Robinhood Ventures Fund II

Corporate Governance Guidelines
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A. Board of Trustees' Responsibilities

The Board of Trustees (the "**Board"**) of Robinhood Ventures Fund II (the "**Company**") recognizes that its primary responsibility is to foster the long-term success of the Company and to build long-term value for the Company's shareholders, consistent with the Board's fiduciary duties.

The Guidelines shall be made available on the Company's website and to any shareholder who otherwise requests a copy.

1. Risk Oversight

Overall responsibility for the Company's risk oversight rests with the Board. The Company entered into an investment advisory agreement (the "**Investment Advisory Agreement**") with Robinhood Ventures DE, LLC (the "**Adviser**"), under which the Adviser will manage the Company on a day-to-day basis.

The Board is responsible for overseeing the Adviser and the Company's other service providers. The Board should understand the principal risks associated with the Company's business on an ongoing basis and it is the responsibility of management to assure that the Board and its committees are kept well informed of these changing risks on a timely basis. It is important that the Board oversee the key risk decisions of management, which includes comprehending the appropriate balance between risks and rewards. The Board reserves oversight of the major risks facing the Company and has delegated risk oversight responsibility to the appropriate Board committees.

The Audit Committee of the Board (the "**Audit Committee**") has oversight responsibility not only for financial reporting with respect to the Company's major financial exposures and the steps management has taken to minimize such exposures, but also for the effectiveness of management's enterprise risk management process that monitors and manages key business risks facing the Company. In addition to the Audit Committee, the other committees of the Board consider the risks within their areas of responsibility.

2. Selection of Independent Auditor

The Board has the responsibility to approve the appointment of and compensation of the Company's independent accounting firm that audits the Company's financial statements as recommended by the Audit Committee.

3. Review and Approval of Significant Company Actions and Certain Other Matters

The Board is responsible for reviewing and approving significant actions by the Company, including declaration of dividends and major transactions.

4. Nominating Trustees and Committee Members and Approving Effective Corporate Governance

The Board and the Nominating & Corporate Governance Committee of the Board (the "**Governance Committee**") are responsible for (i) the selection, nomination, evaluation and compensation of members of the Board; and (ii) Company governance matters, in accordance with applicable laws, regulations, stock exchange requirements and industry best practice, as more fully set forth in these guidelines and the charter of the Governance Committee.

5. Attendance

Board members are expected to devote sufficient time and attention to prepare for, attend and participate in Board meetings and meetings of Board committees on which they serve, including advance review of meeting materials that may be circulated prior to each meeting.

6. Conflicts of Interest

Whenever a potential conflict of interest exists between the Company, any of its subsidiaries or its shareholders, on the one hand, and a trustee, officer or employee of the Company or any of its subsidiaries, or any of their respective affiliates, on the other hand, the Company will resolve the conflict of interest in accordance with the appropriate policies and procedures adopted by the Board, which may include the Board's resolution of such potential conflict of interest by seeking the approval of (i) a committee of the Board composed entirely of one or more Independent Trustees or (ii) the Company's shareholders.

The Board shall be authorized in connection with its resolution of any conflict of interest to consider such factors as it determines in its sole discretion to be relevant, reasonable or appropriate under the circumstances. In addition, the Company has adopted policies and procedures, including a Code of Ethics and Financial Code of Ethics that cover certain conflicts of interests.

B. Composition of the Board

1. Size of the Board

Consistent with the Company's Amended and Restated Declaration of Trust (the "**Declaration of Trust**"), the size of the Board will not be less than one (1) or more than fifteen (15).

2. Board Membership Criteria

The Governance Committee is responsible for annually discussing criteria for Board membership to supplement the more general criteria set forth in its charter and in these guidelines regarding such matters as current business experience or other such current involvement in public service, academia or scientific communities to help ensure the effectiveness of the Board and its committees. The Governance Committee is responsible for evaluating trustees and trustee candidates. Additionally, each trustee or trustee candidate should have the capacity and desire to represent the balanced, best interests of the shareholders as a whole and not a special interest group or constituency.

3. Majority of Independent Trustees

A majority of the Board must not be an “interested person” (as that term is defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended) of the Company or the Adviser, and shall be an independent trustee meeting the independence requirements Section 303A.02 of the New York Stock Exchange (“**NYSE**”) Listed Company Manual (the “**Independent Trustees**”). This will not, however, prevent the Board from taking valid actions if, due to a temporary vacancy or vacancies on the Board, there are fewer than the intended proportion of Independent Trustees. Any such vacancies should be filled as soon as reasonably practicable in accordance with the procedures laid out in the Company’s Bylaws (the “**Bylaws**”).

4. Selection of Trustees

The Governance Committee will identify and evaluate proposed candidates for addition to the Board and recommend trustee nominees for election by the Company’s shareholders to the Board or appointment by the Board, as the case may be, which recommendations will be consistent with the Board’s criteria for selecting trustees and these guidelines. The full Board will consider the recommendations of the Governance Committee and will annually nominate candidates for election by the Company’s shareholders.

The Board is committed to fostering a culture of integrity, inclusion, dignity and mutual respect and believes in reflecting, in its composition, the wide diversity of views of the Company’s shareholders, employees and customers. The Board seeks to combine the skills and experience of its long-standing Board members with the fresh perspectives, insights, skills, and experiences of new members from different backgrounds. It is the policy of the Board that when searching for trustee nominees, the Governance Committee will recommend trustee nominees with individual attributes that contribute to the total diversity of viewpoints, experience, and expertise represented on the Board.

The Board will be responsible for determining the qualification of one or more individuals to serve on the Audit Committee as a designated “audit committee financial expert” as defined under Item 407 of Regulation S-K.

5. Outside Directorships

The Board does not believe that the trustees should be prohibited from serving on boards of other entities or organizations and has not adopted any guidelines limiting such activities, except with respect to members serving on the Audit Committee as described below. However, the Board will take into account the nature of and time involved in a trustee’s service on other boards and/or committees in evaluating the suitability of individual trustee candidates and current trustees. If a member of the Audit Committee serves on more than three (3) public company audit committees, the Board must have determined that such simultaneous service would not impair such member’s ability to serve on the Audit Committee and the Company must disclose such determination in its proxy statement for its annual meeting. Service on multiple audit committees in the same fund complex shall be counted as one audit committee for these purposes.

Trustees must obtain pre-approval from the CCO prior to (i) serving as a proprietor, partner, officer, director, trustee or agent or becoming employed by or engaged in any outside business; or (ii) becoming employed by, or receiving compensation from, any other person, entity or business organization.

6. Change in Status or Responsibilities

If a trustee has a substantial change in professional responsibilities, occupation or business association he or she shall notify the Board and, if appropriate, should offer his or her resignation from the Board.

If a trustee who was an Independent Trustee when nominated ceases to qualify as an Independent Trustee, he or she should offer his or her resignation from the Board. The Board will evaluate the facts and circumstances and make a determination whether to accept any resignation offered to the Board or request that the trustee continue to serve on the Board.

C. <u>Board Leadership</u>

1. Selection of Chairperson

The Board is responsible for electing a Chairperson. The Chairperson's role is to preside at all meetings of the Board, and to generally act as a liaison with legal counsel, other trustees, and the Adviser. The Chairperson serves as a key point person for dealings between management and the other trustees. The Chairperson also may perform such other functions as may be delegated by the Board from time to time.

D. <u>Board Compensation and Performance</u>

1. Board Compensation Review

The Independent Trustees will receive reasonable compensation for their services to be determined from time to time by the Board, upon the recommendation of the Governance Committee. Board committee chairs may receive such additional reasonable compensation for serving in that role as may be determined from time to time upon the recommendation of the Governance Committee.

No compensation is expected to be paid to the Company's trustees who are not Independent Trustees.

The Governance Committee will annually review and report to the Board with respect to trustee compensation and benefits.

2. Assessing the Performance of the Board

Annually, the Governance Committee will oversee the Board's assessment of its performance in order to increase the effectiveness of the Board as a whole. This assessment should review areas in which the Board believes a better contribution could be made and should include consideration of individuals' contributions to the Board.

E. <u>Board Relationship to Management</u>

1. Board Access to Management and Attendance by Management

The Board (meeting as a whole, as well as the Independent Trustees meeting separately) and each Board member will have complete access to management of the Company and the Adviser.

Furthermore, the Board encourages management, from time to time, to bring employees, managers and/or advisors into Board meetings who can provide additional insight into the items being discussed because of personal involvement in these areas.

2. Management Succession Planning

The Board will oversee the maintenance of management's plans for succession to management positions in the Company.

F. <u>Meeting Procedures</u>

1. Selection of Agenda Items for Board Meetings

Each Board member may include item(s) on the agenda or raise issues for discussion at any Board meeting. The Chairperson of the Board, in consultation with the appropriate members of management will establish the agenda for each Board meeting.

2. Board Materials Distributed in Advance

Management will be responsible for ensuring that information important to the Board's understanding of the Company's business is distributed to the Board sufficiently in advance of each Board meeting. Management will provide information to permit the Board to be appropriately informed of material matters to be considered at each Board meeting or other Board action. On those occasions in which the subject matter is too sensitive to distribute in written form, there will be an opportunity for full discussion of the matter at the meeting.

It is recognized that circumstances will arise when it is not feasible to provide information relating to certain agenda items in advance of a Board meeting or an action to be taken by written consent. In such event, reasonable steps will be taken (which may include: (i) extending the length of the Board meeting to allow more discussion, (ii) adjourning the meeting for a brief period to allow trustees time to review such information, (iii) deferring a vote until a follow-up telephonic meeting, or (iv) other measures as appropriate) to permit the trustees to become reasonably informed as to the matter before voting on it.

3. Separate "Executive Session" Meetings of Independent Trustees

The Independent Trustees will meet separately from the other trustees in regularly scheduled executive sessions, without the presence of management, interested trustees, or executive officers of the Company (except to the extent the Independent Trustees request the attendance of any member of management, interested trustees, or executive officer). Such executive sessions will generally be held at the close of each meeting of the Board unless held at another time or deemed unnecessary by the Board or respective Board committee.

G. <u>Committee Matters</u>

1. Number and Structure of Committees

The Board will have an Audit Committee, a Compensation Committee, and a Governance Committee, which will have the respective responsibilities described in each respective committee's charter, which will be approved by the Board, and will consist solely of Independent Trustees. In addition, the Board may from time to time, establish or maintain additional committees of the Board as necessary or appropriate and in accordance with the Company's Declaration of Trust and Bylaws.

2. Assignment of Committee Members and Committee Chairs

The Governance Committee is responsible, after consultation with the appropriate members of management, and with consideration of the desires of individual Board members, to make recommendations for the nomination of Board members to various Board committees. The Board is responsible for appointing the members of each Board committee.

3. Frequency and Length of Committee Meetings

Subject to the requirements in the applicable Board committee charter regarding the frequency of Board committee meetings, each Board committee chairperson, in consultation with Board committee members, will determine the frequency and length of the meetings of the Board committee.

4. Committee Agenda and Background Materials

The Chairperson of each Board committee, in consultation with the appropriate members of management, will develop the Board committee's agenda. Management will be responsible for assuring that information important to the Board committee's understanding of the matters within the Board committee's authority are distributed to each member of such Board committee sufficiently in advance of each such meeting.

5. Confidentiality of Proceedings and Deliberations

The proceedings and deliberations of the Board and Committees of the Board shall be confidential. Each trustee shall maintain the confidentiality of information received in connection with his or her service as a trustee.

H. <u>Miscellaneous</u>

1. Resources

The Board (and Board committees to the extent so provided in the applicable Board committee charters or otherwise authorized by the Board) may use reasonable amounts of time of the Company's independent accountants, outside lawyers and other staff and also will have the authority to hire independent accounting experts, lawyers and other consultants to assist and advise the Board (and any of its committees that are authorized to seek such advice and assistance) in connection with its responsibilities.

2. New Trustees and Continuing Education

Each new trustee will be given a thorough orientation with respect to his or her duties as a trustee, including: (i) background material with respect to the Company, its business and issues of particular significance to the Company and meetings with management; (ii) copies of these guidelines or other appropriate materials; and (iii) meetings with Governance Committee, as appropriate. Each new trustee and each new member of any Board committee also will cooperate in fulfilling any guidelines that may be recommended generally or on an ad hoc basis by the Governance Committee to help assure that such trustee has the necessary skills to perform his/her responsibilities as a trustee and/or new member of any Board committee.

Each trustee is also encouraged to participate in continuing trustee education programs.

3. Annual Review of these Guidelines

The Governance Committee will monitor and make recommendations to the Board on matters of Company policies and practices relating to corporate governance, including annual review of these guidelines.

4. Disclosure of these Guidelines

These guidelines will be posted on the Company's website and also will be available in print to any shareholder requesting it. Such availability on the Company's website and in print will be noted in the Company's annual proxy statement or annual report to shareholders.

Adopted: May 21, 2026