NOMINATING AND GOVERNANCE COMMITTEE CHARTER
ROBINHOOD VENTURES FUND II

This Nominating and Governance Committee Charter has been adopted by the Board of Trustees (the "Board") of Robinhood Ventures Fund II (the "Company") to govern the activities of the Nominating and Governance Committee (the "Committee").

I. COMMITTEE PURPOSE

The Committee has been established by the Board to assist the Board in carrying out its responsibilities with respect to: (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.

II. ORGANIZATION AND OPERATION

Composition. Only members of the Board who are not "interested persons," as defined in the Investment Company Act of 1940, as amended (the "1940 Act"), of the Company ("Independent Trustees") may serve as members of the Committee. The Committee shall ordinarily consist of at least three members, and each member shall be appointed by the Board. The Board shall have the power at any time to change the membership of the Committee, to remove or replace any member, to fill vacancies and to designate alternate members to replace any absent or disqualified members, so long as the Committee shall at all times be composed solely of Independent Trustees.

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 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.

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 By-Laws 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 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 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.

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. RESPONSIBILITIES

Identification and Evaluation of Potential Nominees. In identifying and evaluating a person as a potential nominee to serve as a Trustee of the Company, the Committee shall consider, among other factors it may deem relevant, those factors set forth in Appendix A hereto, as such appendix may be amended by the Independent Trustees of the Board, on recommendation of the Committee or otherwise, from time to time.

While the Committee is solely responsible for the selection and nomination of persons to serve as Trustees, the Committee will also consider nominations made by management and by the Company's shareholders who have sent nominations (which nominations must include the name of the shareholder and evidence of the shareholder's status as a shareholder, as well as biographical information and qualifications of the proposed nominee) to the Nominating Committee in writing to: Nominating Committee of Robinhood Ventures Fund II, c/o Secretary, Robinhood Ventures Fund II, 85 Willow Road, Menlo Park, California, 94025.

The Committee will be solely responsible for recommending nominees for election by Company shareholders, if applicable, or appointment by the Board. After determination by the Committee that a person should be selected and nominated as a Board Member of a Company, the Committee shall present its recommendation to the full Board for its consideration (and, where appropriate, separately to all of the Independent Trustees) for their consideration.

Periodic Review of Board Composition. The Committee shall periodically review the composition of the Board, including the independence and other qualifications of Board members, to determine whether the Board's size and composition remains appropriate, whether the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole, and whether the Board contains and will continue to contain at least the minimum number of Independent Trustees required by law. The Committee shall also review the suitability for continued service of each Independent Trustee when their term expires and at such other times as the Committee deems necessary or appropriate, and to recommend whether the Independent Trustee should be re-nominated.

Periodic Review of Board Committee Structure. The Committee shall annually review and make such recommendations as it deems appropriate concerning the Board's committee structure, including with respect to functions and duties of the committees of the Board; the size and composition of each such committee; and recommended changes, including with respect to the creation or elimination of committees or special committees from time to time.

Annual self-evaluation. The Committee shall conduct an evaluation of its own performance, and shall oversee self-evaluations of the performance of the Board and all other committees of the Board, at least annually. The Committee shall solicit comments and input from Board members, and shall report the results of its review, including any recommended actions to the full Board. The performance review shall be conducted in such manner as the Committee deems appropriate, and shall satisfy the fund governance standards as defined in Rule 0-1(a)(7)(v) under the 1940 Act.

In connection with this evaluation, the Committee will also evaluate whether the Board's participation in any director-related industry organizations has benefited the Company and its shareholders, and make recommendations to the Board with respect to participation, continued participation or withdrawal from such organizations. The committee shall also be responsible for selecting Board members to represent the Board on such industry organizations, including on the governing bodies of such organizations, if applicable.

Board Member Compensation. At least annually, the Committee shall review and make recommendations with respect to the level and structure of the compensation of Board members (including compensation for serving on committees of the Board or as chair or co-chair of the Board or of a committee). The Committee shall consider, to the extent reasonably available, industry practices for compensation of members and chairs of boards and committees.

Evaluation of Independent Counsel. The Committee shall review at least annually the performance of legal counsel to the Independent Trustees of the Company, considering such factors that it considers relevant to its review, including the time and level of expertise required of legal counsel to the Independent Trustees. The Committee shall also monitor the independence of counsel to the Independent Trustees, including, at least annually, determining that legal counsel to the Independent Trustees constitutes "independent legal counsel," as defined in Rule 0-1(a)(6)(i) under the 1940 Act, so that the Board satisfies the fund governance standards as defined in Rule 0-1(a)(7)(iii) under the 1940 Act.[1]

Other Matters. The Committee shall also consider such corporate governance issues that arise and are presented to it from time to time, including annual review of the Company's corporate governance guidelines, and develop appropriate recommendations for the Board, giving appropriate weight to relevant factors including industry practice.

V. MAINTENANCE AND REVIEW OF CHARTER

The Company shall 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

[1] To the extent any Independent Trustees are not members of the Committee, the Committee shall present its findings and determinations with respect to independent legal counsel to such Independent Trustees at a meeting of the full Board, so that a majority of the Independent Trustees can make such determination, as required by Rule 0-1(a)(6)(i).

TRUSTEE CRITERIA

One of the goals of the Committee is to assemble a Board that brings the Company a variety of perspectives and skills derived from high quality business and professional experiences. In considering possible candidates for election as a trustee, the Committee takes into account, in addition to such other factors as it deems relevant, the following:

A. the contribution that the person can make to the Board, with consideration being given to the person's business and professional experience, education, skills, judgment, and such other factors as the Committee may consider relevant;

B. the character and integrity of the person;

C. whether or not the person would be considered an Independent Trustee and whether the person is otherwise qualified under applicable laws and regulations to serve as a Trustee of the Company;

D. whether or not the person has any relationships that might impair their independence, such as any business, financial or family relationships with Company management, the investment adviser of the Company, Company service providers or their affiliates;

E. whether or not the person is financially literate and/or is an "audit committee financial expert" as defined under Item 407 of Regulation S-K;

F. whether or not the person serves on boards of, or is otherwise affiliated with, financial service organizations, their related investment company complexes or other public companies;

G. whether or not the person is willing to serve, and willing and able to commit the time necessary for the performance of the duties of a Trustee of the Company;

H. whether or not the selection and nomination of the person would be consistent with the requirements of any applicable Company retirement policies; and

I. whether or not the selection and nomination of the person would contribute to Board diversity, including with respect to differences of viewpoint, professional experience, education, skill and other individual qualities and attributes.

The Committee also considers all applicable legal and regulatory requirements that govern the composition of the Board. The Committee also believes it appropriate for certain key members of Company management to participate as members of the Board.

The Committee does not assign specific weights to particular criteria, and no particular criterion is necessarily applicable to all prospective nominees. The Committee believes that the backgrounds and qualifications of the Trustees, considered as a group, should provide a significant composite mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities.