

## **BENEFICIENT**

### **Products and Related Party Transactions Committee Charter**

(Adopted effective February 6, 2024)

The Board of Directors (the “**Board**”) of Beneficient, a Nevada corporation (the “**Company**”) has established the Products and Related Party Transactions Committee (the “**Committee**”) as a standing committee of the Board.

#### **Definitions**

Capitalized terms used but not defined herein shall have the meanings set forth in the Related Party Transaction Policy (as may be amended from time to time, the “**Policy**”).

#### **Statement of Purpose**

The purpose of this Products and Related Party Transactions Committee Charter is to document the scope of the authority and responsibilities of the Committee. The primary purpose of the Committee is to fulfill the responsibilities of the Company under applicable law and as set forth in the Policy, as well as other duties delegated to the Committee that relate to (i) Related Party Transactions between the Company or any of its affiliates, on the one hand, and any Related Party, on the other; (ii) the determination that certain proposed Liquidity Transactions are Ordinary Course Liquidity Transactions that qualify for preapproval under the Policy; and (iii) the recommendation to the Board of Liquidity Transactions that are not Ordinary Course Liquidity Transactions as it relates to any potential conflicts of interest or any potential related party nature of the transactions. This charter is not intended to bind the Board in any particular circumstance or to affect the Board’s obligations or authority under the Policy, Nasdaq Stock Market, LLC (“**Nasdaq**”) rules or applicable laws and regulations.

#### **Authority**

The Company is responsible for identifying conflicts of interest and may choose to resolve such conflicts of interest by any of the methods set forth in the Policy, including seeking the approval of the Committee.

The Committee shall have the authority to act within the scope of its responsibility. The Committee shall have full authority to (i) review any matter brought to its attention with full access to all books, records, facilities and personnel of the Company, (ii) retain, terminate and determine funding for such independent legal, financial or other advisors or consultants as the Committee deems necessary or appropriate for the Committee to fulfill its responsibilities, and (iii) request any officer or employee of the Company or its affiliates, the Company’s outside counsel, inside counsel, independent auditors or internal auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Additionally, the Committee shall be aware of and responsible for analyzing and evaluating

conflicts of interest presented by Liquidity Transactions due to the capital structure of the Company and Beneficient Company Holdings, L.P. in accordance with the Policy (“**BCH**”).

The Company shall provide appropriate funding, as determined by the Committee and without further action by the Board, for payment of: (i) any advisors employed by the Committee; and (ii) ordinary administrative expenses of the Committee necessary or appropriate for carrying out its responsibilities.

The Committee shall act on an informed basis and in accordance with the applicable standards of conduct under applicable law and as set forth in the Policy, including with respect to the issuance of any securities of BCH in connection with Liquidity Transactions and/or Related Party Transactions.

With respect to any Liquidity Transaction that is not an Ordinary Course Liquidity Transaction in exchange for equity securities of the Company, the Committee, in determining whether to approve the transaction in light of any conflicts of interest, may take into account, among other things, the Board’s fiduciary duties, the prevailing market prices of the Company’s securities and, in the event of convertible securities, any discount to market prices upon conversion, the fair market value of loans originated by the Company and the alternative assets underlying the collateral of such loans, the liabilities assumed, if any, tax implications, if any, the dilutive effect of any such issuances to the existing shareholders of the Company, the nature of the alternative assets underlying the collateral, existing and potential conflicts of interest with respect to such non-Ordinary Course Liquidity Transaction, the calculation inputs and expected performance results of the new loans originated by the Company, including the potential for additional revenue to be ultimately realized through “additional interest” or “cross-collateralization” provisions of such loans, whether the amount of loan loss expense is consistent with respect to historic loans, and such other factors as the Committee deems relevant under the circumstances.

The Committee shall have and may exercise all the powers delegated to it by the Board pursuant to the resolutions establishing the Committee, except as may be prohibited by law or the Company’s organizational documents, with respect to all matters encompassed by this charter and within its scope of authority.

### **Membership**

The Committee shall be comprised exclusively of two or more members of the Board who are “independent” for purposes of Nasdaq rules and are disinterested with respect to Liquidity Transactions. Any member of the Committee must previously have forfeited any direct or indirect economic interest in BCH prior to their appointment (exclusive of any indirect interest arising from such member’s ownership of the Company’s securities).

The members of the Committee shall be appointed by the Board, and shall serve until their successors are duly elected and qualified (or until their earlier death, resignation or removal). The Board shall have the authority at any time to remove, with or without cause, one or more members of the Committee. The Chair of the Committee shall be designated by the Board. If the Board should fail to elect a Chair of the Committee, or should the Chair of the Committee be absent or

unavailable, the members of the Committee may designate an acting Chair of the Committee by majority vote of the Committee membership.

### **Meetings**

As required to perform its responsibilities in accordance with the manner described in the Policy and as and when called upon by the Board, the Committee shall meet at the call of the Board, any member of the Committee, any executive officer of the Company or the Chairman of the Board. All Committee members are expected to attend each meeting, in person or via teleconference. Meetings may, at the discretion of the Committee and upon invitation only, include members of the Company's management, independent advisors or consultants and such other persons as the Committee or the Chair of the Committee may determine. Meeting agendas will be prepared by or under the supervision of the Chair of the Committee and provided in advance to members, along with appropriate briefing materials. Minutes of each meeting shall be prepared.

### **Quorum**

A majority of all members of the Committee then in office shall be required to constitute a quorum for the transaction of business at any meeting. All matters shall be decided by a vote of a majority of the Committee membership present in person or via teleconference at a meeting duly called and held. The Committee may also act by written consent in lieu of a meeting.

### **Responsibilities**

The following shall be the principal responsibilities of the Committee:

1. *Conflicts Resolution*. The Committee shall evaluate any conflict of interest between the Company or any of its affiliates, on the one hand, and any Related Party, and shall have the authority to approve or reject any Related Party Transaction presented to it in connection with the Policy.
2. *Review of Related Party Transactions*. The Committee shall review any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) pursuant to the terms of the Policy and any Liquidity Transaction that does not qualify for preapproval pursuant to the Company's Policy.
3. *Recommendation of Liquidity Transactions*. To the extent Liquidity Transactions do not qualify for preapproval pursuant to the Company's Policy, the Committee shall evaluate and determine whether any such Liquidity Transaction is in the best interests of the Company in light of any potential conflicts of interest or any potential related party nature of the transactions and shall have the authority to recommend or decline to recommend to the Board and the Credit Committee, as appropriate, any Liquidity Transaction that is not an Ordinary Course Liquidity Transaction.
4. *Report to Board of Directors*. The Committee shall make regular reports to the Board concerning its responsibilities.

5. Duty to Keep Informed with Respect to Issuances of BCH Securities. The Committee shall keep informed of all issuances of equity securities at BCH in connection with any Liquidity Transactions or Related Party Transactions.
6. Other Delegated Responsibilities. The Committee shall also carry out such other duties as may be delegated to it by the Board from time to time.
7. Committee Performance Evaluation. The Committee shall develop criteria for evaluation of its performance consistent with the responsibilities set forth in this charter and evaluate its performance on an annual basis. The Committee shall report the completion of the evaluation to the Board on an annual basis.
8. Review of Charter. The Committee shall assess and report to the Board, on an annual basis, regarding the adequacy of this charter.