Managing Member, General Partner, President, Vice President, or Treasurer).

The number of individuals that satisfy this definition of “beneficial owner” may vary. Under section (i), depending on the factual circumstances, up to four individuals (but as few as zero) may need to be identified. Regardless of the number of individuals identified under section (i), you must provide the identifying information of one individual under section (ii). It is possible that in some circumstances the same individual might be identified under both sections (e.g., the President of Acme, Inc. who also holds a 30 percent equity interest). Thus, a completed form will contain the identifying information of at least one individual (under section (ii)), and up to five individuals (i.e., one individual under section (ii) and four 25 percent equity holders under section (i)). The financial institution may also ask to see a copy of a driver’s license or other identifying document for each beneficial owner listed on this form.

II. CERTIFICATION OF BENEFICIAL OWNER(S)

**Persons opening an account, or changing an existing account, on behalf of a legal entity must provide the following information:**

For existing accounts: Account Number

- a. The following information for each individual, if any, who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, owns 25 percent or more of the equity interests of the legal entity listed above:

Name	Date of Birth	Address (Residential or Business Street Address)	Social Security Number

*(If no individual meets this definition, please write "Not Applicable.")*

- b. The following information for one individual with significant responsibility for managing the legal entity listed above, such as:
- An executive officer or senior manager (e.g., Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Managing Member, General Partner, President, Vice President, Treasurer); or
  - Any other individual who regularly performs similar functions.

*(If appropriate, an individual listed under section (a) above may also be listed in this section (b)).*

Name and Title	Date of Birth	Address (Residential or Business Street Address)	Social Security Number

I, \_\_\_\_\_ (name of natural person opening account), hereby certify, to the best of my knowledge, that the information provided above is complete and correct.

Signature \_\_\_\_\_ Date \_\_\_\_\_