Corient Diligence Committee Charter

CORIENT

PURPOSE

Corient Private Wealth (“Corient” or the “Firm”) authorizes the Corient Diligence Committee (“Committee”) to oversee the Firm’s Opportunistic Alternatives Diligence Guidelines (“Guidelines”). This includes but is not limited to: reviewing a sponsoring local offices’ business case for newly proposed alternative investments; granting approval for local offices to proceed with due diligence in accordance with Firm’s Guidelines; overseeing due diligence documentation created and/or obtained; granting final approval for local offices to recommend proposed new investments to clients; periodically reviewing Corient’s Diligence Guidelines; and amending Guidelines as the Committee deems necessary.

COMMITTEE CHAIR

The Corient Alternatives Oversight Board Chair will appoint an individual from the Corient Alternatives Team to serve as the Committee’s Chair (the “Chair”).

MEMBERSHIP

The Committee will consist of the following voting members: Committee Chair, one (3) senior professional from the Corient Alternatives Team, and one (1) members of the Corient Alternatives Oversight Board.

One (1) senior professional from the Corient Compliance team will participate as a non-voting member as appointed by Corient’s Chief Compliance Officer. Any number of non-voting members may be appointed by the Committee Chair at their discretion. Additional voting member positions may be added by majority vote of the Corient Alternatives Oversight Board. Corient Leadership may also add or remove Committee member positions or add or remove Committee members at their discretion.

TERM OF SERVICE

Each voting member of the Committee will be appointed to a two-year term. Members may serve consecutive terms if reappointed to their position. Non-voting member positions will be held perpetually. Committee Chair may add, remove, or replace non-voting members at their discretion. Voting member positions will be deemed vacant when:

- A member’s appointment expires;
- A member voluntarily resigns from the Committee;
- A member is no longer employed by Corient; or
- A member is removed by Corient Leadership.

Vacant voting member positions must be filled promptly, but in any case, prior to any vote of the Committee.

APPOINTMENTS

Corient Employees will be nominated for and/or appointed to voting member positions as follows:

- Committee Chair member will be nominated by the Corient Alternatives Oversight Board Chair and appointed by majority vote of the Corient Alternatives Oversight Board.
- Alternatives Team member(s) will be appointed by the Committee Chair.
- Corient Alternatives Oversight Board members will be nominated by the Corient Alternatives Oversight Board Chair and appointed by majority vote of the Corient Alternatives Oversight Board.

MEETINGS

The Committee will meet regularly to assess the overall effectiveness of the Firm’s due diligence guidelines and provide oversight of Opportunistic Alternatives as defined by the Firm’s Opportunistic Alternatives Diligence Guidelines. The Chair may convene a meeting of the Committee at any time, as deemed necessary. Other Committee members may request that the Chair convene a meeting of the Committee at any time, as deemed necessary.

Minutes for all Committee meetings must be kept. Minutes must detail all material matters discussed, votes cast, and decisions made, including the basis for any such decisions. Minutes will be saved by the Committee to a designated location chosen by the Committee Chair.

VOTING MATTERS

- Initial approval of Opportunistic Alternatives prior to due diligence will be provided by the Chair.
- Final approval of proposed Opportunistic Alternatives subject to satisfactory due diligence.
- Material changes to Corient's Opportunistic Alternatives Diligence Guidelines.

Decisions regarding initial approval/denial of Opportunistic Alternatives must be documented, including basis for such decisions, and saved to a designated location chosen by the Committee Chair. Other voting matters must be documented in Committee meeting minutes as detailed above.

ACTIONS

The Committee will act on the affirmative vote of a majority, defined as 51%, on any matter that requires Committee approval. Each voting committee member has one vote. In the event of a tie, the Alternatives Oversight Board Chair will be the deciding vote. Committee members must recuse themselves from voting on matters where an actual, potential, or perceived conflict of interest exists. Changes to the Committee's Charter must be approved by a majority vote of Corient's Alternatives Oversight Board Chair.