ROBINHOOD VENTURES FUND II

AUDIT COMMITTEE CHARTER

This Audit Committee Charter (the "**Charter**") has been adopted by the Board of Trustees (the "**Board**") of Robinhood Ventures Fund II (the "**Company**"), to govern the activities of the Audit Committee (also referred to herein as the "**Committee**").

I. COMMITTEE PURPOSE

The Audit Committee has been established by the Board to:

- oversee the accounting and financial reporting processes of the Company and its internal control over financial reporting and, as the Audit Committee deems appropriate, to inquire into the internal control over financial reporting of certain third-party service providers;

- oversee, or, as appropriate, assist Board oversight of, the quality and integrity of the Company's financial statements and the independent audits thereof;

- oversee, or, as appropriate, assist Board oversight of, the Company's compliance with legal and regulatory requirements that relate to the Company's accounting and financial reporting, internal control over financial reporting, and independent audits;

- prepare the disclosure required by Item 407(d)(3)(i) of Regulation S-K;

- approve, prior to appointment, the engagement of the Company's independent registered public accounting firm (the "**independent auditor**"), and, in connection therewith, to oversee the compensation, and review and evaluate the qualifications, independence and performance, of the independent auditor;[1]

- act as a liaison between the independent auditor and the full board;

- to assist Board in the design and implementation of the Company's internal audit function and, thereafter, to asset the Board in oversight of the Company's internal audit function; and[2]

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[1] A copy of the Audit Committee's *Policies and Procedures for the Pre-Approval of Services to be Performed by the Company's Independent Auditors* is attached hereto at Appendix A.

[2] New York Stock Exchange listed companies such as the Company must maintain an internal audit function to provide management and the audit committee with ongoing assessments of the listed company's risk management processes and system of internal control. A listed company may choose to outsource this function to a third-party

- Review and approve an Audit Committee report for inclusion in the Company's annual proxy statement, to the extent required by applicable Securities and Exchange Commission ("**SEC**") or New York Stock Exchange rules.

It is Company management's responsibility to maintain appropriate systems for accounting and internal control, and the independent auditor's responsibility to plan and carry out an audit in accordance with professional standards based upon the nature of the assignment. In addition to the above, from time to time, the Board may delegate to the Audit Committee certain operational oversight responsibilities.

II. ORGANIZATION AND OPERATION

Composition. The Audit Committee shall consist of as many trustees as the Company's Board of Trustees ("**Board**") shall determine from time to time, but ordinarily no fewer than three Trustees, who: (1) are not "**interested persons**" of the Company as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the "**1940 Act**") ("**Independent Trustees**"); and (2) do not accept, directly or indirectly, any compensation from the Company or its affiliates, except compensation for services as a member of the Board or a committee of the Board. Each member of the Audit Committee must be financially literate, as that qualification is interpreted by the Board, or must become financially literate within a reasonable period of time after his or her appointment to the Audit Committee. The Board considers a member of the Audit Committee who is able to read and understand fundamental financial statements, including a balance sheet, income statement and statement of changes, to be financially literate. If an Audit Committee member simultaneously serves on the audit committees of more than three public companies, the Board must determine that such simultaneous service would not impair the ability of such member to serve effectively on the Audit Committee, and must disclose such determination either on or through the Company's website, or in its annual proxy statement or, if the Company does not file an annual proxy statement, in its annual report.[3] Service on multiple audit committees in the same fund complex shall be counted as one audit committee for these purposes.

Chairperson. The members of the Committee shall select their Chairperson, who shall, among other things: (i) set the agenda for, and preside at, each meeting of the Committee, allocating appropriate time for discussion of all agenda items; (ii) coordinate with the chairs of other Board committees as appropriate; (iii) assist in identifying and bringing to the attention of the Chairperson of the Board issues that should be considered by the full Board, the Independent Trustees or any other committee, and participate in the preparation of Board meeting agendas; (iv) at meetings of the Board, report on the Committee's recommendations on applicable resolutions and on any important actions by or discussions of the Committee and participate in executive sessions of the Independent Trustees; and (v) engage in such other activities on behalf of the

service provider other than its independent auditor. All listed companies must have an internal audit function in place by no later than the first anniversary of the company's listing date.

[3] Where the Board makes such disclosure on its website, it must also disclose that fact in the Company's annual proxy statement or annual report on Form 10-K, and provide the website address.

Committee as shall be determined from time to time by the Committee or as is consistent with current practice.

Delegation. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to subcommittees of the Committee, which may consist of one or more members, and may, at its discretion, designate any member of the Committee to execute documents on its behalf as the Committee deems necessary or appropriate to carry out its responsibilities hereunder. The Committee may consult with or obtain input from management but, except as expressly provided herein, shall not delegate any of its responsibilities to management or to another committee.

Resources. The Committee shall have the resources and authority to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of search firms, special counsel or other experts or consultants, as it deems appropriate, without seeking the approval of the Board or Company management. The Committee may consult with or obtain input from management but, except as expressly provided herein, shall not delegate any of its responsibilities to management.

III. MEETINGS

Generally. Subject to the Company's Bylaws or other governing documents and resolutions of the Board, the Committee shall meet as and when the Committee or the Board determines necessary or appropriate. The Audit Committee shall generally meet at least two times per year. The Chairperson of the Committee or any two members of the Committee may fix the time and place of the Committee's meetings, unless the Board shall otherwise provide or direct. The Committee may meet either on its own or in conjunction with Board meetings. Meetings may be held in person, by videoconference or by telephone conference, and the Committee may act by written consent, to the extent permitted by law, applicable listing standards and the Company's governing documents.

Attendees. The Committee may invite other Trustees, members of Company management, representatives of service providers, counsel, advisers and others to attend meetings and provide information to the Committee as the Committee, in its sole discretion, deems appropriate.

The Audit Committee shall meet separately, periodically, with Company management and with the Company's independent auditors. The Audit Committee shall also meet separately, periodically with Company personnel primarily responsible for the design and implementation of the internal audit function (until the internal audit function has been established, at which point separate, periodic meetings will take place with the Company's internal audit staff or other personnel responsible for the internal audit function).

Quorum. At least two members of the Committee shall be present at any meeting of the Committee in order to constitute a quorum for the transaction of business at such meeting, and the act of a majority present (or, in the case of a meeting at which only two members are present, the act of both such members) shall be the act of the Committee. In the absence or disqualification of any member of the Committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member, so long as such appointee is an Independent Trustee.

Minutes and Reporting. The Committee shall prepare and retain minutes of its meetings, and shall regularly report to the Board or the Independent Trustees, as applicable, with respect to its activities, findings and recommendations.

IV. AUDIT COMMITTEE FINANCIAL EXPERT

The Audit Committee shall recommend to the Board that it designate one or more "**Audit Committee Financial Experts**" ("**ACFE**") to serve on the Audit Committee. In recommending an ACFE, the Audit Committee shall consider the factors prescribed by Section 407 of the Sarbanes Oxley Act of 2002 ("**SOX**") and relevant regulations promulgated by the Securities and Exchange Commission (the "**SEC**"). If the Board has determined that a member of the Audit Committee is an ACFE, it may presume that such member has accounting or related financial management expertise.

Any ACFE may provide guidance to the Audit Committee (and the Board) on accounting or financial management matters or assist the Audit Committee in overseeing the audit process. Designation as an ACFE does not impose on any duties, obligations, or liabilities that are greater than the duties, obligations, and liabilities that are imposed on the ACFE as a member of the Audit Committee and the Board in the absence of such ACFE designation.

V. INDEPENDENT AUDITORS

The Company's independent auditors must comply with all of the independence requirements set forth in Regulation S-X under the Securities Act of 1933, as amended, and the Public Company Accounting Oversight Board's ("**PCAOB's**") Ethics and Independence Rule 3526, subject to such exceptions, not prohibited by law, as the Audit Committee may allow. The independent auditor shall: (i) at least annually, submit to the Audit Committee a certification of its independence, delineating all relationships between the independent auditor and the Company; and (ii) actively engage in a dialogue with the Audit Committee with respect to any disclosed relationships or services that may affect the objectivity and independence of such independent accountants, including relationships with or services provided to the Company's other service providers.

VI. RESPONSIBILITIES

Company Audit, Tax, Accounting and Derivatives Matters

The following list of Audit Committee responsibilities describes areas of attention in broad terms:

- The Audit Committee's role is one of oversight and not of direct management of the audit process (other than with respect to its role in the selection, appointment and engagement of independent auditors as set forth below). In fulfilling their responsibilities under this Charter, it is recognized that members of the Audit Committee are not full-time employees of the Company. As such, it is not the duty or responsibility of the Audit Committee to: (a) conduct "field work" or other types of auditing or accounting reviews or procedures; (b) perform an audit; or (c) act in any way as a substitute for management or assume management's responsibilities. Each member of the Audit Committee shall be entitled to rely on: (i) the integrity of those persons and organizations inside and outside the Company from which the Audit Committee receives information; and (ii) the accuracy of the financial, valuation and other information provided to the Audit Committee by such persons or organizations, absent actual knowledge to the contrary (which actual knowledge shall be promptly reported to the Audit Committee and the full Board).

- Audit Committee members are responsible for a general understanding of the Company's accounting and control environment, including controls and procedures critical to the Company's operations that are resident at third-party service providers.

- The Audit Committee will make recommendations to the Board regarding the selection, retention, compensation and evaluation of independent auditors. Audit Committee members shall evaluate the independent auditors' performance, costs, and financial stability.

- The Audit Committee will review and approve, in advance, all non-audit services to be provided by the independent auditors and the fees to be charged for such non-audit services. The Audit Committee may adopt policies and procedures to satisfy this responsibility but may not delegate such approvals to Company management.

- The Audit Committee will prepare any Audit Committee report that SEC rules require to be included in any proxy statement of the Company, and any report or other disclosures, including any recommendation of the Audit Committee, required by applicable laws and regulations with respect to the Audit Committee, to be included in the Company's reports to shareholders.

- The Audit Committee will meet in Executive Session with Company management and/or the Company's independent auditors, as necessary: (i) to review the arrangements for and scope of the annual audit and any special audits; (ii) to discuss any matters of concern relating to the Company's financial statements, including any adjustments to such statements recommended by the independent auditors, or other results of said audit(s); (iii) to consider the independent auditors' comments with respect to the Company's financial policies, procedures and internal accounting controls and management's response thereto; (iv) to review the form of opinion the independent auditors propose to render to the Board and shareholders; and (v) to ensure appropriate timing and process for rotation of lead, concurring and other significant audit partners. The Audit Committee may contact the Company's independent auditors at any time without informing or including Company management in such meetings.

- The Audit Committee, working with the Company's Chief Compliance Officer and Company management, is responsible for reviewing audit plans prepared by the Company's independent auditors and the internal audit staff, as applicable.

- The Audit Committee is responsible for reviewing the minutes of all Audit Committee meetings and reporting its activities to the Board.

- The Audit Committee is responsible for reviewing financial statements contained in the annual and other periodic reports provided to regulatory bodies and to shareholders with Company management and the independent auditors. The Audit Committee is also responsible for determining whether the independent auditors are satisfied with the disclosure and content of the annual audited financial statements. In addition, the Audit Committee will seek representations from Company management as to its assessment of the adequacy of accounting policies and procedures, including compliance with statutory certification requirements.

- The Audit Committee shall meet to review and discuss the Company's annual audited financial statements and quarterly financial statements with management and the independent auditor. The Audit Committee shall review the specific disclosures of the Company, if any, under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Management's Discussion of Company Performance" in its annual or quarterly report to shareholders. Such meetings may be held telephonically.

- The Audit Committee may consult with Company counsel and counsel to the Independent Trustees in order to be informed on legal issues having the possibility of impacting the financial reporting process, including, e.g., items of industry wide importance and internal issues such as litigation.

- The Audit Committee will request that it be kept apprised by Company counsel, counsel to the Independent Trustees and the Company's independent auditors with respect to regulatory changes and new accounting pronouncements that affect net asset value calculations and financial statement reporting requirements.

- The Audit Committee will review with appropriate Company officers, the Company's Chief Compliance Officer and the investment adviser: (a) such compliance matters within the scope of its duties as are brought to the attention of the Audit Committee; and (b) any comments from the staff of the SEC or any other regulators within the scope of its duties as are brought to the attention of the Audit Committee.

- The Audit Committee shall review with the independent auditors any audit problems or difficulties which have arisen during the course of the audit work and Company management's response thereto, including any restrictions on the scope of the independent auditor's activities or on access to requested information, any significant disagreements with management, any accounting adjustments that were noted or proposed by the independent auditors that were "passed", any communications with the audit firm's national office respecting auditing or accounting issues presented by the engagement, any "management" or "internal control" letter issued or proposed to be issued by the independent auditors. The Audit Committee shall also discuss with the independent auditors the responsibilities, budget and staffing of the internal audit function (or management's plans with respect to the responsibilities, budget and staffing and implementation thereof, as the case may be).

- The Audit Committee has adopted Whistleblower Procedures for receipt, retention and treatment of complaints concerning accounting, internal accounting controls or auditing matters, and for the confidential anonymous submission by employees of concerns or complaints regarding questionable accounting or audit matters to the Company's Chief Compliance Officer or the Audit Committee chairperson, in addition to or instead of, the Chief Compliance Officer. The Whistleblower Procedures also address the retention of records related to the treatment of such concerns in accordance with applicable law.

- The Audit Committee considers such other matters as it deems appropriate in carrying out the above responsibilities and any other matters that may be assigned to it by the Board or matters that become its responsibility by SEC rule or Federal legislation.

- The Audit Committee shall have the resources and authority to discharge its responsibilities, including the authority to retain experts, independent counsel or consultants at the expense of the Company. The Audit Committee shall have all of the powers of the Board necessary or appropriate to fulfill its purposes and carry out its responsibilities under this Charter or as may otherwise be assigned to the Audit Committee by the Board. The Audit Committee will investigate any matter brought to its attention within the scope of its duties, with the power to retain independent counsel, which may also be counsel to the Company's Independent Trustees, or other advisers to carry out its duties if, in its judgment, that is appropriate. The costs of engaging independent counsel or other advisers, as well as ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties, as determined by the Audit Committee, will be borne by the Company.

- The Audit Committee shall review communications from the Company's principal executive officer and principal financial officer concerning: (i) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls over financial reporting, and to review requested communications from management for any other purposes the Audit Committee deems appropriate.

- In connection with the preparation of the Audit Committee report required by Item 407(d)(3) of Regulation S-K, the Audit Committee shall:

    i. review and discuss the audited financial statements of the Company with Company management;

ii. discuss with the auditors the matters required to be discussed by the applicable requirements of the PCAOB and the SEC;

iii. receive the written disclosures and the letter(s) from the independent auditors required by applicable requirements of the PCAOB regarding the auditor's communications with the Audit Committee concerning independence, and discuss with the auditors their independence; and

iv. based on the review and discussions referred to in paragraphs i. through iii. above, recommend to the Board that the audited financial statements be included in the Company's annual report on Form 10-K for the last fiscal year for filing with the SEC.

- The Audit Committee shall obtain and review a report from the independent auditors, at least annually, regarding: (i) the independent auditors' internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm; (iii) any steps taken to deal with such issues; and (iv) (to assess the independent auditors' independence) all relationships between the independent auditors and the Company.

- The Audit Committee shall evaluate the qualifications, performance and independence of the independent auditors, including: (i) evaluating the performance of the lead partner, and the quality of the professional staff assigned to the Company; (ii) considering whether the independent auditor's quality controls are adequate; (iii) considering whether the provision of permitted non-audit services is compatible with maintaining the auditor's independence; and (iv) taking into account the opinions of Company management and internal accounting staff (or other personnel responsible for the internal audit function).

- The Audit Committee shall assure the regular rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit, as required by law, and shall consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent audit firm on a regular basis.

- The Audit Committee shall report its conclusions with respect to the independent auditors to the full Board.

- The Audit Committee shall set clear hiring policies for employees and proposed employees of the Company who are employees or former employees of the independent auditor.

- The Audit Committee shall discuss generally the Company's earnings press releases, if any (including the type of information to be disclosed and the type of presentation to be made, paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as financial information and earnings guidance provided to analysts and rating agencies, if any. The Audit Committee need not discuss in advice each earnings release or each instance in which the Company may provide earnings guidance.

- The Audit Committee shall review and discuss the Company's processes with respect to risk assessment and risk management. Such discussion shall include a discussion of the guidelines governing the process by which Company risks are assessed and managed and an identification of the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

- The Audit Committee shall conduct an evaluation of its own performance at least annually.

- The Audit Committee shall report regularly to the Board, including with respect to any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the internal audit function (or management's activities with respect to the design and implementation of the internal audit function).

VII. LIMIT ON COMMITTEE LIABILITY

The Audit Committee is not responsible for either the preparation of the financial statements or the auditing of the financial statements. Management of the Company has the responsibility for preparing the financial statements and implementing internal controls, and disclosure controls and procedures, and the independent auditors have the responsibility for auditing the financial statements and monitoring the effectiveness of the internal controls. The review of the financial statements by the Audit Committee is not of the same scope or quality as the audit performed by the independent auditors. In carrying out its responsibilities, the Audit Committee believes its policies and procedures should remain flexible in order to best react to a changing environment.

VIII. MAINTENANCE AND REVIEW OF CHARTER

The Company shall permanently maintain and preserve a copy of this Charter and any amendment thereto in an easily accessible place. The Committee shall review this Charter at least annually and recommend any changes the Committee deems appropriate to the Board.

This Charter may be altered, amended or repealed, or a new Charter may be adopted, by the Board on the affirmative vote of a majority of all of the members of the Board, including a majority of the Independent Trustees.

Approved: May 21, 2026

POLICIES AND PROCEDURES FOR THE PRE-APPROVAL OF SERVICES TO BE PERFORMED BY THE COMPANY'S INDEPENDENT AUDITORS

In accordance with the Sarbanes-Oxley Act of 2002 and the rules of the Securities and Exchange Commission (the "**SEC**"), and as contemplated by the charter of the Audit Committee of Robinhood Ventures Fund II (the "**Company**"), the Audit Committee has established and approved the following policies and procedures for the pre-approval of audit and non-audit services to be provided by the Company's independent public accounting firm (the "**independent auditors**," and these policies and procedures, the "**Pre-Approval Policies**").

These Pre-Approval Policies have been established by the Audit Committee in order to (1) detail the procedures for pre-approval of audit and permitted non-audit services for which the independent auditors may be engaged; (2) seek to ensure that the Audit Committee is promptly informed of such services; and (3) ensure that the Audit Committee's responsibilities under the Securities Exchange Act of 1934, as amended, are not delegated to management.

STATEMENT OF PURPOSE

Pre-Approval by the Audit Committee of engagements of the independent auditors is designed to seek to ensure that the independent auditors' independence is not impaired by performing the services contemplated by the engagement.

REQUIRED APPROVAL OF AUDIT AND NON-AUDIT SERVICES

All engagements of the independent auditors by the Company to provide audit, audit-related, tax or other permissible non-audit services shall be specifically approved by the Audit Committee (either directly or through delegated authority as provided herein) before the independent auditors are engaged to provide such service.[4] Generally, the Audit Committee will not pre-approve a service more than 12 months prior to the time at which it is anticipated that the independent auditors will be engaged to provide the service. The SEC has adopted rules addressing the types of services that independent auditors may and may not provide to their audit clients. Subject to the policies and procedures described in this Pre-Approval Policy, the independent auditors may generally provide the following services to the Company:

Audit services.

Audit services include not only the engagement for the Company's annual audit, but also other audit serves that only the independent accountants can reasonably provide or that are required to be performed for the independent auditors to be able to form an opinion on the Company's

[4] A list of prohibited non-audit services, as set forth in more detail in Section 201 of the Sarbanes-Oxley Act and §201.2-01(c)(4) of Regulation S-X, is attached to these Pre-Approval Policies as Appendix A.

financial statements. Audit services may include, among others, comfort letters, statutory audits, attest services, reports on internal control over financial reporting required by Section 404 of the Sarbanes-Oxley Act, consents, and assistance with and review of documents filed with the SEC.

Specific pre-approval by the Audit Committee must be received for the Company's annual audit services engagement. The Audit Committee will typically pre-approve the services to be provided as part of the annual audit services engagement in conjunction with its annual approval of the retention of the independent auditors. For each fiscal year, the Audit Committee expects to review and pre-approve a detailed list of audit services. All audit services not included in the approved list of audit services must be separately pre-approved by the Committee.

Non-Audit Services.

Non-audit services include audit-related, tax and other services, as further described below.

Audit-Related Services. Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements or that are traditionally performed by independent accountants. Audit-related services may include, among others, statutory audits or financial audits for subsidiaries of a Company not related to the SEC audit; attest services that are not required by statute or regulation; due diligence services pertaining to potential business acquisitions/dispositions; accounting consultations related to accounting, financial reporting or disclosure matters not classified as "audit services;" and assistance with understanding and implementing new accounting and financial reporting guidance from rulemaking authorities.

For each fiscal year, the Audit Committee expects to review and pre-approve a detailed list of audit-related services. All audit-related services not included in the approved list of audit-related services must be separately pre-approved by the Audit Committee.

Tax Services. Permissible tax services include tax compliance, tax planning and tax advice that do not impair the independence of the auditor and that are consistent with the SEC's rules and guidance on auditor independence. Tax compliance generally involves preparation of original and amended tax returns, claims for refund, and tax payment-planning services. Tax planning and tax advice encompass a broad range of services, including assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for technical rulings or technical advice from tax authorities.

For each fiscal year, the Committee expects to review and pre-approve a detailed list of tax services. All tax services not included in the approved list of tax services must be separately pre-approved by the Audit Committee.

All Other Services. Other non-audit services that are routine and recurring, not specifically prohibited by SEC rules (see fn. 1) and that would not impair the independence of the independent auditors also require approval by the Audit Committee. For each fiscal year, the Audit Committee expects to review and pre-approve a detailed list of "all other services." Any "other" services not included in the approved list of all other services must be separately pre-approved by the Committee.

In addition, engagements of the independent auditors for non-audit services by Robinhood Ventures DE, LLC, the Company's investment adviser, or any entity controlling, controlled by or under common control with the investment adviser which provides ongoing services to the Company (each, an "adviser entity") shall also be submitted for approval by the Audit Committee before the independent auditors commence providing such services if the engagement relates directly to the operations and financial reporting of the Company (hereinafter referred to as a "Related Service"). If it is unclear whether an engagement is for a Related Service, such engagement must be submitted to the Audit Committee for approval.

DELEGATION

The Chair of the Audit Committee and the Lead Independent Trustee of the Board are designated by the Audit Committee to pre-approve any audit service or permissible non-audit service to be provided by the independent auditors, and to approve changes to the scope of pre-approved engagements and to the maximum estimated fees therefor. When either designee exercises such delegated authority, such designee must report at the next scheduled meeting of the Audit Committee any services that were pre-approved pursuant to this delegated authority since the date of the last scheduled meeting of the Audit Committee.

Nothing in these Pre-Approval Policies shall be interpreted as a delegation of the Audit Committee's responsibilities to the Company.

EVIDENCE OF PRE-APPROVAL

The Audit Committee may evidence its pre-approval of engagements of the independent auditors by adopting an appropriate resolution or written consent, and the Lead Independent Trustee or the Chair of the Audit Committee may evidence pre-approval pursuant to delegated authority in any reasonable manner, including by e-mail or by oral approval that is promptly confirmed in writing (including by e-mail), in each case, as long as a specific description of the engagement and of the maximum estimated fees therefor is included in such evidence. The Audit Committee may approve changes to the scope of the engagements and maximum estimated fees relating thereto from time to time.

LIMITATIONS ON ENGAGEMENT FEES AND EXPENSES

Fee levels or budgeted amounts for all services anticipated to be provided by the independent auditors will be established at least annually by the Audit Committee after considering, among other things, the audit and non-audit services expected to be provided and the amounts expected to be paid for such services, as compared to the amounts expended on such services (as applicable) in the prior year. The Audit Committee shall be mindful of the overall relationship of fees for audit and non-audit services and of fees paid by the investment adviser or adviser entities compared to the fees paid by the Company and other investment companies managed by the investment adviser (if any) in determining whether to pre-approve any such services. Any proposed services exceeding the fee levels or budgeted amounts established require specific pre-approval.

ENGAGEMENT LETTERS

Services to be provided to the Company pursuant to these Pre-Approval Policies shall be provided by the independent auditors pursuant to an engagement letter with the Company that satisfies the following requirements:

(a) the engagement letter shall be in writing and signed by the independent auditors or an authorized representative thereof;

(b) the engagement letter shall set forth the particular non-audit services to be provided by the independent auditors;

(c) the engagement letter shall set forth the total estimated fees and expenses to be paid to the independent auditors for the services; and

(d) with respect to non-audit services, the engagement letter shall include a confirmation by the independent auditors that such non-audit services are not within a category of services the provision of which would impair the independent auditors' independence with respect to the Company under applicable SEC regulations and generally accepted auditing standards.

Any Related Services provided to the investment adviser or any adviser entity pursuant to these Pre-Approval Policies shall be provided by the independent auditors pursuant to an engagement letter with the investment adviser or the relevant adviser entity that satisfies the above requirements and that is copied to the Company.

TIMELY REPORTING TO THE AUDIT COMMITTEE

The Company shall provide reports to the Audit Committee of each engagement entered into pursuant to these Pre-Approval Policies with such frequency as the Audit Committee shall require. Each report to the Audit Committee shall include a description of each particular service and the fees and expenses therefor. All engagement letters entered into pursuant to these Pre-Approval Policies shall be made available to the Audit Committee.

DISCLOSURE

These Pre-Approval Policies shall be disclosed by the Company in its periodic reports and proxy statements in accordance with the rules of the SEC.

ANNUAL REVIEW

The Audit Committee shall review and reassess the adequacy of these Pre-Approval Policies on an annual basis.

AUDIT COMMITTEE WHISTLEBLOWER PROCEDURES

STATEMENT OF PURPOSE

Pursuant to Section 301 of the Sarbanes-Oxley Act of 2002 ("**SOX**"), the Audit Committee (the "**Audit Committee**") of Robinhood Ventures Fund II (the "**Company**") is responsible for the establishment of procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters. The Audit Committee has adopted these procedures (the "Whistleblower Procedures") to fulfill these responsibilities.

DEFINITIONS

"**Accounting Concern**" means any adverse information, whether in the form of a concern, a demand for remedial action or a report of a suspected violation of applicable law, that relates to the Company's accounting, internal accounting controls, or auditing matters, including without limitation the following:

- fraud, deliberate error or misrepresentation in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud, deliberate error or misrepresentation in the recording and maintaining of financial records of the Company;
- deficiencies in, noncompliance with, or false certification in respect of the internal control over financial reporting for the Company or the disclosure controls and procedures for the Company relating to accounting, internal accounting controls or auditing matters;
- misrepresentation or false statement to the Company's auditors, regulators, or board regarding a matter contained in the Company's financial records, financial statements or audit reports;
- violations of securities laws or regulations related to financial reporting;
- attempts to inappropriately influence the Company's independent auditors; and
- deviation from full and fair reporting of the Company's financial condition.

"**Anonymous**" means of unknown authorship and without designation that might lead to information about the authorship.

"**Confidential**" means that the identity of the complainant will be protected and authorized for access only by those persons who are responsible for or integral to the investigation and resolution of an Accounting Concern.

"**Designee**" means a person, independent of the financial reporting function, designated by the Audit Committee to assist the Audit Committee in addressing Accounting Concerns in a manner consistent with this Policy and the role of the Audit Committee, including without limitation, the Adviser's general counsel or an outside consultant or advisor. As of the date of this Whistleblower Policy, the Audit Committee has designated Hom Whe Tan, the Chief Compliance Officer of the Company, as the Designee.

"**Interested Party**" means trustees, officers and employees of the Company, of the Adviser and any of its affiliates providing services to the Company, and officers and employees of any provider of accounting-related services to the Company, and any other person reporting an Accounting Concern.

REPORTING AND RECEIPT OF ACCOUNTING CONCERNS

Interested Parties are free to submit a good faith report of an Accounting Concern to the Designee by emailing the Designee at homwhe.tan@robinhood.com, mailing the report to the Designee at Hom Whe Tan, 413 W. 14th Street, New York, NY 10014, or calling the Designee at (929) 794-4399. Interested Parties who are uncomfortable submitting complaints to the Designee may submit complaints directly to the Chair of the Audit Committee by mail to Michael J. Gallagher, c/o Robinhood Ventures Fund II, 85 Willow Road, Menlo Park, California 94025. In each case, the envelope should be clearly marked "Confidential." An Interested Party need not disclose his or her identity.

Any Accounting Concern that is made directly to the Chair of the Audit Committee or the Designee, whether openly, confidentially or anonymously, shall be promptly reported to the Audit Committee. Employees, officers and senior management of Company or of Robinhood Ventures DE, LLC (the "Adviser") who receive such reports are required to forward them to the Designee, who will in turn forward them to the Audit Committee.

The Designee shall periodically report to the Audit Committee about the process for receiving Accounting Concerns so that the Audit Committee can confirm that the process is effective, efficient, confidential and anonymous.

Interested Parties are encouraged to include as much detail as possible in their reports in order to facilitate an effective review.

RETENTION OF RECORDS OF ACCOUNTING CONCERNS

The Designee will maintain a log of all Accounting Concerns received, tracking their receipt, investigation and resolution. The log, together with reports of Accounting Concerns received, are the property of the Company and shall be maintained:

- in compliance with applicable law and the Company's document retention policies;
- subject to safeguards that ensure their confidentiality.

TREATMENT AND HANDLING OF ACCOUNTING CONCERNS

All Accounting Concerns shall be treated as confidential to the extent practicable, consistent with the need to conduct an adequate investigation, resolve the concern, and comply with applicable law and regulation. Anonymous reports will be investigated with the same degree of care as reports that identify the reporting party.

Upon receipt of a report of an Accounting Concern, the Designee or Chair of the Audit Committee, as applicable, will (i) determine whether the referenced concern actually constitutes an Accounting Concern; and (ii) except in the case of anonymous reports, acknowledge receipt of the report to the sender.

Reports of an Accounting Concern will be reviewed under Audit Committee direction and oversight by the Designee, or such other persons as the Audit Committee determines appropriate.

Prompt and appropriate correction will be taken when and as warranted in the judgment of the Audit Committee.

NON-RETALIATION

The Company prohibits retaliation against any individual who, acting in good faith, submits a concern under this Whistleblower Policy or participates in the investigation thereof. Individuals who engage in retaliatory action may be subject to disciplinary action.

For the avoidance of doubt, nothing in this Whistleblower Policy is intended to prohibit or in any way restrict any employee from reporting possible violations of law or regulation directly with the appropriate regulatory agencies, including the Securities & Exchange Commission.