

Form 21-3 (Article 246-5)

(letter)

Explanatory document for the 2020 term

From: 01/01/2020
To: 12/31/2020

Date: 3/29/2021

Name of Business: Geodesic Capital GP, Ltd.

Address or location:

(U.S. Office)

950 Tower Lane, Suite 1100, Foster City, CA 94404

(Registered Office)

CAMPBELLS CORPORATE SERVICES LIMITED,
P. O. Box 268, Floor 4 Willow House, Cricket
Square, Grand Cayman KY1 – 1104, Cayman
Islands

Name: John V. Roos, Director

(Name and Title of the Representative

in the case that applicant legal status is corporation

)

1. Operational status of business

(1) Date of notification

① Notification in accordance with Financial Instruments and Exchange Act (hereafter
“FIEA”) Article 63(2) or Article 63-3(1)

Date: 02/13/2015

② Notification in accordance with Article 48(2), (4) or (6) of the Supplementary Provisions
of the Act to Partially Amend the Securities and Exchange Act (Act No. 65 of 2006)

Date: Not Applicable

(2) Types of businesses currently being operated

SPBQII (private placement and investment management)

(3) Overview of the current term

There has been no increase of capital commitment of Japanese investors in 2020.
The primary fund (i.e., Geodesic Capital Fund I, L.P.) made 4 new investments in
2020 and 3 follow-on investments in private companies. The supplemental fund
(i.e., Geodesic Capital Fund I-S, L.P.) made 4 new co-investments with the primary

fund and 3 follow-on co-investments with the primary fund in 2020.

(4) Status of corporate officers and employees

① Number of corporate officers and employees

	Corporate officers	of which part-time officers	Employees	Total
Total	2	2	0	2

② Status of corporate officers

Positions	Names
Director	John V. Roos
Director	Ashvin Bachireddy

(5) Status of the principal business office, and business offices where Specially Permitted Businesses for Qualified Institutional Investors, etc. ("SPBQII") are operated

Name	Location	Number of Corporate officers and employees
U.S. Office	950 Tower Lane, Suite 1100 Foster City, CA 94404	2
Registered Office	CAMPBELLS CORPORATE SERVICES LIMITED, P. O. Box 268, Floor 4 Willow House, Cricket Square, Grand Cayman KY1 – 1104, Cayman Islands	0
Total ____ 2 ____ locations		Total __ 2 __

(6) Status of external auditing

Name or business name of the certified public accountant or auditing firm	Details of auditing
Not Applicable	

(Note)

1. Operational status of business

(2) Types of businesses currently being operated

In relation to businesses currently under operation, **(1)**enter "private placement" if they include businesses relating to acts specified under FIEA Article 63(1)(i); **(2)**enter "investment management" if they include those relating to acts specified under (ii) of the same Paragraph; **(3)**if they include those specified under the provisions of Article 17-13(2) of the Enforcement ordinance of the Financial Instruments and Exchange Act as businesses that especially require the protection of investors among those specified under (9) of the same Article, please indicate thus; and **(4)**if there are other businesses, please enter the types of such businesses. In addition, if there have been changes in such businesses during the term, please indicate them.

(3) Overview of business operations in the current term

Please give an overview of the business activities, business performance, and important events that have affected operating performance during the current term.

(4) Status of corporate officers and employees

① Number of corporate officers and employees

Enter the numbers of corporate officers and employees (limited to corporate officers and employees engaged in SPBQII; the same applies in ② below) as at the end of the current term.

② Status of corporate officers

Create a table and indicate all corporate officers as at the end of the current term. Note, however, that foreign corporations do not need to indicate representatives in Japan (i.e., persons specified under FIEA Article 63(7)(i)(d)).

(5) Status of the principal business office, and business offices where SPBQII are operated

Enter information about the principal business office, as well as each of the business offices where SPBQII are operated ("business offices, etc." hereafter in (5)). In addition, if there have been additions or abolitions of business offices, etc., or changes in the names or addresses of business offices, etc. during the term, please indicate them.

(6) Status of external auditing

Provide relevant information in this section if you have your financial statements externally audited by certified public accountants or auditing firms at least once every year.

Indicate whether the audits are statutory or voluntary, and describe specifically and succinctly the details of the audit results in the "Details of auditing."

(7) Status of the fund (excluding Electronically Recorded Transferable Rights That Must Be Indicated on Securities, etc.)

Names of the Invested Business Equity	Geodesic Capital Fund I, L.P.	
Details of the Invested Business	(Type of instrument) Venture fund (Contents) Cayman Islands Fund investing in growth capital, pre-IPO and venture capital companies	
Types of the Invested Business Equity	Rights based on laws and regulations of a foreign state	
Location of the accounts into which investment money is paid		
Flow of funds		
Duration		
Status of investors	Types of investors	Number of investors
	Qualified Institutional Investors ("QIIs")	7
	of whom individuals	
	Investors other than QIIs	5
	of whom individuals	
	Total	12
Amount of investment by QIIs and its ratio	Amount of investment	22,866,048,000Yen
	Ratio of investment	69%
If persons specified under the items of Article 233-3 are among the counterparty	Existence of persons specified under the items of Article 233-3 ("yes" or "none")	None
	Status of audits	Name or business name of the certified

		public accountant or auditing firm	
		Details of audits	

Names of the Invested Business Equity	Geodesic Capital Fund I-S, L.P.		
Details of the Invested Business	(Type of instrument) Venture fund (Contents) Cayman Islands Fund investing in growth capital, pre-IPO and venture capital companies		
Types of the Invested Business Equity	Rights based on laws and regulations of a foreign state		
Location of the accounts into which investment money is paid			
Flow of funds			
Duration			
Status of investors	Types of investors		Number of investors
	Qualified Institutional Investors ("QIIs")		4
	of whom individuals		
	Investors other than QIIs		1
	of whom individuals		
	Total		5
Amount of investment by QIIs and its ratio	Amount of investment		7,352,760,000Yen
	Ratio of investment		77%
If persons specified under the items of Article 233-3 are among the counterparty	Existence of persons specified under the items of Article 233-3 ("yes" or "none")		None
	Status of audits	Name or business name of the certified	

		public accountant or auditing firm	
		Details of audits	

(Note)

1. Create a table and provide information for each of the Invested Business Equity regarding securities equivalents related to FIEA Article 2(2)(v) or (vi). Note, however, that you are only required to provide information in the "Names of the Invested Business Equity," "Types of the Invested Business Equity" and "Status of investors" for securities equivalents relating to (v) or (vi) of the same paragraph in which only professional investors invest.

Please indicate securities equivalents relating to (v) or (vi) of the same paragraph that were privately placed in the past and the expirations of whose duration are set in the current term or later, even if there has been no private placement during the current term.

2. This table must be created based on the end of the current term as the basis. If the accounting period of the fund (referring to assets into which investment or contribution has been made by persons who own securities equivalents relating to FIEA Article 2(2)(v) or (vi); the same applies in 6) and the term of the notifier of SPBQII do not match, make entries based on figures at the end of the last accounting period that came before the end of the current term.
3. In the "Details of the Invested Business" row, enter specific details of businesses that will manage the money and other assets being invested or contributed.
4. Select and enter, in the "Types of the Invested Business Equity" column, from "Partnership contract under the Civil Code," "Silent partnership contract," "Investment Limited Partnership contract," "Limited Liability Partnership contract," "Membership rights of an incorporated association," "Rights based on laws and regulations of a foreign state" and "Other rights." Provide specific details if you select "Other rights." Please also specify the names of laws the rights are based on and their key details if you select "Rights based on laws and regulations of a foreign state."
5. In "Location of the accounts into which investment money is paid," indicate names of the countries or territories where accounts into which customers pay their investment money are located.
6. In the "Flow of funds" section, indicate the names of business or names and roles of persons responsible for transferring, sending, managing or storing money related to the fund.
7. In the "Ratio of investment" row under "Amount of investment by QIIs and its ratio"

section, indicate the percentage of the invested amount by QIIs out of the total invested amount.

8. In the "Existence of persons specified under the items of Article 233-3" column: Specify "yes" in the case of private placement of Invested Business Equity with persons specified under the Paragraphs of Article 233-3 as the counterparty, or management of money and other assets invested or contributed by persons other than QIIs; otherwise enter "none."
9. Indicate whether the external audits are statutory or voluntary and describe specifically and succinctly the details of the audit results in the "Details of audits."
10. If there are circumstances that need reporting but do not fit anywhere in this table, you can indicate this using similar forms within such a scope that they do not cause misunderstanding.

(7–2) Status of the fund (limited to Electronically Recorded Transferable Rights That Must Be Indicated on Securities, etc.)

Names of the Invested Business Equity		
Details of the Invested Business		
Types of the Invested Business Equity		
Location of the accounts into which investment money is paid		
Flow of funds		
Duration		
Status of investors	Types of investors	Number of investors
	Qualified Institutional Investors ("QIIs")	
	of whom individuals	
	Investors other than QIIs	
	of whom individuals	
	Total	

Amount of investment by QIs and its ratio	Amount of investment		yen
	Ratio of investment		%
If persons specified under the items of Article 233-3 are among the counterparty	Existence of persons specified under the items of Article 233-3 (“yes” or “none”)		
	Status of audits	Name or business name of the certified public accountant or auditing firm	
		Details of audits	

(Note)

Provide information according to the Notes in Section (7) above.

2. Status of accounts

Notifier is required to create balance sheets and profit and loss statements.

If the notifier is a corporation other than large companies prescribed under Article 2(vi) of the Companies Act (Act No. 88 of 2005), it is not required to submit profit and loss statements, but it is required to include net profit/loss in the balance sheets.

If the notifier has made its notification as a member of a partnership, etc., that does not have judicial personality, it is required to prepare balance sheets and profit and loss statements of the partnership, etc. However, partnerships, etc., other than those that have booked 500 million yen or more in investment money, etc. or those that have booked a total 20 billion yen or more in the liabilities section in the balance sheet for the last fiscal year do not need to prepare a profit and loss statement but are required to include net profit/loss in the balance sheets.

Notifiers who are individuals are not required to prepare balance sheets or profit and loss statements.

Balance Sheet	
Geodesic Capital GP, Ltd.	
As at 31 December 2020	
	31 Dec 2020
Assets	
Cash and Cash Equivalents	
100 - FRB Checking	\$8,947.99
Total Cash and Cash Equivalents	\$8,947.99
Other Non-current Assets	
121 - Investments - GEODESIC CAPITAL FUND I, L.P.	\$41,185.09
122 - Investments - GEODESIC CAPITAL FUND I-S, L.P.	\$11,762.85
Total Other Non-current Assets	\$52,947.94
Total Assets	\$61,895.93
Liabilities and Equity	
Equity	
320 - Retained Earnings	\$4,063.67
321 - Syndication Costs	-\$96.43
321.5 - Syndication Costs (I-S)	-\$70.91
401 - John Roos - Contribution	\$23,954.55
402 - Ashvin Bachireddy - Contribution	\$23,015.15
Current Year Earnings	\$11,029.90
Total Equity	\$61,895.93
Total Liabilities and Equity	\$61,895.93
The financial statements have been prepared in accordance with the U.S. Generally Accepted Accounting Principles.	

Net income (loss) from January 1, 2020 through December 31, 2020 is USD (1,197.72).

Form 21-3 (Article 246-5)

(letter)

Explanatory document for the 1st term

From: 1/7/2020
To: 12/31/2020

Date: 3/29/2021

Name of Business: Geodesic Capital GP II, Ltd.

Address or location:

(Principal Business Office)

950 Tower Lane, Suite 1100

Foster City, California 94404 United States of
America

(Registered Office)

Campbells Corporate

Services Limited, Floor 4, Willow House, Cricket
Square, Grand Cayman KY1-9010, Cayman
Islands

Name: John V. Roos, Director

(Name and Title of the Representative
in the case that applicant legal status is
corporation)

1. Operational status of business

(1) Date of notification

① Notification in accordance with Financial Instruments and Exchange Act (hereafter
“FIEA”) Article 63(2) or Article 63-3(1)

Date: 1/20/2020

② Notification in accordance with Article 48(2), (4) or (6) of the Supplementary Provisions
of the Act to Partially Amend the Securities and Exchange Act (Act No. 65 of 2006)

Date: Not Applicable

(2) Types of businesses currently being operated

SPBQII (private placement and investment management)

(3) Overview of the current term

The fund has not yet been raised, only the entities have been created. The fund
is expecting to have its first close in 2021.

(4) Status of corporate officers and employees

① Number of corporate officers and employees

	Corporate officers	of which part-time officers	Employees	Total
Total	1	1	0	1

② Status of corporate officers

Positions	Names
Director	John V. Roos

(5) Status of the principal business office, and business offices where Specially Permitted Businesses for Qualified Institutional Investors, etc. ("SPBQII") are operated

Name	Location	Number of Corporate officers and employees
Principal Business Office	950 Tower Lane, Suite 1100 Foster City, California 94404 United States of America	1
Registered Office	Campbells Corporate Services Limited, Floor 4, Willow House, Cricket Square, Grand Cayman KY1-9010, Cayman Islands	0
Total ____ 2 ____ locations		Total ____ 1 ____

(6) Status of external auditing

Name or business name of the certified public accountant or auditing firm	Details of auditing
Not Applicable	

(Note)

1. Operational status of business

(2) Types of businesses currently being operated

In relation to businesses currently under operation, **(1)**enter "private placement" if they include businesses relating to acts specified under FIEA Article 63(1)(i); **(2)**enter "investment management" if they include those relating to acts specified

under (ii) of the same Paragraph; **(3)** if they include those specified under the provisions of Article 17-13(2) of the Enforcement ordinance of the Financial Instruments and Exchange Act as businesses that especially require the protection of investors among those specified under (9) of the same Article, please indicate thus; and **(4)** if there are other businesses, please enter the types of such businesses. In addition, if there have been changes in such businesses during the term, please indicate them.

(3) Overview of business operations in the current term

Please give an overview of the business activities, business performance, and important events that have affected operating performance during the current term.

(4) Status of corporate officers and employees

① Number of corporate officers and employees

Enter the numbers of corporate officers and employees (limited to corporate officers and employees engaged in SPBQII; the same applies in ② below) as at the end of the current term.

② Status of corporate officers

Create a table and indicate all corporate officers as at the end of the current term. Note, however, that foreign corporations do not need to indicate representatives in Japan (i.e., persons specified under FIEA Article 63(7)(i)(d)).

(5) Status of the principal business office, and business offices where SPBQII are operated

Enter information about the principal business office, as well as each of the business offices where SPBQII are operated ("business offices, etc." hereafter in (5)). In addition, if there have been additions or abolitions of business offices, etc., or changes in the names or addresses of business offices, etc. during the term, please indicate them.

(6) Status of external auditing

Provide relevant information in this section if you have your financial statements externally audited by certified public accountants or auditing firms at least once every year.

Indicate whether the audits are statutory or voluntary, and describe specifically and succinctly the details of the audit results in the "Details of auditing."

(7) Status of the fund (excluding Electronically Recorded Transferable Rights That Must Be Indicated on Securities, etc.)

Names of the Invested Business	Geodesic Capital Fund II, L.P.
--------------------------------	--------------------------------

Equity		
Details of the Invested Business	(Type of instrument) Venture fund (Contents) Cayman Islands Fund investing in growth capital, pre-IPO and venture capital companies	
Types of the Invested Business Equity	Rights based on laws and regulations of a foreign state	
Location of the accounts into which investment money is paid	Not yet opened. Expected to be Overseas- US (California)	
Flow of funds	Investors in the partnership will pay their contribution to the appropriate fund's bank account opened in the California branch of the chosen bank in the United States. The partnership will use the contributions to make investments in securities and pay fund expenses.	
Duration	1/8/2020- ongoing	
Status of investors	Types of investors	
	Number of investors	
	Qualified Institutional Investors ("QIIs")	
	of whom individuals	
	Investors other than QIIs	
Amount of investment by QIIs and its ratio	Amount of investment	
	Ratio of investment	
	Total	
If persons specified under the items of Article 233-3 are among the counterparty	Existence of persons specified under the items of Article 233-3 ("yes" or "none")	
	Status of audits	Name or business name of the certified

		public accountant or auditing firm	
		Details of audits	

(Note)

1. Create a table and provide information for each of the Invested Business Equity regarding securities equivalents related to FIEA Article 2(2)(v) or (vi). Note, however, that you are only required to provide information in the "Names of the Invested Business Equity," "Types of the Invested Business Equity" and "Status of investors" for securities equivalents relating to (v) or (vi) of the same paragraph in which only professional investors invest.

Please indicate securities equivalents relating to (v) or (vi) of the same paragraph that were privately placed in the past and the expirations of whose duration are set in the current term or later, even if there has been no private placement during the current term.

2. This table must be created based on the end of the current term as the basis. If the accounting period of the fund (referring to assets into which investment or contribution has been made by persons who own securities equivalents relating to FIEA Article 2(2)(v) or (vi); the same applies in 6) and the term of the notifier of SPBQII do not match, make entries based on figures at the end of the last accounting period that came before the end of the current term.
3. In the "Details of the Invested Business" row, enter specific details of businesses that will manage the money and other assets being invested or contributed.
4. Select and enter, in the "Types of the Invested Business Equity" column, from "Partnership contract under the Civil Code," "Silent partnership contract," "Investment Limited Partnership contract," "Limited Liability Partnership contract," "Membership rights of an incorporated association," "Rights based on laws and regulations of a foreign state" and "Other rights." Provide specific details if you select "Other rights." Please also specify the names of laws the rights are based on and their key details if you select "Rights based on laws and regulations of a foreign state."
5. In "Location of the accounts into which investment money is paid," indicate names of the countries or territories where accounts into which customers pay their investment money are located.
6. In the "Flow of funds" section, indicate the names of business or names and roles of persons responsible for transferring, sending, managing or storing money related to the fund.
7. In the "Ratio of investment" row under "Amount of investment by QIIs and its ratio"

section, indicate the percentage of the invested amount by QIIs out of the total invested amount.

8. In the "Existence of persons specified under the items of Article 233-3" column: Specify "yes" in the case of private placement of Invested Business Equity with persons specified under the Paragraphs of Article 233-3 as the counterparty, or management of money and other assets invested or contributed by persons other than QIIs; otherwise enter "none."
9. Indicate whether the external audits are statutory or voluntary and describe specifically and succinctly the details of the audit results in the "Details of audits."
10. If there are circumstances that need reporting but do not fit anywhere in this table, you can indicate this using similar forms within such a scope that they do not cause misunderstanding.

(7–2) Status of the fund (limited to Electronically Recorded Transferable Rights That Must Be Indicated on Securities, etc.)

Names of the Invested Business Equity		
Details of the Invested Business		
Types of the Invested Business Equity		
Location of the accounts into which investment money is paid		
Flow of funds		
Duration		
Status of investors	Types of investors	Number of investors
	Qualified Institutional Investors ("QIIs")	
	of whom individuals	
	Investors other than QIIs	
	of whom individuals	
	Total	

Amount of investment by QIs and its ratio	Amount of investment		yen
	Ratio of investment		%
If persons specified under the items of Article 233-3 are among the counterparty	Existence of persons specified under the items of Article 233-3 (“yes” or “none”)		
	Status of audits	Name or business name of the certified public accountant or auditing firm	
		Details of audits	

(Note)

Provide information according to the Notes in Section (7) above.

2. Status of accounts

Notifier is required to create balance sheets and profit and loss statements.

If the notifier is a corporation other than large companies prescribed under Article 2(vi) of the Companies Act (Act No. 88 of 2005), it is not required to submit profit and loss statements, but it is required to include net profit/loss in the balance sheets.

If the notifier has made its notification as a member of a partnership, etc., that does not have judicial personality, it is required to prepare balance sheets and profit and loss statements of the partnership, etc. However, partnerships, etc., other than those that have booked 500 million yen or more in investment money, etc. or those that have booked a total 20 billion yen or more in the liabilities section in the balance sheet for the last fiscal year do not need to prepare a profit and loss statement but are required to include net profit/loss in the balance sheets.

Notifiers who are individuals are not required to prepare balance sheets or profit and loss statements.

Balance Sheet	
Geodesic Capital GP II, Ltd.	
As at 31 December 2020	
	31 Dec 2020
Assets	
Total Cash and Cash Equivalents	\$1.00
Total Other Non-current Assets	\$0.00
Total Assets	\$1.00
Liabilities and Equity	
Equity	
Contribution	\$1.00
Current Year Earnings	\$0.00
Total Equity	\$1.00
Total Liabilities and Equity	\$1.00
<p>The financial statements have been prepared in accordance with the U.S. Generally Accepted Accounting Principles.</p>	

Income Statement	
Geodesic Capital GP II, Ltd.	
For the 12 months ended 31 December 2020	
	Dec-20
Gross Profit	\$0.00
Operating Income / (Loss)	\$0.00
Total Other Income and Expense	\$0.00
Net Income / (Loss) before Tax	\$0.00
Net Income	\$0.00
Total Other Comprehensive Income	\$0.00
Total Comprehensive Income	\$0.00
<p>The financial statements have been prepared in accordance with the U.S. Generally Accepted Accounting Principles.</p>	