

**AUDIT COMMITTEE CHARTER**  
**FOR**  
**HARBOURVEST PRIVATE EQUITY SECONDARIES FUND L.P.**  
**AND**  
**HARBOURVEST PRIVATE EQUITY SECONDARIES FUND (TE) L.P.**

**1. Audit Committee Membership and Qualifications**

The Audit Committees (the “Audit Committees” and each an “Audit Committee”) of each of HarbourVest Private Equity Secondaries Fund L.P. and HarbourVest Private Equity Secondaries Fund (TE) L.P. (the “Funds” and each a “Fund”) shall consist of at least two (2) members. All members must be appointed by the applicable Fund’s Board of Directors (the “Boards” and each a “Board”). The applicable Board may replace members of the Audit Committee for any reason.

Each member of the Audit Committees shall be independent, consistent with the requirements of Rule 303A.02 of the New York Stock Exchange Listed Company Manual, or such other policy as determined by HarbourVest GP LLC (the “General Partner”), and, if applicable, the applicable Fund’s limited partnership agreement, as amended, supplemented, restated or otherwise modified from time to time (the “Partnership Agreements” and each a “Partnership Agreement”) (each as in effect from time to time).

With respect to the Audit Committees of the Funds, no member of an Audit Committee may serve on the audit committees of more than three public companies, unless the applicable Board determines that such simultaneous service would not impair the ability of such member to serve on the Audit Committee effectively. When a member serves on multiple audit committees in the same fund complex, such service will be counted as one audit committee for these purposes (e.g., the audit committees of those funds that are registered pursuant to the Investment Company Act of 1940, as amended (the “1940 Act”) and managed by the same or affiliated registered investment adviser will be deemed to be the audit committee of a single public company).

Each member of the Audit Committees must be financially literate, as that qualification is interpreted by the applicable Board in its reasonable business judgment, or must become financially literate within a reasonable time after appointment to the Audit Committee. At least one member of each Audit Committee must have accounting or related financial management expertise, as the applicable Board interprets such qualification in its business judgment. The Boards may presume that an “audit committee financial expert,” as defined in Item 407(d)(5)(ii) and (iii) of Regulation S-K of the U.S. Securities and Exchange Commission (the “SEC”), satisfies the requirements in the foregoing sentences. The composition of each Audit Committee shall meet such other regulatory requirements relating (if any) to audit committees established from time to time by the SEC and any other applicable governmental entity or self-regulatory organization or law to which the Funds are or may become subject.

**2. Purposes of the Audit Committee**

A. The purposes of each Audit Committee are:

1. to assist the Board and the General Partner in fulfilling their oversight responsibilities;
1. to oversee the accounting and financial reporting processes of the Fund and the Fund's 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;
2. to oversee, or, as appropriate, assist Board and General Partner oversight of, the quality and integrity of the Fund's financial statements and the independent audit thereof, as applicable;
3. to oversee, or, as appropriate, assist Board and General Partner oversight of, the Fund's compliance with legal and regulatory requirements that relate to the Fund's accounting and financial reporting, internal control over financial reporting and independent audits, as applicable;
4. to approve the appointment of the Fund's independent auditors and, in connection therewith, to review and evaluate the qualifications, independence and performance of the Fund's independent auditors, as applicable;
5. to consider and approve any material modifications to the valuation policies adopted by the General Partner with respect to the Fund;
6. to act as a liaison between the Fund's independent auditors and the Board;
7. to assist Board oversight of the Fund's internal audit function, as applicable;
8. to consider such other matters, and perform such other functions, as the General Partner determines to present or assign to the Audit Committee.

The independent auditor for each Fund shall report directly to the Audit Committee of such Fund.

**3. Duties and Powers of the Audit Committee**

A. To carry out its purposes, each Audit Committee shall have the following duties and powers:

1. to approve prior to appointment the engagement of auditors to annually audit and provide their opinion on the Fund's financial statements, to recommend to the Board and the General Partner the selection, retention or termination of the Fund's independent auditors and, in connection therewith, to review and evaluate matters potentially affecting the independence and capabilities of the auditors. In evaluating the auditor's qualifications, performance and independence, the Audit Committee must,

among other things, obtain and review a report by the auditor, at least annually, describing the following items:

- (a) all relationships between the independent auditor and the Fund, including each non-audit service provided to the Fund, consistent with the requirements of Public Company Accounting Oversight Board Ethics and Independence Rule 3526;
  - (b) any material issues raised by the most recent internal quality control review, or peer review, of the audit 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, and any steps taken to deal with any such issues, as applicable; and
  - (c) the audit firm's internal quality-control procedures.
2. to approve prior to appointment the engagement of the auditor to provide other audit services to the Fund or to provide non-audit services to the Fund, subject to any waivers, exceptions or exemptions that may be available under applicable law or rules;
  3. to develop, to the extent deemed appropriate by the Audit Committee, policies and procedures for pre-approval of the engagement of the Fund's auditors to provide any of the services described in 2 above;
  4. to consider the controls applied by the auditors and any measures taken by management<sup>1</sup> in an effort to assure that all items requiring preapproval by the Audit Committee are identified and referred to the Audit Committee in a timely fashion;
  6. to review the arrangements for and scope of the annual audit and any special audits;
  7. to review and approve the fees proposed to be charged to the Fund by the auditors for each audit and non-audit service;
  8. to consider information and comments from the auditors with respect to the Fund's accounting and financial reporting policies, procedures and internal control over financial reporting (including the Fund's critical accounting policies and practices), to consider management's responses to any such comments and, to the extent the Audit Committee deems

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<sup>1</sup> For purposes of this Charter, the term "management" means the appropriate officers of the Fund, and the General Partner, HarbourVest Partners L.P. (the "Manager"), and other key service providers (other than the independent accountants). Also, for purposes of this Charter, the phrase "internal auditors" or "internal audit function" means the appropriate officers and employees of the Fund, and the General Partner, the Manager, and other key service providers (other than the independent accountants).

necessary or appropriate, to promote improvements in the quality of the Fund's accounting and financial reporting;

9. Review any report of the auditors under Section 10A(k) of the Securities Exchange Act of 1934, as amended, relating to:
  - (a) critical accounting policies and practices to be used;
  - (b) alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosure and treatments on the Partnership's financial statements and the treatment preferred by the Independent Auditors; and
  - (c) other material written communications between the Independent Auditors and management, such as a management letter or schedule of unadjusted differences.
10. to consider information and comments from the auditors with respect to, and meet with the auditors to discuss any matters of concern relating to, the Fund's financial statements, including any adjustments to such statements recommended by the auditors;
11. review and discuss with the Fund's independent auditors and management the Fund's annual audited (including the related notes), the form of audit opinion to be issued by the auditors on the financial statements, and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Fund's annual report on Form 10-K before the Form 10-K is filed;
12. review and discuss with the Fund's independent auditors and management the Fund's quarterly financial statements (including the related notes), and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Fund's quarterly report on Form 10-Q before the Form 10-Q is filed;
13. to resolve disagreements between management and the auditors regarding financial reporting;
14. to consider any reports of difficulties that may have arisen in the course of the audit of the Fund, including any limitations on the scope of the audit, and management's response thereto, as applicable;
15. review and discuss with the Fund's independent auditors any other matters required to be discussed by applicable requirements of the Public Company Accounting Oversight Board and the Securities and Exchange Commission.

16. to review with the Fund's management the required certifications, including those to be included in or attached as exhibits to the Fund's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable, any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the Fund's ability to record, process, summarize, and report financial information; and any reported evidence of fraud, whether or not material, involving management or other employees who have a significant role in the Fund's internal control over financial reporting;
17. to establish, or confirm the establishment of, procedures for the receipt, retention and treatment of complaints received by the Fund relating to accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Fund, the Fund's investment adviser, administrator, or any other provider of accounting-related services for the Fund of concerns about accounting or auditing matters, and to address reports from attorneys or auditors of possible violations of federal or state law or fiduciary duty related to accounting, internal accounting controls, or auditing matters;
18. to investigate or initiate an investigation of reports of improprieties or suspected improprieties in connection with the Fund's accounting or financial reporting;
19. to report its activities to the full Board on a regular basis and to make such recommendations with respect to the above and other matters as the Audit Committee may deem necessary or appropriate, as applicable;
20. to review, approve and oversee any transaction between the Fund and any related person (as defined in Item 404 of Regulation S-K) and any other potential conflict of interest situations on an ongoing basis, to the extent required by the Partnership Agreement and in accordance with Fund's policies and procedures, that the General Partner determines in its sole discretion to present to the Board;
21. keep the Fund's independent auditors informed of the Audit Committee's understanding of the Fund's relationships and transactions with related parties that are significant to the Fund; and review and discuss with the Fund's independent auditors the auditors' evaluation of the Fund's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Fund's relationships and transactions with related parties;

22. to perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the powers provided in this Charter;
23. recommend to the Board that the audited financial statements be included in the Fund's Form 10-K;
24. consider and, if appropriate, recommend the inclusion of the Fund's annual audited financial statements in the Fund's annual report in advance of the printing and publication of the annual report, based on its review and discussions of such annual report with the independent auditors, the Fund's officers and investment adviser (if applicable) prepare the audit committee report required to be included in the Fund's proxy statement (if applicable) for its annual meeting of shareholders (if such meeting is required by law);
25. discuss in general the Fund's periodic earnings releases (if applicable), as well as any financial information and earnings guidance provided to analysts and rating agencies, if any;
26. discuss policies with respect to risk assessment and risk management, as applicable; and
27. to consider and approve any material modifications to the valuation policies adopted by the General Partner with respect to the Fund; and
28. carry out such other duties, and consider any such other matters, as the Board or the General Partner may direct from time to time.

Each Audit Committee shall have: (i) the resources and authority appropriate to discharge its responsibilities, including appropriate funding, as determined by such Audit Committee, for payment of compensation to the auditors for the purpose of conducting the audit and rendering their audit report; (ii) the authority to retain and compensate special counsel and other experts or consultants as the Audit Committee deems necessary; (iii) the authority to obtain specialized training for Audit Committee members, at the expense of the Fund, as appropriate; and (iv) the authority to incur ordinary administrative expenses on behalf of s Audit Committee.

The Audit Committee may delegate any portion of its authority, including the authority to grant pre-approvals of audit and permitted non-audit services, to a subcommittee of one or more members. Any decisions of the subcommittee to grant pre-approvals shall be presented to the Audit Committee at its next regularly scheduled meeting.

#### **4. Role and Responsibilities of the Audit Committee**

The function of the Audit Committees is oversight; it is Fund management's responsibility to maintain appropriate systems for accounting and internal control over financial reporting and the auditors' responsibility to plan and carry out a proper audit. Specifically, Fund management is responsible for: (i) the preparation, presentation and integrity of the Fund's financial statements; (ii) the maintenance of appropriate accounting and financial reporting principles and policies;

and (iii) the maintenance of internal control over financial reporting and other procedures designed to assure compliance with accounting standards and related laws and regulations. The independent auditors are responsible for planning and carrying out an audit consistent with applicable legal and professional standards and the terms of their engagement letter. Nothing in this Charter shall be construed to reduce the responsibilities or liabilities of each Fund's service providers, including the auditors.

Although the Audit Committees are expected to take a detached and questioning approach to the matters that come before it, the review of the Funds' financial statements by the applicable Audit Committee is not an audit, nor is the Audit Committee's review a substitute for the responsibilities of Fund management for preparing, or the independent auditors for auditing, the financial statements. Members of the Audit Committees are not full-time employees of the Funds and, in serving on the Audit Committees, are not, and do not hold themselves out to be, acting as accountants or auditors. As such, it is not the duty or responsibility of the Audit Committees or their members to conduct "field work" or other types of auditing or accounting reviews or procedures.

In discharging his or her duties, a member of the Audit Committees is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers of the Funds whom the director reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or (iii) a Board committee of which the trustee is not a member.

#### **5. Operations of the Audit Committee**

- A. Each Audit Committee shall meet on a regular basis and is empowered to hold special meetings as circumstances require. The chair or a majority of the members shall be authorized to call a meeting of the Audit Committee and send notice thereof.
- B. Audit Committee members may attend Audit Committee meetings via telephone or video conference, and the Audit Committee may act by written consent, to the extent permitted by law and by the Partnership Agreement.
- C. Each Audit Committee shall have the authority to meet privately and to admit nonmembers individually by invitation.
- D. Each Audit Committee shall regularly meet, in separate executive sessions, with representatives of Fund management, representatives of the General Partner, the Funds' internal auditors or other personnel responsible for the applicable Fund's internal audit function (if any) and the Funds' independent auditors. The Audit Committee may also request to meet with internal legal counsel and compliance personnel of the Funds' investment adviser and with entities that provide significant accounting or administrative services to the Fund to discuss matters relating to the Fund's accounting and compliance as well as other Fund-related matters.

- E. The Audit Committees shall prepare, or have prepared, and retain minutes of its meetings and appropriate documentation of decisions made outside of meetings (including decisions made by written consent or delegated authority).
- F. The Audit Committees may select one of its members to be the Chairperson and may select a Vice Chairperson.
- G. A majority of the members of the applicable Audit Committee shall constitute a quorum for the transaction of business at any meeting of such Audit Committee. The action of a majority of the members of the Audit Committee present at a meeting at which a quorum is present shall be the action of such Audit Committee.
- H. Each Board shall adopt and approve this Charter and may amend it on such Board's own motion. The Audit Committees shall review this Charter at least annually and recommend to the full Boards any changes the Audit Committees deems appropriate.
- I. Each Audit Committee shall evaluate its performance at least annually.

#### **6. Conflicts of Interest**

Conflicts of Interest Pursuant to Section 13.2 of the applicable Partnership Agreement, a majority of the independent directors are authorized to give or withhold the applicable Fund's consent or approval as an "independent client representative" with respect to matters required by Section 206(3) of the Advisers Act of 1940, as amended, and certain other situations involving conflicts of interest (in each case where presented to such independent directors in the General Partner's sole discretion). In addition, the independent directors shall review and approve or disapprove any actual or potential conflicts of interest in any transaction or relationship between the a Fund, on the one hand, and the General Partner and/or its affiliates, on the other hand, that the General Partner determines in its sole discretion to present to the applicable Board. To the extent that the applicable Audit Committee comprises a majority of the independent directors of the applicable Board, such consents and approvals may be taken by unanimous approval of the applicable Audit Committee.

*Approved: June 22, 2026*