STRIVE 500 ETF	Ticker Symbol: STXF
STRIVE EMERGING MARKETS Ex-CHINA ETF	Ticker Symbol: STXE
STRIVE U.S. ENERGY ETF	Ticker Symbol: DRLL
STRIVE U.S. SEMICONDUCTOR ETF	Ticker Symbol: SHOC
STRIVE NATURAL RESOURCES AND SECURITY ETF	Ticker Symbol: FTWO
STRIVE 1000 GROWTH ETF	Ticker Symbol: STXG
STRIVE 1000 VALUE ETF	Ticker Symbol: STXV
STRIVE SMALL-CAP ETF	Ticker Symbol: STXK
STRIVE 1000 DIVIDEND GROWTH ETF	Ticker Symbol: STXD

each of the above is listed on New York Stock Exchange through December 14, 2026, and will be listed on NYSE Arca, Inc. beginning December 15, 2026

STATEMENT OF ADDITIONAL INFORMATION

EA SERIES TRUST

October 31, 2026

This Statement of Additional Information ("SAI") describes the **Strive 500 ETF, Strive Emerging Markets Ex-China ETF, Strive U.S. Energy ETF, Strive U.S. Semiconductor ETF, Strive Natural Resources and Security ETF, Strive 1000 Growth ETF, Strive 1000 Value ETF, Strive Small-Cap ETF** and the **Strive 1000 Dividend Growth ETF** (each, a "Fund" and, collectively, the "Funds"), each of which is a series of the EA Series Trust (the "Trust"). Shares of each Fund are listed and traded on the New York Stock Exchange through December 14, 2026, and will be listed and traded on NYSE Arca, Inc. beginning December 15, 2026 (as applicable) (the "Exchange"). Empowered Funds, LLC dba EA Advisers (the "Adviser") serves as the investment adviser to the Funds, and Strive Asset Management, LLC (the "Sub-Adviser"), serves as sub-adviser to the Funds. PINE Distributors LLC (the "Distributor") serves as the Distributor for the Funds.

Shares of the Funds are neither guaranteed nor insured by the U.S. Government.

This SAI, dated October 31, 2026, as supplemented from time to time, is not a prospectus. It should be read in conjunction with the Funds' Prospectus, dated October 31, 2026, as supplemented from time to time, which incorporates this SAI by reference. Capitalized terms used herein that are not defined have the same meaning as in the Prospectus, unless otherwise noted. A copy of the Prospectus may be obtained without charge by writing to the Distributor, calling (215) 330-4476 or visiting https://strivefunds.com/.

The most recent Form N-CSR for the Funds, which includes each Fund's audited financial statements dated June 30, 2026, is incorporated by reference into this SAI. A copy of the Funds' annual and semi-annual reports may be obtained without charge by writing to Empowered Funds, LLC dba EA Advisers, 3803 West Chester Pike, Suite 150, Newtown Square, PA 19073, calling (215) 330-4476 or visiting https://strivefunds.com/.

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GLOSSARY

The following terms are used throughout this SAI, and have the meanings used below (note that various other terms are defined in the text of this SAI):

"***1933 Act***" means the Securities Act of 1933, as amended.

"***1934 Act***" means the Securities Exchange Act of 1934, as amended.

"***Adviser***" means Empowered Funds, LLC dba EA Advisers.

"***Authorized Participant***" means a broker-dealer or other participant in the Continuous Net Settlement System of the National Securities Clearing Corporation (NSCC) or a participant in DTC with access to the DTC system, and who has executed an agreement with the Distributor that governs transactions in the Funds' Creation Units.

"***Balancing Amount***" means an amount equal to the difference between the NAV of a Creation Unit and the market value of the In-Kind Creation (or Redemption) Basket, used to ensure that the NAV of a Fund Deposit (or Redemption) (other than the Transaction Fee), is identical to the NAV of the Creation Unit being purchased.

"***Board***" or "***Trustees***" means the Board of Trustees of the Trust.

"***Business Day***" means any day on which the Trust is open for business.

"***Cash Component***" means an amount of cash consisting of a Balancing Amount calculated in connection with creations.

"***Cash Redemption Amount***" means an amount of cash consisting of a Balancing Amount calculated in connection with redemptions.

"***Code***" means the Internal Revenue Code of 1986, as amended.

"***Creation Unit***" means an aggregation of a specified number of Shares that each Fund issues and redeems on a continuous basis at NAV.

"***Distributor***" means PINE Distributors LLC.

"***DTC***" means the Depository Trust Company.

"***Exchange***" means the New York Stock Exchange through December 14, 2026, and will be listed and traded on NYSE Arca, Inc. beginning December 15, 2026 (as applicable).

"***ETF***" means an exchange-traded fund.

"***FINRA***" means the Financial Industry Regulatory Authority.

"Fund" means a series of the Trust described in this SAI: the Strive 500 ETF, Strive Emerging Markets Ex-China ETF, Strive U.S. Energy ETF, Strive U.S. Semiconductor ETF, Strive Natural Resources and Security ETF, Strive 1000 Growth ETF, Strive 1000 Value ETF, Strive Small-Cap ETF and the Strive 1000 Dividend Growth ETF.

"***Fund Deposit***" means the In-Kind Creation Basket and Cash Component necessary to purchase a Creation Unit from a Fund.

"***Fund Redemption***" means the In-Kind Redemption Basket and Cash Redemption Amount received in connection with the redemption of a Creation Unit.

"***In-Kind Creation Basket***" means the basket of securities to be deposited to purchase Creation Units of a Fund.

"***In-Kind Redemption Basket***" means the basket of securities a shareholder will receive upon redemption of a Creation Unit.

"***Investment Company Act***" or "***1940 Act***" means the Investment Company Act of 1940, as amended.

"***IRS***" means the Internal Revenue Service.

"***NAV***" means the net asset value of a Fund.

"***NSCC***" means the National Securities Clearing Corporation.

"***NYSE***" means the New York Stock Exchange LLC.

"***Prospectus***" means the Funds' Prospectus, dated October 31, 2026, as amended and supplemented from time to time.

"***SAI***" means this Statement of Additional Information, dated October 31, 2026, as amended and supplemented from time to time.

"***SEC***" means the United States Securities and Exchange Commission.

"***Shares***" means the shares of a Fund.

*"**Sub-Adviser**"* means Strive Asset Management, LLC.

"***Transaction Fee***" is a fee that may be imposed to compensate the Trust or its custodian for costs incurred in connection with transactions for Creation Units. The Transaction Fee, when applicable, is comprised of a flat (or standard) fee and may include a variable fee. For the Transaction Fees applicable to each Fund, see "Transaction Fees" in this SAI.

"***Trust***" means the EA Series Trust, a Delaware statutory trust.

*"**Underlying Funds**"* means the other funds or ETFs in which a Fund may invest.

TRUST AND FUND OVERVIEW

The Trust is a Delaware statutory trust formed on October 11, 2013 and was formerly known as Alpha Architect ETF Trust. The Trust is an open-end management investment company registered under the Investment Company Act. Each Fund seeks investment results that, before fees and expenses, track the performance of a rules-based index (each, an "Index"), as described in the Prospectus. The offering of the Shares is registered under the 1933 Act.

This SAI relates only to the following Funds: Strive 500 ETF, Strive Emerging Markets Ex-China ETF, Strive U.S. Energy ETF, Strive U.S. Semiconductor ETF, Strive Natural Resources and Security ETF (formerly known as Strive FAANG 2.0 ETF), Strive 1000 Growth ETF, Strive 1000 Value ETF, Strive Small-Cap ETF and the Strive 1000 Dividend Growth ETF.

The below table illustrates the inception date for each Fund.

Name of Fund	Inception Date
Strive 500 ETF	September 14, 2022
Strive 1000 Growth ETF	November 9, 2022
Strive 1000 Value ETF	November 9, 2022
Strive Small-Cap ETF	November 9, 2022
Strive 1000 Dividend Growth ETF	November 9, 2022
Strive Emerging Markets Ex-China ETF	January 30, 2023
Strive U.S. Energy ETF	August 8, 2022
Strive U.S. Semiconductor ETF	October 5, 2022
Strive Natural Resources and Security ETF	August 30, 2023

Diversification

The Strive 500 ETF, Strive 1000 Growth ETF, Strive 1000 Value ETF, Strive Small-Cap ETF, Strive 1000 Dividend Growth ETF and Strive Emerging Markets Ex-China ETF are each a diversified ETF. Under applicable federal laws, to qualify as a diversified fund, a Fund, with respect to 75% of the value of its total assets is represented by cash and cash items (including receivables), Government securities, securities of other investment companies, and other securities in an amount greater than 5% of its total assets in any one issuer and may not hold greater than 10% of the securities of one issuer. The remaining 25% of a Fund's total assets does not need to be "diversified" and may be invested in securities of a single issuer, subject to other applicable laws. The diversification of a Fund's holdings is measured at the time the Fund purchases a security.

While the Strive 1000 Growth ETF is classified as "diversified," under applicable no-action relief from the SEC staff, the Fund may become non-diversified, as defined in the 1940 Act, solely as a result of a change in relative market capitalization or index weighting of one or more constituents of its Index and such a change does not require shareholder approval.

The Strive U.S. Energy ETF, Strive U.S. Semiconductor ETF, and Strive Natural Resources and Security ETF are each a non-diversified Fund. As non-diversified fund, each Fund is permitted to invest a larger percentage of its assets in fewer issuers than diversified funds. Thus, a Fund may be more susceptible to adverse developments affecting any single issuer held in its portfolio and may be more susceptible to greater losses because of these developments.

However, if a Fund purchases a security and holds it for a period of time, the security may become a larger percentage of the Fund's total assets due to movements in the financial markets. If the market affects several securities held by a Fund, the Fund may have a greater percentage of its assets invested in securities of fewer issuers.

EXCHANGE LISTING AND TRADING

Shares of each Fund are listed and traded on the Exchange. Shares trade on the Exchange or in secondary markets at prices that may differ from their NAV, because such prices may be affected by market forces (such as supply and demand for Shares). As is the case with other securities traded on an exchange, when you buy or sell Shares on the Exchange or in the secondary markets your broker will normally charge you a commission or other transaction charges. Further, the Trust reserves the right to adjust the price of Shares in the future to maintain convenient trading ranges for investors (namely, to maintain a price per Share that is attractive to investors) by share splits or reverse share splits, which would have no effect on the NAV.

There can be no assurance that the requirements of the Exchange necessary to maintain the listing of Shares will continue to be met. The Exchange may, but is not required to, remove the Shares of a Fund from listing if: (i) following the initial 12 month period beginning at the commencement of trading of the Fund, there are fewer than 50 beneficial owners of the Shares for 30 or more consecutive trading days, or (ii) such other event shall occur or condition exist that, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable. The Exchange will remove the Shares from listing and trading upon termination of a Fund.

The Funds are not sponsored, endorsed, sold or promoted by the Exchange. The Exchange makes no representation or warranty, express or implied, to the owners of Shares or any member of the public regarding the advisability of investing in securities generally or in the Funds particularly or the ability of the Funds to achieve their objectives. The Exchange has no obligation or liability in connection with the administration, marketing or trading of the Funds.

DISCLOSURE OF PORTFOLIO HOLDINGS

The Board has adopted a policy regarding the disclosure of information about the Funds' portfolio securities. Under the policy, portfolio holdings of the Funds, which will form the basis for the calculation of NAV on a Business Day, are publicly disseminated prior to the opening of trading on the Exchange that Business Day through financial reporting or news services, including the website https://strivefunds.com/. In addition, each Business Day a portfolio composition file, which displays the In-Kind Creation Basket and Cash Component, is publicly disseminated prior to the opening of the Exchange via the NSCC.

INVESTMENT POLICIES AND RESTRICTIONS

The Trust has adopted the following investment restrictions as fundamental policies with respect to each Fund. These restrictions cannot be changed with respect to a Fund without the approval of the holders of a majority of the Fund's outstanding voting securities. For the purposes of the 1940 Act, a "majority of outstanding shares" means the vote of the lesser of: (1) 67% or more of the voting securities of a Fund present at the meeting if the holders of more than 50% of a Fund's outstanding voting securities are present or represented by proxy; or (2) more than 50% of the outstanding voting securities of a Fund.

The investment policies enumerated in this section may be changed with respect to the Funds only by a vote of the holders of a majority of a Fund's outstanding voting securities, except as noted below:

1. Each Fund may not borrow money, except to the extent permitted by the Investment Company Act, the rules and regulations thereunder and any applicable exemptive relief.

2. Each Fund may not issue senior securities, except to the extent permitted by the Investment Company Act, the rules and regulations thereunder and any applicable exemptive relief.

3. Each Fund may not engage in the business of underwriting securities except to the extent that the Fund may be considered an underwriter within the meaning of the 1933 Act in the acquisition, disposition or resale of its portfolio securities or in connection with investments in other investment companies, or to the extent otherwise permitted under the Investment Company Act, the rules and regulations thereunder and any applicable exemptive relief.

4. Each Fund may not purchase or sell real estate, except to the extent permitted under the Investment Company Act, the rules and regulations thereunder and any applicable exemptive relief.

5. Each Fund may not purchase or sell physical commodities, unless acquired as a result of ownership of securities or other instruments, and provided that this limitation does not prevent the Fund from (i) purchasing or selling securities of companies that purchase or sell commodities or that invest in commodities; (ii) engaging in any transaction involving currencies, options, forwards, futures contracts, options on futures contracts, swaps, hybrid instruments or other derivatives; or (iii) investing in securities, or transacting in other instruments, that are linked to or secured by physical or other commodities.

6. Each Fund may not make loans, except to the extent permitted under the Investment Company Act, the rules and regulations thereunder and any applicable exemptive relief.

7. Each Fund will not concentrate its investments in a particular industry or group of industries, as that term is used in the Investment Company Act, except that the Fund will invest more than 25% of its total assets in securities of the same industry to approximately the same extent that the Fund's Index concentrates in the securities of a particular industry or group of industries.

8. Each Fund, except for the Strive U.S. Energy ETF, Strive U.S. Semiconductor ETF, and Strive Natural Resources and Security ETF, may not, with respect to 75% of its total assets, purchase the securities of any one issuer if, immediately after and as a result of such purchase, (a) the value of its holdings in the securities of such issuer exceeds 5% of the value of its total assets, or (b) it owns more than 10% of the outstanding voting securities of the issuer (with the exception that this restriction does not apply to a Fund's investments in the securities of the U.S. government, or its agencies or instrumentalities, or other investment companies).

The following notations are not considered to be part of a Fund's fundamental investment limitations and are subject to change without shareholder approval. If a percentage limitation is satisfied at the time of investment, a later increase or decrease in such percentage resulting from a change in the value of each Fund's investments will not constitute a violation of such limitation. Similarly, with respect to a Fund's fundamental investment limitations and any other policies applicable to a Fund investment (e.g., policies adopted with respect to Rule 35d-1 under the 1940 Act (the "Names Rule") or minimum or maximum investment exposures specified in the Prospectus), an increase in the quantity (e.g., number of shares) of a particular investment will not constitute a violation of such limitation or policy if the increase in quantity did not result in an increase in the weight of the applicable investment within a Fund's portfolio. Thus, each Fund may continue to hold a security even though it causes the Fund to exceed a percentage limitation because of fluctuation in the value of the Fund's assets, except that any borrowing by the Fund that exceeds the fundamental investment limitations stated above must be reduced to meet such limitations within the period required by the Investment Company Act or the relevant rules, regulations or interpretations thereunder, as described below.

With respect to the fundamental investment limitation relating to borrowing set forth in (1) above, pursuant to Section 18(f)(1) of the Investment Company Act, each Fund may not issue any class of senior security or sell any senior security of which it is the issuer, except that a Fund shall be permitted to borrow from any bank so long as immediately after such borrowings, there is an asset coverage of at least 300% and that in the event such asset coverage falls below this percentage, the Fund shall reduce the amount of its borrowings, within three days, to an extent that the asset coverage shall be at least 300%.

With respect to the fundamental investment restriction regarding real estate set forth in (4) above, each Fund will not make direct investments in real estate unless acquired as a result of ownership of securities or other instruments, although each Fund may purchase and sell other interests in real estate including securities which are secured by real estate, or securities of companies which make real estate loans or own, or invest or deal in, real estate.

With respect to the fundamental investment limitation relating to lending set forth in (6) above, this means that each Fund may not make loans if, as a result, more than 33 1/3% of its total assets would be lent to other parties. The fundamental investment limitation relating to lending restricts, but does not prevent entirely, each Fund's (i) lending of portfolio securities, (ii) purchase of debt securities, other debt instruments, loan participations and/or engaging in direct corporate loans in accordance with its investment goals and policies, and (iii) use of repurchase agreements to the extent the entry into a repurchase agreement is deemed to be a loan.

With respect to the fundamental investment limitation relating to concentration set forth in (7) above, the Investment Company Act does not define what constitutes "concentration" in an industry. The SEC staff has taken the position that investment of more than 25% of a Fund's total assets in one or more issuers conducting their principal activities in the same industry or group of industries constitutes concentration. It is possible that interpretations of concentration could change in the future.

With respect to the fundamental investment limitation relating to lending set forth in (8), the Strive 1000 Growth ETF intends to be diversified in approximately the same proportion as its corresponding Index is diversified. The Fund may become non-diversified, as defined in the 1940 Act, solely as a result of a change in relative market capitalization or index weighting of one or more constituents of its Index. Shareholder approval will not be sought if the Fund crosses from diversified to non-diversified status due solely to a change in the relative market capitalization or index weighting of one or more constituents of its Index.

For purposes of applying the limitation set forth in the concentration policy, each Fund, with respect to its equity holdings, may use the FactSet Revere Business Industry Classification System, Standard Industrial Classification (SIC) Codes, North American Industry Classification System (NAICS) Codes, MSCI Global Industry Classification System, FTSE/Dow Jones Industry Classification Benchmark (ICB) system or any other reasonable industry classification system (including systems developed by the Adviser and/or the Sub-Adviser) to identify each industry. Securities of the U.S. government (including its agencies and instrumentalities), tax-exempt securities of state or municipal governments and their political subdivisions (and repurchase agreements collateralized by government securities), and securities of other investment companies are not considered to be issued by members of any industry, except as noted below. In addition, exchange-traded products or other pooled investment vehicles whose primary exposure is to physical commodities or commodity prices (such as funds that hold physical gold or other commodities) will not be treated as securities issued by members of any industry for purposes of the Fund's concentration policy. Each Fund will look through a private activity municipal debt security whose principal and interest payments are derived principally from the assets and revenues of a non-governmental entity in order to determine the industry to which the investments should be allocated when determining a Fund's compliance with its concentration policies. With respect to a Fund's investment in underlying investment companies, each Fund will consider the holdings of other investment companies for which the Adviser serves as investment adviser when determining a Fund's compliance with its concentration policies. A Fund's method of applying the limitation set forth in its concentration policy may differ from the methods used by the Trust's other series.

INVESTMENT OBJECTIVE, INVESTMENT STRATEGIES AND RISKS

The investment objective, principal strategies of, and risks of investing in each Fund are described in the Prospectus. Unless otherwise indicated in the Prospectus or this SAI, the investment objective and policies of a Fund may be changed without shareholder approval.

Concentration Risk

In following its methodology, an Index from time to time may be concentrated to a significant degree in securities of issuers located in a single industry or group of industries. To the extent that an Index concentrates in the securities of issuers in a particular industry or group of industries, the Fund also may concentrate its investments to approximately the same extent. Certain Funds may concentrate in particular types of investments as part of the Fund's investment strategy, as described in the Prospectus. By concentrating its investments in an industry or group of industries, a Fund may face more risks than if it were diversified broadly over numerous industries or groups of industries. If an Index is not concentrated in a particular industry or group of industries, a Fund will not concentrate in a particular industry or group of industries.

Securities Lending

Each of the Funds may make secured loans of its portfolio securities; however, securities loans will not be made if, as a result, the aggregate amount of all outstanding securities loans by a Fund exceeds 33 1/3% of its total assets (including the market value of collateral received). For purposes of complying with a Fund's investment policies and restrictions, collateral received in connection with securities loans is deemed an asset of the Fund to the extent required by law.

To the extent a Fund engages in securities lending, securities loans will be made to broker-dealers that the Adviser believes to be of relatively high credit standing pursuant to agreements requiring that the loans continuously be collateralized by cash, liquid securities, or shares of other investment companies with a value at least equal to the market value of the loaned securities. As with other extensions of credit, a Fund bears the risk of delay in the recovery of the securities and of loss of rights in the collateral should the borrower fail financially. A Fund also bears the risk that the value of investments made with collateral may decline.

For each loan, the borrower usually must maintain with a Fund's custodian collateral with an initial market value at least equal to 102% of the market value of the domestic securities loaned (or 105% of the market value of foreign securities loaned), including any accrued interest thereon. Such collateral will be marked-to-market daily, and if the coverage falls below 100%, the borrower will be required to deliver additional collateral equal to at least 102% of the market value of the domestic securities loaned (or 105% of the foreign securities loaned).

A Fund retains all or a portion of the interest received on investment of the cash collateral or receives a fee from the borrower. A Fund also continues to receive any distributions paid on the loaned securities. A Fund seeks to maintain the ability to obtain the right to vote or consent on proxy proposals involving material events affecting securities loaned. However, a Fund bears the risk of delay in the return of the security, impairing the Fund's ability to vote on such matters. A Fund may terminate a loan at any time and obtain the return of the securities loaned within the normal settlement period for the security involved.

The Adviser will retain lending agents on behalf of the Funds that are compensated based on a percentage of a Fund's return on its securities lending. A Fund may also pay various fees in connection with securities loans, including shipping fees and custodian fees.

Preferred Stocks

Each Fund may invest in preferred stocks, including convertible and non-convertible preferred and preference stocks that are senior to common stock. Preferred stocks are equity securities that are senior to common stock with respect to the right to receive dividends and a fixed share of the proceeds resulting from the issuer's liquidation. Some preferred stocks also entitle their holders to receive additional liquidation proceeds on the same basis as holders of the issuer's common stock, and thus represent an ownership interest in the issuer. Depending on the features of the particular security, holders of preferred stock may bear the risks disclosed in the Prospectus or this SAI regarding equity or fixed income securities.

Depositary Receipts

The Funds may invest in foreign securities by purchasing depositary receipts, including American Depositary Receipts ("ADRs"), European Depositary Receipts ("EDRs"), and Global Depositary Receipts ("GDRs"). These securities may not necessarily be denominated in the same currency as the securities which they represent. Generally, ADRs, in registered form, are denominated in U.S. dollars and are designed for use in the U.S. securities markets, GDRs, in bearer form, are issued and designed for use outside the United States and EDRs (also referred to as Continental Depositary Receipts ("CDRs")), in bearer form, may be denominated in other currencies and are designed for use in European securities markets. ADRs are receipts typically issued by a U.S. bank or trust company evidencing ownership of the underlying securities. EDRs are European receipts evidencing a similar arrangement. GDRs are receipts typically issued by non-United States banks and trust companies that evidence ownership of either foreign or domestic securities. For purposes of a Fund's investment policies, ADRs, GDRs and EDRs are deemed to have the same classification as the underlying securities they represent. Thus, an ADR, GDR or EDR representing ownership of common stock will be treated as common stock.

Repurchase Agreements

The Funds may enter into repurchase agreements with banks and broker-dealers. A repurchase agreement is an agreement under which securities are acquired by a Fund from a securities dealer or bank subject to resale at an agreed upon price on a later date. The acquiring Fund bears a risk of loss in the event that the other party to a repurchase agreement defaults on its obligations and the Fund is delayed or prevented from exercising its rights to dispose of the collateral securities. Such a default may subject a Fund to expenses, delays, and risks of loss including: (i) possible declines in the value of the underlying security while the Fund seeks to enforce its rights, (ii) possible reduced levels of income and lack of access to income during this period, and (iii) the inability to enforce its rights and the expenses involved in attempted enforcement.

Cash Items

Each Fund may temporarily invest a portion of its assets in cash or cash items pending other investments or to maintain liquid assets required in connection with some of its investments. These cash items and other high quality debt securities may include money market instruments, such as securities issued by the U.S. government and its agencies, bankers' acceptances, commercial paper, bank certificates of deposit and investment companies that invest primarily in such instruments.

U.S. Government Securities

U.S. government securities include securities issued or guaranteed by the U.S. government or its authorities, agencies or instrumentalities. Different kinds of U.S. government securities have different kinds of government support. For example, some U.S. government securities (*e.g.*, U.S. Treasury bonds) are supported by the full faith and credit of the U.S. Other U.S. government securities are issued or guaranteed by federal agencies or government-chartered or -sponsored enterprises but are neither guaranteed nor insured by the U.S. government.

It is possible that the availability and the marketability (that is, liquidity) of the securities discussed in this section could be adversely affected by actions of the U.S. government to tighten the availability of credit.

As with other fixed income securities, U.S. government securities expose their holders to market risk because their values typically change as interest rates fluctuate. For example, the value of U.S. government securities may fall during times of rising interest rates. Yields on U.S. government securities tend to be lower than those of corporate securities of comparable maturities.

Foreign Investments

Foreign Market Risk. Foreign security investment or exposure involves special risks not present in U.S. investments that can increase the chances that a Fund will lose money. In particular, the Funds are subject to the risk that because there are generally fewer investors on foreign exchanges and a smaller number of shares traded each day, it may be difficult for a Fund to buy and sell securities, or increase or decrease exposures, on those exchanges. In addition, prices of foreign securities may fluctuate more than prices of securities traded in the U.S.

Foreign Economy Risk. The economies of certain foreign markets often do not compare favorably with that of the U.S. with respect to such issues as growth of gross domestic product, reinvestment of capital, resources, and balance of payments positions. Certain foreign economies may rely heavily on particular industries or foreign capital and are more vulnerable to diplomatic developments, the imposition of economic sanctions against a particular country or countries, changes in international trading patterns, trade barriers, and other protectionist or retaliatory measures. Investments in foreign markets may also be adversely affected by governmental actions such as the imposition of capital controls, nationalization of companies or industries, expropriation of assets, or the imposition of punitive taxes. In addition, the governments of certain countries may prohibit or impose substantial restrictions on foreign investing in their capital markets or in certain industries. Any of these actions could severely affect security prices, impair a Fund's ability to purchase or sell foreign securities, or obtain exposure to them, or transfer the Fund's assets back into the U.S., or otherwise adversely affect the Fund's operations. Other foreign market risks include foreign exchange controls, difficulties in pricing securities, defaults on foreign government securities, difficulties in enforcing favorable legal judgments in foreign courts, and political and social instability. Legal remedies available to investors in certain foreign countries may be less extensive than those available to investors in the U.S. or other foreign countries. Foreign corporate governance may not be as robust as in the U.S. As a result, protections for minority investors may not be strong, which could affect security prices.

Currency Risk and Exchange Risk. Securities in which the Funds invest, or to which they obtain exposure, may be denominated or quoted in currencies other than the U.S. dollar. Changes in foreign currency exchange rates will affect the value of these securities. Generally, when the U.S. dollar rises in value against a foreign currency, an investment in a security denominated in that currency loses value because the currency is worth fewer U.S. dollars. Similarly, when the U.S. dollar decreases in value against a foreign currency, an investment in, or exposure to, a security denominated in that currency gains value because the currency is worth more U.S. dollars. This risk is generally known as "currency risk," which is the possibility that a stronger U.S. dollar will reduce returns for U.S. investors investing overseas. Foreign currencies also involve the risk that they will be devalued or replaced, adversely affecting the Funds' investments.

Governmental Supervision and Regulation/Accounting Standards. Many foreign governments supervise and regulate stock exchanges, brokers and the sale of securities to a lesser extent than the U.S. government. Some countries may not have laws to protect investors the way that the U.S. securities laws do. Accounting standards in other countries are not necessarily the same as in the U.S. If the accounting standards in another country do not require as much disclosure or detail as U.S. accounting standards, it may be harder to completely and accurately determine a company's financial condition.

Certain Risks of Holding Fund Assets Outside the U.S. Foreign securities in which the Funds invest, or to which they obtain exposure, are generally held outside the U.S. in foreign banks and securities depositories. The Funds' custodian is the Funds' "foreign custody manager" as provided in Rule 17f-5 under the Investment Company Act. The "foreign custody manager" is responsible for determining that each Fund's directly-held foreign assets will be subject to reasonable care, based on standards applicable to custodians in relevant foreign markets. However, certain foreign banks and securities depositories may be recently organized or new to the foreign custody business. They may also have operations subject to limited or no regulatory oversight. Also, the laws of certain countries may put limits on a Fund's ability to recover its assets if a foreign bank or depository or issuer of a security or an agent of any of the foregoing goes bankrupt. In addition, it likely will be more expensive for a Fund to buy, sell and hold securities, or increase or decrease exposures thereto, in certain foreign markets than it is in the U.S. market due to higher brokerage, transaction, custody and/or other costs. The increased expense of investing in foreign markets reduces the amount a Fund can earn on its investments.

Settlement and clearance procedures in certain foreign markets differ significantly from those in the U.S. Foreign settlement and clearance procedures and trade regulations also may involve certain risks (such as delays in payment for or delivery of securities) not typically involved with the settlement of U.S. investments. Settlements in certain foreign countries at times have not kept pace with the number of securities transactions. The problems may make it difficult for the Funds to carry out transactions. If a Fund cannot settle or is delayed in settling a purchase of securities, the Fund may miss attractive investment opportunities and certain of its assets may be uninvested with no return earned thereon for some period. If a Fund cannot settle or is delayed in settling a sale of securities, directly or indirectly, it may lose money if the value of the security then declines or, if it has contracted to sell the security to another party, the Fund could be liable to that party for any losses incurred.

Dividends and interest on, and proceeds from the sale of, foreign securities a Fund holds, or has exposure to, may be subject to foreign withholding or other taxes, and special U.S. federal income tax considerations may apply.

Real Estate Investment Trusts (REITs)

An equity REIT owns real estate properties directly and generates income from rental and lease payments. Equity REITs also have the potential to generate capital gains as properties are sold at a profit. A mortgage REIT makes construction, development, and long-term mortgage loans to commercial real estate developers and earns interest income on these loans. A hybrid REIT holds both properties and mortgages. To avoid taxation at the corporate level, REITs must distribute most of their earnings to shareholders.

Investments in REITs are subject to many of the same risks as direct investments in real estate. In general, real estate values can be affected by a variety of factors, including, but not limited to, supply and demand for properties, general or local economic conditions, and the strength of specific industries that rent properties. Ultimately, a REIT's performance depends on the types and locations of the properties it owns and on how well the REIT manages its properties. For example, rental income could decline because of extended vacancies, increased competition from nearby properties, tenants' failure to pay rent, regulatory limitations on rents, fluctuations in rental income, variations in market rental

rates, or incompetent management. Property values could decrease because of overbuilding in the area, environmental liabilities, uninsured damages caused by natural disasters, a general decline in the neighborhood, losses because of casualty or condemnation, increases in property taxes, or changes in zoning laws.

The value of a REIT may also be affected by changes in interest rates. Rising interest rates generally increase the cost of financing for real estate projects, which could cause the value of an equity REIT to decline. During periods of declining interest rates, mortgagors may elect to prepay mortgages held by mortgage REITs, which could lower or diminish the yield on the REIT. REITs are also subject to heavy cash-flow dependency, default by borrowers, and changes in tax and regulatory requirements. In addition, a REIT may fail to meet the requirements for qualification and taxation as a REIT under the Code and/or fail to maintain exemption from the 1940 Act.

Illiquid Securities

A Fund may invest in illiquid securities (*i.e.*, securities that are not readily marketable). Illiquid securities include, but are not limited to, restricted securities (securities the disposition of which is restricted under the federal securities laws), securities that may only be resold pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), but that are deemed to be illiquid; and repurchase agreements with maturities in excess of seven days. However, a Fund will not acquire illiquid securities if immediately after the acquisition, such securities would comprise more than 15% of the value of the Fund's net assets. Determinations of liquidity are made pursuant to guidelines contained in the liquidity risk management program of the Trust applicable to the relevant Fund. The Adviser determines and monitors the liquidity of the portfolio securities and reports periodically on its decisions to the Board. In making such liquidity determinations it primarily takes into account the average daily volume of trades. In addition, it may take into account a number of other factors in reaching liquidity decisions, including but not limited to: (1) the number of dealers willing to purchase or sell the security and the number of other potential buyers; (2) the willingness of dealers to undertake to make a market in the security; and (3) the nature of the marketplace trades, including the time needed to dispose of the security, the method of soliciting offers and the mechanics of the transfer. In connection with the implementation of the SEC's liquidity risk management rule and the liquidity risk management program of the Trust applicable to the relevant Fund, the term "illiquid security" is defined as a security that the relevant Fund reasonably expects cannot be sold or disposed of in current market conditions in seven calendar days or less without the sale or disposition significantly changing the market value of the security.

An institutional market has developed for certain restricted securities. Accordingly, contractual or legal restrictions on the resale of a security may not be indicative of the liquidity of the security. If such securities are eligible for purchase by institutional buyers in accordance with Rule 144A under the Securities Act or other exemptions, the Adviser may determine that the securities are liquid.

Restricted securities may be sold only in privately negotiated transactions or in a public offering with respect to which a registration statement is in effect under the Securities Act. Where registration is required, a Fund may be obligated to pay all or part of the registration expenses and a considerable period may elapse between the time of the decision to sell and the time the Fund may be permitted to sell a security under an effective registration statement. If, during such a period, adverse market conditions were to develop, a Fund might obtain a less favorable price than that which prevailed when it decided to sell.

Illiquid securities will be priced at fair value as determined in good faith under procedures adopted by the Board. If, through the appreciation of illiquid securities or the depreciation of liquid securities, a Fund should be in a position where more than 15% of the value of its net assets are invested in illiquid securities, including restricted securities which are not readily marketable, the Fund will take such steps as are deemed advisable, if any, to protect liquidity.

Investments in Other Investment Companies

Each Fund may invest in the securities of other investment companies to the extent permitted by the Investment Company Act, SEC rules thereunder and exemptions thereto. Subject to applicable regulatory requirements, a Fund may invest in shares of both open- and closed-end investment companies (including money market funds and ETFs). The market price for ETF and closed-end fund shares may be higher or lower than, respectively, the ETF's and closed-end fund's NAV. Investing in another investment company exposes a Fund to all the risks of that investment company and, in general, subjects it to a pro rata portion of the other investment company's fees and expenses. As a result, an investment by a Fund in an ETF or investment company could cause the Fund's operating expenses to be higher and, in turn, performance to be lower than if the Fund were to invest directly in the securities underlying the ETF or investment company.

Section 12(d)(1) of the Investment Company Act restricts investments by registered investment companies ("Investing Funds") in securities of other registered investment companies, including each Fund. The acquisition of Shares by Investing Funds is subject to the restrictions of Section 12(d)(1) of the Investment Company Act, except as may be permitted by exemptive rules under the Investment Company Act such as Rule 12d1-4 under the Investment Company Act, subject to certain terms and conditions, including that the Investing Fund enter into an agreement with the Funds regarding the terms of the investment.

For purposes of the Investment Company Act, Shares are issued by a registered investment company and purchases of such Shares by registered investment companies and companies relying on Section 3(c)(1) or 3(c)(7) of the Act are subject to the restrictions set forth in Section 12(d)(1) of the Act, except as permitted by an exemptive order of the SEC or rule promulgated under the Act.

Portfolio Turnover

The following table shows information on the Funds' portfolio turnover rates comparing the two most recent fiscal years.

	Fiscal Year Ended June 30,	
	2026	**2025[1]**
Strive 500 ETF	3%	2%
Strive 1000 Growth ETF	10%	8%
Strive 1000 Value ETF	23%	17%
Strive Small-Cap ETF	45%	32%
Strive 1000 Dividend Growth ETF	27%	18%
Strive Emerging Markets Ex-China ETF	18%	21%
Strive U.S. Energy ETF	16%	8%
Strive U.S. Semiconductor ETF	22%	25%
Strive Natural Resources and Security ETF	23%	21%

[1] For the period August 1, 2024 to June 30, 2025. Effective February 1, 2025, each Fund's fiscal year end changed from July 31 to June 30.

Cybersecurity Risk

Each Fund, like all companies, may be susceptible to operational and information security risks. Cyber security failures or breaches of the Funds or their service providers or the issuers of securities in which the Funds invest have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, the inability of Fund shareholders to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, and/or additional compliance costs. The Funds and their shareholders could be negatively impacted as a result.

Artificial Intelligence Risk

The increasing adoption and use of artificial intelligence ("AI") technologies — including machine learning models, large language models, and generative AI — by market participants, financial intermediaries, issuers, and other third parties poses risks to a Fund that may be difficult to anticipate or mitigate. A Fund and its service providers may also utilize AI in connection with investment research, operations, and other business activities, and third-party providers utilized by a Fund or its service providers may incorporate AI into their products and services. Neither a Fund nor its service providers are in a position to control or restrict the use of AI by third parties.

The broad adoption of AI across financial markets may create systemic and market-wide risks. Where market participants rely on similar AI-driven models, strategies, or data sets, this could produce correlated behaviors, market herding, and reduced liquidity, particularly during periods of market stress. AI-driven automation may also accelerate the speed at which market dislocations occur, reducing the ability of a Fund and other market participants to respond effectively. AI-generated content may further contribute to the spread of financial misinformation, which could distort asset prices or market sentiment in ways that are difficult to detect or correct.

The legal and regulatory landscape governing AI — including frameworks relating to data privacy, algorithmic accountability, intellectual property, and consumer protection — is evolving rapidly and varies across jurisdictions. Changes to applicable law or regulation could materially alter the permissible uses of AI, impose significant compliance costs on a Fund or its service providers, or expose a Fund to legal liability. The unpredictable nature of AI's impact on market dynamics complicates traditional risk assessment models, making it more difficult to identify and respond to risks and opportunities using historical data. The growing role of AI in automating financial and economic processes also raises concerns about broader economic and social disruptions that could affect the markets in which a Fund invests. These and other related factors may increase the risks related to investing in a Fund and may affect the value of your investment in a Fund.

MANAGEMENT OF THE FUNDS

Trustees and Officers

The business and affairs of the Trust are managed by its officers under the oversight of its Board. The Board sets broad policies for the Trust and may appoint Trust officers. The Board oversees the performance of the Adviser, the Sub-Adviser, and the Trust's other service providers. Each Trustee serves until his or her successor is duly elected or appointed and qualified.

The Board is comprised of four Trustees. One Trustee and certain of the officers of the Trust are directors, officers or employees of the Adviser. The other Trustees (the "Independent Trustees") are not "interested persons" (as defined in Section 2(a)(19) of the Investment Company Act) of the Trust. The fund complex includes all funds advised by the Adviser ("Fund Complex").

The Trustees, their age, term of office and length of time served, their principal business occupations during the past five years, the number of portfolios in the Fund Complex overseen and other directorships, if any, held by each Trustee, are shown below. The officers, their age, term of office and length of time served and their principal business occupations during the past five years are shown below.

The address of each Trustee and each Officer is: c/o EA Series Trust, 3803 West Chester Pike, Suite 150, Newtown Square, PA 19073.

Name and Year of Birth	Position(s) Held with Trust	Term of Office and Length of Time Served	Principal Occupation During Past 5 Years	Number of Funds in Fund Complex Overseen by Trustee	Other Directorships Held by Trustee During Past 5 Years
Independent Trustees					
Daniel Dorn Born: 1975	Trustee	Indefinite term; Since 2014	Associate Professor of Finance, Drexel University, LeBow College of Business (2003–present).	116	None
Michael S. Pagano, Ph.D., CFA® Born: 1962	Trustee and Audit Committee Chairman	Indefinite term; Since 2014	The Robert J. and Mary Ellen Darretta Endowed Chair in Finance, Villanova University (1999–present); Founder, Michael S. Pagano, LLC (business consulting firm) (2008–present).	116	Citadel Federal Credit Union (pro bono service for non-profit)
Chukwuemeka (Emeka) O. Oguh Born: 1983	Trustee	Indefinite term; Since 2018	Co-founder and CEO, PeopleJoy (2016–present).	116	None
Interested Trustee and Officer*					
Wesley R. Gray, Ph.D. Born: 1980	Trustee, Chairman of the Board, and President	Indefinite term; Trustee and Chairman of the Board (since 2014); President (since 2025)	Founder and Executive Managing Member, EA Advisers (2013–present); Chief Executive Officer, EA Advisers (2024–present); Founder, Chief Executive Officer, and Chief Investment Officer, Alpha Architect, LLC (2014–present); Chief Compliance Officer, Alpha Architect (2023–present).	116	None

* Dr. Gray is an "interested person," as defined by the Investment Company Act, because of his employment with and ownership interest in the Adviser.

Officers

Name and Year of Birth	Position(s) Held with Trust	Term of Office and Length of Time Served	Principal Occupation During Past 5 Years
Michael D. Barolsky Born: 1981	Vice President and Secretary	Since 2025; President (2024 – 2025)	Chief Legal Officer, EA Advisers (December 2024–present); Chief Executive Officer, EA Advisers (June 2024–December 2024); Senior Vice President, U.S. Bank Global Fund Services (2019–2024).
Joshua J. Hinderliter Born: 1983	Vice President	Since 2025	General Counsel, EA Advisers (2025-present); Vice President, U.S. Bancorp Fund Services, LLC (2024-2025); Assistant Vice President, U.S. Bancorp Fund Services, LLC (2022-2024); Managing Associate, Thompson Hine LLP (2016–2022).
Sean R. Hegarty, CPA Born: 1993	Treasurer	Since 2023; Assistant Treasurer (2022 – 2023)	Chief Operating Officer, EA Advisers (2022–present); Assistant Vice President, U.S. Bank Global Fund Services (2018–2022).
Jessica D. Leighty Born: 1981	Chief Compliance Officer	Since 2022	Chief Compliance Officer, EA Advisers (2021–present); Chief Compliance Officer, Alpha Architect (2021–2023); Chief Compliance Officer, Snow Capital (2015–2021).
Elizabeth A. Winske Born: 1983	Assistant Treasurer	Since 2024	Senior Fund Operations Officer, EA Advisers (2023–present); Vice President, U.S. Bank Global Fund Services (2020–2023).
Marie L. Lostocco, CPA Born: 1985	Assistant Treasurer	Since 2025	Senior Fund Operations Officer, EA Advisers (2025–present); Vice President, BlackRock Corporation Inc. (2021–2025); Vice President, BlackRock Financial Management (2018–2021); Senior Audit Manager, Tait, Weller & Baker LLP (2008–2018).
Kyle Martinelli Born: 1993	Assistant Treasurer	Since 2025	Fund Operations Officer, EA Advisers (2025–present); Assistant Vice President, U.S. Bank Global Fund Services (2015–2025).

Trustee Qualifications

Information on the Trust's Trustees and Officers appears above including information on the business activities of Trustees during the past five years. In addition to personal qualities, such as integrity, the role of an effective Trustee inherently requires the ability to comprehend, discuss and critically analyze materials and issues presented in exercising judgments and reaching informed conclusions relevant to his duties and fiduciary obligations. The Board believes that the specific background of each Trustee evidences such ability and is appropriate to his serving on the Board. As indicated, Dr. Dorn holds an academic position in the area of finance. Dr. Pagano holds an academic position in the area of finance. Dr. Gray is the Founder and Executive Managing Member of the Adviser and Empirical Finance, LLC d/b/a Alpha Architect. Mr. Oguh is a financial technology entrepreneur, business executive and former mutual fund / ETF analyst.

Board Structure

Dr. Gray is considered to be an Interested Trustee and serves as Chairman of the Board. The Chairman's responsibilities include: setting an agenda for each meeting of the Board; presiding at all meetings of the Board and, if present, meetings

of the Independent Trustees; and, serving as a liaison between the other Trustees, Trust officers, management personnel and counsel. Dr. Gray also serves as President of the Trust.

The Board believes that having an interested Chairman, who is familiar with the Adviser and its operations, while also having three-fourths of the Board composed of Independent Trustees, strikes an appropriate balance that allows the Board to benefit from the insights and perspective of a representative of management while empowering the Independent Trustees with the ultimate decision-making authority. The Board has not appointed a lead Independent Trustee at this time. The Board does not believe that an independent Chairman or lead Independent Trustee would enhance the Board's effectiveness, as the relatively small size of the Board allows for diverse viewpoints to be shared and for effective communications between and among Independent Trustees and management so that meetings proceed efficiently. Independent Trustees have effective control over the Board's agenda because they form more than a majority of the Board and can request presentations and agenda topics at Board meetings.

The Board intends to hold four regularly scheduled meetings each year. The Board expects that such meetings will typically be held in person unless the Board determines that meeting by telephone or video conference is appropriate and permitted for the business being conducted at the applicable meeting. The Board may also hold special meetings, as needed, either in person, by telephone, or virtually (if permitted), to address matters arising between regular meetings. The Independent Trustees meet separately at each regularly scheduled in-person (or virtually, if permitted) meeting of the Board; during a portion of each such separate meeting management is not present. The Independent Trustees may also hold special meetings, as needed, either in person, by telephone, or virtually (if permitted).

The Board conducts a self-assessment on an annual basis, as part of which it considers whether the structure of the Board and its Committees is appropriate under the circumstances. Based on such self-assessment, among other things, the Board will consider whether its current structure is appropriate. As part of this self-assessment, the Board will consider several factors, including the number of funds overseen by the Board, their investment objectives, and the responsibilities entrusted to the Adviser and other service providers with respect to the oversight of the day-to-day operations of the Trust and the Fund Complex.

The Board sets broad policies for the Trust and may appoint Trust officers. The Board oversees the performance of the Adviser, the Sub-Adviser, and the Trust's other service providers. As part of its oversight function, the Board monitors each of the Adviser's and Sub-Adviser's risk management, including, as applicable, its management of investment, compliance and operational risks, through the receipt of periodic reports and presentations. The Board has not established a standing risk committee. Rather, the Board relies on Trust officers, advisory personnel and service providers to manage applicable risks and report exceptions to the Board in order to enable it to exercise its oversight responsibility. To this end, the Board receives reports from such parties at least quarterly, including, but not limited to, investment and/or performance reports, distribution reports, Rule 12b-1 reports, valuation reports and internal controls reports. Similarly, the Board receives quarterly reports from the Trust's chief compliance officer ("CCO"), including, but not limited to, a report on the Trust's compliance program, and the Independent Trustees have an opportunity to meet separately each quarter with the CCO. The CCO typically provides the Board with updates regarding the Trust's compliance policies and procedures, including any enhancements to them. The Board expects all parties, including, but not limited to, the Adviser, the Sub-Adviser, service providers and the CCO, to inform the Board on an intra-quarter basis if a material issue arises that requires the Board's oversight.

The Board generally exercises its oversight as a whole but has delegated certain oversight functions to an Audit Committee. The function of the Audit Committee is discussed in detail below.

Committees

The Board currently has two standing committees: an Audit Committee and a Nominating and Governance Committee (the "Nominating Committee"). Each Independent Trustee serves on each of these committees.

Dr. Pagano serves as the Audit Committee Chairman. The purposes of the Audit Committee are to: (1) oversee generally the Fund Complex's accounting and financial reporting policies and practices, their internal controls and, as appropriate, the internal controls of certain service providers; (2) oversee the quality, integrity and objectivity of the Fund Complex's financial statements and the independent audit thereof; (3) assist the full Board with its oversight of the Trust's compliance with legal and regulatory requirements that relate to the Fund Complex's accounting and financial reporting, internal controls and independent audits; (4) approve, prior to appointment, the engagement of the Trust's independent auditors and, in connection therewith, to review and evaluate the qualifications, independence and

performance of the Trust's independent auditors; and (5) act as a liaison between the Trust's independent auditors and the full Board. For the fiscal year ended June 30, 2026, the Audit Committee met eight times.

The purposes of the Nominating Committee are, among other things, to: (1) identify and recommend for nomination candidates to serve as Trustees and/or on Board committees who are not "interested persons" as defined in Section 2(a)(19) of the Investment Company Act ("Interested Persons") of the Trust and who meet any independence requirements of Exchange Rule 5.3(k)(1) or the applicable rule of any other exchange on which shares of the Trust are listed; (2) evaluate and make recommendations to the full Board regarding potential trustee candidates who are Interested Persons of the Trust; and (3) review periodically the workload and capabilities of the Trustees and, as the Committee deems appropriate, to make recommendations to the Board if such a review suggests that changes to the size or composition of the Board and/or its committees are warranted. The Committee will generally not consider potential candidates for nomination identified by shareholders. For the fiscal year ended June 30, 2026, the Nominating Committee did not meet as there were no Board vacancies.

Compensation of Trustees

The Trust's officers and any interested Trustees receive no compensation directly from the Trust.

The Independent Trustees determine the amount of compensation that they receive. In determining compensation for the Independent Trustees, the Independent Trustees take into account a variety of factors including, among other things, their collective significant work experience (*e.g.*, in business and finance, government or academia). The Independent Trustees also recognize that these individuals' advice and counsel are in demand by other organizations, that these individuals may reject other opportunities because of the time demands of their duties as Independent Trustees, and that they undertake significant legal responsibilities. The Independent Trustees also consider the compensation paid to independent board members of other registered investment company complexes of comparable size.

Independent Trustees are paid an annual retainer for their services, including attendance at meetings of the Board. All Trustees are reimbursed for their travel expenses and other reasonable out-of-pocket expenses incurred in connection with attending Board meetings. In addition, each Independent Trustee is entitled to reimbursement for reasonable out-of-pocket expenses for educational resources, including attending educational programs to stay informed about industry and regulatory developments. The Trust has no pension or retirement plan.

The table shows the compensation paid to Trustees for the fiscal year ended June 30, 2026 by the Fund Complex.*

	Compensation	Compensation Deferred	Total Compensation from the Fund Complex Paid to Trustee
Independent Trustees			
Emeka O. Oguh	$210,250	$0	$210,250
Daniel Dorn	$210,250	$0	$210,250
Michael S. Pagano**	$215,250	$0	$215,250
Interested Trustee			
Wesley R. Gray***	$0	$0	$0

* The Adviser, and not the Funds, is responsible for compensating the Trustees.

** Dr. Pagano receives additional compensation in his role as Audit Committee Chair.

*** Dr. Gray is an "interested person," as defined by the Investment Company Act, because of his employment with and ownership interest in the Adviser.

Equity Ownership of Trustees

The following table sets forth the name and dollar range of equity securities of each Fund owned by Trustees as of December 31, 2025.

	Dollar Range of Equity Securities Owned			
	Independent Trustees			Interested Trustee
	Emeka O. Oguh	Daniel Dorn	Michael S. Pagano	Wesley R. Gray
Strive 500 ETF	$0	$0	$0	$0
Strive 1000 Growth ETF	$0	$0	$0	$0
Strive 1000 Value ETF	$0	$0	$0	$0
Strive Small-Cap ETF	$0	$0	$0	$0
Strive 1000 Dividend Growth ETF	$0	$0	$0	$0
Strive U.S. Energy ETF	$0	$0	$0	$0
Strive U.S. Semiconductor ETF	$0	$0	$0	$0
Strive Emerging Markets ex-China ETF	$0	$0	$0	$0
Strive Natural Resources and Security ETF	$0	$0	$0	$0
Aggregate Dollar Range of Shares (All Funds in the Complex)	**$50,001-$100,000**	**Over $100,000**	**Over $100,000**	**Over $100,000**

As of December 31, 2025, none of the Independent Trustees or their immediate family members beneficially owned any securities in any investment adviser, investment sub-adviser, or principal underwriter of the Trust, or in any person (other than a registered investment company) directly or indirectly controlling, controlled by, or under common control with an investment adviser, investment sub-adviser, or principal underwriter of the Trust.

Codes of Ethics

The Board, on behalf of the Trust, has adopted a Code of Ethics pursuant to Rule 17j-1 under the Investment Company Act. In addition, each of the Adviser and Sub-Adviser has adopted a Code of Ethics pursuant to Rule 17j-1. These Codes of Ethics (each a "Code of Ethics" and together the "Codes of Ethics") apply to the personal investing activities of trustees, directors, officers and certain employees ("access persons"). Rule 17j-1 and the Codes of Ethics are designed to prevent unlawful practices in connection with the purchase or sale of securities by access persons. Under each Code of Ethics, access persons are permitted to engage in personal securities transactions, but are required to report their personal securities transactions for monitoring purposes. In addition, certain access persons are required to obtain approval before investing in private placements and are prohibited from investing in initial public offerings ("IPOs"). Copies of the Codes of Ethics are on file with the SEC, and are available to the public.

Under the Adviser's Code of Ethics, the personnel of the Adviser are permitted to invest in the same securities as held by the Funds. However, the trading of such investments is subject to blackout periods. While the Codes of Ethics are reasonably designed to prevent conflicts arising from personal securities transactions by access persons there can be no assurance that these policies and procedures will be effective.

Under its Code of Ethics, the personnel of the Sub-Adviser are permitted to invest in the same securities as held by the Funds. However, the trading of such investments is subject to blackout periods. While the Code of Ethics is reasonably designed to prevent conflicts arising from personal securities transactions by access persons there can be no assurance that these policies and procedures will be effective, however.

Proxy Voting

The Board has delegated to the Sub-Adviser the responsibility to vote proxies related to the securities held in each Fund's portfolio. Under this authority, the Sub-Adviser is required by the Board to vote proxies related to portfolio securities in the best interests of each Fund and its shareholders. Strive has determined, generally, to vote such proxies in accordance with the Bowyer Research proxy voting guidelines, which are included in Appendix A to this SAI. As such, proxies of the Funds will be voted (either by Strive or the Adviser) in accordance with the Bowyer Research

voting guidelines unless Strive determines otherwise. Strive will identify any conflicts that exist between its interests and the Fund(s) by reviewing its relationship with the issuer of each security to determine if Strive or any of its employees has any financial, business or personal relationship with the issuer.

If a material conflict of interest exists, Strive's Chief Compliance Officer will determine whether it is appropriate to disclose the conflict to the affected Fund(s), to give such Fund(s) an opportunity to vote the proxies themselves, or to address the voting issue through other objective means such as voting in a manner consistent with a predetermined voting policy or receiving an independent third-party voting recommendation. The Board will periodically review a Fund's proxy voting record.

The Trust will annually disclose its complete proxy voting record for the year ended June 30 on Form N-PX. The Trust's most recent Form N-PX is available without charge, upon request, by calling (215) 330-4476. The Trust's Form N-PX also is available on the SEC's website at www.sec.gov and on the Fund's website at https://strivefunds.com/.

CONTROL PERSONS AND PRINCIPAL HOLDERS OF SECURITIES

A "control person" is one who owns beneficially or through controlled companies more than 25% of the voting securities of a fund or acknowledges the existence of control. A "principal shareholder" is any person who owns of record or beneficially 5% or more of the outstanding shares of a fund.

As a controlling shareholder, the shareholder could control the outcome of any proposal submitted to the shareholders for approval, including changes to the Fund's fundamental policies or the terms of the management agreement with the Adviser. The following table sets forth the name, address, and percentage of ownership of a person who is known by the Trust to be either a control person or principal shareholder of the Funds as of October 1, 2026:

Strive 500 ETF

Name and Address	% Ownership	Parent Company (if applicable)	Jurisdiction (if applicable)	Type of Ownership
Charles Schwab & Co., Inc. 3000 Schwab Way Westlake, TX 76262	34.23%	N/A	N/A	Record
National Financial Services, LLC 245 Summer Street Boston, MA 02210	21.75%	N/A	N/A	Record
Edward D. Jones & Co. 12555 Manchester Rd St. Louis, MO 63131	11.00%	N/A	N/A	Record
Raymond James & Associates, Inc. 880 Carillon Parkway Saint Petersburg, FL 33716	5.25%	N/A	N/A	Record

Strive 1000 Growth ETF

Name and Address	% Ownership	Parent Company (if applicable)	Jurisdiction (if applicable)	Type of Ownership
Charles Schwab & Co., Inc. 3000 Schwab Way Westlake, TX 76262	54.95%	N/A	N/A	Record
National Financial Services, LLC 245 Summer Street Boston, MA 02210	14.65%	N/A	N/A	Record
Pershing, LLC One Pershing Plaza Jersey City, NJ 07399	5.11%	N/A	N/A	Record

Strive 1000 Value ETF

Name and Address	% Ownership	Parent Company (if applicable)	Jurisdiction (if applicable)	Type of Ownership
Charles Schwab & Co., Inc. 3000 Schwab Way Westlake, TX 76262	61.10%	N/A	N/A	Record
National Financial Services, LLC 245 Summer Street Boston, MA 02210	10.31%	N/A	N/A	Record
Pershing, LLC One Pershing Plaza Jersey City, NJ 07399	8.40%	N/A	N/A	Record

Strive Small-Cap ETF

Name and Address	% Ownership	Parent Company (if applicable)	Jurisdiction (if applicable)	Type of Ownership
Charles Schwab & Co., Inc. 3000 Schwab Way Westlake, TX 76262	59.34%	N/A	N/A	Record
National Financial Services, LLC 245 Summer Street Boston, MA 02210	22.49%	N/A	N/A	Record

Strive 1000 Dividend Growth ETF

Name and Address	% Ownership	Parent Company (if applicable)	Jurisdiction (if applicable)	Type of Ownership
Charles Schwab & Co., Inc. 3000 Schwab Way Westlake, TX 76262	48.24%	N/A	N/A	Record
National Financial Services, LLC 245 Summer Street Boston, MA 02210	28.99%	N/A	N/A	Record

Strive Emerging Markets Ex-China ETF

Name and Address	% Ownership	Parent Company (if applicable)	Jurisdiction (if applicable)	Type of Ownership
Charles Schwab & Co., Inc. 3000 Schwab Way Westlake, TX 76262	37.11%	N/A	N/A	Record
Pershing, LLC One Pershing Plaza Jersey City, NJ 07399	26.85%	N/A	N/A	Record
National Financial Services, LLC 245 Summer Street Boston, MA 02210	13.39%	N/A	N/A	Record
Edward D. Jones & Co. 12555 Manchester Rd St. Louis, MO 63131	6.80%	N/A	N/A	Record

Strive U.S. Energy ETF

Name and Address	% Ownership	Parent Company (if applicable)	Jurisdiction (if applicable)	Type of Ownership
National Financial Services, LLC 245 Summer Street Boston, MA 02210	33.69%	N/A	N/A	Record
Charles Schwab & Co., Inc. 3000 Schwab Way Westlake, TX 76262	28.13%	N/A	N/A	Record
Morgan Stanley Smith Barney, LLC 2000 Westchester Avenue Purchase, NY 10577	6.49%	N/A	N/A	Record

Strive U.S. Semiconductor ETF

Name and Address	% Ownership	Parent Company (if applicable)	Jurisdiction (if applicable)	Type of Ownership
Charles Schwab & Co., Inc. 3000 Schwab Way Westlake, TX 76262	30.55%	N/A	N/A	Record
National Financial Services, LLC 245 Summer Street Boston, MA 02210	30.36%	N/A	N/A	Record
Edward D. Jones & Co. 12555 Manchester Rd St. Louis, MO 63131	5.32%	N/A	N/A	Record

Strive Natural Resources and Security ETF

Name and Address	% Ownership	Parent Company (if applicable)	Jurisdiction (if applicable)	Type of Ownership
Charles Schwab & Co., Inc. 3000 Schwab Way Westlake, TX 76262	44.11%	N/A	N/A	Record
Pershing, LLC One Pershing Plaza Jersey City, NJ 07399	17.81%	N/A	N/A	Record
Edward D. Jones & Co. 12555 Manchester Rd St. Louis, MO 63131	15.68%	N/A	N/A	Record
National Financial Services, LLC 245 Summer Street Boston, MA 02210	10.60%	N/A	N/A	Record

Management ownership

As of October 1, 2026, the Trustees and officers of the Trust, as a group, owned of record and beneficially less than 1% of the outstanding shares of each Fund.

INVESTMENT MANAGEMENT AND OTHER SERVICES

Investment Advisory Agreement

Under investment advisory agreements between the Trust, on behalf of the Fund, and the Adviser (the "Advisory Agreement"), the Fund pays the Adviser a fee at an annualized rate, which is calculated daily and paid monthly, based on its average daily net assets, set forth in the table below:

Fund	Advisory Fee
Strive 500 ETF	0.0545%
Strive 1000 Growth ETF	0.18%
Strive 1000 Value ETF	0.18%
Strive Small-Cap ETF	0.18%
Strive 1000 Dividend Growth ETF	0.35%
Strive Emerging Markets Ex-China ETF	0.32%
Strive U.S. Energy ETF	0.41%
Strive U.S. Semiconductor ETF	0.40%
Strive Natural Resources and Security ETF	0.49%

The Adviser, in turn, compensates the Sub-Adviser from the management fee the Adviser receives.

The Adviser manages the investment and the reinvestment of the assets of the Fund, in accordance with the investment objective, policies and limitations of the Fund, subject to the general supervision and control of the Board. The Adviser is a registered investment adviser under the Investment Advisers Act of 1940, as amended, and is a limited liability company organized under the laws of Pennsylvania. The address of the Adviser is 3803 West Chester Pike, Suite 150, Newtown Square, PA 19073. The Adviser is wholly-owned by Alpha Architect, LLC. The Adviser was founded in October 2013 and provides investment advisory services to the Funds, other exchange-traded funds, and Alpha Architect, LLC, its parent company.

The following table summarizes the affiliated persons of the Funds who are also affiliated persons of the Adviser.

NAME	FUND AFFILIATION	ADVISER AFFILIATION
Wesley R. Gray, Ph.D.	Trustee, Chairman of the Board, and President	Executive Managing Member and Chief Executive Officer
Michael D. Barolsky	Vice President and Secretary	Chief Legal Officer
Joshua J. Hinderliter	Vice President	General Counsel
Sean R. Hegarty, CPA	Treasurer	Chief Operating Officer
Jessica D. Leighty	Chief Compliance Officer	Chief Compliance Officer
Elizabeth A. Winske	Assistant Treasurer	Senior Fund Operations Officer
Marie L. Lostocco, CPA	Assistant Treasurer	Senior Fund Operations Officer
Kyle Martinelli	Assistant Treasurer	Fund Operations Officer

Under the Advisory Agreement for each Fund, the Adviser bears all of the costs of each of the Funds, except for the advisory fee, payments under each Fund's Rule 12b-1 Distribution and Service Plan (the "Plan"), brokerage expenses, acquired fund fees and expenses, taxes, interest (including borrowing costs), litigation expenses and other non-routine or extraordinary expenses (including litigation to which the Trust or a Fund may be a party and indemnification of the Trustees and officers with respect thereto).

The Advisory Agreement with respect to a Fund will remain in effect for an initial term of two years from its effective date and thereafter continue in effect for as long as its continuance is specifically approved at least annually, by (1) the vote of the Trustees or by a vote of a majority of the shareholders of such Fund, and (2) by the vote of a majority of the Trustees who are not parties to the Advisory Agreement or Interested Persons of any person thereto, cast in person (or virtually, if permitted) at a meeting called for the purpose of voting on such approval. The Advisory Agreement for each Fund provides that it may be terminated at any time, without the payment of any penalty, by the Board or, with respect to a Fund, by a majority of the outstanding shares of a Fund, on 60 days' written notice to the Adviser, and by the Adviser upon 60 days' written notice, and that it shall be automatically terminated if it is assigned.

The tables below shows advisory fees paid by each Fund for the fiscal year/periods indicated below:

Strive 500 ETF	**Gross Advisory Fees**	**Fees Waived[(1)]**	**Net Advisory Fees**
Fiscal year ended June 30, 2026	$555,612	$(3,117)	$552,495
Fiscal period ended June 30, 2025[(2)]	$375,308	$0	$375,308
Fiscal year ended July 31, 2024	$222,292	$0	$222,292

[(1)] The Adviser voluntarily waived management fees for STXF from 0.0545% to 0.05% from June 8, 2026 to December 6, 2026. The waiver is not subject to recoupment.

[(2)] For the period August 1, 2024 to June 30, 2025. Effective February 1, 2025, the Fund's fiscal year end changed from July 31 to June 30.

Fund	June 30, 2026	June 30, 2025[1]	July 31, 2024	
Strive 1000 Growth ETF	$254,242	$175,009	$94,514	
Strive 1000 Value ETF	$128,318	$101,016	$55,133	
Strive Small-Cap ETF	$125,763	$93,798	$66,975	
Strive 1000 Dividend Growth ETF	$201,700	$154,620	$116,836	
Strive Emerging Markets Ex-China ETF	$370,926	$284,644	$305,035	
Strive U.S. Energy ETF	$1,100,364	$1,133,771	$1,419,497	
Strive U.S. Semiconductor ETF	$624,394	$286,595	$211,458	
Strive Natural Resources and Security ETF	$299,498	$117,333	$35,619	[2]

(1)For the period August 1, 2024 to June 30, 2025. Effective February 1, 2025, each Fund's fiscal year end changed from July 31 to June 30.

(2) Information in the table reflects the period since the Fund's inception through July 31, 2024.

Investment Sub-Adviser

The Trust, on behalf of each Fund, and the Adviser have retained Strive Asset Management, LLC, at 200 Crescent Court, Suite 1400, Dallas TX 75201, to serve as sub-adviser for each Fund. Subject to the supervision and oversight of the Adviser and the Board, and pursuant to a Sub-Advisory Agreement between the Adviser and the Sub-Adviser (the "Sub-Advisory Agreement"), the Sub-Adviser is responsible for selecting the investments for each Fund in accordance with the investment objective, policies and limitations of each Fund. The Sub-Adviser is not responsible for selecting broker-dealers or placing the Funds' trades. Rather, the Sub-Adviser constructs the overall portfolio and provides trading instructions to the Adviser and, in turn, the Adviser is responsible for selecting broker-dealers and placing each Fund's trades.

Pursuant to a sub-advisory agreement (the "Sub-Advisory Agreement"), the Adviser pays the Sub-Adviser a fee, which is calculated daily and paid monthly, at an annual rate based on a Fund's average daily net assets as follows:

Fund	Sub-Advisory Fee
Strive 500 ETF	0.02%
Strive 1000 Growth ETF	0.10%
Strive 1000 Value ETF	0.10%
Strive Small-Cap ETF	0.10%
Strive 1000 Dividend Growth ETF	0.18%
Strive Emerging Markets Ex-China ETF	0.12%
Strive U.S. Energy ETF	0.20%
Strive U.S. Semiconductor ETF	0.20%
Strive Natural Resources and Security ETF	0.25%

The payment of a management fee by the Adviser to Strive is subject to the terms of the Fund sponsorship agreement described below.

The Sub-Advisory Agreement was approved by the Trustees (including all the Independent Trustees) and holders of a majority of the outstanding Shares, in compliance with the 1940 Act. The Sub-Advisory Agreement will continue in force for an initial period of two years. Thereafter, the Sub-Advisory Agreement is renewable from year to year with respect to each Fund, so long as its continuance is approved at least annually (1) by the vote, cast in person (or virtually if then-permitted) at a meeting called for that purpose, of a majority of those Trustees who are not "interested persons" of the Trust; and (2) by the majority vote of either the full Board or the vote of a majority of the outstanding Shares. The Sub-Advisory Agreement will terminate automatically in the event of its assignment, and is terminable at any time without penalty by vote of a majority of the Board or, with respect to each Fund, by a majority of the outstanding Shares of each Fund, or by the Adviser, upon 60 days' written notice to the Sub-Adviser, or by the Sub-Adviser on 60 days' written notice to the Adviser and the Trust. The Sub-Advisory Agreement provides that the Sub-Adviser shall not be

protected against any liability to the Trust or its shareholders by reason of willful misfeasance, fraud, bad faith or gross negligence on its part in the performance of its duties or from reckless disregard of its obligations or duties thereunder.

The following table summarizes the affiliated persons of the Funds that are also affiliated persons of the Sub-Adviser.

NAME	AFFILIATION WITH FUNDS	AFFILIATION WITH SUB-ADVISER
Matthew Cole	Portfolio Manager	Chief Executive Officer and Chief Investment Officer
Chris Nicholson	Portfolio Manager	Vice President, Head of Research

The table below shows the sub-advisory fees in dollars earned by the Sub-Adviser for the fiscal years ended:

Fund	Gross Sub-Advisory Fees	Fees Waived[1]	Net Sub-Advisory Fees
Strive 500 ETF			
June 30, 2026	$202,751	$202,751	$0
June 30, 2025[2]	$137,728	$137,728	$0
July 31, 2024	$81,575	$81,575	$0
Strive 1000 Growth ETF			
June 30, 2026	$141,246	$129,881	$11,365
June 30, 2025[2]	$97,227	$97,227	$0
July 31, 2024	$52,508	$52,508	$0
Strive 1000 Value ETF			
June 30, 2026	$71,288	$71,173	$115
June 30, 2025[2]	$56,120	$56,120	$0
July 31, 2024	$30,630	$30,630	$0
Strive Small-Cap ETF			
June 30, 2026	$69,868	$69,779	$89
June 30, 2025[2]	$52,110	$52,110	$0
July 31, 2024	$37,209	$37,209	$0
Strive 1000 Dividend Growth ETF			
June 30, 2026	$103,731	$80,210	$23,521
June 30, 2025[2]	$79,519	$79,519	$0
July 31, 2024	$60,087	$60,087	$0
Strive Emerging Markets Ex-China ETF			
June 30, 2026	$139,097	$113,141	$25,956
June 30, 2025[2]	$106,742	$106,742	$0
July 31, 2024	$114,388	$112,002	$2,386

Fund	Gross Sub-Advisory Fees	Fees Waived[1]	Net Sub-Advisory Fees
Strive U.S. Energy ETF			
June 30, 2026	$536,763	$21,450	$515,313
June 30, 2025[2]	$553,059	$21,677	$531,381
July 31, 2024	$692,437	$14,551	$677,886
Strive U.S. Semiconductor ETF			
June 30, 2026	$312,197	$37,529	$274,668
June 30, 2025[2]	$143,297	$86,191	$57,107
July 31, 2024	$105,729	$83,572	$22,157
Strive Natural Resources and Security ETF			
June 30, 2026	$152,805	$45,156	$107,649
June 30, 2025[2]	$59,864	$59,864	$0
July 31, 2024	$18,173	$18,173	$0

[1] Fees waived pursuant to the sponsorship arrangements between the Sub-Adviser and the Adviser.
[2] Effective February 1, 2025, each Fund's fiscal year-end changed from July 31 to June 30. Figures shown reflect the period August 1, 2024 to June 30, 2025.

Sponsor

The Adviser has entered into a fund sponsorship agreement with the Sub-Adviser, under which the Sub-Adviser assumes the Adviser's obligation to pay some of the Funds' expenses, including its own sub-advisory fee. Although the Sub-Adviser has agreed to be responsible for paying some of the Funds' expenses, the Adviser retains the ultimate obligation to the Fund to pay them. The Sub-Adviser will also provide marketing support for the Funds, including preparing marketing materials related to the Funds. For these services and payments, the Sub-Adviser is entitled to share in the potential profits generated by the management and operation of the Funds.

Custodian

U.S. Bank National Association (the "Custodian"), located at 1555 North Rivercenter Drive, Suite 302, Milwaukee, Wisconsin 53212, serves as the Custodian of each Fund's assets. The Custodian has agreed to: (1) make receipts and disbursements of money on behalf of a Fund, (2) collect and receive all income and other payments and distributions on account of a Fund's portfolio investments and (3) make periodic reports to a Fund concerning the Fund's operations. The Custodian does not exercise any supervisory function over the purchase and sale of securities. As compensation for these services, the Custodian receives certain out-of-pocket costs, transaction fees and asset-based fees which are accrued daily and paid monthly by the Adviser from its fees.

Administrator, Fund Accountant and Transfer Agent

U.S. Bancorp Fund Services, LLC, doing business as U.S. Bank Global Fund Services (the "Administrator" or "Transfer Agent"), located at 615 East Michigan Street, Milwaukee, Wisconsin 53202, serves as Administrator and Fund Accountant to each Fund. The Administrator provides each Fund with all required general administrative services, including, without limitation, clerical and general back office services; bookkeeping, internal accounting and secretarial services; the calculation of NAV; and the preparation and filing of all reports, updates to registration statements, and all other materials required to be filed or furnished by a Fund under federal and state securities laws. As compensation for these services, the Administrator receives certain out-of-pocket costs, transaction fees and asset-based fees which are accrued daily and paid monthly by the Adviser from its fees.

U.S. Bancorp Fund Services, LLC also serves as the Transfer Agent of each Fund's shares. The Transfer Agent has agreed to: (1) issue and redeem shares of the Fund in Creation Units, (2) make dividend and other distributions to

shareholders of each Fund, (3) maintain shareholder accounts and (4) make periodic reports to the Funds. As compensation for these services, the Transfer Agent receives certain out-of-pocket costs and transaction fees which are accrued daily and paid monthly by the Adviser from its fees.

For the fiscal year/periods indicated below, the Adviser paid the following fees to the Administrator:

Fund	June 30, 2026	June 30, 2025[1]	July 31, 2024	
Strive 500 ETF	$132,263	$121,439	$111,798	
Strive 1000 Growth ETF	$44,634	$46,837	$42,606	
Strive 1000 Value ETF	$37,366	$41,211	$37,965	
Strive Small-Cap ETF	$33,761	$36,329	$35,435	
Strive 1000 Dividend Growth ETF	$17,380	$17,697	$18,025	
Strive Emerging Markets Ex-China ETF	$29,929	$35,397	$52,591	
Strive U.S. Energy ETF	$34,024	$45,278	$83,565	
Strive U.S. Semiconductor ETF	$23,292	$13,975	$13,320	
Strive Natural Resources and Security ETF	$13,165	$1,339	$4,055	[2]

[1] For the period August 1, 2024 to June 30, 2025. Effective February 1, 2025, each Fund's fiscal year end changed from July 31 to June 30.

[2] Information in the table reflects the period since the Fund's inception through July 31, 2024.

Securities Lending Agent

U.S. Bank National Association is each Fund's securities lending agent. The Funds did not participate in securities lending during the fiscal year ended June 30, 2026.

PORTFOLIO MANAGERS

The following table shows the number of other accounts managed by the portfolio manager and the reporting information is provided as of June 30, 2026:

Type of Accounts	Total Number of Accounts	Total Assets of Accounts (millions)	Total Number of Accounts with Performance Based Fees	Total Assets of Accounts with Performance Based Fees (millions)
Matthew Cole				
Registered Investment Companies	2	$597	0	$0
Other Pooled Investment Vehicles	0	$0	0	$0
Other Accounts	0	$0	0	$0
Chris Nicholson				
Registered Investment Companies	0	$0	0	$0
Other Pooled Investment Vehicles	0	$0	0	$0
Other Accounts	0	$0	0	$0

The following table provides the dollar range of equity securities beneficially owned by the portfolio managers in the Fund as of June 30, 2026.

	Dollar Range of Equity Securities Owned	
	Portfolio Manager	
	Matthew Cole	Chris Nicholson
Strive 500 ETF	$0	$0
Strive 1000 Growth ETF	$0	$0
Strive 1000 Value ETF	$0	$0
Strive Small-Cap ETF	$0	$0
Strive 1000 Dividend Growth ETF	$0	$0
Strive U.S. Energy ETF	$0	$0
Strive U.S. Semiconductor ETF	$0	$0
Strive Emerging Markets ex-China ETF	$0	$0
Strive Natural Resources and Security ETF	$0	$0
Aggregate Dollar Range of Shares (All Funds in the Complex)	$0	$0

Potential Conflicts of Interest

A portfolio manager's management of "other accounts" may give rise to potential conflicts of interest in connection with his/her management of each Funds' investments, on the one hand, and the investments of the other accounts, on the other. The other accounts may have the same investment objective as the Funds. Therefore, a potential conflict of interest may arise as a result of the identical investment objectives, whereby a portfolio manager could favor one account over another. Another potential conflict could include a portfolio manager's knowledge about the size, timing and possible market impact of Fund trades, whereby a portfolio manager could use this information to the advantage of other accounts and to the disadvantage of a Fund.

Sub-Adviser – Portfolio Managers

The Sub-Adviser has established policies and procedures reasonably designed to ensure that the purchase and sale of securities among all accounts the Sub-Adviser manages are fairly and equitably allocated. There can be no assurance that these policies and procedures will be effective, however.

Compensation

Sub-Adviser – Portfolio Managers

Matthew Cole's and Chris Nicholson's compensation is fixed. They also retain an equity interest in the holding company of Strive and receive bonuses based on the company's performance.

PORTFOLIO TRANSACTIONS AND BROKERAGE

Brokerage Transactions

Depending on prevailing market conditions, portfolio changes will generally be implemented through in-kind transactions (including a Cash Component or Cash Redemption Amount as applicable) for Creation Units or, in certain limited situations, through cash-only transactions for Creation Units. In connection with an in-kind component, the Adviser may nonetheless execute brokerage transactions for a Fund and a Fund may incur brokerage commissions, particularly during the early stages of the Funds' development or in the case of transactions involving realized losses. In connection with the cash component (or with an all cash transaction), the Adviser will execute brokerage transactions for a Fund in connection with portfolio changes. Generally, equity securities are bought and sold through brokerage transactions for which commissions are payable. Purchases from underwriters will include the underwriting commission or concession, and purchases from dealers serving as market makers will include a dealer's mark-up or reflect a dealer's mark-down. Money market securities and other debt securities are usually bought and sold directly from the issuer or an underwriter or market maker for the securities. Generally, the Funds will not pay brokerage commissions for such purchases. When a debt security is bought from an underwriter, the purchase price will usually include an underwriting

commission or concession. The purchase price for securities bought from dealers serving as market makers will similarly include the dealer's mark-up or reflect a dealer's mark-down. When a Fund executes transactions in the over-the-counter market, it will generally deal with primary market makers unless prices that are more favorable are otherwise obtainable.

In addition, the Adviser may place a combined order, often referred to as "bunching," for two or more accounts it manages, including the Funds, engaged in the purchase or sale of the same security or other instrument if, in its judgment, joint execution is in the best interest of each participant and will result in best price and execution. Transactions involving commingled orders are allocated in a manner deemed equitable to each account or Fund. Although it is recognized that, in some cases, the joint execution of orders could adversely affect the price or volume of the security that a particular account or a Fund may obtain, it is the opinion of the Adviser and the Board that the advantages of combined orders outweigh the possible disadvantages of separate transactions. In addition, in some instances a Fund effecting the larger portion of a combined order may not benefit to the same extent as participants effecting smaller portions of the combined order. Nonetheless, the Adviser believes that the ability of a Fund to participate in higher volume transactions will generally be beneficial to the Fund.

The table below shows the aggregate brokerage commissions paid by each Fund for the fiscal year/period indicated below:

Fund	June 30, 2026	June 30, 2025[1]	July 31, 2024	
Strive 500 ETF	$4,543	$4,611	$5,351	
Strive 1000 Growth ETF	$2,360	$1,738	$1,243	
Strive 1000 Value ETF	$4,077	$2,822	$1,592	
Strive Small-Cap ETF	$22,754[4]	$15,584	$10,795	
Strive 1000 Dividend Growth ETF	$1,869	$1,337	$881	
Strive Emerging Markets Ex-China ETF	$77,786	$66,689[2]	$333,814	
Strive U.S. Energy ETF	$11,221	$8,871[2]	$35,371	
Strive U.S. Semiconductor ETF	$2,938	$3,287	$3,880	
Strive Natural Resources and Security ETF	$6,534[4]	$2,639	$954	[3]
[1] For the period August 1, 2024 to June 30, 2025. Effective February 1, 2025, each Fund's fiscal year end changed from July 31 to June 30.				
[2] The decrease in brokerage commissions from the fiscal year ended June 30, 2024 to the fiscal year ended June 30, 2025 is primarily driven by a decrease in the number of creation orders during the respective years.				
[3] Information in the table reflects the period since the Fund's inception through July 31, 2024.				
[4] The increase in brokerage commissions was due to an increase in the Fund's portfolio turnover rate.				

Brokerage Selection

The Trust does not expect to use one particular broker-dealer to effect the Trust's portfolio transactions. When one or more broker-dealers is believed capable of providing the best combination of price and execution, the Adviser may not select a broker-dealer based on the lowest commission rate available for a particular transaction. The Adviser does not currently use soft dollars.

Brokerage with Fund Affiliates

Although not expected, the Funds may execute brokerage or other agency transactions through registered broker-dealer affiliates of the Funds, the Adviser, the Sub-Adviser or the Distributor for a commission in conformity with the Investment Company Act, the 1934 Act and rules promulgated by the SEC. Under the Investment Company Act and the 1934 Act, affiliated broker-dealers are permitted to receive and retain compensation for effecting portfolio transactions for a Fund on an exchange if a written contract is in effect between the affiliate and the Fund expressly permitting the affiliate to receive and retain such compensation. These rules further require that commissions paid to the affiliate by a Fund for exchange transactions not exceed "usual and customary" brokerage commissions. The rules define "usual and customary" commissions to include amounts that are "reasonable and fair compared to the commission, fee or other

remuneration received or to be received by other brokers in connection with comparable transactions involving similar securities being purchased or sold on a securities exchange during a comparable period of time." The Board, including those who are not "interested persons" of the Funds, has adopted procedures for evaluating the reasonableness of commissions paid to affiliates and reviews these procedures periodically. For the fiscal year ended June 30, 2026, the Funds did not execute brokerage or other agency transactions through registered broker-dealer affiliates of the Funds, the Adviser, the Sub-Adviser, or the Distributor.

Securities of "Regular Broker-Dealers"

The Funds are required to identify any securities of their "regular brokers and dealers" (as such term is defined in the Investment Company Act) that the Funds may hold at the close of their most recent fiscal year. "Regular brokers and dealers" of the Trust are the ten brokers or dealers that, during the most recent fiscal year: (i) received the greatest dollar amounts of brokerage commissions from the Trust's portfolio transactions; (ii) engaged as principal in the largest dollar amounts of portfolio transactions of the Trust; or (iii) sold the largest dollar amounts of the Trust's shares.

For the fiscal year ended June 30, 2026, the Funds did not hold any securities of "regular broker dealers" to report.

THE DISTRIBUTOR

PINE Distributors LLC (the "Distributor"), located at 501 S. Cherry Street, Suite 610, Denver, Colorado 80246, serves as the Distributor for the Funds.

Shares will be continuously offered for sale by the Trust through the Distributor only in Creation Units, as described below under "Transactions in Creation Units." Shares in less than Creation Units are not distributed by the Distributor. The Distributor also acts as agent for the Trust. The Distributor will deliver a Prospectus to persons purchasing Shares in Creation Units and will maintain records of both orders placed with it and confirmations of acceptance furnished by it. The Distributor is a broker-dealer registered under the 1934 Act and a member of FINRA. The Distributor has no role in determining the investment policies of the Funds or which securities are to be purchased or sold by the Funds.

The Board has adopted the Plan pursuant to Rule 12b-1 under the Investment Company Act. In accordance with its Plan, each Fund is authorized to pay an amount of 0.25% of its average daily net assets each year for certain distribution-related activities. The Plan was adopted in order to permit the implementation of the Funds' method of distribution. No fees are currently paid by any Fund under the Plan. In the event such fees were to be charged, over time they would increase the cost of an investment in a Fund because they would be paid on an ongoing basis. If fees were charged under the Plan, the Trustees would receive and review at the end of each quarter a written report provided by the Distributor of the amounts expended under the Plan and the purpose for which such expenditures were made.

The Plan will remain in effect for a period of one year and is renewable from year to year with respect to a Fund, so long as its continuance is approved at least annually (1) by the vote of a majority of the Trustees, and (2) by a vote of the majority of those Independent Trustees who have no direct or indirect financial interest in the Plan (the "Rule 12b-1 Trustees"), cast in person (or virtually, if permitted) at a meeting called for the purpose of voting on such approval. The Plan may not be amended to increase materially the amount of fees paid by any Fund unless such amendment is approved by an Investment Company Act majority vote of the outstanding shares and by the Fund Trustees in the manner described above. The Plan is terminable with respect to a Fund at any time by a vote of a majority of the Rule 12b-1 Trustees or by an Investment Company Act majority vote of the outstanding shares.

ACCOUNTING AND LEGAL SERVICE PROVIDERS

Independent Registered Public Accounting Firm

Tait, Weller & Baker LLP, 50 South 16th Street, Suite 2900, Philadelphia, Pennsylvania 19102, serves as each Fund's independent registered public accounting firm. The independent registered public accounting firm is responsible for auditing the annual financial statements of the Funds.

Legal Counsel

Practus, LLP, 11300 Tomahawk Creek Parkway, Suite 310, Leawood, Kansas 66211, serves as legal counsel to the Trust.

ADDITIONAL INFORMATION CONCERNING SHARES

Organization and Description of Shares of Beneficial Interest

The Trust is a Delaware statutory trust and registered open-end investment company. The Trust was organized on October 11, 2013 and has authorized capital of an unlimited number of Shares of beneficial interest of no par value that may be issued in more than one class or series. Currently, the Trust consists of multiple series, including each Fund discussed in this SAI ("each Fund"). The Board may designate additional series and classify Shares of a particular series into one or more classes of that series.

Under Delaware law, the Trust is not required to hold an annual meeting of shareholders if the Investment Company Act does not require such a meeting, which it does not. Generally, there will not be annual meetings of Trust shareholders, but if requested by shareholders of at least 10% of the outstanding Shares of the Trust, the Trust will call a meeting of shareholders for the purpose of electing Trustees, provided that the Shareholders requesting such meeting shall have paid the Trust the reasonably estimated cost of preparing and mailing the notice thereof.

All Shares are freely transferable. Shares will not have preemptive rights or cumulative voting rights, and none of the Shares will have any preference to conversion, exchange, dividends, retirements, liquidation, redemption or any other feature. Shares have equal voting rights. The Trust's Agreement and Declaration of Trust confers upon the Board the power to alter the number of Shares constituting a Creation Unit or to specify that Shares may be individually redeemable. The Trust reserves the right to adjust the stock prices of Shares to maintain convenient trading ranges for investors. Any such adjustments would be accomplished through stock splits or reverse stock splits that would have no effect on the NAV of each Fund.

The Trust's Agreement and Declaration of Trust disclaims liability of the shareholders or the officers of the Trust for acts or obligations of the Trust that are binding only on the assets and property of the Trust. The Agreement and Declaration of Trust provides for indemnification out of each Fund's property for all loss and expense of such Fund's shareholders being held personally liable solely by reason of his or her being or having been a shareholder and not because of his or her acts or omissions or for some other reason. The risk of a Trust shareholder incurring financial loss on account of shareholder liability is limited to circumstances in which the applicable Fund itself would not be able to meet the Trust's obligations and this risk should be considered remote.

If the applicable Fund does not grow to a size to permit it to be economically viable, a Fund may cease operations. In such an event, shareholders may be required to liquidate or transfer their Shares at an inopportune time and shareholders may lose money on their investment.

Book Entry Only System

The following information supplements and should be read in conjunction with the section in the Prospectus entitled "Book Entry."

DTC acts as securities depository for Shares. Shares are represented by securities registered in the name of DTC or its nominee, Cede & Co., and deposited with, or on behalf of, DTC.

DTC, a limited purpose trust company, was created to hold securities of its participants (the "DTC Participants") and to facilitate the clearance and settlement of securities transactions among the DTC Participants in such securities through electronic book entry changes in accounts of the DTC Participants, thereby eliminating the need for physical movement of securities certificates. DTC Participants include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations, some of whom (and/or their representatives) own DTC. More specifically, DTC is owned by a number of its DTC Participants and by the NYSE, NYSE American and FINRA. Access to the DTC system is also available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a DTC Participant, either directly or indirectly (the "Indirect Participants").

Beneficial ownership of Shares is limited to DTC Participants, Indirect Participants and persons holding interests through DTC Participants and Indirect Participants. Ownership of beneficial interests in Shares (owners of such beneficial interests are referred to herein as "Beneficial Owners") is shown on, and the transfer of ownership is effected only through, records maintained by DTC (with respect to DTC Participants) and on the records of DTC Participants (with respect to Indirect Participants and Beneficial Owners that are not DTC Participants). Beneficial Owners will receive from or through the DTC Participant a written confirmation relating to their purchase and sale of Shares.

Conveyance of all notices, statements and other communications to Beneficial Owners is effected as follows. Pursuant to the Depositary Agreement between the Trust and DTC, DTC is required to make available to the Trust upon request and for a fee to be charged to the Trust a listing of the Shares held by each DTC Participant. The Trust shall inquire of each such DTC Participant, directly or through one or more intermediaries, as to the number of Beneficial Owners holding Shares, directly or indirectly, through such DTC Participant. The Trust shall provide each such DTC Participant with copies of such notice, statement or other communication, in such form, number and at such place as such DTC Participant may reasonably request, in order that such notice, statement or communication may be transmitted by such DTC Participant, directly or indirectly, to such Beneficial Owners. In addition, the Trust shall pay to each such DTC Participant a fair and reasonable amount as reimbursement for the expenses attendant to such transmittal, all subject to applicable statutory and regulatory requirements.

Fund distributions shall be made to DTC or Cede & Co., as the registered holder of all Shares. DTC or Cede & Co., upon receipt of any such distributions, shall immediately credit DTC Participants' accounts with payments in amounts proportionate to their respective beneficial interests in Shares as shown on the records of DTC or its nominee. Payments by DTC Participants to Indirect Participants and Beneficial Owners of Shares held through such DTC Participants will be governed by standing instructions and customary practices, and will be the responsibility of such DTC Participants.

The Trust has no responsibility or liability for any aspect of the records relating to or notices to Beneficial Owners, or payments made on account of beneficial ownership interests in such Shares, or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests, or for any other aspect of the relationship between DTC and the DTC Participants or the relationship between such DTC Participants and the Indirect Participants and Beneficial Owners owning through such DTC Participants.

DTC may decide to discontinue providing its service with respect to Shares at any time by giving reasonable notice to the Trust and discharging its responsibilities with respect thereto under applicable law. Under such circumstances, the Trust shall take action to find a replacement for DTC to perform its functions, though there can be no guarantee that such services would be available at a comparable cost.

Transactions In Creation Units

Each Fund sells and redeems Shares in Creation Units on a continuous basis through the Distributor, without a sales load, at the NAV next determined after receipt of an order in proper form on any Business Day. As of the date of this SAI, the Exchange observes the following holidays: New Year's Day, Martin Luther King, Jr. Day, Washington's Birthday, Good Friday, Memorial Day, Juneteenth National Independence Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day. No Fund will issue fractional Creation Units, except in conjunction with a merger or reorganization or for the receipt of securities in-kind at the commencement of the Fund's operations.

The Board may declare a split or a consolidation in the number of Shares outstanding of a Fund or the Trust and make a corresponding change in the number of Shares in a Creation Unit.

To purchase or redeem any Creation Units from a Fund, you must be, or transact through, an Authorized Participant. In order to be an Authorized Participant, you must be a member or participant of a clearing agency registered with the SEC and have a written agreement (a "Participant Agreement") with the applicable Fund or one of its service providers that allows the Authorized Participant to place orders for the purchase and redemption of creation units.

Transactions by an Authorized Participant that is a participant in the Continuous Net Settlement System ("Clearing Process") of the NSCC using the NSCC system are referred to as transactions "through the Clearing Process." Transactions by an Authorized Participant that is a participant in DTC with access to the DTC system ("DTC Participant") using the DTC system are referred to as transactions "outside the Clearing Process."

Investors who are not Authorized Participants but want to transact in Creation Units may contact the Distributor for the names of Authorized Participants. An Authorized Participant may require investors to enter into a separate agreement to transact through it for Creation Units and may require orders for purchases of shares placed with it to be in a particular form. Investors should be aware that their broker may not be an Authorized Participant and, therefore, may need to place any order to purchase or redeem Creation Units through another broker or person that is an Authorized Participant, which may result in additional charges. There are expected to be a limited number of Authorized Participants at any one time.

Orders must be transmitted by an Authorized Participant by telephone or other transmission method acceptable to the Distributor pursuant to procedures set forth in the Participant Agreement. Market disruptions and telephone or other communication failures may impede the transmission of orders.

Purchasing Creation Units

Shares may be purchased only in Creation Units at their NAV next determined after receipt of a purchase request in proper form by the applicable Fund through the Distributor and only on a Business Day.

Fund Deposit. The consideration for a Creation Unit of a Fund is the "Fund Deposit". The Fund Deposit will consist of the In-Kind Creation Basket and Cash Component (computed as described below), or an all cash payment ("Cash Value"), as determined by the Adviser to be in the best interest of the applicable Fund. The standard Fund Deposit with respect to each Fund can be found in the table at the end of this section (the "Order Information Table").

The Cash Component will typically include an amount reflecting the difference, if any, between the NAV of a Creation Unit and the market value of the securities in the In-Kind Creation Basket ("Balancing Amount"). If the NAV per Creation Unit exceeds the market value of the securities in the In-Kind Creation Basket, the purchaser pays the Balancing Amount to the applicable Fund. By contrast, if the NAV per Creation Unit is less than the market value of the securities in the In-Kind Creation Basket, the Fund pays the Balancing Amount to the purchaser. The Balancing Amount ensures that the consideration paid by an investor for a Creation Unit is exactly equal to the value of the Creation Unit.

The Transfer Agent, in a portfolio composition file sent via the NSCC, generally makes available on each Business Day, immediately prior to the opening of business on the Exchange (currently 9:30 a.m., Eastern time), a list of the names and the required number of shares of each security (or contracts of each option) in the In-Kind Creation Basket to be included in the current Fund Deposit for the applicable Fund (based on information about such Fund's portfolio at the end of the previous Business Day) (subject to amendment or correction). If applicable, the Transfer Agent, through the NSCC, also makes available on each Business Day the estimated Cash Component or Cash Value per Creation Unit based on the previous Business Day.

The announced Fund Deposit is applicable, subject to any adjustments as described below, for purchases of Creation Units of a Fund until such time as the next-announced Fund Deposit is made available. From day to day, the composition of the In-Kind Creation Basket may change as, among other things, corporate actions and investment decisions by the Adviser are implemented for the applicable Fund's portfolio. All questions as to the composition of the In-Kind Creation Basket and the validity, form, eligibility, and acceptance for deposit of any securities shall be determined by the applicable Fund, and such Fund's determination shall be final and binding. Each Fund reserves the right to accept a nonconforming (*i.e.*, custom) Fund Deposit.

Payment of any stamp duty or the like shall be the sole responsibility of the Authorized Participant purchasing a Creation Unit. The Authorized Participant must ensure that all Deposit Securities properly denote change in beneficial ownership.

Cash in lieu. Each Fund may, in its sole discretion, permit or require the substitution of an amount of cash ("cash in lieu") to be added to the Cash Component to replace any security in the In-Kind Creation Basket. Each Fund may permit or require cash in lieu when, for example, the securities in the In-Kind Creation Basket may not be available in sufficient quantity for delivery or may not be eligible for transfer through the systems of DTC or the Clearing Process. Similarly, each Fund may permit or require cash in lieu when, for example, the Authorized Participant or its underlying investor is restricted under U.S. or local securities law or policies from transacting in one or more securities in the In-Kind Creation Basket. Each Fund will comply with the federal securities laws in accepting securities in the In-Kind Creation Basket, including the securities in the In-Kind Creation Basket that are sold in transactions that would be exempt from registration under the 1933 Act.

In all cases, cash and securities should be transferred to the applicable Fund by the "Settlement Date," which, unless extended as noted below, is generally the Business Day immediately following the Transmittal Date (as defined below). The Settlement Date may be extended if deemed to be in the best interests of the applicable Fund and its shareholders by the Adviser. Persons placing custom orders or orders involving Cash Value should be aware of time deadlines imposed by intermediaries, such as DTC and/or the Federal Reserve Bank wire system, which may delay the delivery of cash and securities by the Settlement Date.

*Placement of Creation Orders***.** All purchase orders must be placed by or through an Authorized Participant. To order a Creation Unit, an Authorized Participant must submit an irrevocable purchase order to the Distributor. In-kind (portions of) purchase orders will be processed through the Clearing Process when it is available. The Clearing Process is an enhanced clearing process that is available only for certain securities and only to DTC Participants that are also participants in the Clearing Process of the NSCC. In-kind (portions of) purchase orders not subject to the Clearing Process will go through a manual clearing process run by DTC. Fund Deposits that include government securities must be delivered through the Federal Reserve Bank wire transfer system ("Federal Reserve System"). Fund Deposits that include cash may be delivered through the Clearing Process or the Federal Reserve System. Certain orders for a Fund may be made outside the Clearing Process. In-kind deposits of securities for such orders must be delivered through the Federal Reserve System (for government securities) or through DTC (for corporate securities) and/or through such other arrangements allowed by the Trust or its agents.

Orders Using the Clearing Process. In connection with creation orders made through the Clearing Process, the Distributor transmits, on behalf of the Authorized Participant, such trade instructions as are necessary to effect the creation order. Pursuant to such trade instructions, the Authorized Participant agrees to deliver the requisite Fund Deposit to the Trust, together with such additional information as may be required by the Distributor. An order to create Creation Units through the Clearing Process is deemed received by the Distributor on the Business Day that the next NAV of the applicable Fund is calculated (the "Transmittal Date") if (i) such order is received by the Distributor by the applicable cut-off time (see the Order Information Table below) and (ii) all other procedures set forth in the Participant Agreement are properly followed. Cash Components will be delivered using either the Clearing Process or the Federal Reserve System, as described below.

Orders Outside the Clearing Process. Fund Deposits made outside the Clearing Process must state that the DTC Participant is not using the Clearing Process and that the creation of Creation Units will instead be effected through a transfer of securities and cash directly through DTC. With respect to such orders, the Fund Deposit transfer must be ordered by the DTC Participant on the Transmittal Date in a timely fashion so as to ensure the delivery of the requisite number of securities in the In-Kind Creation Basket (whether standard or custom) through DTC to the relevant Trust account by 11:00 a.m., Eastern time (the "DTC Cut-Off Time") on the Business Day immediately following the Transmittal Date (unless extended as described herein). The amount of cash equal to the Cash Component, along with any cash in lieu and Transaction Fee (see Transaction Fees below and the Order Information Table below), must be transferred directly to the Custodian through the Federal Reserve Bank wire transfer system in a timely manner so as to be received by the Custodian no later than 12:00 p.m., Eastern time, on the Business Day immediately following the Transmittal Date (unless extended as described herein). The delivery of corporate securities through DTC must occur by 3:00 p.m., Eastern time, on the Business Day immediately following the Transmittal Date (unless extended as described herein). The delivery of government securities through the Federal Reserve System must occur by 3:00 p.m., Eastern time, on the Business Day immediately following the Transmittal Date (unless extended as described herein).

An order to create Creation Units outside the Clearing Process is deemed received by the Distributor on the Transmittal Date if (i) such order is received by the Distributor by the applicable cut-off time (see Purchase and Redemption Cut-Off Times below and the Order Information Table below) and (ii) all other procedures set forth in the Participant Agreement are properly followed. If the Custodian does not receive both the required In-Kind Creation Basket by the DTC Cut-Off Time (unless extended as described herein) and the Cash Component and applicable Transaction Fee by the appointed time, such order may be canceled. Upon written notice to the Distributor, a canceled order may be resubmitted the following Business Day using a Fund Deposit as newly constituted to reflect the then-current In-Kind Creation Basket and Cash Component. Generally, the delivery of Creation Units so created will generally occur no later than the Business Day following the day on which the order is deemed received by the Distributor. The Settlement Date may be extended if deemed to be in the best interests of the applicable Fund and its shareholders by the Adviser. Authorized Participants that submit a canceled order will be liable to the applicable Fund for any losses resulting therefrom.

Orders involving foreign securities are expected to be settled outside the Clearing Process. Thus, upon receipt of an irrevocable purchase order, the Distributor will notify the Adviser and the Custodian of such order. The Custodian, who will have caused the appropriate local sub-custodian(s) of the applicable Fund to maintain an account into which an Authorized Participant may deliver the Fund Deposit (or cash in lieu), with adjustments determined by the applicable Fund, will then provide information of the order to such local sub-custodian(s). The Authorized Participant must also make available on or before the Settlement, by means satisfactory to the applicable Fund, immediately available or same

day funds in U.S. dollars estimated by the applicable Fund to be sufficient to pay the Cash Component and Transaction Fee.

While, as stated above, Creation Units are generally delivered the Business Day following the day on which the order is deemed received by the Distributor, except the applicable Fund may settle Creation Unit transactions on a basis other than the one described above to accommodate foreign market holiday schedules, to account for different treatment among foreign and U.S. markets of dividend record dates and ex-dividend dates (that is the last day the holder of a security can sell the security and still receive dividends payable on the security), and in certain other circumstances.

Acceptance of Orders for Creation Units. The Trust reserves the right to reject a creation order transmitted to it by the Distributor with respect to a Fund if: (i) the order is not in proper form; (ii) the securities delivered do not conform to the In-Kind Creation Basket for the relevant date; (iii) acceptance of the Fund Deposit would, in the opinion of counsel, be unlawful; or (iv) in the event that circumstances that are outside the control of the Trust, Custodian, Distributor, and Adviser make it practically impossible to process creation orders. Examples of such circumstances include acts of God; public service or utility problems resulting in telephone, telecopy and computer failures; fires, floods, or extreme weather conditions; market conditions or activities causing trading halts; systems failures involving computer or other information systems affecting the Trust, the Adviser, the Distributor, DTC, NSCC, the Custodian or sub-custodian or any other participant in the creation process; and similar extraordinary events. The Distributor shall notify an Authorized Participant of its or the Trust's rejection of the order. Each Fund, the Custodian, any sub-custodian, and the Distributor are under no duty, however, to give notification of any defects or irregularities in the delivery of Fund Deposits, and they shall not incur any liability for the failure to give any such notification.

Issuance of a Creation Unit. Once a Fund has accepted a creation order, upon next determination of the applicable Fund's NAV, such Fund will confirm the issuance of a Creation Unit, against receipt of payment, at such NAV. The Distributor will transmit a confirmation of acceptance to the Authorized Participant that placed the order.

Except as provided below, a Creation Unit will not be issued until the applicable Fund obtains good title to the In-Kind Creation Basket securities and the Cash Component, along with any cash in lieu and Transaction Fee.

In certain cases, Authorized Participants will create and redeem Creation Units on the same trade date. In these instances, the Trust reserves the right to settle these transactions on a net basis.

With respect to orders involving foreign securities, when the applicable local sub-custodian(s) has confirmed to the Custodian that the In-Kind Creation Basket (or cash in lieu) has been delivered to the applicable Fund's account at the applicable sub-custodian(s), the Distributor and the Adviser shall be notified of such delivery, and such Fund will issue and cause the delivery of the Creation Unit.

Creation Units may be created in advance of receipt by the Trust of all or a portion of the applicable In-Kind Creation Basket, provided the purchaser tenders an initial deposit consisting of any available securities in the In-Kind Creation Basket and cash equal to the sum of the Cash Component and at least 105% of the market value, as adjusted from time to time by the Adviser, of the In-Kind Creation Basket securities not delivered ("Additional Cash Deposit"). Such initial deposit will have a value greater than the NAV of the Creation Unit on the date the order is placed.

To the extent securities in the In-Kind Creation Basket remain undelivered, pending delivery of such securities additional cash will be required to be deposited with the Trust as necessary to maintain an Additional Cash Deposit equal to at least 105% (as adjusted by the Adviser) of the daily marked-to-market value of the missing securities. To the extent that either (i) such securities are still not received by 1:00 p.m., Eastern time, on the second Business Day following the day on which the purchase order is deemed received by the Distributor or (ii) a marked-to-market payment is not made within one Business Day following notification to the purchaser and/or Authorized Participant that such a payment is required, the Trust may use the cash on deposit to purchase the missing securities, and the Authorized Participant effectuating such transaction will be liable to the applicable Fund for any costs incurred therein or losses resulting therefrom, including any Transaction Fee, any amount by which the actual purchase price of the missing securities exceeds the Additional Cash Deposit or the market value of such securities on the day the purchase order was deemed received by the Distributor, as well as brokerage and related transaction costs. The Trust will return any unused portion of the Additional Cash Deposit once all of the missing securities have been received by the Trust.

Cash Purchase Method. When cash purchases of Creation Units are available or specified for a Fund, they will be effected in essentially the same manner as in-kind purchases. In the case of a cash purchase, the investor must pay the

cash equivalent of the Fund Deposit. In addition, cash purchases may be subject to Transaction Fees as described below. A cash purchase may cause a Fund to incur certain costs that it would not have had the purchase been in-kind. These costs may include brokerage costs, execution, price movement and other costs and expenses related to the execution of trades by such Fund. To the extent that these costs are not offset by the Transaction Fees, the applicable Fund's NAV will be negatively impacted.

Redeeming Creation Units

Shares may be redeemed only in Creation Units at their NAV next determined after receipt of a redemption request in proper form by each Fund through the Distributor and only on a Business Day.

Fund Redemptions. The redemption proceeds for a Creation Unit will consist of the In-Kind Redemption Basket and a Cash Redemption Amount (computed as described below), or the Cash Value, in all instances equal to the value of a Creation Unit.

There can be no assurance that there will be sufficient liquidity in Shares in the secondary market to permit assembly of a Creation Unit. In addition, investors may incur brokerage and other costs in connection with assembling a Creation Unit.

The Cash Redemption Amount will typically include a Balancing Amount, reflecting the difference, if any, between the NAV of a Creation Unit and the market value of the securities in the In-Kind Redemption Basket. If the NAV per Creation Unit exceeds the market value of the securities in the In-Kind Redemption Basket, each Fund pays the Balancing Amount to the redeeming investor. By contrast, if the NAV per Creation Unit is less than the market value of the securities in the In-Kind Redemption Basket, the redeeming investor pays the Balancing Amount to each Fund.

The composition of the In-Kind Creation Basket will normally be the same as the composition of the In-Kind Redemption Basket. Otherwise, the In-Kind Redemption Basket will be made available by the Adviser or Transfer Agent. Each Fund reserves the right to accept a nonconforming (*i.e.*, custom) Fund Redemption.

In lieu of an In-Kind Redemption Basket and Cash Redemption Amount, Creation Units may be redeemed consisting solely for the Cash Value if permitted or required by each Fund in its sole discretion. Such redemptions for each Fund may be subject to a variable charge, as explained below. If applicable, information about the Cash Value will be made available by the Adviser or Transfer Agent.

From day to day, the composition of the In-Kind Redemption Basket may change as, among other things, corporate actions are implemented for each Fund's portfolio. All questions as to the composition of the In-Kind Redemption Basket and the validity, form, eligibility, and acceptance for deposit of any securities shall be determined by each Fund, and each Fund's determination shall be final and binding.

The right of redemption may be suspended or the date of payment postponed: (i) for any period during which the NYSE is closed (other than customary weekend and holiday closings); (ii) for any period during which trading on the NYSE is suspended or restricted; (iii) for any period during which an emergency exists as a result of which disposal of the Shares or determination of each Fund's NAV is not reasonably practicable; or (iv) in such other circumstances as permitted by the SEC, including as described below.

Cash in lieu. Each Fund may, in its sole discretion, permit or require the substitution of an amount of cash ("cash in lieu") to be added to the Cash Redemption Amount to replace any security in the In-Kind Redemption Basket. Each Fund may permit or require cash in lieu when, for example, the securities in the In-Kind Redemption Basket may not be available in sufficient quantity for delivery or may not be eligible for transfer through the systems of DTC or the Clearing Process. Similarly, each Fund may permit or require cash in lieu when, for example, the Authorized Participant or its underlying investor is restricted under U.S. or local securities law or policies from transacting in one or more securities in the In-Kind Redemption Basket. Each Fund will comply with the federal securities laws in satisfying redemptions with the applicable In-Kind Redemption Basket, including the securities in the In-Kind Redemption Basket that are sold in transactions that would be exempt from registration under the 1933 Act.

Placement of Redemption Orders. Redemptions must be placed to the Transfer Agent through the Distributor. In addition, redemption orders must be processed either through the DTC process or the Clearing Process. To redeem a Creation Unit, an Authorized Participant must submit an irrevocable redemption order to the Distributor.

An Authorized Participant submitting a redemption order is deemed to represent to each Fund that it or, if applicable, the investor on whose behalf it is acting, (i) owns outright or has full legal authority and legal beneficial right to tender for redemption the Creation Unit to be redeemed and can receive the entire proceeds of the redemption, and (ii) all of the Shares in the Creation Unit to be redeemed have not been borrowed, loaned, or pledged to another party nor are they the subject of a repurchase agreement, securities lending agreement, or such other arrangement which would preclude the delivery of such Shares to the applicable Fund. Each Fund reserves the absolute right, in its sole discretion, to verify these representations, but will typically require verification in connection with higher levels of redemption activity and/or short interest in the applicable Fund. If the Authorized Participant, upon receipt of a verification report, does not provide sufficient verification of the requested representations, the redemption order will not be considered to be in proper form and may be rejected by the applicable Fund.

In certain cases, Authorized Participants will create and redeem Creation Units on the same trade date. In these instances, the Trust reserves the right to settle these transactions on a net basis.

Placement of Redemption Orders Using Clearing Process. Orders to redeem Creation Units through the Clearing Process are deemed received by the Trust on the Transmittal Date if (i) such order is received by the Transfer Agent not later than the Standard Cut-Off Time, and (ii) all other procedures set forth in the Participant Agreement are properly followed. Orders deemed received will be effectuated based on the NAV of each Fund as next determined. An order to redeem Creation Units using the Clearing Process made in proper form but received by the Trust after the Standard Cut-Off Time will be deemed received on the Transmittal Date and will be effected at the NAV determined on such Transmittal Date. In connection with such orders, the Distributor transmits on behalf of the Authorized Participant such trade instructions as are necessary to effect the redemption. Pursuant to such trade instructions, the Authorized Participant agrees to deliver the requisite Creation Unit(s) to the applicable Fund, together with such additional information as may be required by the Distributor. Cash Redemption Amounts will be delivered using either the Clearing Process or the Federal Reserve System. The applicable In-Kind Redemption Basket and the Cash Redemption Amount will be transferred to the investor by the second NSCC business day following the date on which such request for redemption is deemed received.

Placement of Redemption Orders Outside Clearing Process. Orders to redeem Creation Units outside the Clearing Process must state that the DTC Participant is not using the Clearing Process and that redemption of Creation Units will instead be effected through transfer of Shares directly through DTC. Such orders are deemed received by the Trust on the Transmittal Date if: (i) such order is received by the Transfer Agent not later than the Standard Cut-Off Time; (ii) such order is accompanied or followed by the delivery of both (a) the Creation Unit(s), which delivery must be made through DTC to the Custodian no later than the DTC Cut-Off Time on the Business Day immediately following the Transmittal Date (unless extended as described herein) and (b) the Cash Redemption Amount by 12:00 p.m., Eastern time, on the Business Day immediately following the Transmittal Date (unless extended as described herein); and (iii) all other procedures set forth in the Participant Agreement are properly followed. After the Trust has deemed such an order received, the Trust will initiate procedures to transfer, and expect to deliver, the requisite In-Kind Redemption Basket and/or any Cash Redemption Amount owed to the redeeming party by the second Business Day following the Transmittal Date on which such redemption order is deemed received by the Trust.

Orders involving foreign securities are expected to be settled outside the Clearing Process. Thus, upon receipt of an irrevocable redemption order, the Distributor will notify the Adviser and the Custodian. The Custodian will then provide information of the redemption to each Fund's local sub-custodian(s). The redeeming Authorized Participant, or the investor on whose behalf it is acting, will have established appropriate arrangements with a broker-dealer, bank or other custody provider in each jurisdiction in which the securities are customarily traded and to which such securities (and any cash in lieu) can be delivered from the applicable Fund's accounts at the applicable local sub-custodian(s).

The calculation of the value of the In-Kind Redemption Basket and the Cash Redemption Amount to be delivered/received upon redemption will be made by the Custodian computed on the Business Day on which a redemption order is deemed received by the Trust. Therefore, if a redemption order in proper form is submitted to the Transfer Agent by a DTC Participant or an Authorized Participant with the ability to transact through the Federal Reserve System, as applicable, not later than Standard Cut-Off Time on the Transmittal Date, and the requisite number of Shares of the applicable Fund are delivered to the Custodian prior to the DTC Cut-Off Time, then the value of the In-Kind Redemption Basket and the Cash Redemption Amount to be delivered/received will be determined by the Custodian on such Transmittal Date. If, however, either: (i) the requisite number of Shares of the applicable Fund are not delivered by

the DTC Cut-Off Time, as described below, or (ii) the redemption order is not submitted in proper form, then the redemption order will not be deemed received as of the Transmittal Date. In such case, the value of the In-Kind Redemption Basket and the Cash Redemption Amount to be delivered/received will be computed on the Transmittal Date provided that the Shares of the applicable Fund are delivered through DTC to the Custodian by 11:00 a.m., Eastern time, the following Business Day pursuant to a properly submitted redemption order.

If it is not possible to effect deliveries of the securities in the In-Kind Redemption Basket, the Trust may in its discretion exercise its option to redeem Shares in cash, and the redeeming beneficial owner will be required to receive its redemption proceeds in cash. In addition, an investor may request a redemption in cash that the applicable Fund may, in its sole discretion, permit. In either case, the investor will receive a cash payment equal to the NAV of its Shares based on the NAV of Shares of the applicable Fund next determined after the redemption request is received in proper form (minus a Transaction Fee, including a variable charge, if applicable, as described below).

The Fund may also, in its sole discretion, upon request of a shareholder, provide such redeemer a portfolio of securities that differs from the exact composition of the In-Kind Redemption Basket, or cash in lieu of some securities added to the Cash Component, but in no event will the total value of the securities delivered and the cash transmitted differ from the NAV. Redemptions of Fund Shares for the In-Kind Redemption Basket will be subject to compliance with applicable federal and state securities laws and each Fund (whether or not it otherwise permits cash redemptions) reserves the right to redeem Creation Units for cash to the extent that the Trust could not lawfully deliver specific securities in the In-Kind Redemption Basket upon redemptions or could not do so without first registering the securities in the In-Kind Redemption Basket under such laws. An Authorized Participant or an investor for which it is acting subject to a legal restriction with respect to a particular security included in the In-Kind Redemption Basket applicable to the redemption of a Creation Unit may be paid an equivalent amount of cash. The Authorized Participant may request the redeeming beneficial owner of the Shares to complete an order form or to enter into agreements with respect to such matters as compensating cash payment, beneficial ownership of shares or delivery instructions.

Delivery of Redemption Basket. Once the applicable Fund has accepted a redemption order, upon next determination of that Fund's NAV, that Fund will confirm the issuance of an In-Kind Redemption Basket, against receipt of the Creation Unit(s) at such NAV, any cash in lieu and Transaction Fee, if applicable. A Creation Unit tendered for redemption and the payment of the Cash Redemption Amount, any cash in lieu and Transaction Fee, if applicable, will be effected through DTC. The Authorized Participant, or the investor on whose behalf it is acting, will be recorded on the book-entry system of DTC.

Cash Redemption Method. When cash redemptions of Creation Units are available or specified for the applicable Fund, at that Fund's sole discretion, they will be effected in essentially the same manner as in-kind redemptions. In the case of a cash redemption, the investor will receive the cash equivalent of the In-Kind Redemption Basket minus any Transaction Fees, if applicable. Cash redemptions may cause the applicable Fund to incur certain costs that it would not have had had the redemption been in-kind. These costs may include brokerage costs, execution, price movement and other costs and expenses related to the execution of trades by the applicable Fund, including taxable gains or losses it might not have incurred if the redemption had been in-kind. To the extent that these costs are not offset by the Transaction Fees, the applicable Fund's NAV will be negatively impacted.

Purchase and Redemption Cut-Off Times

All orders and redemptions involving cash in lieu are considered to be "custom." All other orders and redemptions are considered "standard." Order cut-off times for standard and custom orders are as shown in the Order Information Table below. On days when the Exchange or bond markets close earlier than normal (such as the day before a holiday), the Order Cut-Off Time (whether standard or custom) is expected to be similarly earlier than normal.

If indicated in the Order Information Table below, orders to purchase Shares directly from the indicated Fund(s) on the next Business Day must be submitted as a "Future Dated Trade" for one or more Creation Units between 4:30 p.m. Eastern time and 5:30 p.m. Eastern time on the prior Business Day and in the manner set forth in the Participant Agreement and/or applicable order form. Such order window is referred to as a "T-1" order window. For such Future Dated Trades, the Transmittal Date will be the Business Day following the date that the order is submitted. For example, to place an order for such a Fund to receive the NAV of the Fund calculated on a Wednesday, the order would need to be submitted as a Future Dated Trade between 4:30 p.m. Eastern time and 5:30 p.m. Eastern time on the preceding Tuesday.

Transaction Fees

Authorized Participants may be required to pay a Transaction Fee as set forth in the Order Information Table below to compensate the Trust or its custodian for costs incurred in connection with creation and redemption transactions.

The Standard Transaction Fee, which is payable to the Trust's custodian, typically applies to in-kind purchases of the applicable Fund effected through the Clearing Process on any Business Day, regardless of the number of Creation Units purchased or redeemed that day (assuming, in the case of multiple orders on the same day, that the orders are received at or near the same time). A Transaction Fee of up to four times the standard fee may apply to creation and redemption transactions that occur outside the Clearing Process. As shown in the Order Information Table below, certain Fund Deposits consisting of cash-in-lieu or Cash Value may be subject to a variable charge, which is payable to the applicable Fund, of up to 2.00% of the value of the order in addition to the Standard Transaction Fee. The Standard Transaction Fee may be waived on certain orders if the Trust's custodian has determined to waive the Transaction Fees associated with the order or another party, such as the Adviser, has agreed to pay such fee. The Fund may determine to waive the variable charge on certain orders when such waiver is determined to be in the best interests of Fund shareholders, *e.g.*, for cash creation orders that facilitate the rebalance of the applicable Fund's portfolio in a more tax efficient manner than could be achieved without such order.

The Fund may adjust the Transaction Fee from time to time. The Standard Transaction Fee is based, in part, on the number of holdings in the applicable Fund's portfolio and may be adjusted periodically if the number of holdings change. Investors will also be responsible for the costs associated with transferring the securities in the In-Kind Creation (and Redemption) Baskets to (and from) the account of the Trust. Further, investors who, directly or indirectly, use the services of a broker or other intermediary to compose a Creation Unit in addition to an Authorized Participant to effect a transaction in Creation Units may be charged an additional fee by such intermediary for such services.

Order Information Table

Fund	Ticker	Standard Order Cut-Off Time	Custom Order Cut-Off Time	Standard Transaction Fee	Standard Fund Deposit
Strive 500 ETF	STXF	4:00 p.m. ET	4:00 p.m. ET	$750	In-Kind
Strive Emerging Markets Ex-China ETF	STXE	4:30 p.m.-5:30 p.m. ET (T-1)	4:30 p.m.-5:30 p.m. ET (T-1)	$4,250	In-Kind
Strive U.S. Energy ETF	DRLL	4:00 p.m. ET	4:00 p.m. ET	$300	In-Kind
Strive U.S. Semiconductor ETF	SHOC	4:00 p.m. ET	4:00 p.m. ET	$300	In-Kind
Strive Natural Resources and Security ETF	FTWO	4:00 p.m. ET	4:00 p.m. ET	$300	In-Kind
Strive 1000 Growth ETF	STXG	4:00 p.m. ET	4:00 p.m. ET	$1,000	In-Kind
Strive 1000 Value ETF	STXV	4:00 p.m. ET	4:00 p.m. ET	$1,000	In-Kind
Strive Small-Cap ETF	STXK	4:00 p.m. ET	4:00 p.m. ET	$1,000	In-Kind
Strive 1000 Dividend Growth ETF	STXD	4:00 p.m. ET	4:00 p.m. ET	$750	In-Kind

DETERMINATION OF NET ASSET VALUE

The NAV of Shares is calculated each business day as of the close of regular trading on the New York Stock Exchange ("NYSE"), generally 4:00 p.m., Eastern time.

Each Fund calculates its NAV per Share by:

- Taking the current market value of its total assets,
- Subtracting any liabilities, and
- Dividing that amount by the total number of Shares owned by shareholders.

If you buy or sell Shares on the secondary market, you will pay or receive the market price, which may be higher or lower than NAV. Your transaction will be priced at NAV only if you purchase or redeem your Shares in Creation Units.

Because securities listed on foreign exchanges may trade on weekends or other days when a Fund does not price its Shares, the NAV of the Fund, to the extent it may hold foreign securities, may change on days when shareholders will not be able to purchase or sell Shares

Equity securities that are traded on a national securities exchange, except those listed on the NASDAQ Global Market® ("NASDAQ") are valued at the last reported sale price on the exchange on which the security is principally traded. Securities traded on NASDAQ will be valued at the NASDAQ Official Closing Price ("NOCP"). If, on a particular day, an exchange-traded or NASDAQ security does not trade, then the most recent quoted bid for exchange traded or the mean between the most recent quoted bid and ask price for NASDAQ securities will be used. Equity securities that are not traded on a listed exchange are generally valued at the last sale price in the over-the-counter market. If a non-exchange traded security does not trade on a particular day, then the mean between the last quoted closing bid and asked price will be used. Prices denominated in foreign currencies are converted to U.S. dollar equivalents using current exchange rates deemed appropriate for a Fund, which approximates fair value.

If a market price is not readily available or is deemed not to reflect market value, a Fund will determine the price of the security held by the Fund based on a determination of the security's fair value pursuant to policies and procedures approved by the Board. Fair valuation may have the effect of reducing stale pricing arbitrage opportunities presented by the pricing of Shares. However, when a Fund uses fair valuation to price securities, it may value those securities higher or lower than another fund would have priced the security. Also, the use of fair valuation may cause the Shares' NAV performance to diverge from the Shares' market price and from the performance of various benchmarks used to compare a Fund's performance because benchmarks generally do not use fair valuation techniques. Because of the judgment involved in fair valuation decisions, there can be no assurance that the value ascribed to a particular security is accurate.

Subject to its oversight, the Board has delegated primary responsibility for determining or causing to be determined the value of each Fund's investments to the Adviser, pursuant to the Trust's valuation policy and procedures, which have been adopted by the Trust and approved by the Board. In accordance with Rule 2a-5 under the 1940 Act, the Board designated the Adviser as the "valuation designee" of the Funds. If the Adviser, as valuation designee, determines that reliable market quotations are not readily available for an investment, the investment is valued at fair value as determined in good faith by the Adviser in accordance with the Trust's fair valuation policy and procedures. The Adviser will provide the Board with periodic reports, no less frequently than quarterly, that discuss the functioning of the valuation process, if applicable, and that identify issues and valuation problems that have arisen, if any. As appropriate, the Adviser and the Board will review any securities valued by the Adviser in accordance with the Trust's valuation policies during these periodic reports.

Repurchase agreements are generally valued at par. Pricing services will be used to determine the value of a fixed income investment. In certain circumstances, short-term instruments may be valued on the basis of amortized cost.

Redeemable securities issued by open-end investment companies are valued at the investment company's applicable net asset value, with the exception of exchange-traded open-end investment companies which are priced as equity securities. Each investment company values securities and other instruments in a manner as described in that investment company's prospectus.

Prices denominated in foreign currencies are converted to U.S. dollars at the current exchange rate, which approximates fair value.

TAXES

The following is a summary of certain additional material tax considerations generally affecting a Fund and its shareholders that are not described in the Prospectus. No attempt is made to present a detailed explanation of the tax treatment of a Fund or its shareholders, and the discussion here and in the Prospectus is not intended as a substitute for careful tax planning.

This "Taxes" section is based on the Code and applicable U.S. Treasury Regulations in effect on the date of this SAI. Future legislative, regulatory, or administrative changes, including provisions of current law that sunset and thereafter

no longer apply, or court decisions may significantly change the tax rules applicable to a Fund and its shareholders. Any of these changes or court decisions may have a retroactive effect.

In addition, no attempt is made to address tax concerns applicable to an investor with a special tax status such as a financial institution, real estate investment trust ("REIT"), insurance company, regulated investment company ("RIC"), individual retirement account ("IRA"), other tax-exempt entity, dealer in securities, or non-U.S. investor. Furthermore, this discussion does not reflect possible application of the alternative minimum tax. Unless otherwise noted, this discussion assumes Shares are held by U.S. shareholders and that such Shares are held as capital assets.

A U.S. shareholder is a beneficial owner of Shares of a Fund that is for U.S. federal income tax purposes:

- a citizen or individual resident of the United States (including certain former citizens and former long-term residents);
- a corporation or other entity treated as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States or any state thereof or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust with respect to which a court within the United States is able to exercise primary supervision over its administration and one or more U.S. persons have the authority to control all of its substantial decisions or the trust has a valid election in effect under applicable U.S. Treasury Regulations to be treated as a U.S. person.

A "Non-U.S. investor" is a beneficial owner of Shares of a Fund that is an individual, corporation, trust or estate and is not a U.S. shareholder. If a partnership (including any entity treated as a partnership for U.S. federal income tax purposes) holds Shares, the tax treatment of a partner in the partnership generally depends upon the status of the partner and the activities of the partnership. A partner of a partnership holding the Shares should consult its own tax advisor with respect to the purchase, ownership and disposition of Shares by the partnership.

The description below is for general information only and is not tax advice. All investors should consult their own tax advisors as to the U.S. federal, state, local and foreign tax provisions applicable to them.

Taxation of the Funds

Each Fund is treated as a separate corporation for U.S. federal income tax purposes. Losses in a Fund do not offset gains in another fund in the Fund Complex and the requirements (other than certain organizational requirements) for qualifying for RIC status as described below are determined at the Fund level rather than the Trust level.

Each Fund has elected and intends to qualify each year as a RIC under Subchapter M of the Code. If a Fund so qualifies, the Fund will not be subject to U.S. federal income tax on the portion of its investment company taxable income (that is, generally, taxable interest, dividends, net short-term capital gains, and other taxable ordinary income, net of expenses, without regard to the deduction for dividends paid) and net capital gain (that is, the excess of net long-term capital gains over net short-term capital losses) that it distributes to shareholders.

To qualify for treatment as a RIC, a Fund must satisfy the following requirements:

- Distribution Requirement — a Fund must distribute an amount equal to the sum of at least 90% of its investment company taxable income and 90% of its net tax-exempt income, if any, for the tax year (including, for purposes of satisfying this distribution requirement, certain distributions made by a Fund after the close of its taxable year that are treated as made during such taxable year).
- Income Requirement — a Fund must derive at least 90% of its gross income from dividends, interest, certain payments with respect to securities loans, and gains from the sale or other disposition of stock, securities or foreign currencies, or other income (including, but not limited to, gains from options, futures or forward contracts) derived from its business of investing in such stock, securities or currencies and net income derived from qualified publicly traded partnerships ("QPTPs"). See "Tax Treatment of Portfolio Transactions – Investments in Partnerships and QPTPs" below.
- Asset Diversification Test — a Fund must satisfy the following asset diversification test at the close of each quarter of the Fund's tax year: (i) at least 50% of the value of the Fund's assets must consist of cash and cash items, U.S. government securities, securities of other RICs, and securities of other issuers (as to which the

Fund has not invested more than 5% of the value of the Fund's total assets in securities of an issuer and as to which the Fund does not hold more than 10% of the outstanding voting securities of the issuer); and (ii) no more than 25% of the value of the Fund's total assets may be invested in the securities of any one issuer (other than U.S. government securities or securities of other RICs) or of two or more issuers which the Fund controls and which are engaged in the same or similar trades or businesses, or, in the securities of one or more QPTPs.

If a Fund fails this Income Requirement as long as such failure was due to reasonable cause and not willful neglect it is subject to a penalty for non-compliance, which is generally the amount by which the non-qualifying income exceeds one-ninth of the qualifying gross income.

Similarly, if a Fund fails the Asset Diversification Test and the failure is not de minimis, the Fund can cure if: (i) it files with the U.S. Treasury Department a description of each asset that caused it to fail the Asset Diversification Test; (ii) the failure is due to reasonable cause and not willful neglect; and (iii) the failure is cured within six months (or such other period specified by the U.S. Treasury Department). In such cases, a tax is imposed on the Fund equal to the greater of: (i) $50,000 or (ii) an amount determined by multiplying the highest rate of tax (currently 21%) by the amount of net income generated during the period of Asset Diversification Test failure by the assets that caused the Fund to fail the Asset Diversification Test.

In some circumstances, the character and timing of income realized by a Fund for purposes of the Income Requirement or the identification of the issuer for purposes of the Asset Diversification Test is uncertain under current law with respect to a particular investment, and an adverse determination or future guidance by the IRS with respect to such type of investment may adversely affect the Fund's ability to satisfy these requirements. See, "Tax Treatment of Portfolio Transactions" below with respect to the application of these requirements to certain types of investments. In other circumstances, a Fund may be required to sell portfolio holdings in order to meet the Income Requirement, Distribution Requirement, or Asset Diversification Test, which may have a negative impact on the Fund's income and performance. In lieu of potential disqualification, a Fund is permitted to pay a tax for certain failures to satisfy the Asset Diversification Test or Income Requirement, which, in general, are limited to those due to reasonable cause and not willful neglect.

A Fund may use "equalization accounting" (in lieu of making some cash distributions) in determining the portion of its income and gains that has been distributed. If a Fund uses equalization accounting, it will allocate a portion of its undistributed investment company taxable income and net capital gain to redemptions of Shares and will correspondingly reduce the amount of such income and gains that it distributes in cash. Certain aspects of equalization accounting are uncertain under current law. If the IRS determines that a Fund's allocation is improper and that the Fund has under-distributed its income and gain for any taxable year, the Fund may be liable for U.S. federal income and/or excise tax. If, as a result of such adjustment, the applicable Fund fails to satisfy the Distribution Requirement, the Fund will not qualify that year as a RIC the effect of which is described in the following paragraph.

If for any taxable year a Fund does not qualify as a RIC, all of its taxable income (including its net capital gain) would be subject to U.S. federal income tax at regular corporate rates, regardless of whether such income was distributed. Distributions to a Fund's shareholders of such income and gain would not be deductible by such Fund in computing its taxable income. In such event, a Fund's distributions, to the extent derived from the Fund's current or accumulated earnings and profits, would constitute ordinary dividends, which would generally be eligible for the dividends-received deduction available to corporate U.S. shareholders, and non-corporate U.S. shareholders would generally be able to treat such distributions as qualified dividend income eligible for preferential rates of U.S. federal income taxation, if holding period and other requirements are satisfied. Distributions in excess of a Fund's current and accumulated earnings and profits would be treated first as a return of capital to the extent of a shareholder's tax basis in its Shares, and any remaining distributions would be treated as capital gain. Failure to qualify as a RIC would thus have a negative impact on a Fund's income and performance. Subject to savings provisions for certain failures to satisfy the Income Requirement or Asset Diversification Test, which, in general, are limited to those due to reasonable cause and not willful neglect, it is possible that a Fund will not qualify as a RIC in any given tax year. Even if such savings provisions apply, a Fund may be subject to a monetary sanction of $50,000 or more. Moreover, the Board reserves the right not to maintain the qualification of a Fund as a RIC if it determines such a course of action to be beneficial to shareholders.

To qualify as a RIC in a subsequent taxable year, a Fund would be required to satisfy the Income Requirement, the Asset Diversification Test, and the Distribution Requirement for that year and dispose of any earnings and profits from any year in which the Fund failed to qualify for tax treatment as a RIC. Subject to a limited exception applicable to

RICs that qualified as such under the Code for at least one year prior to disqualification and that requalify as a RIC no later than the second year following the nonqualifying year, a Fund would be subject to tax on any unrealized built-in gains in the assets held by it during the period in which the Fund failed to qualify for tax treatment as a RIC that are recognized within the subsequent five years, unless the Fund made a special election to pay corporate-level tax on such built-in gain at the time of its requalification as a RIC.

Portfolio Turnover. For investors that hold their Shares in a taxable account, a high portfolio turnover rate may result in higher taxes. This is because a fund with a high turnover rate is likely to accelerate the recognition of capital gains and more of such gains are likely to be taxable as short-term rather than long-term capital gains in contrast to a comparable fund with a low turnover rate. Any such higher taxes would reduce a Fund's after-tax performance. See, "Taxation of Fund Distributions – Distributions of Capital Gain" below. For Non-U.S. investors, any such acceleration of the recognition of capital gains that results in more short-term and less long-term capital gains being recognized by a Fund may cause such investors to be subject to increased U.S. withholding taxes. See, "Non-U.S. Investors – Capital Gain Dividends" and "Short-Term Capital Gain Dividends and Interest Related Dividends" below.

Capital Loss Carryovers. The capital losses of a Fund, if any, do not flow through to shareholders. Rather, a Fund may use its capital losses, subject to applicable limitations, to offset its capital gains without being required to pay taxes on or distribute to shareholders such gains that are offset by the losses. Rules similar to those that apply to capital loss carryovers of individuals apply to RICs. Thus, if a Fund has a "net capital loss" (that is, capital losses in excess of capital gains), the excess (if any) of the Fund's net short-term capital losses over its net long-term capital gains is treated as a short-term capital loss arising on the first day of the Fund's next taxable year, and the excess (if any) of the Fund's net long-term capital losses over its net short-term capital gains is treated as a long-term capital loss arising on the first day of the Fund's next taxable year. Any such net capital losses of a Fund that are not used to offset capital gains may be carried forward indefinitely to reduce any future capital gains realized by the Fund in succeeding taxable years. The amount of capital losses that can be carried forward and used in any single year is subject to an annual limitation if there is a more than 50% "change in ownership" of a Fund. An ownership change generally results when shareholders owning 5% or more of a Fund increase their aggregate holdings by more than 50% over a three-year look-back period. An ownership change could result in capital loss carryovers being used at a slower rate, thereby reducing a Fund's ability to offset capital gains with those losses. An increase in the amount of taxable gains distributed to a Fund's shareholders could result from an ownership change. A Fund undertakes no obligation to avoid or prevent an ownership change, which can occur in the normal course of shareholder purchases and redemptions or as a result of engaging in a tax-free reorganization with another fund. Moreover, because of circumstances beyond a Fund's control, there can be no assurance that a Fund will not experience, or has not already experienced, an ownership change. Additionally, if a Fund engages in a tax-free reorganization with another fund, the effect of these and other rules not discussed herein may be to disallow or postpone the use by a Fund of its capital loss carryovers (including any current year losses and built-in losses when realized) to offset its own gains or those of the other fund, or vice versa, thereby reducing the tax benefits Fund shareholders would otherwise have enjoyed from use of such capital loss carryovers.

At June 30, 2026, the Funds had accumulated short-term and long-term capital loss carryforwards in the amounts provided in the table below. These amounts do not expire.

Fund	Unlimited Short Term Capital Loss Carryover	Unlimited Long Term Capital Loss Carryover
Strive 500 ETF	$ (867,895)	$ (3,459,978)
Strive 1000 Growth ETF	$ (352,500)	$ (1,157,184)
Strive 1000 Value ETF	$ (356,925)	$ (436,696)
Strive Small-Cap ETF	$ (3,687,315)	$ (3,480,159)
Strive 1000 Dividend Growth ETF	$ (50,241)	$ (246,170)
Strive Emerging Markets Ex-China ETF	$ (2,838,528)	$ -
Strive U.S. Energy ETF	$ (4,771,379)	$ (8,325,025)
Strive U.S. Semiconductor ETF	$ (2,119,101)	$ (546,349)
Strive Natural Resources and Security ETF	$ (436,336)	$ (224,536)

Deferral of Late Year Losses. Each Fund may elect to treat part or all of any "qualified late year loss" as if it had been incurred in the succeeding taxable year in determining such Fund's taxable income, net capital gain, net short-term capital gain, and earnings and profits. The effect of this election is to treat any such "qualified late year loss" as if it had been incurred in the succeeding taxable year in characterizing Fund distributions for any calendar year (see, "Taxation of Fund Distributions – Distributions of Capital Gain" below). A "qualified late year loss" includes:

(i) any net capital loss, net long-term capital loss, or net short-term capital loss incurred after October 31 of the current taxable year ("post-October losses"), and

(ii) the excess, if any, of (1) the sum of (a) specified losses incurred after October 31 of the current taxable year, and (b) other ordinary losses incurred after December 31 of the current taxable year, over (2) the sum of (a) specified gains incurred after October 31 of the current taxable year, and (b) other ordinary gains incurred after December 31 of the current taxable year.

The terms "specified losses" and "specified gains" mean ordinary losses and gains from the sale, exchange, or other disposition of property (including the termination of a position with respect to such property), foreign currency losses and gains, and losses and gains resulting from holding stock in a passive foreign investment company ("PFIC") for which a mark-to-market election is in effect. The terms "ordinary losses" and "ordinary gains" mean other ordinary losses and gains that are not described in the preceding sentence.

Undistributed Capital Gains. A Fund may retain or distribute to shareholders its net capital gain for each taxable year. Each Fund currently intends to distribute net capital gains. If a Fund elects to retain its net capital gain, the Fund will be taxed thereon (except to the extent of any available capital loss carryovers) at the highest U.S. federal corporate tax rate (currently 21%). If a Fund elects to retain its net capital gain, it is expected that the Fund also will elect to have shareholders treated as if each received a distribution of its pro rata share of such gain, with the result that each shareholder will be required to report its pro rata share of such gain on its tax return as long-term capital gain, will receive a refundable tax credit for its pro rata share of tax paid by the Fund on the gain, and will increase the tax basis for its Shares by an amount equal to the deemed distribution less the tax credit.

U.S. Federal Excise Tax. To avoid a 4% non-deductible U.S. federal excise tax, a Fund must distribute by December 31 of each year an amount equal to at least: (1) 98% of its ordinary income for the calendar year, (2) 98.2% of capital gain net income (that is, the excess of the gains from sales or exchanges of capital assets over the losses from such sales or exchanges) for the one-year period ended on October 31 of such calendar year, and (3) any prior year undistributed ordinary income and capital gain net income. A Fund may elect to defer to the following year any net ordinary loss incurred for the portion of the calendar year which is after the beginning of the Fund's taxable year. Also, a Fund will defer any "specified gain" or "specified loss" which would be properly taken into account for the portion of the calendar year after October 31. Any net ordinary loss, specified gain, or specified loss deferred shall be treated as arising on January 1 of the following calendar year. Generally, a Fund intends to make sufficient distributions prior to the end of each calendar year to avoid any material liability for U.S. federal income and excise tax, but can give no assurances that all or a portion of such liability will be avoided. In addition, under certain circumstances, temporary timing or permanent differences in the realization of income and expense for book and tax purposes can result in a Fund having to pay the U.S. federal excise tax.

Foreign Income Tax. Investment income received by a Fund from sources within foreign countries may be subject to foreign income tax withheld at the source and the amount of tax withheld generally will be treated as an expense of the Fund. The United States has entered into tax treaties with many foreign countries which entitle a Fund to a reduced rate of, or exemption from, tax on such income. It is impossible to determine the effective rate of foreign tax in advance since the amount of a Fund's assets to be invested in various countries is not known. Under certain circumstances, a Fund may elect to pass-through foreign tax credits to shareholders, although it reserves the right not to do so.

Purchase of Shares. As a result of tax requirements, the Trust on behalf of a Fund has the right to reject an order to purchase Shares if the purchaser (or group of purchasers acting in concert with each other) would, upon obtaining the Shares so ordered, own 80% or more of the outstanding Shares of the Fund and if, pursuant to section 351 of the Code, the Fund would have a basis in the Deposit Securities different from the market value of such securities on the date of deposit. The Trust also has the right to require information necessary to determine beneficial Share ownership for purposes of the 80% determination.

Taxation of Fund Distributions

This section applies to U.S. shareholders.

Each Fund anticipates distributing all or substantially all of its investment company taxable income and net capital gain for each taxable year. Distributions by a Fund will be treated in the manner described below regardless of whether such distributions are paid in cash or reinvested in additional Shares of the Fund (or of another fund). A Fund will send you information annually as to the U.S. federal income tax consequences of distributions made (or deemed made) during the year.

Distributions of Net Investment Income. A Fund receives ordinary income generally in the form of dividends and/or interest on its investments. A Fund may also recognize ordinary income from other sources, including, but not limited to, certain gains on foreign currency-related transactions. This income, less expenses incurred in the operation of a Fund, constitutes a Fund's net investment income from which dividends may be paid to you. If you are a taxable investor, distributions of net investment income generally are taxable as ordinary income to the extent of a Fund's earnings and profits. In the case of a Fund whose strategy includes investing in stocks of corporations, a portion of the income dividends paid to you may be qualified dividends eligible to be taxed at reduced rates. See the discussion below under the headings, "– Qualified Dividend Income for Individuals" and "– Dividends-Received Deduction for Corporations."

Distributions of Capital Gain. A Fund may derive capital gain and loss in connection with sales or other dispositions of its portfolio securities. Distributions derived from the excess of net short-term capital gain over net long-term capital loss will be taxable to you as ordinary income. Distributions paid from the excess of net long-term capital gain over net short-term capital loss will be taxable to you as long-term capital gain, regardless of how long you have held your Shares in a Fund. Any net short-term or long-term capital gain realized by a Fund (net of any capital loss carryovers) generally will be distributed once each year and may be distributed more frequently, if necessary, in order to reduce or eliminate U.S. federal excise or income taxes on the Fund.

Returns of Capital. Distributions by a Fund that are not paid from earnings and profits will be treated as a return of capital to the extent of (and in reduction of) the shareholder's tax basis in its Shares; any excess will be treated as gain from the sale of its Shares. Thus, the portion of a distribution that constitutes a return of capital will decrease the shareholder's tax basis in its Shares (but not below zero) and will result in an increase in the amount of gain (or decrease in the amount of loss) that will be recognized by the shareholder for tax purposes on the later sale of such Shares. Return of capital distributions can occur for a number of reasons including, among others, a Fund over-estimates the income to be received from certain investments such as those classified as partnerships or equity REITs (see, "Tax Treatment of Portfolio Transactions – Investments in U.S. REITs" below).

Qualified Dividend Income for Individuals. Ordinary income dividends reported by a Fund to shareholders as derived from qualified dividend income will be taxed in the hands of individuals and other noncorporate shareholders at the rates applicable to long-term capital gain. "Qualified dividend income" means dividends paid to a Fund (a) by domestic corporations, (b) by foreign corporations that are either (i) incorporated in a possession of the United States, or (ii) are eligible for benefits under certain income tax treaties with the United States that include an exchange of information program, or (c) with respect to stock of a foreign corporation that is readily tradable on an established securities market in the United States. Both a Fund and the investor must meet certain holding period requirements to qualify Fund dividends for this treatment. Specifically, a Fund must hold the stock for at least 61 days during the 121-day period beginning 60 days before the stock becomes ex-dividend. Similarly, investors must hold their Shares for at least 61 days during the 121-day period beginning 60 days before a Fund distribution goes ex-dividend. Income derived from investments in derivatives, fixed-income securities, U.S. REITs, PFICs, and income received "in lieu of" dividends in a securities lending transaction generally is not eligible for treatment as qualified dividend income. If the qualifying dividend income received by a Fund is equal to or greater than 95% of the Fund's gross income (exclusive of net capital gain) in any taxable year, all of the ordinary income dividends paid by the Fund will be qualifying dividend income.

Dividends-Received Deduction for Corporations. For corporate shareholders, a portion of the dividends paid by a Fund may qualify for the corporate dividends-received deduction. The portion of dividends paid by a Fund that so qualifies will be reported by the Fund to shareholders each year and cannot exceed the gross amount of dividends received by the Fund from domestic (U.S.) corporations. The availability of the dividends-received deduction is subject to certain holding period and debt financing restrictions that apply to both a Fund and the investor. Specifically, the amount that a

Fund may report as eligible for the dividends-received deduction will be reduced or eliminated if the shares on which the dividends earned by the Fund were debt-financed or held by the Fund for less than a minimum period of time, generally 46 days during a 91-day period beginning 45 days before the stock becomes ex-dividend. Similarly, if your Shares are debt-financed or held by you for less than a 46-day period then the dividends-received deduction for Fund dividends on your Shares may also be reduced or eliminated. Even if reported as dividends eligible for the dividends-received deduction, all dividends (including any deducted portion) must be included in your alternative minimum taxable income calculation. Income derived by a Fund from investments in derivatives, fixed-income and foreign securities generally is not eligible for this treatment.

Realized but Undistributed Income and Gains, and Net Unrealized Appreciation of Portfolio Securities. At the time of your purchase of Shares, a Fund's net asset value may reflect undistributed income, undistributed capital gains, or net unrealized appreciation of portfolio securities held by the Fund. A subsequent distribution to you of such amounts, although constituting a return of your investment, would be taxable, and would be taxed as ordinary income (some portion of which may be taxed as qualified dividend income), capital gains, or some combination of both, unless you are investing through a tax-deferred arrangement, such as a 401(k) plan or an IRA. A Fund may be able to reduce the amount of such distributions from capital gains by utilizing its capital loss carryovers, if any.

Pass-Through of Foreign Tax Credits. If more than 50% of a Fund's total assets at the end of a fiscal year is invested in foreign securities, the Fund may elect to pass through to you your pro rata share of foreign taxes paid by the Fund. A "qualified fund of funds" is a RIC that has at least 50% of the value of its total assets invested in other RICs at the end of each quarter of the taxable year. If a Fund satisfies this alternative qualification threshold, it should also be eligible to make this election. If this election is made, a Fund may report more taxable income to you than it actually distributes. You will then be entitled either to deduct your share of these taxes in computing your taxable income, or to claim a foreign tax credit for these taxes against your U.S. federal income tax (subject to limitations for certain shareholders). A Fund will provide you with the information necessary to claim this deduction or credit on your personal income tax return if it makes this election. No deduction for foreign tax may be claimed by a non-corporate shareholder who does not itemize deductions or who is subject to the alternative minimum tax. Shareholders may be unable to claim a credit for the full amount of their proportionate shares of the foreign income tax paid by a Fund due to certain limitations that may apply. A Fund reserves the right not to pass through to its shareholders the amount of foreign income taxes paid by the Fund. Additionally, any foreign tax withheld on payments made "in lieu of" dividends or interest will not qualify for the pass-through of foreign tax credits to shareholders. See, "Tax Treatment of Portfolio Transactions – Securities Lending" below.

U.S. Government Securities. Income earned on certain U.S. government obligations is exempt from state and local personal income taxes if earned directly by you. States also grant tax-free status to dividends paid to you from interest earned on direct obligations of the U.S. government, subject in some states to minimum investment or reporting requirements that must be met by a Fund. Income on investments by a Fund in certain other obligations, such as repurchase agreements collateralized by U.S. government obligations, commercial paper and federal agency-backed obligations (*e.g.*, GNMA or FNMA obligations), generally does not qualify for tax-free treatment. The rules on exclusion of this income are different for corporations.

Dividends Declared in December and Paid in January. Ordinarily, shareholders are required to take distributions by a Fund into account in the year in which the distributions are made. However, dividends declared in October, November or December of any year and payable to shareholders of record on a specified date in such a month will be deemed to have been received by the shareholders (and made by the Fund) on December 31 of such calendar year if such dividends are actually paid in January of the following year. Shareholders will be advised annually as to the U.S. federal income tax consequences of distributions made (or deemed made) during the year in accordance with the guidance that has been provided by the IRS.

Medicare Tax. A 3.8% U.S. federal Medicare tax is imposed on net investment income earned by certain individuals, estates and trusts. "Net investment income," for these purposes, means investment income, including ordinary dividends and capital gain distributions received from a Fund and net gains from redemptions or other taxable dispositions of Shares, reduced by the deductions properly allocable to such income. In the case of an individual, the tax will be imposed on the lesser of (i) the shareholder's net investment income or (ii) the amount by which the shareholder's modified adjusted gross income exceeds certain thresholds based on filing status. This Medicare tax, if applicable, is reported by you on, and paid with, your U.S. federal income tax return.

Alternative Minimum Tax. As a RIC, a Fund will be subject to the alternative minimum tax ("AMT"), but any items that are treated differently for AMT purposes must be apportioned between the Fund and the shareholders and this may affect U.S. shareholders' AMT liabilities. Each Fund intends in general to apportion these items in the same proportion that dividends paid to each shareholder bear to the Fund's taxable income, determined without regard to the dividends paid deduction.

Tax-Exempt Shareholders. A tax-exempt U.S. shareholder could recognize unrelated business taxable income ("UBTI") by virtue of its investment in a Fund if Shares constitute debt-financed property in the hands of the tax-exempt U.S. shareholder. Furthermore, a tax-exempt U.S. shareholder may recognize UBTI if a Fund recognizes "excess inclusion income" derived from direct or indirect investments in residual interests in real estate mortgage investment conduits ("REMICs") or equity interests in taxable mortgage pools ("TMPs") if the amount of such income recognized by the Fund exceeds the Fund's investment company taxable income (after taking into account deductions for dividends paid by the Fund).

In addition, special tax consequences apply to charitable remainder trusts ("CRTs") that invest in RICs that invest directly or indirectly in residual interests in REMICs or equity interests in TMPs. A CRT that realizes any UBTI for a taxable year, must pay an excise tax annually of an amount equal to such UBTI. Under IRS guidance issued in October 2006, a CRT will not recognize UBTI solely as a result of investing in a Fund that recognize "excess inclusion income." Rather, if at any time during any taxable year a CRT (or one of certain other tax-exempt shareholders, such as the United States, a state or political subdivision, or an agency or instrumentality thereof, and certain energy cooperatives) is a record holder of a Share that recognize "excess inclusion income," then a Fund will be subject to a tax on that portion of its "excess inclusion income" for the taxable year that is allocable to such shareholders, at the highest U.S. federal corporate income tax rate. The extent to which this IRS guidance remains applicable is unclear. To the extent permitted under the 1940 Act, a Fund may elect to specially allocate any such tax to the applicable CRT, or other shareholder, and thus reduce such shareholder's distributions for the year by the amount of the tax that relates to such shareholder's interest in the Fund. Each Fund has not yet determined whether such an election will be made. CRTs and other tax-exempt investors are urged to consult their own tax advisor concerning the consequences of investing in the Fund.

Sales and Redemption of Shares

This section applies to U.S. shareholders.

Sales and redemptions (including redemptions in kind) of Shares are taxable transactions for U.S. federal and state income tax purposes. If you redeem your Shares, the IRS requires you to report any gain or loss on your redemption. If you held your Shares as a capital asset, the gain or loss that you realize will be a capital gain or loss and will be long-term or short-term, generally depending on how long you have held your Shares. Any redemption fees you incur on Shares redeemed will decrease the amount of any capital gain (or increase any capital loss) you realize on the sale. Capital losses in any year are deductible only to the extent of capital gains plus, in the case of a non-corporate taxpayer, $3,000 of ordinary income.

Taxes on Purchase and Redemption of Creation Units. An Authorized Participant who exchanges equity securities for Creation Units generally will recognize a gain or a loss. The gain or loss will be equal to the difference between the market value of the Creation Units at the time of purchase and the exchanger's aggregate basis in the securities surrendered and any cash paid. A person who exchanges Creation Units for equity securities will generally recognize a gain or loss equal to the difference between the exchanger's basis in the Creation Units and the aggregate market value of the securities received and any cash received. The IRS, however, may assert that a loss realized upon an exchange of securities for Creation Units cannot be deducted currently under the rules governing "wash sales," or on the basis that there has been no significant change in economic position. Persons exchanging securities should consult their own tax advisor with respect to whether wash sale rules apply and when a loss might not be deductible.

Any capital gain or loss realized upon redemption of Creation Units is generally treated as long-term capital gain or loss if the Shares have been held for more than one year and as a short-term capital gain or loss if the Shares have been held for one year or less.

If a Fund redeems Creation Units in cash, it may recognize more capital gains than it would had it redeemed Creation Units in-kind.

Tax Basis Information. Each Fund is required to provide shareholders with cost basis information on the redemption of any of the shareholder's Shares in the Fund, subject to certain exceptions for exempt recipients. If you hold your Shares through a broker (or other nominee), please contact that broker (nominee) with respect to reporting of cost basis and available elections for your account.

Each Fund has selected the highest cost method to calculate cost basis information. Highest cost is a tax lot identification method that selects the Shares with the highest price for sale. It is specifically designed to limit gains. Under the highest cost method, the shareholder's tax lot with the highest cost basis is sold first so as to minimize gains or maximize losses, depending on market movement since the purchase date.

The highest cost method does not consider the length of time you held your Shares. If your Shares consist of several tax lots and they consist of both long- and short-term holdings, highest cost may deliver the lowest gains but not the lowest tax rate, due to the difference between short- and long-term capital gains tax rates.

When selling at a loss, highest cost also fails to distinguish between two positions that may be similar in cost where one is a long-term holding and the other is a short-term holding. You may want to consult a tax advisor as to whether or not the use of the short-term holding is better for your particular situation. Should the market price of the security rise over time, holding the long-term tax lot will mean you will be taxed at long-term capital gains rates, should you sell those securities for a profit. Highest cost is generally an attractive methodology for short-term holdings, except when the market has risen dramatically.

Wash Sales. All or a portion of any loss that you realize on a redemption of your Shares will be disallowed to the extent that you buy other Shares in a Fund (through reinvestment of dividends or otherwise) within 30 days before or after your Share redemption. Any loss disallowed under these rules will be added to your tax basis in the new Shares.

Redemptions at a Loss Within Six Months of Purchase. Any loss incurred on a redemption or exchange of Shares held for six months or less will be treated as long-term capital loss to the extent of any long-term capital gain distributed to you by a Fund on those Shares.

Reportable Transactions. Under U.S. Treasury Regulations, if a shareholder recognizes a loss with respect to a Fund's Shares of certain threshold amounts, the shareholder must file with the IRS a disclosure statement on Form 8886. The fact that a loss is reportable under these Treasury Regulations does not affect the legal determination of whether the taxpayer's treatment of the loss is proper. Shareholders should consult their own tax advisors to determine the applicability of these regulations in light of their individual circumstances.

Shares Purchased through Tax-Qualified Plans. Special tax rules apply to investments through defined contribution plans and other tax-qualified plans. Shareholders should consult their own tax advisors to determine the suitability of Shares as an investment through such plans, and the precise effect of an investment on their particular tax situation.

If you invest in a Fund through an IRA or other retirement plan, you should consult with your own tax advisor on the applicable rules for such IRA or retirement plan with respect to plan qualification requirements, limits on contributions and distributions, and required distributions from IRAs and retirement plans. As an example, there could be tax penalties on distributions from an IRA or retirement plan prior to age 59-1/2. Certain minimum distribution requirements may also apply to IRAs or retirement plans. Failure to follow these requirements and other applicable requirements may result in significant additional taxes and penalties. It is your responsibility to ensure that you comply with these and other requirements.

Tax Treatment of Portfolio Transactions

Set forth below is a general description of the tax treatment of certain types of securities, investment techniques and transactions that may apply to a Fund and, in turn, affect the amount, character and timing of dividends and distributions payable by the Fund to its shareholders. This section should be read in conjunction with the discussion above under "Investment Objective, Investment Strategies and Risks" for a detailed description of the various types of securities and investment techniques that apply to each Fund.

In General. In general, gain or loss recognized by a Fund on the sale or other disposition of portfolio investments will be a capital gain or loss. Such capital gain and loss may be long-term or short-term depending, in general, upon the length of time a particular investment position is maintained and, in some cases, upon the nature of the transaction. Property held for more than one year generally will be eligible for long-term capital gain or loss treatment. The

application of certain rules described below may serve to alter the manner in which the holding period for a security is determined or may otherwise affect the characterization as long-term or short-term, and also the timing of the realization, of certain gains or losses.

Certain Fixed Income Investments. Gain recognized on the disposition of a debt obligation purchased by a Fund at a market discount (generally, at a price less than its principal amount) will be treated as ordinary income to the extent of the portion of the market discount that accrued during the period of time the Fund held the debt obligation unless the Fund made a current inclusion election to accrue market discount into income as it accrues. If a Fund purchases a debt obligation (such as a zero-coupon security or payment-in-kind security) that was originally issued at a discount, the Fund generally is required to include in gross income each year the portion of the original issue discount that accrues during such year. Therefore, a Fund's investment in such securities may cause the Fund to recognize income and make distributions to shareholders before it receives any cash payments on the securities. To generate cash to satisfy those distribution requirements, a Fund may have to sell portfolio securities that it otherwise might have continued to hold or to use cash flows from other sources such as the sale of Shares.

Higher-Risk Securities. To the extent such investments are permissible for a Fund, a Fund may invest in debt obligations that are in the lowest rating categories or are unrated, including debt obligations of issuers not currently paying interest or who are in default. Investments in debt obligations that are at risk of or in default present special tax issues for a Fund. Tax rules are not entirely clear about issues such as when a Fund may cease to accrue interest, original issue discount or market discount, when and to what extent deductions may be taken for bad debts or worthless securities and how payments received on obligations in default should be allocated between principal and income. In limited circumstances, it may also not be clear whether a Fund should recognize market discount on a debt obligation, and if so, what amount of market discount a Fund should recognize. These and other related issues will be addressed by a Fund when, as and if it invests in such securities, in order to seek to ensure that it distributes sufficient income to preserve its status as a RIC and does not become subject to U.S. federal income or excise tax.

Issuer Deductibility of Interest. A portion of the interest paid or accrued on certain high yield discount obligations owned by a Fund may not be deductible to (and thus, may affect the cash flow of) the issuer. If a portion of the interest paid or accrued on certain high yield discount obligations is not deductible, that portion will be treated as a dividend for purposes of the corporate dividends-received deduction. In such cases, if the issuer of the high yield discount obligations is a domestic corporation, dividend payments by the Fund may be eligible for the dividends-received deduction to the extent of the deemed dividend portion of such accrued interest.

Interest paid on debt obligations owned by a Fund, if any, that are considered for U.S. federal income tax purposes to be payable in the equity of the issuer or a related party will not be deductible to the issuer, possibly affecting the cash flow of the issuer.

Foreign Currency Transactions. A Fund's transactions in foreign currencies, foreign currency-denominated debt obligations and certain foreign currency options, futures contracts and forward contracts (and similar instruments) may give rise to ordinary income or loss to the extent such income or loss results from fluctuations in the value of the foreign currency concerned. This treatment could increase or decrease a Fund's ordinary income distributions to you and may cause some or all of the Fund's previously distributed income to be classified as a return of capital. In certain cases, a Fund may make an election to treat such gain or loss as capital.

PFIC Investments. A Fund may invest in securities of foreign companies that may be classified under the Code as PFICs. In general, a foreign company is classified as a PFIC if at least one-half of its assets constitute investment-type assets or 75% or more of its gross income is investment-type income. When investing in PFIC securities, a Fund intends to mark-to-market these securities under certain provisions of the Code and recognize any unrealized gains as ordinary income at the end of the Fund's fiscal and excise tax years. Deductions for losses are allowable only to the extent of any current or previously recognized gains. These gains (reduced by allowable losses) are treated as ordinary income that a Fund is required to distribute, even though it has not sold or received dividends from these securities. The designation of a foreign security as a PFIC security will cause its income dividends to not qualify for the reduced rate of taxation on qualified dividends when distributed to you by a Fund. Foreign companies are not required to identify themselves as PFICs. Due to various complexities in identifying PFICs, a Fund can give no assurances that it will be able to identify portfolio securities in foreign corporations that are PFICs in time for the Fund to make a mark-to-market election. If a Fund is unable to identify an investment as a PFIC and thus does not make a mark-to-market election, the Fund may be subject to U.S. federal income tax on a portion of any "excess distribution" or gain from the disposition of such Shares

even if such income is distributed as a taxable dividend by the Fund to its shareholders. Additional charges in the nature of interest may be imposed on a Fund in respect of deferred taxes arising from such distributions or gains.

Investments in Partnerships and QPTPs. For purposes of the Income Requirement, income derived by a Fund from a partnership that is not a qualified publicly traded partnership ("QPTP") will be treated as qualifying income only to the extent such income is attributable to items of income of the partnership that would be qualifying income if realized directly by the Fund. While the rules are not entirely clear with respect to a Fund investing in a partnership outside a master-feeder structure, for purposes of testing whether the Fund satisfies the Asset Diversification Test, the Fund generally is treated as owning a pro rata share of the underlying assets of a partnership. See, "Taxation of a Fund." In contrast, different rules apply to a partnership that is a QPTP. A QPTP is a partnership (i) the interests in which are traded on an established securities market, (ii) that is treated as a partnership for U.S. federal income tax purposes, and (iii) that derives less than 90% of its income from sources that satisfy the Income Requirement (*e.g.*, because it invests in commodities). All of the net income derived by a Fund from an interest in a QPTP will be treated as qualifying income, but the Fund may not invest more than 25% of its total assets in one or more QPTPs. However, there can be no assurance that a partnership classified as a QPTP in one year will qualify as a QPTP in the next year. Any such failure to annually qualify as a QPTP might, in turn, cause a Fund to fail to qualify as a RIC. Although, in general, the passive loss rules of the Code do not apply to RICs, such rules do apply to a Fund with respect to items attributable to an interest in a QPTP. Fund investments in partnerships, including in QPTPs, may result in a Fund being subject to state, local or foreign income, franchise or withholding tax liabilities.

Securities Lending. While securities are loaned out by a Fund, the Fund generally will receive from the borrower amounts equal to any dividends or interest paid on the borrowed securities. For U.S. federal income tax purposes, payments made "in lieu of" dividends are not considered dividend income. These distributions will neither qualify for the reduced rate of taxation for qualified dividend income nor the dividends received deduction for corporations. Also, any foreign tax withheld on payments made "in lieu of" dividends or interest will not qualify for the pass-through of foreign tax credits to shareholders.

Investments in Convertible Securities. Convertible debt is ordinarily treated as a "single property" consisting of a pure debt interest until conversion, after which the investment becomes an equity interest. If the security is issued at a premium (*i.e.*, for cash in excess of the face amount payable on retirement), the creditor-holder may amortize the premium over the life of the security. If the security is issued for cash at a price below its face amount, the creditor-holder must accrue original issue discount in income over the life of the debt. The creditor-holder's exercise of the conversion privilege is treated as a nontaxable event. Mandatorily convertible debt (*e.g.*, an exchange traded note issued in the form of an unsecured obligation that pays a return based on the performance of a specified market index, exchange currency, or commodity) is often, but not always, treated as a contract to buy or sell the reference property rather than debt. Similarly, convertible preferred stock with a mandatory conversion feature is ordinarily, but not always, treated as equity rather than debt. Dividends received generally are qualified dividend income and eligible for the corporate dividends received deduction. In general, conversion of preferred stock for common stock of the same corporation is tax-free. Conversion of preferred stock for cash is a taxable redemption. Any redemption premium for preferred stock that is redeemable by the issuing company might be required to be amortized under original issue discount principles.

Investments in ETFs. To the extent a Fund invests in ETFs, the Fund generally intends to invest in ETFs that are taxable as RICs under the Code. Accordingly, the income a Fund receives from such ETFs should be qualifying income for purposes of the Fund satisfying the "Income Requirement" (as defined above under the heading "Taxes"). However, a Fund may also invest in one or more ETFs that are not taxable as RICs under the Code and that may generate non-qualifying income for purposes of satisfying the Income Requirement. Each Fund anticipates monitoring its investments in such ETFs so as to keep such Fund's non-qualifying income within acceptable limits of the Income Requirement, however, it is possible that such non-qualifying income will be more than anticipated which could cause the Fund to inadvertently fail the Income Requirement thereby causing the Fund to fail to qualify as a RIC. In such a case, such Fund would be subject to the rules described above.

Investments in Securities of Uncertain Tax Character. A Fund may invest in securities the U.S. federal income tax treatment of which may not be clear or may be subject to recharacterization by the IRS. To the extent the tax treatment of such securities or the income from such securities differs from the tax treatment expected by a Fund, it could affect

the timing or character of income recognized by the Fund, requiring the Fund to purchase or sell securities, or otherwise change its portfolio, in order to comply with the tax rules applicable to RICs under the Code.

Options, Futures and Forward Contracts, Straddles, and Swap Agreements. Some of the options, futures contracts, forward contracts, and swap agreements used by a Fund may be considered "section 1256 contracts." Any gains or losses on section 1256 contracts are generally considered 60% long-term and 40% short-term capital gains or losses ("60/40") although certain foreign currency gains and losses from such contracts may be treated as ordinary in character. Also, section 1256 contracts held by a Fund at the end of each taxable year (and, for purposes of the 4% U.S. federal excise tax, on certain other dates as prescribed under the Code) are "marked to market" with the result that unrealized gains or losses are treated as though they were realized and the resulting gain or loss is treated as ordinary or 60/40 gain or loss.

Generally, hedging transactions and certain other transactions in options, futures and forward contracts undertaken by a Fund, may result in "straddles" for U.S. federal income tax purposes. In some cases, the straddle rules also could apply in connection with swap agreements. The straddle rules may affect the amount, timing and character of gains (or losses) realized by a Fund. In addition, losses realized by a Fund on positions that are part of a straddle may be deferred under the straddle rules, rather than being taken into account in calculating the Fund's taxable income for the taxable year in which such losses are realized. Because only a few U.S. Treasury Regulations implementing the straddle rules have been promulgated, the tax consequences of transactions in options, futures, forward contracts, and swap agreements to a Fund are not entirely clear. The transactions may increase the amount of short-term capital gain realized by a Fund which generally would be taxed as ordinary income when distributed to shareholders.

A Fund may make one or more of the elections available under the Code which are applicable to straddles. If a Fund makes any of the elections, the amount, character and timing of the recognition of gains or losses from the affected straddle positions will be determined under rules that vary according to the election(s) made. The rules applicable under certain of the elections operate to accelerate the recognition of gains or losses from the affected straddle positions.

The key features of the straddle rules are as follows:

- A Fund may have to wait to deduct any losses. If a Fund has a capital gain in one position of a straddle and a capital loss in the other, the Fund may not recognize the loss for U.S. federal income tax purposes until the Fund disposes of both positions. This might occur, for example, if a Fund had a highly appreciated stock position and the Fund purchased protective put options (which give the Fund the right to sell the stock to someone else for a period of time at a predetermined price) to offset the risk. If the stock continued to increase in value and the put options expired worthless, the Fund must defer recognition of the loss on its put options until the Fund sells and recognizes the gain on the original, appreciated position.
- A Fund's capital gain holding period may get clipped. The moment a Fund enters into a typical straddle, the capital gains holding period on its offsetting positions is frozen. If a Fund held the original position for one year or less (thus not qualifying for the long-term capital gains rate), not only is the holding period frozen, it starts all over again when the Fund disposes of the offsetting position.
- Losses recognized with respect to certain straddle positions that would otherwise constitute short-term capital losses may be treated as long-term capital losses. This generally has the effect of reducing the tax benefit of such losses.
- A Fund may not be able to deduct any interest expenses or carrying charges. During the offsetting period, any interest or carrying charges associated with the straddle are not currently tax deductible but must be capitalized (added to cost basis).

Because application of the straddle rules may affect the character of gains or losses, defer losses and/or accelerate the recognition of gains or losses from the affected straddle positions, the amount which must be distributed to shareholders, and which generally will be taxed to shareholders either as ordinary income or long-term capital gain, may be increased or decreased substantially as compared to a Fund that did not engage in such hedging transactions.

Rules governing the tax aspects of swap agreements are in a developing stage and are not entirely clear in certain respects. Accordingly, while each Fund intends to account for such transactions in a manner they deem to be appropriate, the IRS might not accept such treatment. If it did not, the status of a Fund as a RIC might be affected. The Trust intends to monitor developments in this area.

Certain requirements that must be met under the Code in order for a Fund to qualify as a RIC, including the Income Requirement and Asset Diversification Test applicable to the Fund's assets may limit the extent to which the Fund will be able to engage in transactions in options, futures contracts, forward contracts, and swap agreements.

In addition, the use of swaps or other derivatives could adversely affect the character (capital gain vs. ordinary income) of the income recognized by a Fund for U.S. federal income tax purposes, as well as the amount and timing of such recognition, as compared to a direct investment in underlying securities, and could result in the Fund's recognition of income prior to the receipt of any corresponding cash. As a result of the use of swaps and derivatives, a larger portion of a Fund's distributions may be treated as ordinary income than would have been the case if the Fund did not enter into such swaps or derivatives. The tax treatment of swap agreements and other derivatives may also be affected by future legislation or U.S. Treasury Regulations and/or guidance issued by the IRS that could affect the character, timing and/or amount of a Fund's taxable income or gains and distributions made by the Fund.

Short Sales. Each Fund may engage in short sales of securities. In general, gain or loss on a short sale is recognized when a Fund closes the short sale by delivering the borrowed securities to the lender, not when the borrowed securities are sold. Short sales may increase the amount of short-term capital gain realized by a Fund, which generally would be taxed as ordinary income when distributed to shareholders. In addition, these rules may terminate the holding period of "substantially identical property" held by these Funds. Moreover, a loss recognized by a Fund on a short sale will be treated as a long-term capital loss if, on the date of the short sale, "substantially identical property" has been held by the Fund for more than one year. A Fund generally will not be permitted to deduct payments made to reimburse a lender of securities for dividends paid on borrowed securities if the short sale is closed on or before the 45th day after the Fund enters into the short sale. Short sales also may be subject to the "Constructive Sales" rules, discussed below.

Constructive Sales. Certain rules may affect the timing and character of gain if a Fund engages in transactions that reduce or eliminate its risk of loss with respect to appreciated financial positions. If a Fund enters into certain transactions in property while holding substantially identical property, the Fund would be treated as if it had sold and immediately repurchased the property and would be subject to tax on any gain (but not loss) from the constructive sale. The character of gain from a constructive sale would depend upon a Fund's holding period in the property. Loss from a constructive sale would be recognized when the property was subsequently disposed of, and its character would depend on a Fund's holding period and the application of various loss deferral provisions of the Code.

Investments in REITs and REMICs. Each Fund may invest in REITs. Such investments in REIT equity securities may require a Fund to accrue and distribute income not yet received. In order to generate sufficient cash to make the requisite distributions, a Fund may be required to sell securities in its portfolio (including when it is not advantageous to do so) that it otherwise would have continued to hold. A Fund's investments in REIT equity securities may at other times result in the Fund's receipt of cash in excess of the REIT's earnings; if the Fund distributes such amounts, such distribution could constitute a return of capital to Fund shareholders for U.S. federal income tax purposes. Dividends received by a Fund from a REIT generally will not constitute qualified dividend income.

As discussed above, a Fund or some of the REITs in which the Fund may invest may be permitted to hold senior or residual interests in REMICs or debt or equity interests in TMPs. Generally, a portion of a Fund's income from a REIT that is attributable to the REIT's residual interest in a REMIC or a TMP (referred to in the Code as an "excess inclusion") will be subject to U.S. federal income tax in all events. Excess inclusion income of a RIC, such as a Fund, will be allocated to shareholders of the RIC in proportion to the dividends received by shareholders, with the same consequences as if shareholders held the related REMIC residual or TMP interest directly.

In general, excess inclusion income allocated to shareholders (i) cannot be offset by net operating losses (subject to a limited exception for certain thrift institutions), (ii) will constitute UBTI to entities (including a qualified pension plan, an IRA, a 401(k) plan, a Keogh plan or other tax-exempt entity) subject to tax on UBTI, thereby potentially requiring such an entity that is allocated excess inclusion income, and that otherwise might not be required to file a tax return, to file a tax return and pay tax on such income, and (iii) in the case of a non-U.S. investor, will not qualify for any reduction in U.S. federal withholding tax.

If at any time during any taxable year a "disqualified organization" (as defined in the Code) is a record holder of a share in a RIC earning excess inclusion income, then the RIC will be subject to a tax equal to that portion of its excess inclusion income for the taxable year that is allocable to the disqualified organization, multiplied by the highest corporate U.S. federal income tax rate. It is not expected that a substantial portion of a Fund's assets will be residual

interests in REMICs. Additionally, a Fund does not intend to invest in REITs in which a substantial portion of the assets will consist of residual interests in REMICs.

Investments in Commodities. Each Fund may invest in physical commodities, exchange-traded commodities ("ETCs"), ETFs that are not taxable as RICs under the Code that in turn invest in commodities, or other direct or indirect exposure to commodities. The income a Fund receives from such commodity-related investments will generally not be qualifying income for purposes of the Fund satisfying the Income Requirement (as defined above under the heading "Taxes"). A Fund anticipates monitoring such commodity-related investments so as to keep the Fund's non-qualifying income within acceptable limits of the Income Requirement. However, it is possible that such non-qualifying income will be more than anticipated which could cause a Fund to inadvertently fail the Income Requirement thereby causing the Fund to fail to qualify as a RIC. In such a case, such Fund would be subject to the rules described above.

Commodity-Linked Derivatives Tax Risk. The tax treatment of commodity-linked derivative instruments is currently uncertain and may be adversely affected by changes in legislation, regulations, or other legally binding authority. As a RIC, a Fund must satisfy the Income Requirement. On May 1, 2017, the IRS published a series of revocations of private letter rulings that had been issued to RICs. In each of the revocations, at least one of the rulings requested in the original private letter ruling was that the income from a commodity-linked note was qualified income for the purposes of the Income Requirement. Although the original rulings were favorable, the IRS indicated in the revocations that the rulings were not in accord with the current views of the IRS. If, as a result of any adverse future legislation, Treasury Regulations, and/or guidance issued by the IRS, the income of a Fund from certain commodity-linked derivatives were treated as non-qualifying income, the Fund may fail to qualify as RIC and/or be subject to U.S. federal income tax at the Fund level. The uncertainty surrounding the treatment of certain derivative instruments under the qualification tests for a RIC may limit a Fund's use of such derivative instruments.

Backup Withholding

By law, a Fund may be required to backup withhold a portion of your taxable dividends and sales proceeds unless you:

- provide your correct social security or taxpayer identification number,
- certify that this number is correct,
- certify that you are not subject to backup withholding, and
- certify that you are a U.S. person (including a U.S. resident alien).

A Fund also must backup withhold if the IRS instructs it to do so. When backup withholding is required, the amount will be 24% of any distributions or proceeds paid. Backup withholding is not an additional tax. Any amounts withheld may be credited against the shareholder's U.S. federal income tax liability, provided the appropriate information is furnished to the IRS. Certain payees and payments are exempt from backup withholding and information reporting. The special U.S. tax certification requirements applicable to non-U.S. investors to avoid backup withholding are described under the "Non-U.S. Investors" heading below.

Non-U.S. Investors

This section applies to Non-U.S. investors.

Non-U.S. investors may be subject to U.S. federal withholding and estate tax and are subject to special U.S. federal tax certification requirements. Non-U.S. investors should consult their own tax advisors about the applicability of U.S. federal tax withholding and the use of the appropriate forms to certify their status.

In General. The United States imposes a flat 30% federal withholding tax (or a withholding tax at a lower treaty rate) on U.S. source dividends, including on income dividends, paid to you by a Fund, subject to certain exemptions described below. However, notwithstanding such exemptions from U.S. federal withholding at the source, any dividends and distributions of income and capital gains, including the proceeds from the sale of your Shares, will be subject to U.S. federal backup withholding at a rate of 24% if you fail to properly certify that you are not a U.S. person.

Capital Gain Dividends. In general, capital gain dividends reported by a Fund to shareholders as paid from its net long-term capital gains, other than long-term capital gains realized on disposition of U.S. real property interests (see the discussion below), are not subject to U.S. withholding tax.

Short-Term Capital Gain Dividends and Interest-Related Dividends. Short-term capital gain dividends reported by a Fund to shareholders as paid from its net short-term capital gains, other than short-term capital gains realized on disposition of U.S. real property interests (see the discussion below), generally are not subject to U.S. federal withholding tax. Similarly, dividends reported by a Fund to shareholders as interest-related dividends and paid from its qualified net interest income from U.S. sources generally are not subject to U.S. federal withholding tax. "Qualified interest income" includes, in general, U.S. source (i) bank deposit interest, (ii) short-term original discount, (iii) interest (including original issue discount, market discount, or acquisition discount) on an obligation that is in registered form, unless it is earned on an obligation issued by a corporation or partnership in which a Fund is a 10-percent shareholder or is contingent interest, and (iv) any interest-related dividend from another RIC. Each Fund reserves the right to not report amounts of short-term capital gain dividends or interest-related dividends. Additionally, a Fund's reporting of short-term capital gain dividends or interest-related dividends may not be passed through to shareholders by intermediaries who have assumed tax reporting responsibilities for this income in managed or omnibus accounts due to systems limitations or operational constraints.

Net Investment Income from Dividends on Stock and Foreign Source Interest Income Continue to be Subject to Withholding Tax; Foreign Tax Credits. Ordinary dividends paid by a Fund to Non-U.S. investors on the income earned on portfolio investments in (i) the stock of domestic and foreign corporations and (ii) the debt of foreign issuers continue to be subject to U.S. federal withholding tax. Non-U.S. investors may be subject to U.S. federal withholding tax at a rate of 30% on the income resulting from an election to pass-through foreign tax credits to shareholders but may not be able to claim a credit or deduction with respect to the withholding tax for the foreign tax treated as having been paid by them.

Income Effectively Connected with a U.S. Trade or Business. If the income from a Fund is effectively connected with a U.S. trade or business carried on by a Non-U.S. investor, then ordinary income dividends, capital gain dividends and any gains realized upon the sale or redemption of Shares of a Fund will be subject to U.S. federal income tax at the rates applicable to U.S. citizens or corporations and require the filing of a nonresident U.S. federal income tax return.

Investment in U.S. Real Property. The Foreign Investment in Real Property Tax Act of 1980 ("FIRPTA") makes non-U.S. persons subject to U.S. federal tax on disposition of a U.S. real property interest ("USRPI") as if they were U.S. persons. Such gain is sometimes referred to as FIRPTA gain. A Fund may invest in equity securities of corporations that invest in USRPI, which may trigger FIRPTA gain to the Fund's Non-U.S. investors.

The Code provides a look-through rule for distributions of FIRPTA gain when a RIC is classified as a qualified investment entity. A RIC will be classified as a qualified investment entity if, in general, 50% or more of the RIC's assets consist of interests in U.S. REITs and other U.S. real property holding corporations ("USRPHCs"). If a Fund is a qualified investment entity, distributions by the Fund that are attributable directly or indirectly to (i) distributions received by the Fund from a U.S. REIT or (ii) gains realized by the Fund on the disposition of USRPIs (each, a "FIRPTA distribution") are subject to the look-through rule. If the Non-U.S. investor owns more than 5% of a class of Shares at any time during the one-year period ending on the date of the FIRPTA distribution, the FIRPTA distribution to the Non-U.S. investor is treated as gain from the disposition of a USRPI, causing the distribution to be subject to U.S. federal withholding tax at a rate of 21%, and requiring the Non-U.S. investor to file a nonresident U.S. income tax return. In addition, even if the Non-U.S. investor does not own more than 5% of a class of Shares, but the Fund is a qualified investment entity, the FIRPTA distribution will be taxable as ordinary dividends (rather than as a capital gain or short-term capital gain dividend) subject to withholding at 30% or lower treaty rate.

U.S. Estate Tax. Transfers by gift of Shares by a Non-U.S. investor who is a nonresident alien individual will not be subject to U.S. federal gift tax. An individual who, at the time of death, is a Non-U.S. investor will nevertheless be subject to U.S. federal estate tax with respect to Shares at the graduated rates applicable to U.S. citizens and residents, unless a treaty exemption applies. If a treaty exemption is available, a decedent's estate may nonetheless need to file a U.S. federal estate tax return to claim the exemption in order to obtain a U.S. federal transfer certificate.

U.S. Tax Certification Rules. Special U.S. tax certification requirements may apply to Non-U.S. investors both to avoid U.S. federal backup withholding imposed at a rate of 24% and to obtain the benefits of any treaty between the United States and the shareholder's country of residence. In general, if you are a Non-U.S. investor, you must provide an applicable Form W-8BEN (or other applicable Form W-8) to establish that you are not a U.S. person, to claim that you are the beneficial owner of the income and, if applicable, to claim a reduced rate of, or exemption from, U.S. federal

withholding as a resident of a country with which the United States has an income tax treaty. Certain payees and payments are exempt from U.S. federal backup withholding.

The tax consequences to a Non-U.S. investor entitled to claim the benefits of an applicable tax treaty may be different from those described herein. Non-U.S. investors are urged to consult their own tax advisors with respect to the particular tax consequences to them of an investment in a Fund, including the applicability of foreign tax.

Foreign Account Tax Compliance Act ("FATCA"). Payments to a shareholder that is either a foreign financial institution ("FFI") or a non-financial foreign entity ("NFFE") within the meaning of the Foreign Account Tax Compliance Act ("FATCA") may be subject to a generally nonrefundable 30% withholding tax on: (i) income dividends paid by a Fund and (ii) possibly in the future, certain capital gain distributions and the proceeds arising from the sale of Shares paid by a Fund. FATCA withholding tax generally can be avoided: (i) by an FFI, subject to any applicable intergovernmental agreement or other exemption, if it enters into a valid agreement with the IRS to, among other requirements, report required information about certain direct and indirect ownership of foreign financial accounts held by U.S. persons with the FFI and (ii) by an NFFE, if it: (a) certifies that it has no substantial U.S. persons as owners or (b) if it does have such owners, reports information relating to them. A Fund may disclose the information that it receives from its shareholders to the IRS, non-U.S. taxing authorities or other parties as necessary to comply with FATCA. Withholding also may be required if a foreign entity that is a shareholder of a Fund fails to provide the Fund with appropriate certifications or other documentation concerning its status under FATCA, generally on an applicable IRS Form W-8.

Effect of Future Legislation or Administrative Changes; Local Tax Considerations

The foregoing general discussion of U.S. federal income tax consequences is based on the Code and the U.S. Treasury Regulations issued thereunder as in effect on the date of this SAI. Future legislative or administrative changes, including provisions of current law that sunset and thereafter no longer apply, or court decisions may significantly change the conclusions expressed herein, and any such changes or decisions may have a retroactive effect with respect to the transactions contemplated herein. Rules of state and local taxation of ordinary income, qualified dividend income and capital gain dividends may differ from the rules for U.S. federal income taxation described above. Distributions may also be subject to additional state, local and foreign taxes depending on each shareholder's particular situation. Non-U.S. investors may be subject to U.S. tax rules that differ significantly from those summarized above. At the time this SAI was being prepared, various administrative and legislative changes to the U.S. federal tax laws were under consideration. It is not possible to determine at this time whether any of these changes will take place or what the changes might entail. Shareholders are urged to consult their own tax advisors as to the consequences of these and other state and local tax rules affecting investment in a Fund.

FINANCIAL STATEMENTS

The Funds' Form N-CSR for the fiscal year ended June 30, 2026 is a separate document and the financial statements and accompanying notes appearing therein are incorporated by reference into this SAI. You may request a copy of the Funds' Annual Report at no charge by calling (215) 330-4476, or through the website at https://strivefunds.com/.

Appendix A



building a shareholder-first future

Bowyer Research Proxy Voting Guidelines

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I. Introduction

What Is Shareholder Voting?

Common stock shareholders in public corporations typically have the right to vote on matters involving corporate policy, including electing directors, approving dividends, or initiating mergers/acquisitions. The number of votes a shareholder has corresponds to the number of shares they own. Shareholders can vote in person at the annual meeting or by proxy. Shareholder voting rights are governed by the corporation's charter, bylaws, state laws, and SEC regulations.

Voting on Proposals

Proxy proposals are issues or resolutions submitted by shareholders or management for a vote at the annual meeting. Shareholders can vote on proxy proposals by mail, internet, phone, or in person. A company's proxy statement provides background information and the board's recommendations for how/why to vote on each proposal. Shareholders can vote for, against, or abstain from each proposal. Proxy voting is important for influencing corporate governance. and expressing shareholder views on various environmental, social, and governance (ESG) issues. (An example of a proxy advisor's voting policies can be found here)

What Is a Proxy Advisory Service, and Why Use One?

Proxy advisory services are firms that provide research and recommendations to institutional investors on how to vote their shares in corporate matters. They help investors make informed decisions based on the best interests of their clients and the long-term value of the companies. Proxy advisory services also facilitate the voting process by collecting and submitting proxy ballots on behalf of their clients.

Some benefits of proxy advisory services are:

* Reducing information/transaction costs for investors who own shares in many companies across different markets and sectors.
* Providing analysis of corporate governance, performance, and ESG issues.
* Promoting shareholder engagement and activism by raising awareness of important topics and proposals.
* Fostering accountability/transparency in corporate governance by monitoring and disclosing the voting behavior of investors and companies.
* Allowing us to vote our custom policies efficiently at high volumes and with highly developed reporting systems.

Some challenges/criticisms of proxy advisory services are:

- Having conflicts of interest or biases that affect their voting recommendations, such as providing consulting services to companies or having ideological agendas.
- Having limited resources or expertise to cover all the companies and issues that they advise on, leading to errors or oversights.
- Having a one-size-fits-all approach that does not account for the specific circumstances and preferences of each investor and company.
- Having undue influence or power over voting outcomes, especially if investors rely too much on their advice without conducting their own due diligence

- Being disproportionately influenced by activist groups or investment company representatives from the 'Stewardship,' ESG, or DEI departments, which might create a selection bias problem and a lack of ideological diversity.

There are three primary proxy advisory firms in the United States: Institutional Shareholder Services (ISS), Glass Lewis & Co., and Egan-Jones Proxy Services. We currently offer our guidelines through all of these firms. We do *not*, however, follow their benchmark voting recommendations. We follow our own custom policies. The proxy advisory firms executes our specific instructions and report back to clients on that execution.

II. Proxy Voting

How Proxy Voting Guidelines Work

Earlier waves of pro-ESG criticism led to the creation of many different proxy guideline policies which differ from those offered by advisory services, including options focused on sustainability, union concerns, or a particular interpretation of Catholic social policy. These options are typically more consistently supportive of ESG than those of advisory services (often called 'house policies').

More recently available options are aligned with the board of management of the company, yet these do not represent a reliably non-ESG approach. Because of this, we have created an extensive custom set of guidelines consistent with our more traditional understanding of fiduciary obligation, an understanding which predates both the emergence of the ESG movement and the shift towards stakeholder capitalism.

Proxy voting guidelines can be general or specific, depending on the type and nature of the issues being voted on. Some common topics proxy voting guidelines cover are:

* Board composition, independence, diversity, and performance
* Executive compensation, equity plans, and incentives
* Audit and financial reporting quality and integrity
* Shareholder rights, such as voting power, anti-takeover measures, and shareholder proposals
* Environmental, social, and governance (ESG) issues, such as climate change, human rights, and diversity and inclusion increasingly included proposals designed to counter ESG proposals.

We promote an ESG-skeptical approach. This goes beyond simply not supporting ESG—it means actively countering ESG when it conflicts with rigorous definitions of pecuniary return to shareholders, which we believe it commonly does.

How Custom Guidelines Work

Custom guidelines are proxy voting guidelines that are tailored to the specific preferences and goals of an individual/institutional investor, or of an institution representing individual investors. Custom guidelines allow investors to have more control over their voting decisions, as well as accurately reflecting their values/ interests on corporate matters. Custom guidelines can be developed by the investors themselves, or by proxy advisory services or other third-party providers such as Bowyer Research.

Fiduciary Responsibilities and Proxy Voting

The principle of fiduciary responsibility applies to corporate proxy voting—investors who vote proxies on behalf of clients/beneficiaries have a legal duty to act in their best interests. Institutions must exercise their proxy voting rights prudently, loyally, and cost-effectively, based on relevant facts and research and without conflicts of interest or undue influence. Institutional investors must also document and disclose their proxy voting policies and procedures, and monitor and evaluate their proxy voting outcomes. However, the

definition of what constitutes a fiduciary approach to proxy voting has become a highly contested space, with some arguing for ESG as an effective way to manage risk and others arguing that ESG is in origin, or at least has become, politicized. Bowyer Research believes the latter that ESG has become unhelpfully political and is not a reliable approach to fiduciary proxy voting. Disagreements about what is and what is not fiduciary is one of the reasons that custom policies are built and are rising in demand. We produce annual written reports on our proxy voting policies so they can judge for themselves whether our concept of fiduciary duty aligns with their own.

Why We Believe Shareholder Capitalism is Fiduciary

Shareholder capitalism is the view that the primary purpose of a corporation is to maximize the value of its shares for the benefit of its shareholders. Conversely, *stakeholder* capitalism is the view that the corporation should demote shareholder interests in favor of secondary interests, such as the ideological preferences of customers, suppliers, and activists.

Shareholder capitalism is primarily based on an understanding of fiduciary duty, which is the legal responsibility of directors and executives to act in the best interests of the corporation and its shareholders. Stakeholder capitalism, however, challenges this view and suggests directors should downgrade shareholder interest and dilute the definition of fiduciary duty by extending its corporate responsibilities to placate the whims of non-shareholder interests— despite the general lack of compelling reason to do so.

The case for shareholder capitalism and fiduciary responsibility rests on the following arguments:

* **Efficiency:** Shareholder capitalism promotes economic efficiency and innovation by aligning the incentives of managers and shareholders, and by allowing the market to allocate resources to the most productive and profitable uses. Stakeholder capitalism, on the other hand, creates conflicts of interest and trade-offs among different stakeholder groups, and may result in suboptimal decisions and outcomes.
* **Honoring obligations:** Shareholder capitalism respects the contractual rights and obligations of the parties involved in the corporation, by honoring the voluntary agreements between shareholders, managers, and other stakeholders. Stakeholder capitalism, however, may violate these contracts and impose externalities and costs on shareholders, who are the residual claimants and risk bearers of the corporation.
* **Corporate accountability:** Shareholder capitalism enhances accountability and transparency, both by providing a clear/measurable objective for corporate performance, and by subjecting managers to the discipline and oversight of shareholders and the market. Stakeholder capitalism, however, reduces accountability and transparency, by introducing multiple and vague objectives for corporate performance, and by allowing managers to escape scrutiny and responsibility by claiming to serve the interests of various stakeholders.

Shareholder capitalism and fiduciary responsibility are the best way to ensure that corporations create value for shareholders and society, while stakeholder capitalism and fiduciary expansion are likely to harm both shareholders and stakeholders in the long run.

Overview of Our Principles Regarding Proxy Voting and Engagement

Our guidelines are designed to appeal to investors who hold to a traditional understanding of the obligations of a company towards its shareholders — that is, shareholder capitalism — and who are deeply skeptical about an ESG approach to corporate governance. While some might try to describe these guidelines as conservative, they are *not* designed to impose conservative politics on companies. Instead, they seek to

depoliticize corporate policies, and to put hotly debated issues such as climate change, abortion, and racial justice back in the electoral process and out of corporate governance.

In application, this means that the guidelines:

* Oppose proposals which pressure companies to decrease use of fossil fuels.
* Oppose proposals which pressure financial companies to divest from fossil fuels.
* Oppose congruency proposals which attempt to defund professional associations and advocacy groups along ideological lines.
* Oppose proposals which pressure companies to divest from states based on policies related to abortion or LGBTQ issues.
* Oppose proposals which seek to embarrass companies for seeking lower-tax jurisdictions.
* Oppose proposals which seek to focus management efforts on broad social goals (such as racial justice or *general* market/economic performance) as opposed to matters under company control.
* Oppose proposals which discourage offering financial services to businesses engaged in transactions protected by the 2nd Amendment or impose surveillance obligations towards the same.
* Support proposals rescinding past decarbonization pledges.
* Support proposals that call into question debanking and deplatforming practices along religious or political lines.
* Support proposals which discourage companies from speaking out on divisive non-core political issues regarding abortion, social justice, and sexual identity issues.
* Support proposals which examine the risk that DEI programs create legal risk in light of SCOTUS rulings regarding race and gender quotas.

How Our Guidelines Differ from Corporate Management

Our guidelines differ from board or management recommendations in that they oppose, for example, decarbonization pledges that come from management. Furthermore, we support anti-ESG shareholder proposals that seek to rescind past decarbonization proposals and past racial equity audit proposals. Our guidelines also support proposals seeking to quantify the financial risks of decarbonization. Proposals such as these, which come from outside the usual ESG community, do not receive management endorsement—they do generally receive support from us.

We do *not*, however, offer universal support for proposals from anti-ESG groups. We oppose any such proposals which seek to impose conservative politics on the company in the same way that we oppose proposals which seek to impose liberal ideology on companies. We also do *not* universally oppose proposals from pro-ESG groups. When pro-ESG proponents identify genuine risk factors, i.e. sexual predation in online forums or risks arising from sexual harassment in companies with a problematic history, we support them.

We differ from board-aligned policies offered by large proxy services in that we do not impose penalties by voting against board members based on lack of racial/gender diversity. Votes against board members are based entirely on the financial underperformance of the company compared to peers. Additionally, we diverge from management recommendations in that our guidelines take a very strict approach when it comes to situations in which board/management interests diverge from shareholder interests. Examples include weakening of shareholder voting rights, compensation practices not aligned with stockholder returns, protections of management perks and job security and shareholder asset dilution.

III. Traditional Governance Issues

Board of Directors and Corporate Governance

Directors of public companies play a critical role in ensuring that a company and its management team serve the interests of its shareholders. We believe that proxy voting can help ensure accountability of management teams and director boards, align management and shareholder interests, and monitor and assess the degree of transparency and disclosure with respect to executive compensation and board actions affecting shareholders' rights.

Our philosophy is summarized in the following: for officers and directors to act as stewards on behalf of owners, for independent and engaged boards of directors to possess diversity of thought and experience, and for incentive structures which create shareholder value.

Election of Directors

The election of members of the board of directors is a crucial process that allows shareholders to influence the direction and management of a company. Shareholders play a pivotal role in electing the board of directors, who are responsible for overseeing the company's management and strategic direction. Typically, shareholders have the right to vote on corporate policy matters, including the election of directors, during annual meetings or through proxy voting. The number of votes a shareholder has corresponds to the number of shares they own.

Before the annual meeting, shareholders usually receive a proxy statement detailing the nominees for director positions and other pertinent proposals. If shareholders cannot attend the meeting in person, they can cast their votes via proxy—authorizing another individual or entity to vote on their behalf. This process ensures that shareholders' voices are heard in critical decisions, even in their absence.

Votes against board members are often based on the financial performance of the company compared to its peers. This process ensures that the board of directors remains accountable to the shareholders and aligns the interests of management with those of the shareholders.

Bowyer Research policy

Votes against board members are based on the financial underperformance of the company. Underperformers will have their board members' reelection and pay packages opposed in our proxy voting.

Classified Boards

Classified boards, also known as staggered boards, are a corporate governance structure where only a portion of the board of directors is elected each year, typically one-third. This means that directors serve multi-year terms, often three years, and only a subset of directors is up for re-election at any given annual meeting. For example, in a three-class board, directors might serve three-year terms, with one-third of the board seats up for election each year.

This structure can enhance board stability and continuity but may also make it more difficult for shareholders to quickly change control of the board, especially during a proxy contest or takeover attempt. It can reduce the accountability of the board to shareholders, as it makes it more difficult to replace directors quickly. It can also entrench management by making it harder for shareholders to effect change and limit the board's flexibility to respond to changes in the business environment. For these reasons, classified boards are often opposed in proxy voting.

Bowyer Research policy

Classified boards present risks related to accountability and adaptability. We oppose classified boards for several reasons:

* Lack of Accountability: Classified Board resolutions can reduce the accountability of the board of directors to shareholders by making it more difficult to replace directors.
* Entrenchment: Classified Board resolutions can entrench management by making it more difficult for shareholders to effect change.
* Lack of Flexibility: Classified Board resolutions can limit the flexibility of the board of directors by making it more difficult to respond to changes in the business environment.

We oppose classified boards in our proxy voting.

Independent Chairperson

Requiring an independent chairperson is a practice that promotes independence, accountability, and transparency in the board's oversight of the company's management team. An independent chairperson is not part of the company's executive management and does not have any material relationship with the company that could impair their judgment. This separation can enhance the board's ability to oversee management objectively and ensure that the interests of shareholders are prioritized. In corporate governance, an independent chairperson is a member of the board of directors who leads the board and is not part of the company’s management team—typically meaning they are not the CEO or a former executive. Having an independent chair helps ensure objective oversight of management, reduces potential conflicts of interest, and strengthens the board’s role in protecting shareholder interests. This structure is often favored by investors seeking greater accountability and separation between the board’s supervisory role and day-to-day management.

Bowyer Research policy

Requiring an independent board chairperson is a corporate governance practice that can promote independence, accountability, and transparency in the board's oversight of the company's management team. It can also increase the accountability of the company's management team to the board and to shareholders. We support proposals promoting requirements for independent board chairpersons in a company’s corporate governance structure.

Majority Voting in Director Elections

Majority voting in director elections is a practice that requires nominees to receive more "for" votes than "against" votes to be elected or re-elected to the board. This approach promotes accountability and ensures that directors are elected by a majority of shareholders, rather than just a plurality. This practice can enhance transparency and shareholder democracy, as it ensures that directors who fail to receive majority support step down from the board and are not reappointed. It contrasts with plurality voting, where nominees with the most "for" votes are elected, even if they do not receive a majority.

Majority voting is intended to enhance board accountability by ensuring that only candidates who have the confidence of a majority of shareholders are elected. However, its effectiveness can vary based on implementation. For instance, some companies adopt a "plurality plus" approach, requiring directors who fail to secure a majority to tender their resignation, though the board may have discretion to accept or reject it. While majority voting aims to make directors more responsive to shareholders, its impact depends on the specific provisions and the board's commitment to honoring shareholder preferences.

Bowyer Research policy:

Requiring a majority vote for the election of directors is a corporate governance practice that can promote board accountability and shareholder democracy. While this practice may face opposition from some stakeholders, it can also promote transparency and ensure that directors are elected by a majority of shareholders. Because of our principles regarding the primacy of shareholders over board and management teams, we support the inclusion of a majority vote requirement in a company's corporate governance structure.

Equity Compensation Plans and Employee Stock Purchase Plans

Equity compensation plans and employee stock purchase plans (ESPPs) are mechanisms used by companies to align the interests of employees with those of shareholders by offering ownership opportunities. Equity compensation plans typically involve granting stock options, restricted stock units, or other forms of equity to employees, executives, and directors as part of their compensation package. This incentivizes employees to work towards increasing the company's stock value, as their personal financial gain is directly tied to the company's performance. These plans are designed to incentivize performance, promote retention, and align management's goals with long-term shareholder value.

Employee stock purchase plans (ESPPs) allow employees to purchase company stock at a discounted price, often through payroll deductions over a specified offering period. These plans encourage employees to become shareholders and invest in the company's success. ESPPs can qualify for favorable tax treatment under Section 423 of the Internal Revenue Code. Both types of plans usually require shareholder approval, especially when new shares are issued, and are subject to proxy disclosure and voting, ensuring transparency and shareholder oversight.

Overall, both equity compensation plans and ESPPs are designed to enhance employee engagement, retention, and motivation by providing them with a stake in the company's future.

Bowyer Research policy:

We vote in accordance with management recommendations on compensation plans, except if they are dilutive or if the company is a severe underperformer.

Vote on Executive Compensation and Frequency of Say on Pay

In corporate governance, "Say on Pay" is a tool for shareholder empowerment, allowing advisory votes on executive compensation. Instituted by the Dodd-Frank Act of 2010, it requires public companies to let shareholders approve or disapprove executive pay packages at least once every three years. Shareholders can also vote on the frequency of these votes, choosing between annual, biennial, or triennial intervals.

Annual Say on Pay votes are favored for several reasons. They provide shareholders with regular opportunities to express their views on executive compensation, ensuring alignment with performance and shareholder interests. Annual votes allow shareholders to assess executive pay in the context of current performance and market conditions, making compensation decisions more relevant. They also promote transparency by requiring companies to disclose compensation details annually, ensuring shareholders receive up-to-date information.

Additionally, annual votes align with business cycles and financial reporting periods, allowing timely access to compensation data. They enable companies to adjust compensation plans based on changing circumstances, responding promptly to shareholder feedback. While advisory, these votes serve as a barometer of shareholder sentiment, promoting transparency and accountability in corporate pay practices.

Bowyer Research policy:

In keeping with our principles regarding the primacy of shareholders, we support annual frequency for say-on-pay votes. Regarding compensation plans, we vote in line with board recommendations. The exception is when there is severe financial underperformance of the company compared to peers. As stated above, first or second worst in class performers or performers one standard deviation or more below the mean will have their board members and pay packages voted against.

Severance Agreements/Change-in-Control Agreements (CIC):

Severance Agreements and Change-in-Control (CIC) Agreements are designed to protect executives and key employees in the event of a significant change in ownership, such as mergers, acquisitions, or other major transactions. Severance Agreements provide executives with pay and benefits if they are dismissed without cause, often including salary continuation, bonuses, or stock vesting. CIC Agreements offer protections if an executive loses their job due to a change in control, including enhanced severance, accelerated equity vesting, and continued benefits to ensure leadership stability during transitions.

A few key points about CIC agreements include:

- Insulates CEO and top executives from shareholder disapproval: Executives receive enhanced severance benefits if their employment is terminated following a change in control [1].
- Trigger Events: The agreement defines what constitutes a change in control (e.g., acquisition of a certain percentage of company stock) [1].
- Golden Parachutes: CIC agreements often include golden parachute provisions, ensuring substantial payouts to executives upon a change in control [1].

However, there are several problems with such agreements:

- Lack of Alignment with Shareholder Interests: Severance and CIC agreements often provide generous benefits to executives even if their performance is subpar. Shareholders may oppose these agreements because they can lead to excessive payouts, which are not in the best interest of investors [1]. When executives receive substantial severance packages, it may reduce their incentive to perform well [1].
- Cost to Shareholders: Severance and CIC agreements can be costly for the company and, ultimately, shareholders. These expenses reduce available funds for dividends, investments, or other value-adding initiatives [1].
- Golden Parachutes: Some agreements include golden parachute provisions, which trigger substantial payouts upon a change in control (e.g., merger or acquisition). Shareholders may view these as unjust enrichment for executives, especially if the company's performance has been lackluster [1].
- Lack of Performance Metrics: Severance agreements can lack clear performance-based metrics. Shareholders prefer compensation tied to measurable achievements rather than automatic payouts [1].

Shareholders may review and vote on these arrangements through proxy statements, especially when they involve significant payouts or could affect corporate governance [1].

Bowyer Research policy:

Against - severance agreements which involve CIC agreements.

Anti-Takeover Provisions & Poison Pills

Anti-takeover provisions and poison pills are corporate defense strategies used by companies to prevent hostile takeovers and protect the interests of existing management and shareholders. Anti-takeover provisions are rules in a company's charter or bylaws that make it harder for an unwanted bidder to gain

control. Examples include staggered boards, where directors' terms are staggered, making it harder for an acquirer to gain control quickly; supermajority voting, which requires a high percentage of shareholder votes for certain decisions (e.g., mergers); and golden parachutes, which provide executives with lucrative severance packages if the company is acquired.

Shareholders often oppose these provisions because they can entrench management, potentially hindering accountability, and limit shareholders' ability to realize value through a takeover. Poison pills, also known as shareholder rights plans, are designed to frustrate hostile takeovers. If an acquirer accumulates a certain percentage of shares (e.g., 15%), the company triggers a provision allowing existing shareholders (except the acquirer) to buy additional shares at a discount. This dilutes the acquirer's stake, making the takeover less attractive.

While these measures can help companies negotiate better terms or preserve long-term strategy, they can also reduce shareholder influence, which is why they are often scrutinized and subject to proxy voting. Shareholders' concerns include the potential for poison pills to entrench management and reduce shareholder value, as well as discouraging potential acquirers and limiting shareholders' ability to benefit from premium offers.

Bowyer Research policy:

Against - In summary, while these provisions aim to protect companies, shareholders should be cautious. They can hinder value creation and limit shareholders' rights. Because they violate our principles regarding shareholder primacy, we oppose such proposals.

Ability to Act by Written Consent

The ability to act by written consent allows shareholders to make decisions or take actions without convening a formal shareholder meeting. Instead of waiting for an annual or special meeting, shareholders can express their consent through written communication, which becomes effective once the required percentage of shares approves the action. This process can be faster and more efficient than convening a special meeting.

Key aspects of this right include flexibility, efficiency, and scope of actions. Shareholders can act promptly, especially when urgent matters arise, and avoid the time and costs associated with organizing meetings. They can use this right to amend bylaws, remove directors, or fill board vacancies.

Supporting the ability to act by written consent offers several benefits. It allows shareholders to respond swiftly to critical issues, such as corporate governance concerns or strategic decisions, and reduces administrative expenses, streamlining decision-making. Shareholders gain a direct voice in important matters, promoting transparency and accountability. This right also strengthens shareholder influence and ensures their voices are heard, aligning with the principle that corporations exist for shareholders' benefit. Efficient decision-making contributes to sustainable value creation over time.

However, many companies limit or prohibit this ability in their bylaws, making it a common subject of proxy proposals aimed at expanding shareholder rights.

Bowyer Research policy:

For - In summary, granting shareholders the ability to act by written consent enhances shareholder rights, responsiveness, and corporate governance. We support this category of proposal.

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Supermajority Vote Requirement

A supermajority voting provision is an amendment to a company's corporate charter that requires much more than a mere majority approval from shareholders to pass. This provision mandates a higher-than-normal percentage of shareholder approval—typically between 67% and 90%—for certain significant corporate actions to pass. This threshold exceeds the simple majority (more than 50%) usually needed for standard decisions .

While supermajority provisions are often implemented to ensure that critical decisions, such as mergers, amendments to corporate charters, or other major structural changes, have broad shareholder consensus, they possess several features which may be disadvantageous to shareholders. Requiring a supermajority vote makes it more difficult for corporate actions to pass, which shareholders may find cumbersome and inefficient, especially for urgent matters. Management or controlling shareholders may use supermajority requirements to entrench themselves, making it harder for shareholders to challenge management decisions. Additionally, shareholders' interests lie in maximizing value and ensuring responsible governance, and a supermajority provision may not always align with these goals .

While these provisions can protect against abrupt or unfavorable changes by requiring widespread agreement, they may also make it more challenging to enact beneficial reforms, potentially allowing a minority of shareholders to block actions favored by the majority. In the context of proxy voting, shareholders may encounter proposals to adopt, modify, or eliminate supermajority voting requirements, reflecting ongoing debates about balancing stability with flexibility in corporate decision-making.

Bowyer Research policy:

In summary, such supermajority requirements are inconsistent with our principles regarding the primacy of shareholders over boards of directors and management teams. For this reason, we oppose them.

Capital Structure and State of Incorporation

These guidelines are designed to follow our principles in requiring companies to recognize shareholder primacy and to align board and management incentives with that of investors.

Dilution of Common Stock

Shareholders should be skeptical about increases in common stock outstanding for several compelling reasons. When a company issues additional shares, it dilutes the ownership stake of existing shareholders, reducing the value of each existing share. This dilution affects voting power, earnings per share, and the overall value of existing holdings. Management or controlling shareholders may use additional stock issuance to entrench themselves, making it harder for shareholders to challenge management decisions. Shareholders' interests lie in maximizing value and ensuring responsible governance, and increasing common stock outstanding may not always align with these goals.

Dilution of common stock refers to the reduction in existing shareholders' ownership percentage caused by the issuance of additional shares. This can happen through new equity offerings, stock option exercises, or the conversion of convertible securities. Shareholders may vote on proposals that could lead to dilution—such as equity compensation plans, mergers, or stock issuances—as part of the proxy process to ensure that any potential impact aligns with their interests. Therefore, it is crucial for shareholders to consider the implications of dilution carefully and advocate for practices that protect their interests and promote responsible governance.

Bowyer Research policy:

Against - In summary, shareholders should be cautious when companies issue additional shares, as it can negatively impact ownership, share prices, and overall value. For these reasons, we oppose proposals which are dilutive in nature.

Multiple Share Classes

Multi-class share structures refer to a company's practice of issuing different classes of shares, each with varying voting rights and economic benefits. For example, Class A shares may have one vote per share, while Class B shares—often held by founders or insiders—might carry 10 votes per share. This structure allows insiders to retain control over corporate decisions, even with a minority of the total equity.

Shareholders might oppose such structures for several reasons. In multi-class structures, founders or insiders often hold shares with disproportionate voting power compared to other shareholders. This concentration of control allows founders to make critical decisions without considering the interests of all shareholders. Multi-class structures can also entrench management by limiting shareholders' ability to influence corporate decisions. Founders may prioritize their own interests over those of other shareholders. When voting power is concentrated, there's less accountability to shareholders. Boards and management may act without sufficient oversight, affecting company performance.

Multiple share classes are often scrutinized in proxy voting and governance discussions, as they can limit the influence of public shareholders and raise concerns about accountability and long-term governance fairness.

Bowyer Research policy:

Multi-class share structures are inconsistent with our principle regarding shareholder primacy given that they disadvantage large numbers of shareholders, therefore we oppose the creation of multiple classes of shares, and vote in favor of proposals to eliminate them.

IV. ESG and Anti-ESG Proposals

Pro-ESG Policies

Environmentalist/Anti-Fossil Fuels

GHG Risk

GHG (Greenhouse Gas) risk refers to the financial, operational, and reputational risks that companies face due to their greenhouse gas emissions and their exposure to climate-related impacts. These risks can include regulatory changes, such as carbon taxes or emission limits, operational disruptions from climate events, and investor or consumer backlash over environmental concerns. Shareholder proposals often seek to get companies to disclose the risks associated with their GHG emissions. These proposals typically come from environmentalist or anti-fossil fuel groups and aim to get companies to self-incriminate regarding the alleged risks of their greenhouse gas emissions. Shareholders may vote on proposals related to GHG disclosures, emissions reduction targets, or climate strategy reporting to ensure the company is effectively managing its environmental impact and long-term sustainability. Addressing GHG risk has become a key part of ESG (Environmental, Social, and Governance) oversight.

Bowyer Research policy:

Against – proposals seek to get companies to disclose risk of their greenhouse gas emissions.

Net Zero Alignment

Net Zero Alignment refers to a company's commitment to reduce its greenhouse gas emissions to net zero—typically by 2050—in line with global climate goals such as those outlined in the Paris Agreement. Shareholder proposals often seek to get companies to disclose whether they are aligned with Net Zero carbon targets. These proposals typically come from environmentalist or anti-fossil fuel groups and aim to get companies to self-incriminate regarding the alleged risks of their greenhouse gas emissions.

Bowyer Research policy:

Against - proposals seek to get companies to disclose whether they are aligned with Net Zero carbon targets.

Financing fossil fuels

Proposals related to financing fossil fuels typically seek to get financial companies to divest from fossil fuels. These proposals are often driven by environmental concerns and aim to reduce the financial support for industries that contribute significantly to greenhouse gas emissions. The goal is to encourage companies to invest in more sustainable and environmentally friendly alternatives. Financing fossil fuels refers to a company's role—either directly or through its banking, investment, or insurance activities—in providing capital to coal, oil, and gas projects or companies. This can include lending to fossil fuel companies, investing in fossil fuel assets, or underwriting fossil-related infrastructure projects.

Bowyer Research policy:

Against - proposals seek to get financial companies to divest from fossil fuels.

Extend decarbonization to Scope 3

Proposals related to extending decarbonization to Scope 3 emissions typically seek to get companies to widen their decarbonization initiatives to include Scope 3 emissions. Extending decarbonization to Scope 3 means that a company commits to reducing indirect greenhouse gas emissions that occur throughout its value chain—not just from its own operations (Scope 1) or purchased energy (Scope 2). Scope 3 emissions include emissions from suppliers, product use by customers, transportation, business travel, and waste disposal. Because Scope 3 often makes up the largest portion of a company's total emissions, shareholders may vote on proposals urging companies to measure and disclose Scope 3 emissions, set targets for reducing them, and integrate Scope 3 into broader net-zero strategies.

Bowyer Research policy:

Against - proposals seek to get companies to widen their decarbonization initiatives to include Scope 3 emissions.

Defund climate skeptics

Defunding climate skeptics refers to shareholder efforts to encourage companies to cease financial or political support—such as lobbying, donations, or memberships—with organizations or individuals that don't align with the company's past statements and commitments on climate change. Shareholder proposals on this issue may call for companies to disclose affiliations and contributions, align lobbying activities with climate goals, and withdraw support from groups undermining climate action.

Bowyer Research policy:

Against - proposals seek to use companies past public statements about global warming to defund climate "deniers" as being incongruent with company values.

Climate Transition Plan (management)

Proposals related to a Climate Transition Plan (management) typically involve management's initiatives to embark on a climate transition plan. These proposals are often aimed at aligning the company's operations and strategies with climate goals, such as reducing greenhouse gas emissions and transitioning to more sustainable practices. However, these proposals may face opposition from shareholders who are skeptical of the financial implications and fiduciary relevance of such plans.

Bowyer Research policy:

Against – proposals from management to embark on a climate transition plan.

Anti-Product/Energy Innovation

Social Justice/DEI

Pay Gaps, Internal to Company

Proposals which seek to pressure the company to report on and adopt racial and gender targets for employees or executives. These proposals are typically based on the proportion of society or the customer base. Proposals with numerical or arbitrary quotas are generally opposed.

Bowyer Research policy:

Depends on specifics – proposals from shareholders that seek to pressure the company to report on and adopt racial and gender targets for employees or executives, often based on proportion of society or customer base. We oppose ones with numerical or arbitrary quotas.

Concealment Clauses/Sexual Harassment

Proposals related to concealment clauses and sexual harassment typically urge companies to conduct audits of the risks of sexual harassment in the workplace. These proposals also seek to prevent companies from engaging in financial settlements to cover up abuse cases. Concealment clauses refer to the use of non-disclosure agreements (NDAs) or similar clauses in employment contracts or settlements that prevent employees from speaking out about experiences of sexual harassment or misconduct in the workplace. Shareholders may vote on proposals urging companies to prohibit the use of concealment clauses in cases of harassment or discrimination, disclose policies and data on harassment claims and resolutions, and foster a safe, inclusive, and transparent workplace. Such proposals aim to strengthen governance oversight, reduce legal and reputational risks, and promote ethical treatment of employees.

Bowyer Research policy:

For – proposals from shareholders that urge the company to get an audit of the risks of sexual harassment in the workplace, or that seek to have the company not engage in financial settlements to cover up abuse cases.

Worker Health and Safety/Facility Safety

Worker Health and Safety/Facility Safety refers to the policies and practices that ensure the well-being and safety of employees within the workplace. This includes measures to prevent accidents, injuries, and illnesses, as well as maintaining safe and healthy working conditions. A company's responsibility to ensure

safe working conditions and environments for employees spans across all operational sites. Key shareholder concerns include compliance with health and safety regulations, prevention of workplace injuries, illnesses, or fatalities, and reputational and legal risks from safety violations or incidents. Shareholder proposals related to this topic often aim to pressure companies to adopt and report on their health and safety practices, ensuring that they align with regulatory standards and best practices. These proposals may request companies to disclose safety policies, performance metrics, and incident data, implement or strengthen safety management systems, and ensure oversight by the board or a dedicated committee. Effective health and safety governance supports employee well-being, operational continuity, and long-term shareholder value.

Bowyer Research policy:

For – Worker health and safety, focused on unsafe working conditions that are not from gun violence

Political Speech/Lobbying Spending

Pro-life Politicians

Proposals related to pro-life politicians typically seek to pressure companies to be congruent with past statements about gender equality by imposing on themselves a screen against giving to candidates, parties, or institutions that are pro-life. Pro-life politicians are often referenced in shareholder proposals concerning a company's political spending, lobbying, or affiliations—particularly when those relationships may conflict with the company's stated values on reproductive rights, diversity, or gender equity.

Bowyer Research policy:

Against – proposals from shareholders that seek to pressure the company to be congruent with past statements about gender equality by imposing on itself screen against giving to candidates, parties or institutions which are pro-life.

Abortion

Divesting from Pro-Life States

Proposals related to divesting from pro-life states often come from activist groups aiming to influence corporate policies concerning the company's involvement in states with restrictive abortion laws. These proposals pressure companies to reconsider or withdraw investments, operations, or partnerships in U.S. states with restrictive abortion laws. Proponents often suggest that association with such states could pose reputational risks, affect employee recruitment and retention, and potentially impact consumer perception. Proposals often request that companies disclose any strategies or policies related to operations in these states, including political contributions and public policy advocacy.

Bowyer Research policy:

Against – proposals from shareholders that seek to pressure the company to treat pro-life laws as a risk factor and to take that alleged risk into account when deciding whether to expand or divest in pro-life states.

Public statement opposing anti-abortifacient laws

A public statement opposing anti-abortifacient laws refers to shareholder proposals urging companies to publicly speak out against legislation that seeks to ban or restrict access to abortifacients—medications used to induce abortion.

Bowyer Research policy:

Against – shareholder proposals aimed at providers of abortifacients to be more vocal in opposing laws which outlaw or limit their use.

Stakeholder-Focused Governance (Shareholder Demotion)

Non-Pecuniary Corporate Purpose such as Public Benefit Corporation or announcement of stakeholder capitalism approach

These proposals may ask companies to explicitly disavow shareholder primacy via public announcement or even transition to a PBC structure. In the context of corporate governance and proxy voting, a non-pecuniary corporate purpose refers to a company's decision to pursue goals beyond maximizing shareholder profits, such as promoting social or environmental benefits. This often takes the form of becoming a PBC or publicly committing to a stakeholder capitalism approach, which considers the interests of "stakeholders" above shareholders.

Bowyer Research policy:

Against – proposals seek to hold companies to previous public statements such as the Business Roundtable statement on the purpose of a corporation or other statements supporting stakeholder capitalism by asking them to explicitly disavow shareholder primacy via public announcement or even the legal transition to a Public Benefit Corporation structure.

ESG-Focused Governance

Race/Gender/Trans targets on boards

Proposals related to race, gender, and trans targets on boards often seek to pressure companies to report on and adopt specific targets for the representation of these groups among their directors. These proposals are typically based on the proportion of society or the customer base. However, it is important to note that proposals with numerical or arbitrary quotas are generally opposed.

Bowyer Research policy:

Against – proposals seek to impose race and gender (and more recently gender identity) numerical targets on public corporations either as policy or by voting against key board members when boards are deemed non-diverse.

CEO evaluation/compensation

Shareholder proposals often seek to pressure the board to tie CEO or executive salaries to ESG factors, thus linking executive compensation with the company's ESG goals, rather than company performance, long-term shareholder value, and strategic goals.

Bowyer Research policy:

Against – shareholder proposals which seek to pressure the board to tie CEO or executive salaries to ESG factors.

Environmentalism Skeptical/Pro-Fossil Fuel

Rescind past carbon limit plans

Proposals related to rescinding past carbon limit plans typically seek to reverse previous commitments made by companies to limit their carbon emissions. These proposals often come from shareholders who believe that such commitments may not align with the company's financial interests or may impose unnecessary constraints on the company's operations. The aim of such proposals is to roll back or eliminate previously adopted targets or strategies.

Bowyer Research policy:

For – proposals from anti-ESG groups seeking to rescind past proposals committed to decarbonization.

Financial risk of decarbonization

Proposals related to the financial risk of decarbonization typically seek to quantify the potential financial risks associated with decarbonization efforts. These proposals often come from shareholders who are concerned about the economic implications of transitioning to a low-carbon economy. The goal is to ensure that companies are transparent about the financial impacts of their decarbonization strategies and are prepared to manage these risks effectively.

Bowyer Research policy:

For – proposals from anti-ESG groups seeking to assess the financial risks to shareholders of decarbonization.

Climate plans – fiduciary?

These proposals ask the company to assess whether adopting and implementing climate-related strategies—such as emissions targets or net-zero commitments—is consistent with the board’s fiduciary duty to act in the best interest of shareholders. Such plans frequently conflict with financial returns and stray from core business goals.

Bowyer Research policy:

For – proposals from anti-ESG groups which call into question whether decarbonization or Net Zero pledges from companies are truly in the fiduciary interest of shareholders.

Reconsider/Remove ESG Goals

Proposals to reconsider or remove ESG goals from executive compensation inducements typically aim to eliminate or reduce the emphasis on ESG metrics in determining executive pay. These proposals often come from shareholders who believe that tying executive compensation to ESG goals may not align with the company's financial interests or may impose unnecessary constraints on the company's operations. The goal is to ensure that executive compensation is primarily based on financial performance and shareholder value,

rather than non-financial metrics.

Bowyer Research policy:

For - Reconsider/Remove ESG goals from executive compensation inducements.

Anti "Social Justice"

Deplatforming

Proposals related to deplatforming typically seek to pressure companies to disclose incidents in which they have removed or censored content along religious or political lines. These proposals often come from anti-ESG groups aiming to influence corporate policies on transparency and accountability. Shareholders may vote on these proposals to encourage companies to adopt more stringent policies regarding content removal and to ensure that the company's practices align with its stated values and commitments. Key shareholder concerns include freedom of expression, transparency and consistency in content moderation, and reputational, regulatory, and business risks tied to platform decisions.

Bowyer Research policy:

For – proposals from anti-ESG groups which ask the company to disclose the policies regarding removing content from web pages or app stores along political or religious lines.

Debanking

Debanking proposals refer to the practice of financial institutions denying services to individuals, businesses, or non-profits based on their political or religious views. This growing trend involves major financial institutions abruptly closing accounts of those with whom they disagree, whether politically or religiously. Debanking also encompasses the practice of closing or denying access to banking services—such as accounts, loans, or payment processing—for certain individuals, organizations, or industries. Key shareholder concerns include transparency and fairness in decision-making, potential discrimination or bias, and reputational and legal risks from perceived politicization or inconsistent enforcement.

Bowyer Research policy:

For – proposals from anti-ESG groups which ask the company to disclose the policies regarding denying financial services along political or religious lines.

Reverse Discrimination

Reverse discrimination refers to the concept where DEI initiatives or employee unconscious bias training may result in discrimination and unfair treatment or exclusion of others, particularly majority-group employees or applicants. Proposals related to reverse discrimination typically seek to pressure companies to assess the risk that current DEI initiatives or employee unconscious bias training constitutes reverse discrimination and creates litigation risk. Key shareholder concerns include ensuring fairness and equal opportunity for all individuals, avoiding legal or reputational risks related to bias, and balancing inclusion efforts with merit-based decision-making. Shareholder proposals may request companies to review and disclose DEI policies and ensure employment practices are consistent with anti-discrimination laws, and promote a culture of equal respect and opportunity for all employees.

Bowyer Research policy:

For – proposals from anti-ESG groups which ask the company to assess the risk that current DEI initiatives or employee unconscious bias training constitutes reverse discrimination and creates litigation risk.

Pro-Life

Risk of Dispensing Abortifacients

The risk of dispensing abortifacients refers to the potential legal, reputational, financial, operational, and stakeholder risks that a company might face due to its involvement in the distribution or sale of abortifacient medications, such as mifepristone. These risks can include backlash from stakeholders, negative media coverage, and potential boycotts, which can impact the company's brand image and financial performance. Additionally, companies may face legal compliance challenges across jurisdictions with varying abortion laws, as well as reputational risks and consumer or investor backlash from either side of the abortion debate. Employee and patient access to comprehensive healthcare benefits is also a key concern.

Shareholder proposals related to this topic often aim to pressure companies to assess and disclose the risks associated with dispensing abortifacients, ensuring that they align with regulatory standards and best practices. These proposals may request companies to disclose policies regarding the distribution or coverage of abortifacients, assess and report on the legal and reputational risks involved, and ensure policies align with both corporate values and applicable laws.

Bowyer Research policy:

For – proposals from shareholders which ask the company to assess the risk of dispensing mifepristone

Controversial Cause Support

Risk of Political Speech

Proposals related to the risk of political speech typically seek to pressure companies to disclose the risks involved with speaking out on divisive issues such as abortion, racially divisive issues, and LGBTQ issues. These proposals often come from anti-ESG groups aiming to influence corporate policies on transparency and accountability. Risk of political speech refers to the potential reputational, financial, legal, or operational consequences a company may face due to statements, endorsements, or political positions taken by its executives, board members, or the company itself.

Key shareholder concerns include alienating customers, employees, or investors with controversial positions, and regulatory or public backlash from perceived political bias or influence. Shareholder proposals may request companies to assess the business impact of political speech, and implement policies that balance freedom of expression with corporate responsibility and stakeholder trust. Managing political speech is increasingly seen as part of effective reputation and risk governance.

Bowyer Research policy:

For – proposals from anti-ESG groups which ask the company to disclose the risks involved with speaking out on divisive issues such as abortion, racially divisive issues and LGBTQ issues.

Charitable Contribution Disclosure

Proposals related to charitable contribution disclosure typically seek to pressure companies to disclose charitable contributions above a certain threshold. These proposals often come from anti-ESG groups aiming to find contributions to organizations like Planned Parenthood, BLM Foundation, and/or Human Rights Campaign. Charitable contribution disclosure refers to the practice of companies publicly reporting their donations to nonprofit organizations, foundations, or advocacy groups, including amounts, recipients, and the purpose of the contributions.

Key shareholder concerns include transparency and accountability in the use of corporate funds, alignment of contributions with the company's stated values and ESG commitments, and avoiding reputational risk from associations with controversial causes. Shareholder proposals may request companies to disclose all charitable contributions, including political or ideological affiliations, establish clear guidelines for corporate giving, and ensure charitable donations reflect shareholder interests and stakeholder trust. This disclosure promotes responsible corporate philanthropy and enhances governance oversight.
Bowyer Research policy:

For – proposals from anti-ESG groups which ask the company to disclose charitable contributions above a certain threshold.

V. Frequently Asked Questions

What is proxy voting?

In this context, proxy voting refers to the process by which shareholders of publicly traded companies cast votes on topics such as who will represent their interests on the board of directors, various housekeeping items, and various resolutions placed on the ballot by other shareholders.

Why are shareholder proposals important?

A high proportion of shareholder proposals are politically sensitive and come from proponents who are aligned with the ESG (environment, social, governance) approach to investing, which is increasingly seen as seeking to advance political causes via the operation of financial markets. Recently, however, proposals are coming from other groups that are acting to counteract ESG activist groups. Currently the proportion of pro-ESG proposals to anti-ESG proposals has gone from roughly twenty to one, to roughly ten to one. That trend is likely to continue with anti-ESG proposals bridging the gap.

Why did you create a set of proxy voting instructions?

Proxy voting is extremely complex. There are several hundred shareholder proposals per year and that number is rising rapidly. Shareholder proposals often couch a highly politicized agenda in innocuous sounding language. Shareholder activists obfuscate their intentions by creating misleading titles in increasingly elaborate attempts to "hack" the rules used by Proxy Advisory Services and asset managers to gain support. Often, the intent of a proposal is hidden in the details of the proposal's Supporting Statement, which must be read in full to discover the intended purpose.

Why not just trust the Proxy Advisory Service Benchmark policies to determine our votes for us?

Many fiduciaries disagree with the benchmark recommendations of Proxy Advisory Services. Some see these services as insufficiently aligned with the ESG movement. That is not our view. More recently an anti-ESG backlash has arisen and many have become more vocal in expressing the view that the services are overly aligned with ESG. While the latter have had some success in advocating for their policies in the

process of forming Benchmark policies, nevertheless thus far they do not see those policies as fulfilling their needs. For example, proxy services have not offered guideline options which support proposals that seek to counter ESG until now.

This holds true for all available options presented by these services, even the "Board Aligned" options which, while less favorable to ESG than other guidelines on offer, still do support ESG proposals from management (for example anti-fossil fuel proposals); oppose proposals from ESG skeptical points of view, as well as penalize boards for failing racial and gender diversity criteria.

How are Bowyer Research proxy voting policies different?
These Guidelines evaluate every proposal through the standard of a narrowly focused definition of pecuniary benefit to the investor. This translates into general opposition to ESG proposals from shareholders or management. It does, however, automatically vote against everything ESG. For example, data often point to the importance of governance factors (the G in ESG) as being relevant to shareholder interests. As a general rule, these policies are extremely skeptical of the E and S proposals, but less so of G proposals. In fact, the guidelines are very tough on management in regards to governance issues. Examples would include any attempt to weaken shareholder rights.

We believe that in proper corporate governance, CEOs should work for boards and boards should work for shareholders. We also have a 'no-excuses' policy on the reelection of board members when companies severely underperform their peer group—if the company severely underperforms its peer group, we vote against reelection of the board. From this standpoint, these policies vary significantly from management recommendations (though not necessarily from board-aligned policies in every case).

Why use proxy advisory firms?

The top few proxy advisory services have almost 100% market share. It is not practical to offer solutions without working with the existing market leaders. And it is not practical to expect those firms to participate unless they benefit as well. This is the essence of capitalism: exchanges in which both parties win. This option responds to customer demand and offers something the marketplace wanted, but which had not previously been readily available.

Did a proxy advisory firm write or contribute to these policies?

No, this document was created without policy input from any proxy advisory firm. There was cooperation between Bowyer Research and such firms in that the policies were written in a way which fits with each firm's existing coding and implementation system, which allowed us to structure the guidelines in a way intended to minimize the likelihood of misunderstanding intent.

Do these policies push conservative ideology onto companies?

No. The approach is non-political and focused narrowly on pecuniary benefit to investors. This is not an attempt to move companies to the right, but rather an attempt to move them back to neutral. That having been said, the guidelines do tend to support proposals from conservative groups, but only when those proposals themselves are focused on getting companies away from politics.

Why are these instructions so detailed?

They are detailed in order to minimize the possibility that the clients' wishes will be misunderstood, and also to deal with the rapidly increasing variety of new types of proposals.

Do you have research support for your positions?

We have an extensive library of white papers (currently over 300 of them) supporting the positions represented in the voting instructions.