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As filed with the Securities and Exchange Commission on May 5, 2023

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AlTi Global, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware	6282	92-1552220
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

520 Madison Avenue, 21st Floor
New York, New York 10022
(212) 396-5904
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Agent of Service)

Copies to:

Samantha M. Kirby Jeffrey A. Letalien Goodwin Procter LLP 100 Northern Avenue Boston, MA 02210 Tel: (617) 570-1000	Michael Tiedemann Chief Executive Officer 520 Madison Avenue, 21st Floor New York, New York 10022 (212) 396-5904	Colleen Graham Global General Counsel AlTi Global, Inc. 520 Madison Avenue, 21st Floor New York, New York 10022 (212) 396-5904

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ☐

Exchange Act Rule 14d-1(d) (Cross Border Third-Party Tender Offer) ☐

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this document may change. The registrant may not complete the offer and issue these securities until the registration statement filed with the United States Securities and Exchange Commission is effective. This document is not an offer to sell these securities and it is not soliciting an offer to buy these securities, nor shall there be any sale of these securities, in any jurisdiction in which such offer, solicitation or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

SUBJECT TO COMPLETION, DATED MAY 5, 2023

PROSPECTUS/OFFER TO EXCHANGE

ALTI GLOBAL, INC.

Offer to Exchange Warrants to Acquire Shares of Class A Common Stock of AlTi Global, Inc. for Shares of Class A Common Stock of AlTi Global, Inc. and Consent Solicitation

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THE OFFER (AS DEFINED BELOW) AND WITHDRAWAL RIGHTS WILL EXPIRE AT ONE MINUTE AFTER 11:59 P.M., EASTERN TIME, ON JUNE 2, 2023, UNLESS THE OFFER IS EXTENDED OR EARLIER TERMINATED.

Terms of the Offer and Consent Solicitation

Until the Expiration Date (as defined below), we are offering to the holders of each class of our outstanding Warrants, consisting of the Public Warrants (as defined below) and the Private Warrants (as defined below) (collectively, the "Warrants"), the opportunity to receive 0.25 shares of Class A Common Stock, $0.0001 par value per share (the "Class A Common Stock"), of AlTi Global, Inc. (the "Company"), in exchange for each of such Warrants tendered by such holder and exchanged pursuant to the offer (the "Offer"). The Class A Common Stock, together with the shares of Class B Common Stock, $0.0001 par value per share (the "Class B Common Stock"), of the Company are referred to collectively as the "Common Stock."

The Offer is being made to all holders of our Public Warrants and all holders of our Private Warrants. The Warrants are governed by that certain Amended and Restated Warrant Agreement, dated as of January 3, 2023 (the "Warrant Agreement"), by and between the Company (f/k/a Cartesian Growth Corporation, a Cayman Islands exempted company ("Cartesian") before our business combination (the "Business Combination")) and Continental Stock Transfer & Trust Company, as warrant agent. Our Class A Common Stock and Public Warrants are listed on the Nasdaq Capital Market ("Nasdaq") under the symbols "ALTI" and "ALTIW," respectively. The Private Warrants are not listed on a securities exchange nor traded in an over-the-counter market. As of April 28, 2023, 10,992,453 Public Warrants and 8,899,934 Private Warrants were outstanding, respectively. Pursuant to the Offer, we are offering up to an aggregate of 4,973,096 shares of our Class A Common Stock in exchange for the Warrants.

The former equityholders of TWMH, the TIG Entities and Alvarium (each as defined herein), collectively own all of the Private Warrants and, through ownership of such warrants and shares of our Class A Common Stock, had beneficial ownership of approximately 60% of the outstanding shares of our Class A Common Stock and 36% of the outstanding shares of our Common Stock as of April 28, 2023, respectively. Each such equityholder is entitled to tender their warrants in the Offer. After giving effect to the Offer, assuming all such equityholders participate in the Offer, such equityholders will own approximately 53% of the shares of our Class A Common Stock and 28% of the shares of our Common Stock upon consummation of the Offer. In addition, several of our directors and officers are former equityholders of TWMH, the TIG Entities and Alvarium, including Ali Bouzarif, Nancy Curtin, Spiros Maliagros, Craig Smith and Michael Tiedemann. For more information, see "*The Offer and Consent Solicitation—Interests of Directors, Executive Officers and Others*."

Pangaea Three-B, LP, together with CGC Sponsor LLC, the sponsor of Cartesian in connection with the Business Combination (the "Sponsor"), collectively owns 4,040,663 Public Warrants and 6,808,720 shares of Class A Common Stock, through ownership of such Warrants and shares of our Class A Common Stock, had beneficial ownership of approximately 19% of the outstanding shares of our Class A Common Stock and 10% of the outstanding shares of our Common Stock as of April 28, 2023, respectively. The Sponsor has agreed to exchange up to 3,624,506 Public Warrants for Option Agreements held by PIPE Investors at a ratio of one share subject to the Public Warrants for one share subject to the Option Agreements (the "Private Exchange"). In addition, one of our directors, Peter Yu, is a partner of Pangaea Three-B, LP, an affiliate of Cartesian. For more information, see "*The Offer and Consent Solicitation—Interests of Directors, Executive Officers and Others*."

Each warrant holder whose Warrants are exchanged pursuant to the Offer will receive 0.25 shares of our Class A Common Stock for each warrant tendered by such holder and exchanged. No fractional shares of Class A Common Stock will be issued pursuant to the Offer. In lieu of issuing fractional shares, any warrant holder who would otherwise have been entitled to receive fractional shares pursuant to the Offer will, after aggregating all such fractional shares of such holder, be paid in cash (without interest) in an amount equal to such fractional part of a share multiplied by the last sale price of our Class A Common Stock on Nasdaq on the last trading day of the Offer Period (as defined below). Our obligation to complete the Offer is not conditioned on the receipt of a minimum number of tendered Warrants.

Concurrently with the Offer, we are also soliciting consents (the "Consent Solicitation") from holders of the Warrants to amend the Warrant Agreement, which governs the Warrants, to permit the Company to require that each warrant that is outstanding upon the closing of the Offer be mandatorily exchanged for 0.225 shares of Class A Common Stock, which is a ratio 10% less than the exchange ratio applicable to the Offer (the "Warrant Amendment"). Pursuant to the terms of the Warrant Agreement, amendments, including the proposed Warrant Amendment, require the vote or written consent of holders of at least 65% of the number of the then outstanding Public Warrants and, separately with respect to any amendment to the terms of the Private Warrants or any provision of the Warrant Agreement with respect to the Private Warrants such as the Warrant Amendment, the vote or written consent of at least 65% of the number of the then outstanding Private Warrants.

Parties representing approximately 36.7 % of the Public Warrants (including certain of the PIPE Investors in the Private Exchange) and 66.3% of the Private Warrants have agreed to tender their Warrants in the Offer and to consent to the Warrant Amendment in the Consent Solicitation pursuant to tender and support agreements with us (each, a "Tender and Support Agreement"). Accordingly, if holders of an additional approximately 28.3% of the outstanding Public Warrants consent to the Warrant Amendment in the Consent Solicitation, and the other conditions described herein are satisfied or waived, then the Warrant Amendment will be adopted with respect to the Public Warrants. With respect to the Private Warrants, because holders of approximately 66.3% of the Private Warrants have agreed to consent to the Warrant Amendment in the Consent Solicitation, if the other conditions described in the Prospectus/Offer to Exchange are satisfied or waived, then the Warrant Amendment will be adopted with respect to the Private Warrants.For additional detail regarding the Tender and Support Agreement, see "*Market Information, Dividends and Related Stockholder Matters—Transactions and Agreements Concerning Our Securities—Tender and Support Agreement.*"

You may not consent to the Warrant Amendment without tendering your Warrants in the Offer and you may not tender such Warrants without consenting to the Warrant Amendment. The consent to the Warrant Amendment is a part of the letter of transmittal and consent (as it may be supplemented and amended from time to time, the "Letter of Transmittal and Consent") relating to the Warrants, and therefore by tendering your consent Warrants for exchange you will be delivering to us your consent. You may revoke your consent at any time prior to the Expiration Date (as defined below) by withdrawing the Warrants you have tendered in the Offer.

The Offer and Consent Solicitation is made solely upon the terms and conditions in this Prospectus/Offer to Exchange and in the Letter of Transmittal and Consent. The Offer and Consent Solicitation will expire at one minute after 11:59 p.m., Eastern Time, on June 2, 2023, or such later time and date to which we may extend (the period during which the Offer and Consent Solicitation is open, giving effect to any withdrawal or extension, is referred to as the "Offer Period," and the date and time at which the Offer Period ends is referred to as the

"Expiration Date"). We are not aware of any U.S. state where the making of the Offer and the Consent Solicitation is not in compliance with applicable law. If we become aware of any U.S. state where the making of the Offer and the Consent Solicitation or the acceptance of the Warrants pursuant to the Offer is not in compliance with applicable law, we will make a good faith effort to comply with the applicable law. If, after such good faith effort, we cannot comply with the applicable law, the Offer and the Consent Solicitation will not be made to (nor will tenders be accepted from or on behalf of) the warrant holders.

We may withdraw the Offer and Consent Solicitation only if the conditions to the Offer and Consent Solicitation are not satisfied or waived prior to the Expiration Date. Promptly upon any such withdrawal, we will return the tendered Warrants to the warrant holders (and the consent to the Warrant Amendment will be revoked).

You may tender some or all of your Warrants in the Offer. If you elect to tender Warrants in response to the Offer and Consent Solicitation, please follow the instructions in this Prospectus/Offer to Exchange and the related documents, including the Letter of Transmittal and Consent. If you tender Warrants, you may withdraw your tendered Warrants at any time before the Expiration Date and retain them on their current terms or amended terms if the Warrant Amendment is approved, by following the instructions in this Prospectus/Offer to Exchange. In addition, tendered Warrants that are not accepted by us for exchange by June 3, 2023, may thereafter be withdrawn by you until such time as the Warrants are accepted by us for exchange. If you withdraw the tender of your Warrants, your consent to the Warrant Amendment will be withdrawn as a result.

Warrants not exchanged for shares of our Class A Common Stock pursuant to the Offer will remain outstanding subject to their current terms or amended terms if the Warrant Amendment is approved. We reserve the right to redeem any of the Warrants, as applicable, pursuant to their current terms at any time, including prior to the completion of the Offer and Consent Solicitation. Although we intend to require an exchange of all remaining outstanding Warrants if the Warrant Amendment is approved, we are not required to effect such an exchange and may defer doing so or not require it at all. Our Warrants are currently listed on Nasdaq under the symbol "ALTIW"; however, our Warrants may be delisted if, following the completion of the Offer and Consent Solicitation, the extent of public distribution or the aggregate market value of the Warrants become so reduced as to make further listing inadvisable or unavailable.

The Offer and Consent Solicitation is conditioned upon the effectiveness of the registration statement on Form S-4, of which this Prospectus/Offer to Exchange forms a part, that we filed with the U.S. Securities and Exchange Commission (the "SEC") regarding the shares of Class A Common Stock issuable upon exchange of the Warrants pursuant to the Offer.

A majority of our Board of Directors (the "Board"), consisting of disinterested directors with respect to the Offer, approved the Offer and Consent Solicitation. However, neither we nor any of our management, the Board, or the information agent, the exchange agent or the dealer manager and solicitation agent for the Offer and Consent Solicitation is making any recommendation as to whether warrant holders should tender Warrants for exchange in the Offer and, as applicable, consent to the Warrant Amendment in the Consent Solicitation. Each warrant holder must make its own decision as to whether to exchange some or all of its Warrants and, as applicable, consent to the Warrant Amendment.

All questions concerning the terms of the Offer and Consent Solicitation should be directed to the dealer manager and solicitation agent:

Oppenheimer & Co. Inc.
85 Broad Street, 23rd Floor
New York, NY 10004

All questions concerning exchange procedures and requests for additional copies of this Prospectus/Offer to Exchange, the Letter of Transmittal and Consent or the Notice of Guaranteed Delivery should be directed to the information agent:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, NY, 10022
Warrantholders may call toll-free: (877) 456-3510
Banks and Brokers may call collect: (212) 750-5833

We will amend our offering materials, including this Prospectus/Offer to Exchange, to the extent required by applicable securities laws to disclose any material changes to information previously published, sent or given to warrant holders.

The securities offered by this Prospectus/Offer to Exchange involve risks. Before participating in the Offer and Consent Solicitation, you are urged to read carefully the section titled "Risk Factors" beginning on page 22 of this Prospectus/Offer to Exchange.

Neither the SEC nor any state securities commission or any other regulatory body has approved or disapproved of these securities or determined if this Prospectus/Offer to Exchange is truthful or complete. Any representation to the contrary is a criminal offense.

Through the Offer, we are soliciting your consent to the Warrant Amendment. By tendering your Warrants, you will be delivering your consent to the proposed Warrant Amendment, which consent will be effective upon our acceptance of such Warrants for exchange.

The dealer manager and solicitation agent for the Offer and Consent Solicitation is:

Oppenheimer & Co.

This Prospectus/Offer to Exchange is dated May 5, 2023.

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ABOUT THIS PROSPECTUS/OFFER TO EXCHANGE

This Prospectus/Offer to Exchange is a part of the registration statement on Form S-4 filed with the SEC. You should read this Prospectus/Offer to Exchange, including the detailed information regarding the Company, the Common Stock and the Warrants, and the financial statements and the notes included herein and any applicable prospectus supplement.

We have not authorized anyone to provide you with information different from that contained in this Prospectus/Offer to Exchange. We and the dealer manager and solicitation agent take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. You should not assume that the information in this Prospectus/Offer to Exchange or any prospectus supplement is accurate as of any date other than the date on the front of those documents. We are not aware of any U.S. state where the making of the Offer and the Consent Solicitation is not in compliance with applicable law. If we become aware of any U.S. state where the making of the Offer and the Consent Solicitation or the acceptance of the Warrants pursuant to the Offer is not in compliance with applicable law, we will make a good faith effort to comply with the applicable law. If, after such good faith effort, we cannot comply with the applicable law, the Offer and the Consent Solicitation will not be made to (nor will tenders be accepted from or on behalf of) the warrant holders.

Unless the context requires otherwise, in this Prospectus/Offer to Exchange, we use the terms “the Company,” “our Company,” “we,” “us,” “our,” and similar references to refer to AlTi Global, Inc. and its subsidiaries.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus/Offer to Exchange may contain forward-looking statements within the meaning of the "safe-harbor" provisions of the Private Securities Litigation Reform Act of 1995 that reflect future plans, estimates, beliefs, and expected performance. All statements contained in this Prospectus/Offer to Exchange other than statements of historical fact, including statements regarding our future operating results and financial position, our business strategy and plans, our objectives for future operations, macroeconomic trends, our competitive positioning, the Offer and the Consent Solicitation, and our plans to amend the Warrant Agreement are forward-looking statements. These statements constitute projections, forecasts and forward-looking statements, and are not guarantees of performance. When used in this Prospectus/Offer to Exchange, words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "strive," "seeks," "plans," "scheduled," "would" and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements contained in this Prospectus/Offer to Exchange are based on our current expectations and beliefs concerning future developments and their potential effects on us. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, the following risks, uncertainties and other factors:

- our ability to realize the benefits expected from the Business Combination;
- our projected financial information, growth rate, and market opportunity;
- the ability to maintain the listing of the Class A Common Stock and the Public Warrants on Nasdaq, and the potential liquidity and trading of such securities;
- our ability to grow and manage growth profitably;
- our ability to raise financing in the future, if and when needed;
- our success in retaining or recruiting, or adapting to changes in, its officers, key employees, or directors following the Business Combination;
- our ability to attract and retain our senior management and other highly qualified personnel;
- our ability to achieve or maintain profitability;
- the period over which we anticipate our existing cash and cash equivalents will be sufficient to fund its operating expenses and capital expenditure requirements;
- our ability to successfully protect against security breaches, ransomware attacks, and other disruptions to its information technology structure;
- the impact of increased scrutiny from our clients with respect to the societal and environmental impact of investments it makes;
- the impact of applicable laws and regulations, whether in the United States, United Kingdom or other foreign countries, and any changes thereof, on us;
- our ability to successfully compete against other companies;
- our estimates regarding expenses, future revenue, capital requirements, and needs for additional financing;
- the effect of economic downturns and political and market conditions beyond our control, including a reduction in consumer discretionary spending that could adversely affect our business, financial condition, results of operations and prospects;

- the impact of our dependence on leverage by certain funds, underlying investment funds and portfolio companies and related volatility;
- the impact of any defaults by third-party investors;
- the effects of any failure to comply with investment guidelines of our clients, failure or circumvention of our controls and procedures, or any insufficiencies in the due diligence process that we undertake in connection with investments;
- the impact of any termination or non-renewal of our investment advisory contracts;
- the approval of the Warrant Amendment and our ability to require that all Warrants be exchanged for shares of Class A Common Stock;
- the exchange of Warrants for shares of Class A Common Stock pursuant to the Offer and Consent Solicitation, which will increase the number of shares eligible for future resale in the public market and result in dilution to our stockholders;
- the lack of a third-party determination that the Offer or the Consent Solicitation is fair to warrant holders; and
- other risks and uncertainties indicated in this Prospectus/Offer to Exchange, including those under the heading "Risk Factors," and other documents filed or to be filed with the SEC by us.

The forgoing list of factors is not exhaustive. There can be no assurance that future developments affecting us will be those that we have anticipated.

Forward-looking statements included in this Prospectus/Offer to Exchange speak only as of the date of this Prospectus/Offer to Exchange or any earlier date specified for such statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

CERTAIN DEFINED TERMS

Unless the context otherwise requires, references in this Prospectus/Offer to Exchange to:

- "Adjusted Expiration Date" means the last day of the Exercise Period of the Warrants, as adjusted, in connection with the Company's mandatory exchange in the event that it elects to exchange all of the outstanding Warrants, during which such Warrants held by the registered holder are exercisable for Class A Shares.
- "Alvarium" means Alvarium Investments Limited, an English private limited company.
- "Alvarium Contribution" means the contribution by Cartesian of all of the issued and outstanding shares of Alvarium Topco that it holds to Umbrella.
- "Alvarium Contribution Agreement" means the Contribution Agreement, dated as of January 3, 2023, by and among Cartesian and Umbrella.
- "Alvarium Exchange" means the exchange by each shareholder of Alvarium Topco of his, her or its (a) ordinary shares of Alvarium Topco and (b) class A shares of Alvarium Topco for Class A Common Stock.
- "Alvarium Reorganization" means a reorganization such that Alvarium is the wholly owned indirect subsidiary of Alvarium Topco, and Alvarium Topco is owned solely by the shareholders of Alvarium.
- "Alvarium Shareholders" means the shareholders of Alvarium.
- "AlTi Global" or "AlTi" means the Company after it was renamed "AlTi Global, Inc."
- "Alvarium Topco" means an Isle of Man entity which was established by Alvarium and owned by the Alvarium Shareholders.
- "ASC" means Accounting Standard Codification.
- "AUA" means assets under advisement. For more information on the presentation of AUA in this Prospectus/Offer to Exchange, see "*Presentation of Certain Financial Information*."
- "AUM" means assets under management. For more information on the presentation of AUM in this Prospectus/Offer to Exchange, see "*Presentation of Certain Financial Information*."
- "Board" means the board of directors of the Company.
- "Business Combination" means the transactions contemplated by the Business Combination Agreement.
- "Business Combination Agreement" means the Amended and Restated Business Combination Agreement, dated as of October 25, 2022, by and among Cartesian, Umbrella Merger Sub, TWMH, TIG GP, TIG MGMT, Alvarium and Umbrella, substantially in the form attached hereto as Exhibit 2.1 to the registration statement of which this Prospectus/Offer to Exchange forms a part.
- "Bylaws" means the amended and restated bylaws of the Company.
- "Cartesian" means Cartesian Growth Corporation, a Cayman Islands exempted company, prior to the Business Combination.
- "Cartesian Holdco" means a Delaware corporation which was formed by Cartesian.
- "Cayman Islands Companies Act" means the Cayman Islands Companies Act (As Revised) of the Cayman Islands, as the same may be amended from time to time.
- "Charter" means the certificate of incorporation of the Company.
- "Class A Common Stock" means the Class A Common Stock, par value $0.0001 per share, of the Company, including any shares of such Class A Common Stock issuable upon the exercise of any warrant or other right to acquire shares of such Class A Common Stock.

- "Class A ordinary shares" means the Class A ordinary shares, par value $0.0001 per share, of Cartesian prior to the Domestication, including any shares of such Class A ordinary shares issuable upon the exercise of any warrant or other right to acquire shares of such Class A ordinary shares.
- "Class B Common Stock" means the Class B Common Stock, par value $0.0001 per share, of the Company, including any shares of such Class B Common Stock issuable upon the exercise of any warrant or other right to acquire shares of such Class B Common Stock.
- "Class B ordinary shares" means the Class B ordinary shares, par value $0.0001 per share, of Cartesian prior to the Domestication, including any shares of such Class B ordinary shares issuable upon the exercise of any warrant or other right to acquire shares of such Class B ordinary shares.
- "Class B Units" means the limited liability company interests in Umbrella designated as Class B Common Units in the Umbrella LLC Agreement.
- "Closing" means the closing of the Business Combination.
- "Closing Date" means January 3, 2023, the date on which the Closing occurred.
- "Code" means the Internal Revenue Code of 1986, as amended.
- "Consent Solicitation" means the solicitation of consent from the holders of the Warrants to approve the Warrant Amendment;
- "Common Stock" means shares of the Class A Common Stock and the Class B Common Stock, collectively.
- "Company," "our," "we" or "us" means, prior to the Business Combination, Cartesian, as the context suggests, and, following the Business Combination, AlTi Global, Inc.
- "DGCL" means the Delaware General Corporation Law, as amended.
- "dollars" or "$" means U.S. dollars.
- "Domestication" means the continuation of Cartesian by way of domestication of Cartesian into a Delaware corporation, with the ordinary shares of Cartesian becoming shares of common stock of the Delaware corporation under the applicable provisions of the Cayman Islands Companies Act and the DGCL; the term includes all matters and necessary or ancillary changes in order to effect such Domestication, including the adoption of the Charter consistent with the DGCL and changing the name and registered office of Cartesian.
- "Equity Incentive Plan" means the AlTi Global, Inc. 2023 Stock Incentive Plan.
- "ESG" means environmental, social and governance.
- "ETFs" means Exchange Traded Funds.
- "EU" means European Union.
- "Exchange Act" means the U.S. Securities Exchange Act of 1934, as amended.
- "Exercise Period" means the period during which a warrant may be exercised (i) commencing on the date that is 30 days after the date of the Warrant Agreement and (ii) terminating at the earliest to occur of (a) 5:00 p.m., New York City time on the date that is five years after the date of the Warrant Agreement, (b) the liquidation of the Company in accordance with the Company's organizational documents, as amended from time to time, and (c) other than with respect to the Private Warrants then held by the Sponsor or its permitted transferees, 5:00 p.m., New York City time on the Redemption Date as provided in Section 6.3 of the Warrant Agreement.
- "External Strategic Managers" means global alternative asset managers with whom we partner by making strategic investments in which we actively participate in seeking to leverage the collective resources and synergies of the businesses to facilitate their growth.

- "FINRA" means the Financial Industry Regulatory Authority, Inc.
- "FOS" means Family Office Service.
- "Founder Shares" means the shares of Class B ordinary shares initially purchased by the Sponsor in a private placement prior to the IPO and the shares of Class A Common Stock issued upon the automatic conversion of the Class B ordinary shares at the time of the Domestication.
- "HNWI" means high net worth individual, being an individual having investable assets of US$1 million or more, excluding primary residence, collectibles, consumables, and consumer durables.
- "Impact Investing" means investment practices seeking to generate various levels of financial performance together with the generation of positive measurable environmental and social impacts.
- "Investment Company Act" means the Investment Company Act of 1940, as amended, and the rules and regulations promulgated thereunder.
- "Initial Public Offering" or "IPO" means Cartesian's initial public offering of its units, each consisting of one Class A ordinary share and one-third of one redeemable warrant, pursuant to its registration statements on Form S-1 declared effective by the SEC on February 23, 2021 (SEC File Nos. 333-252784 and 333-253428).
- "IRS" means the U.S. Internal Revenue Service.
- "Letter of Transmittal and Consent" means the letter of transmittal and consent (as it may be supplemented and amended from time to time) related to the Offer and Consent Solicitation.
- "Managed Funds" means mutual funds, ETFs, hedge funds, private equity, real estate or other funds.
- "Nasdaq" means The Nasdaq Capital Market.
- "Offer" means the opportunity to receive 0.25 shares of Common Stock in exchange for each of our outstanding Warrants.
- "Offer Period" means the period during which the Offer and Consent Solicitation is open, giving effect to any extension.
- "ordinary shares" means, when used with respect to Cartesian, the Class A ordinary shares and the Class B ordinary shares, collectively.
- "Option Agreements" means those certain option agreements, dated September 19, 2021, by and between the Company and the PIPE Investors, as amended on October 25, 2022.
- "PIPE Investors" means the subscribers that agreed to purchase shares of Class A Common Stock at the Closing pursuant to the Private Placement, including, without limitation, as reflected in the Subscription Agreements.
- "PIPE Bonus Shares" means the shares of Class A Common Stock issued to the PIPE Investors in an amount of shares equal to the number of PIPE Shares, divided by the sum of the number of the non-redeemed Class A ordinary shares and the number of PIPE Shares, on a pro-rata basis based on the number of PIPE Shares held by such PIPE Investors.
- "PIPE Shares" means the shares of Class A Common Stock purchased at the closing of the Business Combination by the PIPE Investors pursuant to certain Subscription Agreements.
- "Private Exchange" means the Sponsor has agreed to exchange up to 3,624,506 Public Warrants for Option Agreements held by PIPE Investors at a ratio of one share subject to the Public Warrants for one share subject to the Option Agreements before the consummation of the Offer.
- "Private Placement" means the private placement of Class A Common Stock pursuant to which the PIPE Investors, upon the terms and subject to the conditions set forth in the Subscription Agreements, purchased 16,836,715 shares of Class A Common Stock for a purchase price of $9.80 per share, for an aggregate purchase price of $164,999,807.

- "Private Warrants" means the Private Warrants which were issued to the equityholders of TWMH, the TIG Entities and Alvarium in connection with the Business Combination, and were initially acquired by the Sponsor in a private placement simultaneously with the closing of the Initial Public Offering.
- "Public Warrants" means the warrants, which were initially issued in the Initial Public Offering, entitling the holder thereof to purchase one of Cartesian's Class A ordinary shares at an exercise price of $11.50, subject to adjustment.
- "SEC" means the United States Securities and Exchange Commission.
- "Securities Act" means the Securities Act of 1933, as amended.
- "SPAC Private Warrants" means the warrants acquired by the Sponsor for an aggregate purchase price of $8,900,000 in a private placement simultaneously with the closing of the Initial Public Offering (including ordinary shares issuable upon conversion thereof).
- "SPAC Public Shares" means Cartesian's Class A ordinary shares sold in the Initial Public Offering (whether they were purchased in the Initial Public Offering or thereafter in the open market).
- "SPAC Public Warrants" means the warrants issued in the Initial Public Offering, entitling the holder thereof to purchase one of Cartesian's Class A ordinary shares at an exercise price of $11.50, subject to adjustment.
- "Sponsor" means CGC Sponsor LLC, a Cayman Islands limited liability company.
- "Sponsor Redemption Shares" means the up to 2,850,000 Class B ordinary shares held by Sponsor which were subject to forfeiture pursuant to the Sponsor Support Agreement.
- "Sponsor Support Agreement" means that certain Sponsor Support Agreement, dated September 19, 2021, by and between the Company, Sponsor, TWMH, the TIG Entities, and Alvarium.
- "Subscription Agreements" means those certain subscription agreements, dated September 19, 2021, by and between the Company and the PIPE Investors, as amended on October 25, 2022, substantially in the form attached hereto in Exhibits 10.5 and 10.5.1 to the registration statement of which this Prospectus/Offer to Exchange forms a part.
- "Target Companies" means, collectively, TWMH, TIG GP, TIG MGMT, and Alvarium.
- "Tax Receivable Agreement" means that certain Tax Receivable Agreement, dated as of January 3, 2023, between the Company and the TWMH Members, the TIG GP Members and the TIG MGMT Members.
- "TIG" means, collectively, the TIG Entities and their subsidiaries and their predecessor entities where applicable.
- "TIG Entities" means, collectively, TIG GP and TIG MGMT and their predecessor entities where applicable.
- "TIG GP" means TIG Trinity GP, LLC, a Delaware limited liability company.
- "TIG GP Members" means the members of TIG GP.
- "TIG MGMT" means TIG Trinity Management, LLC, a Delaware limited liability company.
- "TIG MGMT Members" means the members of TIG MGMT.
- "Transfer Agent" means Continental Stock Transfer & Trust Company.
- "TRA Recipients" means the TWMH Members, the TIG GP Members and the TIG MGMT Members (including certain of our directors and officers) party to the Tax Receivable Agreement.
- "TWMH" means, collectively, Tiedemann Wealth Management Holdings, LLC, a Delaware limited liability company, and its subsidiaries, and their predecessor entities where applicable.

- "TWMH Members" means the members of TWMH.
- "TWMH/TIG Entities Reorganization" means all actions necessary to implement a reorganization such that TWMH and the TIG Entities became wholly owned direct or indirect subsidiaries of Umbrella and Umbrella became owned solely by the members of TWMH, the members of TIG GP and the members of TIG MGMT.
- "Warrant Agreement" means the Amended and Restated Warrant Agreement, dated January 3, 2023, by and between the Company and Continental Stock Transfer & Trust Company.
- "Warrants" means, collectively, the Public Warrants and the Private Warrants.
- "UK GAAP" means the applicable laws in the United Kingdom together with the financial reporting framework contained in Financial Reporting Standard 102, and all other applicable Financial Reporting Standards, Financial Reporting Council Abstracts and Statements of Recommended Practice issued by the Financial Reporting Council or any body recognized by it.
- "Umbrella" means Alvarium Tiedemann Capital, LLC, a Delaware limited liability company.
- "Umbrella LLC Agreement" means the Second Amended and Restated Limited Liability Company Agreement of Alvarium Tiedemann Capital, LLC, effective as of January 3, 2023.
- "Umbrella Merger" means the transactions whereby Umbrella Merger Sub merged with and into Umbrella, with Umbrella surviving such merger as an indirect subsidiary of Cartesian.
- "Umbrella Merger Sub" means Rook MS LLC, a Delaware limited liability company.
- "US GAAP" means United States generally accepted accounting principles, consistently applied.

SUMMARY

Business Overview

We are a multi-disciplinary financial services business, with a diverse array of investment, advisory, and administrative capabilities with which we serve our clients and investors around the globe, and provide value to our shareholders:

- we manage or advise approximately $65.0 billion in combined assets (estimated as of December 31, 2022);
- we provide holistic solutions for our wealth management clients through our full spectrum of wealth management services, including discretionary investment management services, non-discretionary investment advisory services, trust services, administration services, and family office services;
- we structure, arrange, and provide our network of investors with co-investment opportunities in a variety of alternative assets which are either managed intra-group or by carefully selected managers with a proven track record in the relevant asset class;
- we manage and advise both public and private investment funds;
- we provide merchant banking, corporate advisory, brokerage and placement agency services to entrepreneurs, "late stage" companies (particularly in the media, technology and innovation sectors), asset managers, private equity sponsors, and investment funds (both public and private); and
- we invest in and support financial services professionals that we believe have the experience to establish, operate, and/or grow specialist financial services firms.

Our business is global, with approximately 470 professionals operating in 22 cities in 10 countries across four continents.

Recent Developments

On January 3, 2023, we consummated our previously announced Business Combination with TWMH, the TIG Entities and Alvarium. In connection with the Business Combination, we were renamed "Alvarium Tiedemann Holdings, Inc." and domesticated as a Delaware corporation.

On April 19, 2023, we further changed our name to "AlTi Global, Inc." The name change was made pursuant to Section 253 of the DGCL by merging a wholly-owned subsidiary of the Company with and into the Company. The Company is the surviving corporation and, in connection with the merger, we amended Article One of the Company's Charter to change our corporate name to AlTi Global, Inc. pursuant to a Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware on April 19, 2023. In addition, the Bylaws of the Company were also amended and restated to reflect the name change to AlTi Global, Inc.

Business Combination Overview

We were initially incorporated as Cartesian Growth Corporation, a Cayman Islands exempted company, on December 18, 2020. On December 30, 2022, Cartesian effected a deregistration under the Cayman Islands Companies Act and a domestication under Section 388 of the DGCL, pursuant to which Cartesian's jurisdiction of registration was changed from the Cayman Islands to the State of Delaware. As a result of and upon the effective time of the Domestication, among other things, Cartesian was renamed "Alvarium Tiedemann Holdings, Inc." (and, on April 19, 2023, was further renamed "AlTi Global, Inc."). On January 3, 2023, we consummated the previously announced Business Combination pursuant to the Business Combination Agreement.

Unless the context otherwise requires, "we," "us," "our," "AlTi" and the "Company" refer to AlTi Global, Inc., a Delaware corporation (formerly known as Alvarium Tiedeman Holdings, Inc. and, before the Closing, as Cartesian), and its subsidiaries following the Closing. Unless the context otherwise requires, references to "Cartesian" refer to Cartesian Growth Corporation prior to the Closing.

Beginning on the day immediately prior to the Closing Date and finishing on the day immediately after the Closing Date, the following transactions occurred pursuant to the terms of the Business Combination Agreement:

(a) On December 30, 2022 (the business day before the Closing Date), Cartesian effected the Domestication. As a result of and upon the effective time of the Domestication, among other things, each Class A ordinary share outstanding was converted into the right to receive one share of Class A Common Stock, and Cartesian was renamed "Alvarium Tiedemann Holdings, Inc." (and, on April 19, 2023, was further renamed "AlTi Global, Inc.").

(b) On the Closing Date, TWMH and the TIG Entities effected the TWMH/TIG Entities Reorganization;

(c) On the Closing Date, Alvarium effected the Alvarium Reorganization;

(d) On the Closing Date, TIG MGMT, TIG GP and Umbrella entered into a distribution agreement, pursuant to which (a) TIG MGMT distributed to Umbrella all of the issued and outstanding shares or partnership interests, as applicable, that it held through its strategic investments in External Strategic Managers, and (b) TIG GP distributed to Umbrella all of the issued and outstanding shares or interests that it held through its strategic investment in an External Strategic Manager;

(e) On the Closing Date, the Alvarium Exchange was effected. Upon the consummation of the Alvarium Exchange, Alvarium Topco became a direct wholly-owned subsidiary of Cartesian;

(f) On the Closing Date, Cartesian contributed shares of Class B Common Stock and cash to Cartesian Holdco and Cartesian Holdco subsequently contributed all shares of Class B Common Stock and cash to Umbrella Merger Sub;

(g) On the Closing Date, immediately following the effective time of the Alvarium Exchange, the Umbrella Merger occurred;

(h) On the Closing Date, immediately following the Alvarium Exchange and the Umbrella Merger, Cartesian and Umbrella entered into the Alvarium Contribution Agreement and effected the Alvarium Contribution; and

(i) On the Closing Date, in accordance with the Sponsor Support Agreement, Cartesian simultaneously (i) canceled 2,118,569 Class A ordinary shares held by the Sponsor, which number was equal to the number of Sponsor Redemption Shares and (ii) issued to the PIPE Investors an amount of shares of Class A Common Stock equal to the number of PIPE Shares, divided by the sum of the number of the non-redeemed Class A ordinary shares and the number of PIPE Shares, on a pro-rata basis based on the number of PIPE Shares held by such PIPE Investors (the "PIPE Bonus Shares").

On the Closing Date, following the Closing, Alvarium Holdings LLC (which was renamed Alvarium Tiedemann Holdings, LLC) became the wholly owned direct subsidiary of Umbrella.

The rights of holders of our Common Stock and Warrants are governed by our Charter, our Bylaws, and the DGCL, and, in the case of the Warrants, the Warrant Agreement. See "*—Description of Securities*."

SUMMARY OF THE OFFER AND CONSENT SOLICITATION

This summary provides a brief overview of the key aspects of the Offer and Consent Solicitation. Because it is only a summary, it does not contain all of the detailed information contained elsewhere in this Prospectus/Offer to Exchange or in the documents included as exhibits to the registration statement on Form S-4 that contains this Prospectus/Offer to Exchange. Accordingly, you are urged to carefully review this Prospectus/Offer to Exchange in its entirety (including all documents filed as exhibits to the registration statement on Form S-4 that contains this Prospectus/Offer to Exchange, which exhibits may be obtained by following the procedures set forth herein in the section titled "Where You Can Find Additional Information").

Warrants that Qualify for the Offer	As of April 25, 2023, 10,992,453 Public Warrants and 8,899,934 Private Warrants were outstanding, or 19,892,387 Warrants in the aggregate. The Warrants are governed by the Warrant Agreement, and each warrant is exercisable for one share of Class A Common Stock at a price of $11.50 per share, subject to adjustments pursuant to the Warrant Agreement. Each warrant holder who tenders Warrants for exchange pursuant to the Offer will receive 0.25 shares of our Class A Common Stock for each warrant so exchanged. Pursuant to the Offer, we are offering up to an aggregate of 4,973,096 shares of our Class A Common Stock in exchange for all of the outstanding Warrants. Under the Warrant Agreement, we may call all of the Public Warrants for redemption at our option: • upon a minimum of 30 days' prior written notice of redemption; and • at a redemption price of $0.01 per Public Warrant, if, and only if: • the price per share of Class A Common Stock equals or exceeds $18.00 per share for specified periods discussed in the section of this Prospectus/Offer to Exchange titled "*Description of Securities*" (subject to adjustment in compliance with Section 4 of the Warrant Agreement); and • there is an effective registration statement covering the issuance of the shares of Class A Common Stock issuable upon exercise of the Public Warrants, and a current prospectus relating thereto, available throughout the 30-day period after the written notice of redemption is given. As of the date of this Prospectus/Offer to Exchange, the $18.00 price condition has not been satisfied and the Public Warrants are not redeemable by us. The Private Warrants are not redeemable by us under any circumstances so long as they are held by the Sponsor and certain permitted transferees. The Warrants expire at 5:00 p.m. New York City time on January 3, 2028.

Our Common Stock	As of April 28, 2023, there were 57,995,513 shares of our Class A Common Stock and 55,032,961 shares of our Class B Common Stock outstanding. All of the shares of our Class B Common Stock are paired with Class B common units of Umbrella, which may be required by the holder thereof to be redeemed by us together with the paired shares of our Class B Common Stock, in exchange for shares of our Class A Common Stock (see "*— Description of Securities"*). Assuming holders of all of our Warrants tender their Warrants in the Offer, we would issue 4,973,096 shares of our Class A Common Stock and there would be 62,968,610 shares of our Class A Common Stock and 55,032,961 shares of our Class B Common Stock outstanding after the Offer. The number of shares of our Class A Common Stock and Class B Common Stock that will be outstanding after the Offer is based on the number of shares of our Class A Common Stock and shares of our Class B Common Stock outstanding as of April 28, 2023 and excludes: • 11,788,132 additional shares of Class A Common Stock reserved for future issuance under our Equity Incentive Plan as of April 28, 2023.
Market Price of Our Common Stock	Our Class A Common Stock is currently listed on Nasdaq under the symbol "ALTI" and our Public Warrants are currently listed on Nasdaq under the symbol "ALTIW." Our Private Warrants are not listed on a securities exchange nor are they traded in an over-the-counter market. See "*Market Information, Dividends and Related Stockholder Matters*."
The Offer	Each warrant holder who tenders Warrants for exchange pursuant to the Offer will receive 0.25 shares of our Class A Common Stock for each warrant so exchanged. No fractional shares of Class A Common Stock will be issued pursuant to the Offer. In lieu of issuing fractional shares, any warrant holder who would otherwise have been entitled to receive fractional shares pursuant to the Offer will, after aggregating all such fractional shares of such holder, be paid cash (without interest) in an amount equal to such fractional part of a share multiplied by the last sale price of our Class A Common Stock on Nasdaq on the last trading day of the Offer Period. Our obligation to complete the Offer is not conditioned on the receipt of a minimum number of tendered Warrants. Holders of the Warrants tendered for exchange will not have to pay any of the exercise price for the tendered Warrants in order to receive shares of Class A Common Stock in the exchange. The shares of Class A Common Stock issued in exchange for the tendered Warrants will be unrestricted and freely transferable, as long as the warrant holder is not an affiliate of ours and was not an affiliate of ours within the three months prior to the transfer of such shares by the Company to the warrant holder.

	We are not aware of any U.S. state where the making of the Offer and the Consent Solicitation is not in compliance with applicable law. If we become aware of any U.S. state where the making of the Offer and the Consent Solicitation or the acceptance of the Warrants pursuant to the Offer is not in compliance with applicable law, we will make a good faith effort to comply with the applicable law. If, after such good faith effort, we cannot comply with the applicable law, the Offer and the Consent Solicitation will not be made to (nor will tenders be accepted from or on behalf of) the warrant holders in such jurisdiction.
The Consent Solicitation	In order to tender Warrants in the Offer and Consent Solicitation, holders of each of the Public Warrants and Private Warrants are required to consent (by executing the Letters of Transmittal and Consent or requesting that their broker or nominee consent on their behalf) to an amendment to the Warrant Agreement governing the Warrants as set forth in the Warrant Amendment attached as Annex A. If approved, the Warrant Amendment would permit the Company to require that all Warrants that are outstanding upon the closing of the Offer be mandatorily exchanged for shares of Class A Common Stock at a ratio of 0.225 shares of Class A Common Stock per warrant (a ratio which is 10% less than the exchange ratio applicable to the Offer); in the event that the Company elects to exchange all of the outstanding Warrants, the Exercise Period would expire after the Adjusted Expiration Date, which is the last day of the Exercise Period of the Warrants, as adjusted, as a result of such mandatory exchange, during which such Warrants held by the registered holder are exercisable for Class A Shares. Upon such mandatory exchange, no Warrants will remain outstanding. Although we intend to require an exchange of all remaining outstanding Warrants if the Warrant Amendment is approved, we are not required to effect such an exchange and may defer doing so or not require it at all. Parties representing approximately 36.7% of the Public Warrants and 66.3% of the Private Warrants have agreed to tender their warrants in the Offer and to consent to the Warrant Amendment in the Consent Solicitation. Accordingly, if holders of an additional approximately 28.3% of the outstanding Public Warrants participate in the Offer, and the other conditions described herein are satisfied or waived, then the Warrant Amendment will be adopted with respect to the Public Warrants. With respect to the Private Warrants, because holders of approximately 66.3% of the Private Warrants have agreed to consent to the Warrant Amendment in the Consent Solicitation, if the other conditions described in the Prospectus/Offer to Exchange are satisfied or waived, then the Warrant Amendment will be adopted with respect to the Private Warrants.
Purpose of the Offer and Consent Solicitation	The purpose of the Offer and Consent Solicitation is to simplify our capital structure and reduce the potential dilutive impact of the

	Warrants. See "*The Offer and Consent Solicitation—Background and Purpose of the Offer and Consent Solicitation.*"
Offer Period	The Offer and Consent Solicitation will expire on the Expiration Date, which is at one minute after 11:59 p.m., Eastern Time, on June 2, 2023, or such later time and date to which we may extend the offer. All Warrants tendered for exchange pursuant to the Offer and Consent Solicitation, and all required related paperwork, must be received by the exchange agent by the Expiration Date, as described in this Prospectus/Offer to Exchange. If the Offer Period is extended, we will make a public announcement of such extension by no later than 9:00 a.m., Eastern Time, on the next business day following the Expiration Date as in effect immediately prior to such extension. We may withdraw the Offer and Consent Solicitation only if the conditions of the Offer and Consent Solicitation are not satisfied or waived prior to the Expiration Date. Promptly upon any such withdrawal, we will return the tendered Warrants (and the related consents to the Warrant Amendment will be revoked). We will announce our decision to withdraw the Offer and Consent Solicitation by disseminating notice by public announcement or otherwise as permitted by applicable law. See "*The Offer and Consent Solicitation—General Terms—Offer Period.*"
Amendments to the Offer and Consent Solicitation	We reserve the right at any time or from time to time to amend the Offer and Consent Solicitation, including by increasing or (if the conditions to the Offer are not satisfied) decreasing the exchange ratio of Common Stock issued for every warrant exchanged or by changing the terms of the Warrant Amendment. If we make a material change in the terms of the Offer and Consent Solicitation or the information concerning the Offer and Consent Solicitation, or if we waive a material condition of the Offer and Consent Solicitation, we will extend the Offer and Consent Solicitation to the extent required by Rules 13e-4(d)(2) and 13e-4(e)(3) under the Exchange Act. See "*The Offer and Consent Solicitation—General Terms—Amendments to the Offer and Consent Solicitation.*"
Conditions to the Offer and Consent Solicitation	The Offer is subject to customary conditions, including the effectiveness of the registration statement of which this Prospectus/Offer to Exchange forms a part and the absence of any action or proceeding, statute, rule, regulation or order that would challenge or restrict the making or completion of the Offer. The Offer is not conditioned upon the receipt of a minimum number of tendered Warrants. However, the Consent Solicitation is conditioned upon receiving the consent of holders of at least 65% of the number of the then outstanding Public Warrants (which is the minimum number required to amend the Warrant Agreement with respect to the Public Warrants), and the consent of at least 65% of the number of the then outstanding Private Warrants (which is the minimum number required to amend the Warrant Agreement with respect to the Private

	Warrants). If we do not receive sufficient consents for the Warrant Amendment as it relates to either the Public Warrants or the Private Warrants, we will still purchase any warrants tendered in the Offer and, if sufficient consents were received with respect to one class of warrants but not the other, we will adopt the Warrant Amendment with respect to such class. We may waive some of the conditions to the Offer. See "*The Offer and Consent Solicitation—General Terms—Conditions to the Offer and Consent Solicitation*." We will not complete the Offer and Consent Solicitation unless and until the registration statement described above is effective. If the registration statement is not effective at the Expiration Date, we may, in our discretion, extend, suspend or cancel the Offer and Consent Solicitation, and will inform warrant holders of such event.
Withdrawal Rights	If you tender your Warrants for exchange and change your mind, you may withdraw your tendered Warrants (and thereby automatically revoke the related consent to the Warrant Amendment) at any time prior to the Expiration Date, as described in greater detail in the section titled "*The Offer and Consent Solicitation— Withdrawal Rights.*" If the Offer Period is extended, you may withdraw your tendered Warrants (and thereby automatically revoke the related consent to the Warrant Amendment) at any time until the extended Expiration Date. In addition, tendered Warrants that are not accepted by us for exchange by June 3, 2023 may thereafter be withdrawn by you until such time as the Warrants are accepted by us for exchange.
Participation by Directors, Executive Officers and Affiliates	Except as set forth below, neither we nor any of our directors, executive officers or affiliates beneficially own any of the Warrants. The former equityholders of TWMH, the TIG Entities and Alvarium, collectively own all of the Private Warrants and, through ownership of such Warrants and shares of our Class A Common Stock, had beneficial ownership of approximately 60% of the outstanding shares of our Class A Common Stock and 36% of the outstanding shares of our Common Stock as of April 28, 2023. Pangaea Three-B, LP, together with the Sponsor, collectively owns 4,040,663 Public Warrants and 6,808,720 shares of Class A Common Stock and, through ownership of such Warrants and shares of our Class A Common Stock, had beneficial ownership of approximately 19% of the outstanding shares of our Class A Common Stock and 10% of the outstanding shares of our Common Stock as of April 28, 2023, respectively. The Sponsor has agreed to exchange up to 3,624,506 Public Warrants for Option Agreements held by PIPE Investors at a ratio of one share subject to the Public Warrants for one share subject to the Option Agreements. Parties representing approximately 36.7% of the Public Warrants (including certain of the PIPE Investors in the Private Exchange) and 66.3% of the Private Warrants have agreed to tender their Warrants in the Offer and to consent to the Warrant Amendment in the Consent Solicitation pursuant to each of their Tender and Support Agreement

	. Accordingly, if holders of an additional approximately 28.3% of the outstanding Public Warrants consent to the Warrant Amendment in the Consent Solicitation, and the other conditions described herein are satisfied or waived, then the Warrant Amendment will be adopted with respect to the Public Warrants. With respect to the Private Warrants, because holders of approximately 66.3% of the Private Warrants have agreed to consent to the Warrant Amendment in the Consent Solicitation, if the other conditions described in the Prospectus/Offer to Exchange are satisfied or waived, then the Warrant Amendment will be adopted with respect to the Private Warrants. In addition, one of our directors, Peter Yu, is a partner of Pangaea Three-B, LP, and several of our directors and officers are former equityholders of TWMH, the TIG Entities and Alvarium. For more information, see "*The Offer and Consent Solicitation—Interests of Directors, Executive Officers and Others.*"
Federal and State Regulatory Approvals	Other than compliance with the applicable federal and state securities laws, no federal or state regulatory requirements must be complied with and no federal or state regulatory approvals must be obtained in connection with the Offer and Consent Solicitation.
Absence of Appraisal or Dissenters' Rights	Holders of Warrants do not have any appraisal or dissenters' rights under applicable law in connection with the Offer and Consent Solicitation.
U.S. Federal Income Tax Consequences of the Offer	For those holders of Warrants participating in the Offer and for any holders of Warrants subsequently exchanged for shares of Class A Common Stock pursuant to the terms of the Warrant Amendment, if approved, we intend to treat the exchange of your Warrants for shares of Class A Common Stock as a "recapitalization" within the meaning of Section 368(a)(1)(E) of the Code pursuant to which (i) you should not recognize any gain or loss on the exchange of your Warrants for shares of Class A Common Stock (other than with respect to any cash received in lieu of a fractional share of our Common Stock), (ii) your aggregate tax basis in shares of Class A Common Stock received in the exchange should equal your aggregate tax basis in your Warrants surrendered in the exchange (except to the extent of any tax basis allocated to a fractional share for which a cash payment is received in connection with the exchange), and (iii) your holding period for shares of Class A Common Stock received in the exchange should include your holding period for the surrendered Warrants. However, because there is a lack of direct legal authority regarding the U.S. federal income tax consequences of an exchange of your Warrants for shares of Class A Common Stock, there can be no assurance in this regard and alternative characterizations are possible by the IRS or a court, including ones that would require U.S. holders to recognize

	taxable income on the exchange of your Warrants for shares of Class A Common Stock. Although the issue is not free from doubt, we intend to treat all Warrants not exchanged for shares of Class A Common Stock in the Offer as having been exchanged for "new" Warrants pursuant to the warrant Amendment and to treat such deemed exchange as a "recapitalization" within the meaning of Section 368(a)(1)(E) of the Code, pursuant to which (i) you should not recognize any gain or loss on the deemed exchange of Warrants for "new" Warrants, (ii) your aggregate tax basis in the "new" Warrants deemed to be received in the exchange should equal your aggregate tax basis in your existing Warrants surrendered in the exchange, and (iii) your holding period for the "new" Warrants deemed to be received in the exchange should include your holding period for the surrendered Warrants. Because there is a lack of direct legal authority regarding the U.S. federal income tax consequences of a deemed exchange of Warrants for "new" Warrants such as that contemplated by the Warrant Amendment there can be no assurance in this regard and alternative characterizations by the IRS or a court are possible, including ones that would require U.S. holders to recognize taxable income on the deemed exchange. See "*The Offer and Consent Solicitation—Material U.S. Federal Income Tax Consequences.*"
No Recommendation	None of our Board, our management, the dealer the manager and solicitation agent, the exchange agent, the information agent, or any other person makes any recommendation on whether you should tender or refrain from tendering all or any portion of your Warrants or consent to the Warrant Amendment, and no one has been authorized by any of them to make such a recommendation.
Risk Factors	For risks related to the Offer and Consent Solicitation, please read the section titled "*Risk Factors*" beginning on page 22 of this Prospectus/Offer to Exchange.
Exchange Agent	The depositary and exchange agent for the Offer and Consent Solicitation is: Continental Stock Transfer & Trust Company
Dealer Manager and Solicitation Agent	The dealer manager and solicitation agent for the Offer and Consent Solicitation is: Oppenheimer & Co. Inc. 85 Broad Street, 23rd Floor New York, NY 10004 We have other business relationships with the dealer manager and solicitation agent, as described in "*The Offer and Consent Solicitation—Dealer Manager and Solicitation Agent*."

Additional Information	We recommend that our warrant holders review the registration statement on Form S-4, of which this Prospectus/Offer to Exchange forms a part, including the exhibits that we have filed with the SEC in connection with the Offer and Consent Solicitation and our other materials that we have filed with the SEC, before making a decision on whether to tender for exchange in the Offer and consent to the Warrant Amendment. All reports and other documents we have filed with the SEC can be accessed electronically on the SEC's website at www.sec.gov.

You should direct (1) questions about the terms of the Offer and Consent Solicitation to the dealer manager and solicitation agent at its addresses and telephone number listed above and (2) questions about the exchange procedures and requests for additional copies of this Prospectus/Offer to Exchange, the Letter of Transmittal and Consent or Notice of Guaranteed Delivery to the information agent at the below address and phone number:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, NY, 10022
Warrantholders may call toll-free: (877) 456-3510
Banks and Brokers may call collect: (212) 750-5833

Corporate Information

We were initially incorporated under the Companies Act on December 18, 2020 as Cartesian Growth Corporation. In connection with the Domestication and Business Combination, among other things, we changed our name to "Alvarium Tiedemann Holdings, Inc." (and, on April 19, 2023, we further changed our name to "AlTi Global, Inc."). Our Class A Common Stock and Public Warrants are listed on Nasdaq under the symbols "ALTI" and "ALTIW," respectively. Our principal executive offices are located at 520 Madison Avenue, 21st Floor, New York, New York, 10022, and our telephone number is (212) 396-5904. Our website address is *www.alti-global.com*. The information contained in, or accessible through, our website does not constitute a part of this Prospectus/Offer to Exchange. We have included our website address in this Prospectus/Offer to Exchange solely as an inactive textual reference.

Risk Factors Summary

Below is a summary of some of the risks that we face. This summary is not complete, and should be read together with the entire section titled "*Risk Factors*" in this Prospectus/Offer to Exchange, as well as the other information in other filings that we make with the SEC:

- If we are unable to compete effectively, our business and financial condition could be adversely affected.
- We may be materially adversely affected by the COVID 19 pandemic.
- Changes in market and economic conditions (including as a result of the ongoing COVID-19 pandemic) could lower the value of assets on which we earn revenue and could decrease the demand for our investment solutions and services.
- Certain policies and procedures implemented to mitigate potential conflicts of interest and address certain regulatory requirements may reduce the synergies that may otherwise exist across our various businesses.

- Failure to properly disclose conflicts of interest could harm our reputation, results of operations, financial condition or business.
- Conflicts of interest may arise in our allocation of co-investment opportunities.
- Conflicts of interest may arise in our allocation of costs and expenses and increased regulatory scrutiny and uncertainty with regard to expense allocation may increase the risk of harm.
- We are subject to extensive government regulation, and our failure or inability to comply with these regulations or regulatory action against it could adversely affect our results of operations, financial condition or business.
- We may expand our business and may enter into new lines of business or geographic markets, which may result in additional risks and uncertainties and place significant demands on our administrative, operational and financial resources. There can be no assurance that we will be able to successfully manage this growth.
- We may be subject to increasing scrutiny from our clients with respect to the societal and environmental impact of investments we make, which may adversely impact our ability to retain clients or to grow our client base and assets under management or assets under advisement, and also may cause us to more likely invest client capital based on societal and environmental factors instead of investing client capital in the investment opportunities with the highest return potential for a particular level of risk.
- We are exposed to data and cybersecurity risks that could result in data breaches, service interruptions, harm to our reputation, protracted and costly litigation or significant liability.
- If we are not able to satisfy data protection, security, privacy and other government- and industry-specific requirements or regulations, our results of operations, financial condition or business could be harmed.
- We may be unable to remain in compliance with the financial or other covenants contained in our debt instruments. Any breach of our credit facilities could have a material adverse effect on our business and financial condition.
- Confidentiality agreements with employees, consultants, and others may not adequately prevent disclosure of trade secrets and other proprietary information.
- The success of our business depends on the identification and availability of suitable investment opportunities for our clients.
- The due diligence process that we undertake in connection with investments may not reveal all facts that may be relevant in connection with an investment.
- Dependence on leverage by certain funds, underlying investment funds and portfolio companies subjects us to volatility and contractions in the debt financing markets and could adversely affect the ability of our funds to achieve attractive rates of return on their investments.
- Defaults by third-party investors could adversely affect that fund’s operations and performance.
- Our failure to comply with investment guidelines of our clients could result in damage awards against us or a reduction in AUM, either of which would cause our earnings to decline and adversely affect our business.
- We may not have control over the day-to-day operations of many of the funds included in our investments and we do not have control over the business of the External Strategic Managers in which we have made strategic investments.

- Our controls and procedures may fail or be circumvented, our risk management policies and procedures may be inadequate and operational risks could adversely affect our reputation and financial condition.
- Our investment advisory contracts may be terminated or may not be renewed by investors or fund boards on favorable terms and the liquidation of certain funds may be accelerated at the option of investors.
- We rely on our management team to grow our business, and the loss of key management members, or an inability to hire key personnel, could harm our business.
- The price of our Class A Common Stock and Warrants may be volatile.
- The exchange of Warrants for shares of Class A Common Stock will increase the number of shares eligible for future resale and result in dilution to our stockholders.

Emerging Growth Company

As a company with less than $1.235 billion in revenue during our last fiscal year, we qualify as an "emerging growth company" as defined in the Jumpstart Our Business Startups Act of 2012, as amended (the "JOBS Act"). An "emerging growth company" may take advantage of reduced reporting requirements that are otherwise applicable to public companies. These provisions include, but are not limited to:

- the option to present only two years of audited financial statements and only two years of related "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Prospectus/Offer to Exchange;
- not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, as amended (the "Sarbanes-Oxley Act");
- not being required to comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements (i.e., an auditor discussion and analysis);
- reduced disclosure obligations regarding executive compensation in our periodic reports, proxy statements and registration statements; and
- exemptions from the requirements of holding a nonbinding advisory vote of stockholders on executive compensation, stockholder approval of any golden parachute payments not previously approved and having to disclose the ratio of the compensation of our chief executive officer to the median compensation of our employees.

We may take advantage of these provisions until the last day of our fiscal year following the fifth anniversary of the completion of the Initial Public Offering. However, if (i) our annual gross revenue exceeds $1.235 billion, (ii) we issue more than $1.0 billion of non-convertible debt in any three-year period or (iii) we become a "large accelerated filer" (as defined in Rule 12b-2 under the Exchange Act) prior to the end of such five-year period, we will cease to be an emerging growth company. We will be deemed to be a "large accelerated filer" at such time that we (a) have an aggregate worldwide market value of common equity securities held by non-affiliates of $700.0 million or more as of the last business day of our most recently completed second fiscal quarter, (b) have been required to file annual and quarterly reports under the Exchange Act, for a period of at least 12 months and (c) have filed at least one Prospectus/Offer to Exchange pursuant to the Exchange Act.

We have elected to take advantage of certain of the reduced disclosure obligations in the registration statement of which this Prospectus/Offer to Exchange is a part and may elect to take advantage of other reduced reporting requirements in future filings. As a result, the information that we provide to our stockholders may be different than you might receive from other public reporting companies in which you hold equity interests.

In addition, the JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. We have elected to use the extended transition period for complying with new or revised accounting standards. As a result of this election, our financial statements may not be comparable to companies that comply with public company effective dates.

Smaller Reporting Company

Additionally, we are a "smaller reporting company" as defined in Item 10(f)(1) of Regulation S-K. Smaller reporting companies may take advantage of certain reduced disclosure obligations, including, among other things, providing only two years of audited financial statements. We will remain a smaller reporting company until the last day of the fiscal year in which (i) the market value of our Common Stock held by non-affiliates exceeds $250 million as of the prior June 30, or (ii) our annual revenues exceeded $100 million during such completed fiscal year and the market value of our Common Stock held by non-affiliates exceeds $700 million as of the prior June 30.

RISK FACTORS

An investment in our securities involves a high degree of risk. You should carefully consider the following risk factors, in addition to the risks and uncertainties discussed above under "Cautionary Note Regarding Forward- Looking Statements," together with all of the other information included in this Prospectus/Offer to Exchange or any accompanying supplement thereto, before making an investment decision. The occurrence of one or more of the events or circumstances described in these risk factors, alone or in combination with other events or circumstances may have an adverse effect on our business, results of operations and financial condition. You should also carefully consider the following risk factors in addition to the other information included in this Prospectus/Offer to Exchange, including matters addressed in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the financial statements and notes to the financial statements included herein. However, the selected risks described below are not the only risks we face. Additional risks and uncertainties not currently known to us or those we currently view to be immaterial may also materially and adversely affect our business, results of operations or financial condition. In such a case, the trading price of our securities could decline and you may lose all or part of your investment.

Risks Related to Our Business and Industry

We are a holding company and our only material asset is our interest in our subsidiaries, and we are accordingly dependent upon distributions made by our subsidiaries to pay taxes, make payments under the Tax Receivable Agreement and pay dividends.

Since the completion of the Business Combination, we are a holding company with no material assets other than the equity interests in our direct and indirect subsidiaries, including Umbrella. As a result, we will have no independent means of generating revenue or cash flow. Our ability to pay taxes, make payments under the Tax Receivable Agreement and pay dividends will depend on the financial results and cash flows of our subsidiaries and the distributions we receive from our subsidiaries. Deterioration in the financial condition, earnings or cash flow of such subsidiaries for any reason could limit or impair such subsidiaries' ability to pay such distributions. Additionally, to the extent that we need funds and our subsidiaries are restricted from making such distributions under applicable law or regulation or under the terms of any financing arrangements, or our subsidiaries are otherwise unable to provide such funds, it could materially adversely affect our liquidity and financial condition.

Subject to the discussion herein, Umbrella will continue to be treated as a partnership for U.S. federal income tax purposes and, as such, generally will not be subject to any entity-level U.S. federal income tax. Instead, taxable income will be allocated to holders of Umbrella common units. Accordingly, we will be required to pay income taxes on our allocable share of any net taxable income of Umbrella. Under the terms of the Umbrella LLC Agreement, Umbrella is obligated to make tax distributions to holders of Umbrella common units (including the Company) calculated at certain assumed tax rates. In addition to tax expenses, we will also incur expenses related to our operations, including our payment obligations under the Tax Receivable Agreement, which could be significant, and some of which will be reimbursed by Umbrella (excluding payment obligations under the Tax Receivable Agreement). We intend to cause Umbrella to make ordinary distributions and tax distributions to holders of Umbrella common units on a pro rata basis in amounts sufficient to cover all applicable taxes, relevant operating expenses, payments we make under the Tax Receivable Agreement and dividends, if any, we declare. However, as discussed above, Umbrella's ability to make such distributions may be subject to various limitations and restrictions including, but not limited to, retention of amounts necessary to satisfy the obligations of Umbrella and restrictions on distributions that would violate any applicable restrictions contained in Umbrella's debt agreements, or any applicable law, or that would have the effect of rendering Umbrella insolvent. Any restrictions on the ability of Umbrella's subsidiaries to make dividends or distributions to Umbrella would also reduce the cash available to Umbrella to make distributions. To the extent that we are unable to make payments under the Tax Receivable Agreement for any reason, such payments will be deferred and will accrue interest until paid.

Dividends on our shares, if any, will be paid at the discretion of the board of directors (the "Board"), which will consider, among other things, our business, operating results, financial condition, current and expected cash needs, plans for expansion and any legal or contractual limitations on its ability to pay such dividends. Financing arrangements may include restrictive covenants that restrict our ability to pay dividends or make other distributions to our shareholders. In addition, entities are generally prohibited under relevant law from making a distribution to a shareholder to the extent that, at the time of the distribution, after giving effect to the distribution, the liabilities of such entity (subject to certain exceptions) exceed the fair value of its assets. If our subsidiaries do not have sufficient funds to make distributions, the Company's ability to declare and pay cash dividends may also be restricted or impaired.

Our revenue is derived from fees correlated to the amount of assets under management and assets under advisement that we have and the performance of our investment strategies and/or products. Poor performance of our investments in the future or terminations of significant client relationships, in each case, resulting in a reduction in assets under management or advisement, could have a materially adverse impact on our results, financial condition or business.

The success and growth of our business is dependent upon the performance of our investments. Positive performance of our investments will not necessarily result in the holders of our Common Stock experiencing a corresponding positive return on their shares. However, poor performance of our investments could cause a decline in our revenues as a result of reduced management fees and incentive fees from our clients, as applicable, and may therefore have a materially adverse impact on our results. If we fail to meet the expectations of our clients or our investments otherwise experience poor investment performance, whether due to general economic and financial conditions, our investment acumen or otherwise, our ability to retain existing assets under management or advisement and attract new clients could be materially adversely affected and our management fees and/or incentive fees would be reduced. Furthermore, even if the investment performance of our investments is positive, our business or financial condition could be materially adversely affected if we are unable to attract and retain additional assets under management and assets under advisement consistent with our past experience, industry trends or investor and market expectations.

If we are unable to compete effectively, our business and financial condition could be adversely affected.

The industry in which we operate is intensely competitive, with competition based on a variety of factors, including investment performance, the scope and the quality of service provided to clients, brand recognition, business reputation and price. Our business competes with a number of private equity funds, hedge funds, wealth managers, specialized investment funds, solutions providers and other sponsors managing pools of capital, as well as corporate buyers, traditional asset managers, commercial banks, investment banks and other financial institutions (including sovereign wealth funds), and we expect that competition will continue to increase. For example, certain traditional asset managers have developed their own private equity platforms and are marketing other asset allocation strategies as alternatives to hedge fund investments. Additionally, developments in financial technology, such as distributed ledger technology, commonly referred to as blockchain, have the potential to disrupt the financial industry and change the way financial institutions, as well as asset managers, do business. A number of factors serve to increase our competitive risks:

- a number of our competitors have greater financial, technical, marketing and other resources and more personnel than we do;
- some of our competitors have significant amounts of capital or are expected to raise significant amounts of capital, and many of them have investment objectives similar to ours, which may create additional competition for investment opportunities and may reduce the size and duration of pricing inefficiencies that our investments seek to exploit;
- some of our investments may not perform as well as competitors' funds or other available investment products;

- some of our competitors may have a lower cost of capital, which may be exacerbated to the extent potential changes to the Internal Revenue Code of 1986, as amended (the "Code") limit the deductibility of interest expense;
- some of our competitors may have access to funding sources that are not available to us, which may create competitive disadvantages for us with respect to investment opportunities;
- some of our competitors may be subject to less regulation and accordingly may have more flexibility to undertake and execute certain businesses or investments than we can and/or bear less compliance expense than we do;
- some of our competitors may have more flexibility than us in raising certain types of investment funds under the investment management contracts they have negotiated with their investors;
- some of our competitors may have better expertise or be regarded by investors as having better expertise in a specific asset class or geographic region than we do; and
- other industry participants may, from time to time, seek to recruit our investment professionals and other employees away from us.

We may find it harder to attract and retain wealth management clients and raise new funds, and we may lose investment opportunities in the future, if we do not match the prices, structures and terms offered by our competitors. We may not be able to maintain our current fee structures as a result of industry pressure from investors to reduce fees. In order to maintain our desired fee structures in a competitive environment, we must be able to continue to provide clients with investment returns and service that incentivize them to pay our desired fee rates. We cannot assure you that we will succeed in providing investment returns and service that will allow us to maintain our desired fee structure. Fee reductions on existing or future new business could have a material adverse effect on our profit margins and results of operations.

The anticipated benefits of the Business Combination may not be realized or may take longer than expected to realize.

The future success of the Business Combination, including its anticipated benefits, depends, in part, on our ability to optimize our combined operations, which will be a complex, costly and time-consuming process. If we experience difficulties in this process, the anticipated benefits may not be realized fully or at all, or may take longer to realize than expected, which could have an adverse effect on us for an undetermined period. There can be no assurances that we will realize the potential operating efficiencies, synergies and other benefits currently anticipated from the Business Combination.

The integration of the Target Companies may present material challenges, including, without limitation:

- combining the leadership teams and corporate cultures of TWMH, the TIG Entities and Alvarium;
- the diversion of management's attention from ongoing business concerns and performance shortfalls at one or more of the businesses as a result of the devotion of management's attention to the Business Combination or integration of the businesses;
- managing a larger combined business;
- maintaining employee morale and retaining key management and other employees at the combined company, including by offering sufficiently attractive terms of employment;
- retaining existing business and operational relationships, and attracting new business and operational relationships;
- the possibility of faulty assumptions underlying expectations regarding the integration process;
- consolidating corporate and administrative infrastructures and eliminating duplicative operations;

- managing expense loads and maintaining currently anticipated operating margins given that the Target Companies are different in nature and therefore may require additional personnel and compensation expenses, which expenses may be borne by us, rather than our funds; and
- unanticipated issues in integrating information technology, communications and other systems.

Some of those factors are outside of our control, and any one of them could result in delays, increased costs, decreases in the amount of potential revenues or synergies, potential cost savings, and diversion of management's time and energy, which could materially affect our financial position, results of operations, and cash flows.

We may be materially adversely affected by the COVID-19 pandemic.

The outbreak of the COVID-19 pandemic led much of the world to institute stay-at-home orders, restrictions on travel, bans on public gatherings, the closing of non-essential businesses or limiting their hours of operation and other restrictions on businesses and their operations, many of which have has adversely impacted global commercial activity and contributed to significant volatility and a downturn in global financial markets. While many of these restrictions are being relaxed or lifted in an effort to generate more economic activity, the risk of future COVID-19 outbreaks remains, and jurisdictions may reimpose restrictions in an effort to mitigate risks to public health. Moreover, even where restrictions are and remain lifted, personal medical concerns could lead people to continue to self-isolate and not participate in the economy at pre-pandemic levels for a prolonged period of time. As a result, we are unable to predict the ultimate adverse impact of the pandemic, but it has affected, and may further affect, our business in various ways, including the following:

- We operate our business globally, with clients across North America, Europe, Asia-Pacific and Latin America. The ability to easily travel and meet with prospective and current clients in person helps build and strengthen our relationships with them in ways that telephone and video conferences may not always afford. In addition, the ability of our employees to conduct their daily work in our offices helps to ensure a level of productivity that may not be achieved when coming to the office every day is not an option. Further, our investment strategies target opportunities globally. The reinstatement of restrictions on travel and public gatherings as well as stay-at-home orders could lead to most of our client and prospect meetings not taking place in person, and a significant portion of our employees working from home. As a consequence, our ability to generate new clients, market our funds and raise new business may be impeded (which may result in lower or delayed revenue growth), it may become more difficult to conduct due diligence on investments (which can impede the identification of investment risks) and an extended period of remote working by our employees could strain our technology resources and introduce operational risks, including heightened cybersecurity risk, as remote working environments can be less secure and more susceptible to hacking attacks.
- A slowdown in fundraising activity has in the past resulted in delayed or decreased management fees and could result in delayed or decreased management fees in the future compared to prior periods. In addition, in light of declines in public equity markets and other components of their investment portfolios, investors may become restricted by their asset allocation policies from investing in new or successor funds that we provide, or may be prohibited by new laws or regulations from funding existing commitments. We may also experience a slowdown in the deployment of our capital, which could also adversely affect our ability to raise capital, including for new or successor funds.
- To the extent the market dislocation caused by COVID-19 may present attractive investment opportunities due to increased volatility in the financial markets, we may not be able to complete those investments, which could impact revenues, particularly for our funds that charge fees on invested capital.
- Our liquidity and cash flows may be adversely impacted by declines or delays in realized incentive fees and management fee revenues.

- Certain of our clients invest in industries that have been materially impacted by the COVID-19 pandemic, including healthcare, travel, entertainment, hospitality and retail. Companies in these industries are facing operational and financial hardships resulting from the pandemic, and if conditions do not improve, they could continue to suffer materially, become insolvent or cease operations altogether, any of which would decrease the value of the investments.
- COVID-19 presents a threat to our employees' well-being and morale. If our senior management or other key personnel become ill or are otherwise unable to perform their duties for an extended period of time, we may experience a loss of productivity or a delay in the implementation of certain strategic plans. In addition to any potential impact of such extended illness on our operations, we may be exposed to the risk of litigation by our employees against us for, among other things, failure to take adequate steps to protect their well-being, particularly in the event they become sick after a return to the office. Further, local COVID-19-related laws can be subject to rapid change depending on public health developments, which can lead to confusion and make compliance with laws uncertain and subject us to increased risk of litigation for non-compliance.
- We anticipate that regulatory oversight and enforcement will become more rigorous for public companies in general, and for the financial services industry in particular, as a result of the recent volatility in the financial markets

We believe COVID-19's adverse impact on our business, financial condition and results of operations will be significantly driven by a number of factors that we are unable to predict or control, including, for example: the severity and duration of the pandemic, including the timing of availability, effectiveness and public acceptance of one or more treatments or vaccines for COVID-19; the pandemic's impact on the U.S. and global economies; the timing, scope and effectiveness of additional governmental responses to the pandemic; the timing and path of economic recovery; and the negative impact on our clients, counterparties, vendors and other business partners that may materially adversely affect us.

Changes in market and economic conditions (including as a result of the ongoing COVID-19 pandemic) could lower the value of assets on which we earn revenue and could decrease the demand for our investment solutions and services.

We operate in the financial services industry. The financial markets, and in turn the financial services industry, are affected by many factors, such as U.S. and foreign economic and geopolitical conditions and general trends in business and finance that are beyond our control, and could be adversely affected by changes in the equity or debt marketplaces, unanticipated changes in currency exchange rates, interest rates, inflation rates, the yield curve, financial crises, war, terrorism, natural disasters, pandemics and outbreaks of disease or similar public health concerns such as the COVID-19 pandemic and other factors that are difficult to predict. In the event that the U.S. or international financial markets suffer a severe or prolonged economic downturn, investments may lose value and investors may choose to withdraw assets from financial advisers and use the assets to pay expenses or transfer them to investments that they perceive to be more secure, such as bank deposits and Treasury securities. Any prolonged downturn in financial markets, or increased levels of asset withdrawals could have a material adverse effect on our results of operations, financial condition or business.

Significant fluctuations in securities prices have and will continue to materially affect the value of the assets we manage and may also influence financial adviser and investor decisions regarding whether to invest in, or maintain an investment in, one or more of our investment solutions. If such fluctuations in securities prices were to lead to decreased investment in the securities markets, our revenue and earnings derived from asset-based revenue could be materially and adversely affected. Furthermore, declining economic conditions could negatively impact commercial real estate fundamentals and result in lower occupancy, lower rental rates and declining values in our real estate portfolio, which could have the following negative effects on us:

- the values of our investments in commercial properties could decrease below the amounts paid for such investments; and/or

- revenues from the properties underlying our real estate investments could decrease due to fewer tenants and/or lower rental rates.

During the year ended December 31, 2022, inflation has accelerated globally (including in the United States and the United Kingdom) and is currently expected to continue at an elevated level in the near-term. Rising inflation could have an adverse impact on any variable rate debt and general and administrative expenses, as these costs could increase at a rate higher than our revenue. The Board of Governors of the Federal Reserve System, the Bank of England and other central banks have raised interest rates throughout the year ended December 31, 2022 to combat inflation and restore price stability and it is expected that rates will continue to rise through 2023. As a result, to the extent our exposure to increases in interest rates is not eliminated through interest rate swaps or other protection agreements, such increases may result in higher debt service costs, which will adversely affect our cash flows, earnings and asset and liability valuations.

Adverse developments affecting the financial services industry, such as actual events or concerns involving liquidity, defaults or non-performance by financial institutions or transactional counterparties, could adversely affect our current and projected business operations and our financial condition and results of operations.

Actual events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems. Inflation and rapid increases in interest rates have led to a decline in the trading value of previously issued government securities with interest rates below current market interest rates. Although the U.S. Department of Treasury, FDIC and Federal Reserve Board have announced a program to provide up to $25 billion of loans to financial institutions secured by certain of such government securities held by financial institutions to mitigate the risk of potential losses on the sale of such instruments, widespread demands for customer withdrawals or other liquidity needs of financial institutions for immediately liquidity may exceed the capacity of such program. There is no guarantee that the U.S. Department of Treasury, FDIC and Federal Reserve Board will provide access to uninsured funds in the future in the event of the closure of other banks or financial institutions, or that they would do so in a timely fashion.

Although we assess our banking relationships as we believe necessary or appropriate, our access to funding sources and other credit arrangements in amounts adequate to finance or capitalize our current and projected future business operations could be significantly impaired by factors that affect us, the financial institutions with which we have arrangements directly, or the financial services industry or economy in general. These factors could include, among others, events such as liquidity constraints or failures, the ability to perform obligations under various types of financial, credit or liquidity agreements or arrangements, disruptions or instability in the financial services industry or financial markets, or concerns or negative expectations about the prospects for companies in the financial services industry. These factors could involve financial institutions or financial services industry companies with which we have financial or business relationships, but could also include factors involving financial markets or the financial services industry generally.

The results of events or concerns that involve one or more of these factors could include a variety of material and adverse impacts on our current and projected business operations and our financial condition and results of operations

In addition, investor concerns regarding the U.S. or international financial systems could result in less favorable commercial financing terms, including higher interest rates or costs and tighter financial and operating covenants, or systemic limitations on access to credit and liquidity sources, thereby making it more difficult for us to acquire financing on acceptable terms or at all. Any of these impacts, or any other impacts resulting from the factors described above or other related or similar factors not described above, could have material adverse impacts on our liquidity and our current and/or projected business operations and financial condition and results of operations.

Certain policies and procedures implemented to mitigate potential conflicts of interest and address certain regulatory requirements may reduce the synergies that may otherwise exist across our various businesses.

In an effort to mitigate potential conflicts of interest and address regulatory, legal and contractual requirements and contractual restrictions, we have implemented certain policies and procedures (for example, information sharing policies) that may reduce the positive synergies that would otherwise exist across our various businesses. For example, we may come into possession of material non-public information with respect to issuers in which we may be considering making an investment or issuers in which our affiliates may hold an interest. As a consequence of such policies and procedures, we may be precluded from providing such information or other ideas to our other businesses that might be of benefit to them. Additionally, the terms of confidentiality or other agreements with or related to companies in which we have entered, either on our own behalf or on behalf of any of our clients, sometimes restrict or otherwise limit the ability of us or our clients to make investments or otherwise engage in businesses or activities competitive with such companies.

Failure to properly disclose conflicts of interest could harm our reputation, results of operations, financial condition or business.

We currently provide or may in the future provide a broad spectrum of financial services, including investment advisory, broker-dealer, asset management, loan origination, capital markets, special purpose acquisition company sponsorship and idea generation. Because of our size and the variety of investment strategies that we pursue, we may face a higher degree of scrutiny compared with investment managers that are smaller or focus on fewer asset classes. In the ordinary course of business, we engage in activities in which our interests or the interests of our clients may conflict with the interests of other clients, including the investors in our funds. Such conflicts of interest could adversely affect one or more of our clients and/or our performance or returns to our investors.

Certain of our clients may have overlapping investment objectives, including clients that have different fee structures and/or investment strategies that are more narrowly focused, and potential conflicts may arise with respect to allocation of investment opportunities among those clients. We will, from time to time, be presented with investment opportunities that fall within the investment objectives of multiple clients. In such circumstances, we will seek to allocate such opportunities among our clients on a basis that we reasonably determine in good faith to be fair and equitable, and may take into account a variety of relevant factors in determining eligibility, including the investment team primarily responsible for sourcing or performing due diligence on the transaction, the nature of the investment focus of each client, the relative amounts of capital available for investment, anticipated expenses to the applicable client and/or to us with regard to investment by our various clients, the investment pacing and timing of our clients and other considerations deemed relevant by us. Allocating investment opportunities appropriately frequently involves significant and subjective judgments. The risk that investors could challenge allocation decisions as inconsistent with our obligations under applicable law, governing client agreements or our own policies cannot be eliminated. In addition, the perception of non-compliance with such requirements or policies could harm our reputation with investors.

Our clients may invest in companies in which we or one or more or our other clients also invest, either directly or indirectly. Investments in a company by certain of our clients may be made prior to the investment by other clients, concurrently, including as part of the same financing plan or subsequent to the investments by such other clients. Any such investment by a client may consist of securities or other instruments of a different class or type from those in which other of our clients are invested, and may entitle the holder of such securities and other instruments to greater control or to rights that otherwise differ from those to which such other clients are entitled. In connection with any such investments, including as they relate to acquisition, owning, and disposition of such investments, our clients may have conflicting interests and investment objectives, and any difference in the terms of the securities or other instruments held by such parties may raise additional conflicts of interest for our clients and us. Our failure to adequately mitigate these conflicts could give rise to regulatory and investor scrutiny.

In the ordinary course of our investment activities on behalf of our clients, we receive investment-related information. We do not generally establish information barriers between internal investment teams. To the extent permitted by law, investment professionals have access to and make use of such investment-related information in making investment decisions for our clients. Therefore, information related to investments made on behalf of a particular client may inform investment decisions made in respect of another of our clients or otherwise be used and monetized by us. The access and use of this information may create conflicts between our clients and between our clients and us, and no client, including any fund investor, is entitled to any compensation for any profits earned by another client or us based on our use of investment-related information received in connection with managing such clients.

Certain persons employed by or otherwise associated with us are related to, or otherwise have business, personal, political, financial, or other relationships with, persons employed by or otherwise associated with service providers engaged for our clients, and third-party investment managers with whom we invest on behalf of our clients. These types of relationships may also influence us in deciding whether to select or recommend such a service provider to perform services for a particular client or to make or redeem an investment on behalf of a client.

Additionally, we permit employees, former employees and other parties associated with the firm to invest in or alongside our funds on a no-fee, no-carry basis. These arrangements may create a conflict in connection with investments we make on behalf of our clients.

It is possible that actual, potential or perceived conflicts could give rise to investor dissatisfaction or litigation or regulatory enforcement actions. Appropriately dealing with conflicts of interest is complex and difficult and our reputation could be damaged if we fail, or appear to fail, to deal appropriately with one or more potential or actual conflicts of interest. Regulatory scrutiny of, or litigation in connection with, conflicts of interest could have a material adverse effect on our reputation, which could materially and adversely affect our business in a number of ways, including an inability to raise additional funds, attract new investors or retain existing clients.

Our entitlement and that of certain of our shareholders and employees to receive carried interest or performance-based fees from certain of our funds and other products may create an incentive for us to make more speculative investments and determinations on behalf of our funds and other products than would be the case in the absence of such carried interest or performance-based fees.

Some of our existing funds and other products receive carried interest or performance-based fees, all or a portion of which, is allocated to us. In the future we expect to establish new funds and other products, where none or only a small portion of the carried interest or performance-based fees will be allocated to us. Instead, some or all of the carried interest or performance-based fees will be allocated to certain of our shareholders and employees in vehicles not owned or controlled by us. Carried interest and performance-based fees may create an incentive for us or our investment professionals to make more speculative or riskier investments and determinations, directly or indirectly on behalf of our funds and products, or otherwise take or refrain from taking certain actions that we would otherwise make in the absence of such carried interest or performance-based fees. It may also create incentives to influence how we establish economic terms for future funds and products. In addition, we may have an incentive to make exit determinations based on factors that maximize performance economics in favor of certain of our shareholders and employees relative to us and our non-participating shareholders. Our failure to appropriately address any actual, potential or perceived conflicts of interest resulting from our entitlement to receive carried interest or performance-based fees from our funds and other products could have a material adverse effect on our reputation, which could materially and adversely affect our business in a number of ways, including limiting our ability to raise additional funds and other products, attract new clients or retain existing clients.

In the future we expect to pay an increased amount of carried interest and performance-based fees to our investment professionals and other personnel in order to attract and retain them, which may result in a reduction of our revenues and a decrease in our profit margins.

In order to recruit and retain existing and future investment professionals and other key personnel, and to further align the interests of our investment professionals and other personnel with the investment performance of our funds and other products, we expect to increase the level, or change the form or composition, of the amounts we pay to them, including providing them with a greater share of carried interest or performance-based fees. If we increase these amounts, it will likely reduce our revenues, or cause a higher percentage of our revenue to be paid out in the form of compensation, adversely impacting our profit margins. To the extent an increased share of carried interest and performance-based fees are insufficient to ensure an adequate amount of cash is received by our investment professionals and other key personnel, we may not be able to adequately attract or retain them.

Conflicts of interest may arise in our allocation of co-investment opportunities.

As a general matter, our allocation of co-investment opportunities is entirely within our discretion and there can be no assurance that co-investments of any particular type or amount will be allocated to any of our clients or investors. There can be no assurance that co-investments will become available and we will take into account a variety of factors and considerations we deem relevant in our sole discretion in allocating co-investment opportunities, which may include, without limitation, whether a potential co-investor has expressed an interest in evaluating co-investment opportunities, whether a potential co-investor has a history of participating in such opportunities with us, the size and interest of the opportunity, the economic terms applicable to such investment for such investor and us, whether allocating to a potential co-investor will help establish, recognize, strengthen and/or cultivate existing relationships with an existing or prospective investor and such other factors as we deem relevant under the circumstances. The allocation of co-investment opportunities by us sometimes involves a benefit to us including, without limitation, management fees, carried interest or incentive fees or allocations from a co-investment opportunity. In certain circumstances, we, our affiliates and our respective employees or any designee thereof and other companies, partnerships or vehicles affiliated with us may be permitted to co-invest side-by-side with our clients and may consummate an investment in an investment opportunity otherwise suitable for a client.

Potential conflicts will arise with respect to our decisions regarding how to allocate co-investment opportunities among our clients and investors and the terms of any such co-investments. Our client agreements typically do not mandate specific allocations with respect to co-investments. Our investment advisers may have an incentive to provide co-investment opportunities to certain investors in lieu of others. Co-investment arrangements may be structured through one or more of our investment vehicles, and in such circumstances, co-investors will generally bear the costs and expenses thereof (which may lead to conflicts of interest regarding the allocation of costs and expenses between such co-investors and our other clients). The terms of any such existing and future co-investment vehicles may differ materially, and in some instances may be more favorable to us, than the terms of certain of our client agreements or prior co-investment vehicles, and such different terms may create an incentive for us to allocate a greater or lesser percentage of an investment opportunity to such clients or such co-investment vehicles, as the case may be. Such incentives will from time to time give rise to conflicts of interest. Allocating investment opportunities appropriately frequently involves significant and subjective judgments. The risk that investors could challenge allocation decisions as inconsistent with our obligations under applicable law, governing client agreements or our own policies cannot be eliminated. In addition, the perception of non-compliance with such requirements or policies could harm our reputation with investors.

Changes to the method of determining the London Interbank Offered Rate ("LIBOR") or the selection of a replacement for LIBOR may affect the value of investments held by our funds and could affect our results of operations and financial results.

LIBOR, the London Interbank Offered Rate, is the basic rate of interest used in lending transactions between banks on the London interbank market and is widely used as a reference for setting the interest rate on loans globally. Our funds, and in particular our business development companies ("BDCs"), typically use LIBOR as a reference rate in term loans they extend to portfolio companies such that the interest due to us pursuant to a term loan extended to a portfolio company is calculated using LIBOR. The terms of our debt investments generally include minimum interest rate floors which are calculated based on LIBOR.

The United Kingdom's Financial Conduct Authority (the "FCA"), which regulates LIBOR, announced that it will not compel panel banks to contribute to LIBOR after 2021. In addition, in March 2021, the FCA announced that LIBOR will no longer be provided for the one-week and two-month U.S. dollar settings after December 21, 2021 and that publication of the U.S. dollar settings for the overnight, one-month, three-month, six-month and 12-month LIBOR rates will cease after June 30, 2023. It is unclear if at that time LIBOR will cease to exist or if new methods of calculating LIBOR will be established such that it continues to exist after 2023.

Central banks and regulators in a number of major jurisdictions (for example, United States, United Kingdom, European Union, Switzerland and Japan) have convened working groups to find, and implement the transition to, suitable replacements for interbank offered rates ("IBORs"). To identify a successor rate for U.S. dollar LIBOR, the Alternative Reference Rates Committee ("ARRC"), a U.S.-based group convened by the Federal Reserve Board and the Federal Reserve Bank of New York, was formed. The ARRC has identified the Secured Overnight Financing Rate ("SOFR") as its preferred alternative rate for LIBOR. SOFR is a measure of the cost of borrowing cash overnight, collateralized by U.S. Treasury securities, and is based on directly observable U.S. Treasury-backed repurchase transactions. However, given that SOFR is a secured rate backed by government securities, it will be a rate that does not take into account bank credit risk (as is the case with LIBOR). SOFR is therefore likely to be lower than LIBOR and is less likely to correlate with the funding costs of financial institutions. Although SOFR plus the recommended spread adjustment appears to be the preferred replacement rate for U.S. dollar LIBOR, and its use continues to steadily grow, at this time it is not possible to predict the effect of any such changes, any establishment of alternative reference rates or other reforms to LIBOR that may be enacted in the United States, United Kingdom or elsewhere.

The elimination of LIBOR or any other changes or reforms to the determination or supervision of LIBOR could have an adverse impact on the market for or value of any LIBOR-linked securities, loans, and other financial obligations or extensions of credit held by or due to our portfolio companies or on our overall financial condition or results of operations. In addition, if LIBOR ceases to exist, our funds, borrowers of our funds and the External Strategic Managers in which we have made strategic investments and their respective portfolio companies may need to renegotiate the credit agreements extending beyond 2023 that utilize LIBOR as a factor in determining the interest rate, in order to replace LIBOR with the new standard that is established, which may have an adverse effect on our overall financial condition or results of operations. Following the replacement of LIBOR, some or all of these credit agreements may bear interest at a lower interest rate, which, to the extent our funds are lenders, could have an adverse impact on their performance, could have an adverse impact on our funds' and their portfolio companies' results of operations. Moreover, if LIBOR ceases to exist, our funds and their portfolio companies may need to renegotiate certain terms of their credit facilities. If our funds and their portfolio companies are unable to do so, amounts drawn under their credit facilities may bear interest at a higher rate, which would increase the cost of their borrowings and, in turn, affect their results of operations.

Conflicts of interest may arise in our allocation of costs and expenses, and increased regulatory scrutiny and uncertainty with regard to expense allocation may increase the risk of harm.

We have a conflict of interest in determining whether certain costs and expenses are incurred in the course of operating our business. For example, we have to determine whether the costs arising from newly imposed regulations and self-regulatory requirements should be paid by our clients or by us. Our clients generally pay or otherwise bear all legal, accounting, filing, and other expenses incurred in connection with organizing and establishing the funds or other investment vehicles and the offering of interests in those structures. In addition, our clients generally pay all expenses related to the operation of the funds, investment vehicles or accounts and their investment activities. We also determine, in our sole discretion, the appropriate allocation of investment-related expenses, including broken deal expenses, incurred in respect of unconsummated investments and expenses more generally relating to a particular investment strategy, among our funds and accounts participating or that would have participated in such investments or that otherwise participate in the relevant investment strategy, as applicable. This could result in one or more of our clients bearing more or less of these expenses than other investors or potential investors in the relevant investments or a fund paying a disproportionate share, including some or all, of the broken deal expenses or other expenses incurred by potential investors. Parties that seek to participate in a particular investment opportunity we offer on a co-investment basis may not share in any broken deal expenses in the event such opportunity is not consummated.

While we historically have and will continue to allocate the costs and expenses of our clients on a fair and equitable basis and in accordance with our policies and procedures, due to increased regulatory scrutiny of expense allocation policies in the private investment funds realm, there is no guarantee that our policies and procedures will not be challenged by our supervising regulatory bodies. If we or our supervising regulators were to determine that we have improperly allocated such expenses, we could be required to refund amounts to our clients and could be subject to regulatory censure, litigation from our investors and/or reputational harm, each of which could have a material adverse effect on our business, financial condition and results of operations.

We are subject to litigation and regulatory examinations and investigations.

The financial services industry faces substantial regulatory risks and litigation. Like many firms operating within the financial services industry, we are experiencing a difficult regulatory environment across our markets. Our current scale and reach as a provider to the financial services industry, the increased regulatory oversight of the financial services industry generally, new laws and regulations affecting the financial services industry, ever-changing regulatory interpretations of existing laws and regulations and the retroactive imposition of new interpretations through enforcement actions have made this an increasingly challenging and costly regulatory environment in which to operate. These examinations or investigations, including any enforcement action brought by the SEC against us, could result in the identification of matters that may require remediation activities or enforcement proceedings by the regulator. The direct and indirect costs of responding to these examinations, or of defending us in any litigation could be significant. Additionally, actions brought against us may result in settlements, awards, injunctions, fines and penalties. The outcome of litigation or regulatory action is inherently difficult to predict and could have an adverse effect on our ability to offer some of our products and services.

We are subject to extensive government regulation, and our failure or inability to comply with these regulations or regulatory action against us could adversely affect our results of operations, financial condition or business.

Our business activities are subject to extensive and evolving laws, rules and regulations. Any changes or potential changes in the regulatory framework applicable to our business may impose additional expenses or capital requirements on us, limit our fundraising activities, have an adverse effect on our business, financial condition, results of operations, reputation or prospects, impair employee retention or recruitment and require substantial attention by senior management. It is impossible to determine the extent of the impact of any new laws, regulations, initiatives or regulatory guidance that may be proposed or may become law on our business or the markets in which we operate.

Governmental authorities around the world have implemented or are implementing financial system and participant regulatory reform in reaction to volatility and disruption in the global financial markets, financial institution failures and financial frauds. Such reform includes, among other things, additional regulation of investment funds, as well as their managers and activities, including compliance, risk management and anti-money laundering procedures; restrictions on specific types of investments and the provision and use of leverage; implementation of capital requirements; limitations on compensation to managers; and books and records, reporting and disclosure requirements. We cannot predict with certainty the impact on us, our clients, or on alternative investment funds generally, of any such reforms. Any of these regulatory reform measures could have an adverse effect on our clients' investment strategies or our business model. We may incur significant expense in order to comply with such reform measures and may incur significant liabilities if regulatory authorities determine that we are not in compliance.

Our business is subject to regulation in the United States, including by the SEC, the Commodity Futures Trading Commission (the "CFTC"), the IRS, FINRA and other regulatory agencies. Any change in such regulation or oversight could have a material adverse effect on our business, financial condition and results of operations. In addition, we regularly rely on exemptions from various requirements of these and other applicable laws. These exemptions are sometimes highly complex and may in certain circumstances depend on compliance by third parties whom we do not control. If, for any reason, these exemptions were to be revoked or challenged or otherwise become unavailable to us, we could be subject to regulatory action or third-party claims, and our business, financial condition and results of operations could be materially and adversely affected. Our failure to comply with applicable laws or regulations could result in fines, suspensions of personnel or other sanctions, including revocation of certain of our subsidiaries' registrations as investment advisors or as a broker-dealer, as applicable. Even if a sanction imposed against us or our personnel is small in monetary amount, the adverse publicity arising from the imposition of sanctions against us by regulators could harm our reputation and cause us to lose existing clients or fail to gain new clients.

In the wake of highly publicized financial scandals, investors exhibited concerns over the integrity of the U.S. financial markets, and the regulatory environment in which we operate is subject to further regulation in addition to those rules already promulgated. For example, there are a significant number of regulations that affect our business under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"). The SEC in particular continues to increase its regulation of the asset management and private equity industries, focusing on the private equity industry's fees, allocation of expenses to funds, marketing practices, allocation of investment opportunities, disclosures to investors, the allocation of broken-deal expenses and general conflicts of interest disclosures. The SEC has also heightened its focus on the valuation practices employed by investment advisers. The lack of readily ascertainable market prices for many of the investments made by our clients or the funds in which we invest could subject our valuation policies and processes to increased scrutiny by the SEC. We may be adversely affected as a result of new or revised legislation or regulations imposed by the SEC, other U.S. or foreign governmental regulatory authorities or self-regulatory organizations that supervise the financial markets. Brexit may result in our being subject to new and increased regulations if we can no longer rely on passporting privileges that allow United Kingdom ("UK") financial institutions to access the EU single market without restrictions. We also may be adversely affected by changes in the interpretation or enforcement of existing laws and rules by these governmental authorities and self-regulatory organizations.

We are subject to the fiduciary responsibility provisions of the U.S. Employee Retirement Income Security Act of 1974, as amended ("ERISA") and the prohibited transaction provisions of ERISA and Section 4975 of the Code in connection with the management of certain of funds. With respect to these funds, this means that (1) the application of the fiduciary responsibility standards of ERISA to investments made by such funds, including the requirement of investment prudence and diversification, and (2) certain transactions that we enter into, or may have entered into, on behalf of these funds, in the ordinary course of business, are subject to the prohibited transactions rules under Section 406 of ERISA and Section 4975 of the Code. A non-exempt prohibited transaction, in addition to imposing potential liability upon fiduciaries of an ERISA plan, may also result in the

imposition of an excise tax under the Code upon a "party in interest" (as defined in ERISA), or "disqualified person" (as defined in the Code), with whom we engaged in the transaction. In addition, a court could find that our funds that invest directly in operating companies have formed a partnership-in-fact conducting a trade or business with such operating companies and would therefore be jointly and severally liable for these companies' unfunded pension liabilities.

In addition, certain of the Target Companies and their respective subsidiaries are registered as an investment adviser with the SEC and are subject to the requirements and regulations of the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Such requirements relate to, among other things, restrictions on entering into transactions with clients, maintaining an effective compliance program, incentive fees, solicitation arrangements, allocation of investments, recordkeeping and reporting requirements, disclosure requirements, limitations on agency cross and principal transactions between an adviser and their advisory clients, as well as general anti-fraud prohibitions. As certain of our subsidiaries are registered investment advisors, they have fiduciary duties to our clients. Similarly, one of our subsidiaries is registered as a broker-dealer with the SEC and are a member of FINRA. As such, we are also subject to the requirements and regulations of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and FINRA rules. A failure to comply with the obligations imposed by the Advisers Act, the Exchange Act or FINRA rules, including recordkeeping, advertising and operating requirements, disclosure obligations and prohibitions on fraudulent activities, could result in examinations, investigations, sanctions and reputational damage, and could have a material adverse effect on our business, financial condition and results of operations.

The Foreign Investment Risk Review Modernization Act significantly increased the types of transactions that are subject to the jurisdiction of the Committee on Foreign Investment in the United States ("CFIUS"). Under the final regulations of the reform legislation, which became effective on February 13, 2020, CFIUS has the authority to review and potentially recommend that the President of the United States block or impose conditions on non-controlling investments in critical infrastructure and critical technology companies and in companies collecting or storing sensitive data of U.S. citizens, which may reduce the number of potential buyers and limit the ability of our clients to realize value from certain existing and future investments.

In the EU, the Markets in Financial Instruments Directive 2014 ("MiFID II") requires, among other things, all MiFID investment firms to comply with prescriptive disclosure, transparency, reporting and recordkeeping obligations and obligations in relation to the receipt of investment research, best execution, product governance and marketing communications. As we operate investment firms which are subject to MiFID II, we have implemented policies and procedures to comply with MiFID II where relevant, including where certain rules have an extraterritorial impact on us. Compliance with MiFID II has resulted in greater overall complexity, higher compliance, administration and operational costs, and less overall flexibility. The complexity, operational costs and reduction in flexibility may be further compounded as a result of Brexit. This is because the UK is both: (i) no longer generally required to transpose EU law in to UK law; and (ii) electing to transpose certain EU legislation into UK law subject to various amendments and subject to the FCA's oversight rather than that of EU regulators. Taken together, (i) and (ii) could result in divergence between the UK and EU regulatory frameworks.

In addition, across the EU, we are subject to the Alternative Investment Fund Managers Directive ("AIFMD"), under which we are subject to regulatory requirements regarding, among other things, registration for marketing activities, the structure of remuneration for certain of our personnel and reporting obligations. Individual member states of the EU have imposed additional requirements that may include internal arrangements with respect to risk management, liquidity risks, asset valuations, and the establishment and security of depository and custodial requirements. Because some European Economic Area ("EEA") countries have not yet incorporated the AIFMD into their agreement with the EU, we may undertake marketing activities and provide services in those EEA countries only in compliance with applicable local laws. Outside the EEA, the regulations to which we are subject relate primarily to registration and reporting obligations. As described above, Brexit and the potential resulting divergence between the UK and EU regulatory frameworks may result in additional complexity and costs in complying with AIFMD across both the UK and EU.

The EU Securitization Regulation (the "Securitization Regulation"), which became effective on January 1, 2019, imposes due diligence and risk retention requirements on "institutional investors," which includes managers of alternative investment funds assets, and constrains the ability of alternative investment funds to invest in securitization positions that do not comply with the prescribed risk retention requirements. The Securitization Regulation may impact or limit our funds' ability to make certain investments that constitute "securitizations" and may impose additional reporting obligations on securitizations, which may increase the costs of managing such vehicles.

A new EU Regulation on the prudential requirements of investment firms (Regulation (EU) 2019/2033) and its accompanying Directive (Directive (EU) 2019/2034) (together, "IFR/IFD") went into effect on June 26, 2021. IFR/IFD introduced a bespoke prudential regime for most MiFID investment firms to replace the one that previously applied under the fourth Capital Requirements Directive and the Capital Requirements Regulation. IFR/IFD represents a complete overhaul of "prudential" regulation in the EU. As the application dates for IFR/IFD fall outside the end of the Brexit transition period, the UK is not required to implement the legislation and will instead establish a new Investment Firms Prudential Regime which is intended to achieve similar outcomes to IFD/IFR. There is a risk that the new regime will result in higher regulatory capital requirements for affected firms and new, more onerous remuneration rules, as well as re-cut and extended internal governance, disclosure, reporting, liquidity, and group "prudential" consolidation requirements (among other things), each of which could have a material impact on our European operations, although there are transitional provisions allowing firms to increase their capital to the necessary level over three to five years.

It is expected that additional laws and regulations will come into force in the EEA, the EU, the UK and other countries in which we operate over the coming years. These laws and regulations may affect our costs and manner of conducting business in one or more markets, the risks of doing business, the assets that we manage or advise, and our ability to raise capital from investors. Any failure by us to comply with either existing or new laws or regulations could have a material adverse effect on our business, financial condition and results of operations.

We are subject to U.S. foreign investment regulations, which may impose conditions on or limit certain investors' ability to purchase or maintain our Common Stock.

Investments that involve the acquisition of, or investment in, a U.S. business by a non-U.S. investor may be subject to U.S. laws that regulate foreign investments in U.S. businesses and access by foreign persons to technology developed and produced in the United States. These laws include Section 721 of the Defense Production Act of 1950, as amended by the Foreign Investment Risk Review Modernization Act of 2018, and the regulations at 31 C.F.R. Parts 800 and 802, as amended, administered by CFIUS.

Whether CFIUS has jurisdiction to review an acquisition or investment transaction depends on, among other factors, the nature and structure of the transaction, including the level of beneficial ownership interest and the nature of any information or governance rights involved. For example, investments that result in "control" of a "U.S. business" by a "foreign person" (in each case, as such terms are defined in 31 C.F.R. Part 800) are subject to CFIUS jurisdiction. Significant CFIUS reform legislation, which was fully implemented through regulations that became effective in 2020, expanded the scope of CFIUS's jurisdiction to investments that do not result in control of a U.S. business by a foreign person, but where they afford certain foreign investors certain information or governance rights in a U.S. business that has a nexus to "critical technologies," "covered investment critical infrastructure," and/or "sensitive personal data" (in each case, as such terms are defined in 31 C.F.R. Part 800).

The Business Combination resulted in investments in various U.S. entities by non-U.S. persons that could be considered by CFIUS to result in a covered control transaction that CFIUS would have authority to review. IlWaddi Cayman Holdings ("IlWaddi") is organized in the Cayman Islands and has its principal place of business in Qatar, and its sole ultimate beneficial owner is a Qatar national, and, following the closing of the Business Combination and the private placement of Class A Common Stock pursuant to which the PIPE Investors, upon

the terms and subject to the conditions set forth in subscription agreements, dated September 19, 2021, by and between the Company and the PIPE Investors, as amended on October 25, 2022 (the "Subscription Agreements"), purchased 16,836,715 shares of Class A Common Stock for a purchase price of $9.80 per share, for an aggregate purchase price of $164,999,807 (the "Private Placement"), holds approximately 19.8% of our issued and outstanding Common Stock. Global Goldfield Limited ("GCL") is organized in and has a principal place of business in Hong Kong, and its sole ultimate beneficial owner is a Hong Kong national, and, following the closing of the Business Combination and the Private Placement, holds approximately 9.8% of our issued and outstanding Common Stock. Several of our directors and executive officers, including each of such persons who is currently a partner and/or officer of Alvarium, are also citizens and/or residents of countries other than the United States. While we do not believe that any of the foregoing foreign persons or entities, nor any other foreign person or entity, "controls" us or any of our subsidiaries, CFIUS or another U.S. governmental agency could choose to review the Business Combination or any of our past or proposed transactions involving new or existing foreign investors, even if a filing with CFIUS is or was not required at the time of such transaction.

There can be no assurances that CFIUS or another U.S. governmental agency will not choose to review the Business Combination or any of our past or proposed transactions. Any review and approval of an investment or transaction by CFIUS may have outsized impacts on transaction certainty, timing, feasibility, and cost, among other things. CFIUS policies and agency practices are rapidly evolving, and, in the event that CFIUS reviews the Business Combination or one or more proposed or existing investments by investors, there can be no assurances that such investors will be able to maintain, or proceed with, such investments on terms acceptable to the parties to the Business Combination or to such investors. Among other things, CFIUS could seek to impose limitations or restrictions on, or prohibit, investments by such investors (including, but not limited to, limits on purchasing our Common Stock, limits on information sharing with such investors, requiring a voting trust, governance modifications, or forced divestiture, among other things), or CFIUS could require us to divest a portion of the Target Companies.

Changes in tax law or policy could increase our effective tax rate and tax liability or the taxes payable by investors in our funds or holders of shares of our Common Stock, each of which could have a material adverse effect on our business, financial condition and results of operations.

The rules dealing with U.S. federal, state and local income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Treasury Department. Changes to tax laws (which changes may have retroactive application) could adversely affect us or holders of our Common Stock. In recent years, many changes have been made and changes are likely to continue to occur in the future.

Additional changes to U.S. federal income tax law are currently being contemplated, and future changes in tax laws could have a material adverse effect on our business, cash flow, financial condition or results of operations. It cannot be predicted whether, when, in what form, or with what effective dates, new tax laws may be enacted, or regulations and rulings may be enacted, promulgated or issued under existing or new tax laws, which could result in an increase in our or our stockholders' tax liability or require changes in the manner in which we operate in order to minimize or mitigate any adverse effects of changes in tax law or in the interpretation thereof.

In addition, our effective tax rate and tax liability are based on the application of current income tax laws, regulations and treaties. These laws, regulations and treaties are complex, and the manner which they apply to us and our funds and diverse set of business arrangements is often open to interpretation. Significant management judgment is required in determining our provision for income taxes, our deferred tax assets and liabilities and any valuation allowance recorded against our net deferred tax assets. The tax authorities could challenge our interpretation of laws, regulations and treaties, resulting in additional tax liability or adjustment to our income tax provision that could increase our effective tax rate. Changes to tax laws may also adversely affect our ability to attract and retain key personnel.

We may be subject to the Excise Tax included in the Inflation Reduction Act of in connection with redemptions of our Class A ordinary shares after December 31, 2022.

On August 16, 2022, President Biden signed into law the Inflation Reduction Act of 2022 (the "Inflation Reduction Act"), which, among other things, imposes a 1% excise tax on any domestic corporation the stock of which is traded on an established securities market (a "covered corporation") that repurchases its stock after December 31, 2022 (the "Excise Tax"). The Excise Tax is imposed on the fair market value of the repurchased stock, subject to certain exceptions and adjustments. Because the combined company is a Delaware corporation and our securities trade on Nasdaq following the business combination, we are a "covered corporation" within the meaning of the Inflation Reduction Act following the business combination and the Excise Tax may apply to redemptions of our Class A ordinary shares after December 31, 2022.

If we issue stock in the same taxable year as redemptions or other repurchases of our stock, such issuances generally will reduce the amount of our Excise Tax liability. As a result of this "netting rule," we do not expect to have a material Excise Tax liability in respect of the redemptions that occurred in connection with the business combination.

Federal, state and foreign anti-corruption and sanctions laws create the potential for significant liabilities and penalties and reputational harm.

We are also subject to a number of laws and regulations governing payments and contributions to political persons or other third parties, including restrictions imposed by the Foreign Corrupt Practices Act ("FCPA") as well as trade sanctions and export control laws administered by the U.S. Department of Treasury's Office of Foreign Assets Control ("OFAC"), the U.S. Department of Commerce and the U.S. Department of State. The FCPA is intended to prohibit bribery of foreign governments and their officials and political parties and requires public companies in the United States to keep books and records that accurately and fairly reflect those companies' transactions. OFAC, the U.S. Department of Commerce and the U.S. Department of State administer and enforce various export control laws and regulations, including economic and trade sanctions based on U.S. foreign policy and national security goals against targeted foreign states, organizations and individuals. These laws and regulations relate to a number of aspects of our business, including with respect to servicing existing investors, finding new investors, and sourcing new investments, as well as activities by the portfolio companies in our investment portfolio or other controlled investments.

Similar laws in non-U.S. jurisdictions, such as EU sanctions or the U.K. Bribery Act, as well as other applicable anti-bribery, anti-corruption, anti-money laundering, or sanction or other export control laws in the U.S. and abroad, may also impose stricter or more onerous requirements than the FCPA, OFAC, the U.S. Department of Commerce and the U.S. Department of State, and implementing them may disrupt our business or cause us to incur significantly more costs to comply with those laws. Different laws may also contain conflicting provisions, making compliance with all laws more difficult. If we fail to comply with these laws and regulations, we could be exposed to claims for damages, civil or criminal financial penalties, reputational harm, incarceration of our employees, restrictions on our operations and other liabilities, which could materially and adversely affect our business, results of operations and financial condition. In addition, we may be subject to successor liability for FCPA violations or other acts of bribery, or violations of applicable sanctions or other export control laws committed by companies in which we or our clients invest or which we or our clients acquire. While we have developed and implemented policies and procedures designed to ensure strict compliance by us and our personnel with the FCPA and other anti-corruption, sanctions and export control laws in jurisdictions in which we operate, such policies and procedures may not be effective in all instances to prevent violations. Any determination that we have violated the FCPA or other applicable anti-corruption, sanctions or export control laws could subject us to, among other things, civil and criminal penalties, material fines, profit disgorgement, injunctions on future conduct, securities litigation and a general loss of investor confidence, any one of which could adversely affect our business, financial condition and results of operations.

We may be materially adversely affected by negative impacts on the global economy, capital markets or other geopolitical conditions resulting from the invasion of Ukraine by Russia and subsequent sanctions against Russia, Belarus and related individuals and entities.

United States and global markets are experiencing volatility and disruption following the escalation of geopolitical tensions and the invasion of Ukraine by Russia in February 2022. In response to such invasion, the North Atlantic Treaty Organization ("NATO") deployed additional military forces to eastern Europe, and the United States, the United Kingdom, the European Union and other countries have announced various sanctions and restrictive actions against Russia, Belarus and related individuals and entities, including the removal of certain financial institutions from the Society for Worldwide Interbank Financial Telecommunication ("SWIFT") payment system. Certain countries, including the United States, have also provided and may continue to provide military aid or other assistance to Ukraine during the ongoing military conflict, increasing geopolitical tensions with Russia. The invasion of Ukraine by Russia and the resulting measures that have been taken, and could be taken in the future, by NATO, the United States, the United Kingdom, the European Union and other countries have created global security concerns that could have a lasting impact on regional and global economies. Although the length and impact of the ongoing military conflict in Ukraine is highly unpredictable, the conflict could lead to market disruptions, including significant volatility in commodity prices, credit and capital markets, as well as supply chain interruptions. Additionally, Russian military actions and the resulting sanctions could adversely affect the global economy and financial markets and lead to instability and lack of liquidity in capital markets.

The extent and duration of the Russian invasion of Ukraine, resulting sanctions and any related market disruptions are impossible to predict, but could be substantial, particularly if current or new sanctions continue for an extended period of time or if geopolitical tensions result in expanded military operations on a global scale. Any of the abovementioned factors, or any other negative impact on the global economy, capital markets or other geopolitical conditions resulting from the Russian invasion of Ukraine and subsequent sanctions, could adversely affect our business, financial condition and results of operations.

Our operations in Hong Kong may be adversely affected by political and trade tensions between the U.S. and China.

In our client portfolios, we maintain (depending upon client objective and mandate) allocations of investments in Asian equities and Emerging Market Funds. In both cases, we have direct exposure to Hong Kong equities, Chinese equities and equities of other Asian countries for which China is a significant export market. In the case of a significant change in how the Chinese government treats Hong Kong or its shares, or how China itself evolves from a sovereign risk perspective, there may be risk to the valuation of these shares. Our Hong Kong wealth management business represents $0.7 billion in AUM as of December 31, 2022, which represents approximately 1.1% of our AUM and 1.5% of revenue for the year ended December 31, 2022. Moreover, more than 99% of our Hong Kong client assets are custodied in locations other than China or Hong Kong.

Our business operations and financial condition may be affected by political and legal developments in Hong Kong. Hong Kong is a special administrative region of the Peoples' Republic of China (the "PRC") and the basic policies of the PRC regarding Hong Kong are reflected in the Basic Law, which provides Hong Kong with a high degree of autonomy and executive, legislative and independent judicial powers, including that of final adjudication under the principle of "one country, two systems."

However, there is no assurance that the PRC will not cause changes in the economic, political and legal environment in Hong Kong in the future. Based on certain recent developments, including the Law of the PRC on Safeguarding National Security in the Hong Kong Special Administrative Region issued by the Standing Committee of the PRC National People's Congress in June 2020, the U.S. State Department has indicated that the United States no longer considers Hong Kong to have significant autonomy from China. Any reduction in Hong Kong's autonomy may have adverse global implications. Tensions between the United States and China

with respect to international trade policy, human rights and relations with Taiwan and Russia may result in the imposition of tariffs or economic sanctions, the application of which may be extended to Hong Kong. Legislative or administrative actions with respect to China-U.S. relations could cause investor uncertainty for affected issuers, including us, and the market price of our ordinary shares could be adversely affected.

Any reduction on Hong Kong's autonomy would limit the predictability of the Hong Kong legal system and could limit the availability of legal protections.

If the PRC attempts to alter its agreement to allow Hong Kong to function autonomously, this could potentially impact Hong Kong's common law legal system and may in turn bring about uncertainty in, for example, the enforcement of our contractual rights. On June 30, 2020, China's top legislature unanimously passed a new National Security Law for Hong Kong that was enacted on the same day. Similar to PRC's laws and regulations, the interpretation of National Security Law involves a degree of uncertainty.

Additionally, it may be difficult for U.S. regulators to investigate or carry out inspections, of any kind, into or regarding our operations due to the complex relationships between and among the United States, Hong Kong, and the PRC. There is also uncertainty as to whether the courts of Hong Kong or the PRC would recognize or enforce judgments of U.S. courts or U.S. regulators overseas within their own jurisdictions. We cannot predict the effect of future developments in the Hong Kong legal system, including the promulgation of new laws, changes to existing laws or the interpretation or enforcement thereof, or the preemption of local regulations by national laws. These uncertainties could limit the legal protections available to us, including our ability to enforce our agreements with our customers.

In addition, any attempts by the PRC government to reduce Hong Kong's autonomy may pose an immediate threat to the stability of the economy in Hong Kong and lead to civil unrest. Any adverse economic, social and/or political conditions, material social unrest, strike, riot, civil disturbance or disobedience may adversely affect our business operations in Hong Kong.

We may expand our business and may enter into new lines of business or geographic markets, which may result in additional risks and uncertainties and place significant demands on our administrative, operational and financial resources. There can be no assurance that we will be able to successfully manage this growth.

We currently generate substantially all of our revenues from either management fees and/or incentive fees. However, we intend to grow our business by offering additional products and services, by entering into new lines of business and by entering into, or expanding our presence in, new geographic markets. Introducing new types of investment structures, products and services could increase our operational costs, and the complexities involved in managing such investments, including with respect to ensuring compliance with regulatory requirements and the terms of the investment. For example, we have recently launched certain funds that seek to capitalize on investment opportunities associated with projects undertaken by organized labor and investment opportunities accessed by investing with minority-owned investment firms, which in each case may be subject to greater levels of regulatory scrutiny. Also, we may serve as sponsor to one or more special purpose acquisition companies. To the extent we enter into new lines of business, we will face numerous risks and uncertainties, including risks associated with the possibility that we have insufficient expertise to engage in such activities profitably or without incurring inappropriate amounts of risk, the required investment of capital and other resources and the loss of clients due to the perception that we are no longer focusing on our core business. In addition, we may from time to time explore opportunities to grow our business via acquisitions, partnerships, investments or other strategic transactions. There can be no assurance that we will successfully identify, negotiate or complete such transactions, that any completed transactions will produce favorable financial results or that we will be able to successfully integrate an acquired business with ours.

Entry into certain lines of business or geographic markets or the introduction of new types of products or services may subject us to new laws and regulations with which we are not familiar, or from which we are

currently exempt, and may lead to increased litigation and regulatory risk. If a new business generates insufficient revenues or if we are unable to efficiently manage our expanded operations, our business, financial condition and results of operations could be materially and adversely affected.

Our future growth will depend in part on our ability to maintain an operating platform and management system sufficient to address our growth and may require us to incur significant additional expenses and to commit additional senior management and operational resources. As a result, we may face significant challenges in:

- maintaining adequate financial, regulatory (legal, tax and compliance) and business controls;
- providing current and future investors and shareholders with accurate and consistent reporting;
- implementing new or updated information and financial systems and procedures; and
- training, managing and appropriately sizing our work force and other components of our businesses on a timely and cost-effective basis.

We may not be able to manage our expanding operations effectively and may not be ready to continue to grow because of operational needs, and any failure to do so could adversely affect our ability to generate revenue and control our expenses. In addition, if we are unable to consummate or successfully integrate development opportunities, acquisitions or joint ventures, we may not be able to implement our growth strategy successfully.

We may be subject to increasing scrutiny from our clients with respect to the societal and environmental impact of investments we make, which may adversely impact our ability to retain clients or to grow our client base and assets under management or assets under advisement, and also may cause us to more likely invest client capital based on societal and environmental factors instead of investing client capital in the investment opportunities with the highest return potential for a particular level of risk.

In recent years, certain investors, including U.S. public pension funds and certain non-U.S. investors, have placed increasing importance on the impacts of investments to which they invest or commit capital, including with respect to environmental, social and governance ("ESG") matters. Investors for whom ESG matters are a priority may decide to redeem or withdraw previously committed capital from our funds and accounts (where such withdrawal is permitted) or to not invest or commit capital to future funds or accounts as a result of their assessment of our approach to and consideration of the social cost of our investments or their assessment of the potential impact of investments made by our competitors' funds and other products. To the extent our access to capital from investors, including public pension funds, is impaired, we may not be able to maintain or increase the size of our funds, investment vehicles or accounts or raise sufficient capital for new funds, investment vehicles or accounts, which may adversely impact our revenues.

The transition to sustainable finance accelerates existing risks and raises new risks for our business that may impact our profitability and success. In particular, ESG matters have been the subject of increased focus by certain regulators, including in the US and the EU. A lack of harmonization globally in relation to ESG legal and regulatory reform leads to a risk of fragmentation in group level priorities as a result of the different pace of sustainability transition across global jurisdictions. This may create conflicts across our global business which could risk inhibiting our future implementation of, and compliance with, rapidly developing ESG standards and requirements. Failure to keep pace with sustainability transition could impact our competitiveness in the market and damage our reputation resulting in a material adverse effect on our business. In addition, failure to comply with applicable legal and regulatory changes in relation to ESG matters may attract increased regulatory scrutiny of our business and could result in fines and/or other sanctions being levied against us.

The European Commission has proposed legislative reforms, which include, without limitation: (a) Regulation 2019/2088 regarding the introduction of transparency and disclosure obligations for investors, funds and asset managers in relation to ESG factors, for which most rules took effect beginning on

March 10, 2021; (b) a proposed regulation regarding the introduction of an EU-wide taxonomy of environmentally sustainable activities, which will take effect in a staggered approach following the first phase which came into effect as of January 1, 2022; and (c) amendments to existing regulations including MiFID II and AIFMD to embed ESG requirements. As a result of these legislative initiatives, we may be required to provide additional disclosure to investors in our funds with respect to ESG matters. This exposes us to increased disclosure risks, for example due to a lack of available or credible data, and the potential for conflicting disclosures may also expose us to an increased risk of misstatement litigation or miss-selling allegations. Failure to manage these risks could result in a material adverse effect on our business in a number of ways.

As of January 2021, ERISA regulations required that an ERISA plan fiduciary base its investment decisions solely on "pecuniary" factors, which include factors that the fiduciary "prudently determines are expected to have a material effect on the risk and/or return of an investment based on appropriate investment horizons consistent with the plan's investment objectives and the funding policy established pursuant to section 402(b)(1) of ERISA." The regulations provided a limited exception allowing an ERISA plan fiduciary to consider non-pecuniary factors where pecuniary factors are not determinative, provided certain substantive conditions are met. On November 22, 2022, the Department of Labor released final amendments to its regulations related to fiduciary requirements for ERISA plan fiduciaries when considering ESG factors in selecting investments, clarifying that fiduciaries may consider climate change and other ESG factors when they make investment decisions. Main portions of this rule took effect on January 30, 2023. On January 26, 2023, attorney generals of twenty-five states filed suit in an attempt to block the rule. We cannot predict the outcome of this lawsuit.

We are exposed to data and cybersecurity risks that could result in data breaches, service interruptions, harm to our reputation, protracted and costly litigation or significant liability.

In connection with the products and services that we provide, we collect, use, store, transmit and otherwise process certain confidential, proprietary and sensitive information, including the personal information of end-users, third-party service providers and employees. We rely on the efficient, uninterrupted and secure operation of complex information technology systems and networks to operate our business and securely store, transmit and otherwise process such information. In the normal course of business, we also share information with our service providers and other third parties. A failure to safeguard the integrity, confidentiality, availability and authenticity of personal information, client data and our proprietary data from cyber-attacks, unauthorized access, fraudulent activity (e.g., check "kiting" or fraud, wire fraud or other dishonest acts), data breaches and other security incidents that we, our third-party service providers or our clients may experience may lead to modification, destruction, loss of availability or theft of critical and sensitive data pertaining to us, our clients or other third parties.

Our management and Board will actively manage and oversee cybersecurity risks. The Board includes individuals with experience in cybersecurity risk management, and is overseen by our audit committee (hereinafter defined), as described more fully under "*Management - Committees of the Board of Directors - Audit Committee*." The audit committee oversees the establishment of an enterprise risk framework that will cover a spectrum of business risks which we will actively manage, including cybersecurity risks. Our cybersecurity risk management policy is designed to protect against threats and vulnerabilities, containing preventive and detective controls including, but not limited to, firewalls, intrusion detection systems, computer forensics, vulnerability scanning, server hardening, penetration testing, anti-virus software, data leak prevention, encryption and centralized event correlation monitoring, and our Board, audit committee and management team will be regularly briefed on our cybersecurity policies and practices and ongoing efforts to improve security, as well as periodic updates on cybersecurity events. We have appointed a Chief Information Security Officer to have additional oversight of cybersecurity and to properly allocate appropriate resources to the above efforts. All such protective measures, as well as additional measures that may be required to comply with rapidly evolving data privacy and security standards and protocols imposed by law, regulation, industry standards or contractual obligations, have and will continue to cause us to incur substantial expenses. Failure to timely upgrade or maintain computer systems, software and networks as necessary could also make us or our third-party service providers susceptible

to breaches and unauthorized access and misuse. We may be required to expend significant additional resources to modify, investigate or remediate vulnerabilities or other exposures arising from data and cybersecurity risks.

Improper access to our or our third-party service providers' systems or databases could result in the theft, publication, deletion or modification of confidential, proprietary or sensitive information, including personal information. An actual or perceived breach of our security systems or those of our third-party service providers may require notification under applicable data privacy regulations or contractual obligations. The accidental or unauthorized access to or disclosure, loss, destruction, disablement, corruption or encryption of, use or misuse of or modification of our, our clients' or other third parties' confidential, proprietary or sensitive information, including personal information, by us or our third-party service providers could result in significant fines, penalties, orders, sanctions and proceedings or actions against us by governmental bodies and other regulatory authorities, customers or third parties, which could materially and adversely affect our business, financial condition and results of operations. Any such proceeding or action, and any related indemnification obligations, could damage our reputation, force us to incur significant expenses in defense of such proceeding or action, distract our management, increase our costs of doing business or result in the imposition of financial liability.

Despite our efforts to ensure the integrity, confidentiality, availability, and authenticity of our proprietary systems and information, it is possible that we may not be able to anticipate or to implement effective preventive measures against all cyber threats. No security solution, strategy, or measures can address all possible security threats or block all methods of penetrating a network or otherwise perpetrating a security incident. The risk of unauthorized circumvention of our security measures or those of our third-party providers, clients and partners has been heightened by advances in computer and software capabilities and the increasing sophistication of hackers, including those operating on behalf of nation-state actors, who employ complex techniques involving the theft or misuse of personal and financial information, counterfeiting, "phishing" or social engineering incidents, account takeover attacks, denial or degradation of service attacks, malware, fraudulent payment and identity theft. Because the techniques used by hackers change frequently and are increasingly complex and sophisticated, and new technologies may not be identified until they are launched against a target, we and our third-party service providers may be unable to anticipate these techniques or detect an incident, assess its severity or impact, react or appropriately respond in a timely manner or implement adequate preventative measures. Our systems are also subject to compromise from internal threats, such as theft, misuse, unauthorized access or other improper actions by employees, service provides and other third parties with otherwise legitimate access to our systems or databases. The latency of a compromise is often measured in months, but could be years, and we may not be able to detect a compromise in a timely manner.

Due to applicable laws and regulations or contractual obligations, we may also be held responsible for any failure or cybersecurity breaches attributed to our third-party service providers as they relate to the information that we share with them. Although we generally have agreements relating to data privacy and security in place with our third-party service providers, they are limited in nature and we cannot guarantee that such agreements will prevent the accidental or unauthorized access to or disclosure, loss, destruction, disablement, corruption or encryption of, use or misuse of or modification of confidential, proprietary or sensitive information, including personal information, or enable us to obtain reimbursement from third-party service providers in the event we should suffer incidents resulting in accidental or unauthorized access to or disclosure, loss, destruction, disablement or encryption of, use or misuse of or modification of confidential, proprietary or sensitive information, including personal information. In addition, because we do not control our third-party service providers and our ability to monitor their data security is limited, we cannot ensure the security measures they take will be sufficient to protect confidential, proprietary or sensitive information (including personal information).

Regardless of whether a security incident or act of fraud involving our services is attributable to us or our third-party service providers, such an incident could, among other things, result in improper disclosure of information, harm our reputation and brand, reduce the demand for our products and services, lead to loss of client business or confidence in the effectiveness of our security measures, disrupt normal business operations or

result in our systems or products and services being unavailable. In addition, such incidents may require us to spend material resources to investigate or correct the incident and to prevent future security incidents, expose us to uninsured liability, increase our risk of regulatory scrutiny, expose us to protracted and costly litigation, trigger indemnity obligations, result in damages for contract breach, divert the attention of management from the operation of our business and otherwise cause us to incur significant costs or liabilities, any of which could affect our financial condition, results of operations and reputation. Moreover, there could be public announcements regarding any such incidents and any steps we take to respond to or remediate such incidents, and if securities analysts or investors perceive these announcements to be negative, it could, among other things, have a substantial adverse effect on the price of our Class A Common Stock. In addition, our remediation efforts may not be successful. Further, any adverse findings in security audits or examinations could result in reputational damage to us, which could reduce the use and acceptance of our services, cause our customers to cease doing business with us or have a significant adverse impact on our revenue and future growth prospects. Furthermore, even if not directed at us specifically, attacks on other financial institutions could disrupt the overall functioning of the financial system or lead to additional regulation and oversight by federal and state agencies, which could impose new and costly compliance obligations.

If we are not able to satisfy data protection, security, privacy and other government- and industry-specific requirements or regulations, our results of operations, financial condition or business could be harmed.

We are subject to various risks and costs associated with the collection, processing, storage and transmission of personal data and other sensitive and confidential information. Personal data is information that can be used to identify a natural person, including names, photos, email addresses, or computer IP addresses. This data is wide ranging and relates to our clients, employees, counterparties and other third parties. Our compliance obligations include those relating to state laws, such as the California Consumer Privacy Act ("CCPA"), which provides for enhanced privacy protections for California residents, a private right of action for data breaches and statutory fines and damages for data breaches or other CCPA violations, as well as well as a requirement of "reasonable" cybersecurity. We are also required to comply with foreign data collection and privacy laws in various non-U.S. jurisdictions in which we have offices or conduct business, including the General Data Protection Regulation ("GDPR"), which applies to all organizations processing or holding personal data of EU data subjects (regardless of the organization's location) as well as to organizations outside the EU that offer goods or services in the EU, or that monitor the behavior of EU data subjects. Compliance with the GDPR requires us to analyze and evaluate how we handle data in the ordinary course of business, from processes to technology. EU data subjects need to be given full disclosure about how their personal data will be used and stored. In that connection, consent must be explicit, and companies must be in a position to delete information from their global systems permanently if consent were withdrawn. Financial regulators and data protection authorities throughout the EU have broad audit and investigatory powers under the GDPR to probe how personal data is being used and processed. In addition, some countries and states are considering or have passed legislation implementing data protection requirements or requiring local storage and processing of data or similar requirements that could increase the cost and complexity of delivering our services. There are currently a number of proposals pending before federal, state, and foreign legislative and regulatory bodies.

Many statutory requirements include obligations for companies to notify individuals of security breaches involving certain personal information, which could result from breaches experienced by us or our third-party service providers. For example, laws in all 50 U.S. states require businesses to provide notice to customers whose personal information has been disclosed as a result of a data breach. These laws are not consistent, and compliance in the event of a widespread data breach is difficult and may be costly. Moreover, states have been frequently amending existing laws, requiring attention to changing regulatory requirements. In addition, we may be contractually required to notify clients, end-investors or other counterparties of a security breach. Although we may have contractual protections with our third-party service providers, any security breach, or actual or perceived non-compliance with privacy or security laws, regulations, standards, policies or contractual obligations, could harm our reputation and brand, expose us to potential liability and require us to expend significant resources on data security and in responding to any such incident or actual or perceived

non-compliance. Any contractual protections we may have from our third-party service providers may not be sufficient to adequately protect us from any such liabilities and losses, and we may be unable to enforce any such contractual protections.

We make public statements about our use and disclosure of personal information through our privacy policy, information provided on our website and press statements. Although we endeavor to comply with our public statements and documentation, we may at times fail to do so or be alleged to have failed to do so. The publication of our privacy policy and other statements that provide promises and assurances about data privacy and security can subject us to potential government or legal action if they are found to be deceptive, unfair or misrepresentative of our actual practices. In addition, from time to time, concerns may be expressed about whether our products and services compromise the privacy of clients and others. Even the perception, whether or not valid, of privacy concerns or any failure by us to comply with our posted privacy policies or with any legal or regulatory requirements, standards, certifications or orders or other privacy or consumer protection-related laws and regulations applicable to us may harm our reputation, inhibit adoption of our products by current and future customers or adversely impact our ability to attract and retain workforce talent.

Given the complexity of operationalizing data privacy and security laws and regulations to which we are subject, the maturity level of proposed compliance frameworks and the relative lack of guidance in the interpretation of the numerous requirements of the data privacy and security laws and regulations to which we are subject, we may not be able to respond quickly or effectively to regulatory, legislative and other developments, and these changes may in turn impair our ability to offer our existing or planned products and services or increase our cost of doing business. Although we work to comply with applicable laws and regulations, industry standards, contractual obligations and other legal obligations, such laws, regulations, standards and obligations are evolving and may be modified, interpreted and applied in an inconsistent manner from one jurisdiction to another, and may conflict with one another. In addition, they may conflict with other requirements or legal obligations that apply to our business or the features and services that our adviser clients and their investor clients expect from our products and services. As such, we cannot assure ongoing compliance with all such laws, regulations, standards and obligations. Any failure, or perceived failure, by us to adequately address privacy and security concerns, even if unfounded, or to comply with applicable laws, regulations and standards, or with employee, client and other data privacy and data security requirements pursuant to contract and our stated privacy notice(s), could result in investigations or proceedings against us by data protection authorities, governmental entities or others, including class action privacy litigation in certain jurisdictions, which could subject us to fines, civil or criminal liability, public censure, claims for damages by customers and other affected individuals, damage to our reputation and loss of goodwill (in relation to both existing and prospective clients), or we could be required to fundamentally change our business activities and practices, which may not be possible in a commercially reasonable manner, or at all. Any or all of these consequences could have a material adverse effect on our operations, financial performance and business.

We may be unable to remain in compliance with the financial or other covenants contained in our debt instruments. Any breach of our credit facilities could have a material adverse effect on our business and financial condition.

Our debt instruments contain, and any future debt instruments may contain, financial and other covenants that impose requirements on us and limit our and our subsidiaries' ability to engage in certain transactions or activities, such as:

- making certain payments in respect of equity interests, including, among others, the payment of dividends and other distributions, redemptions and similar payments, payments in respect of Warrants, options and other rights, and payments in respect of subordinated indebtedness;
- incurring additional debt;
- providing guarantees in respect of obligations of other persons;

- making loans, advances and investments;
- entering into transactions with investment funds and affiliates;
- creating or incurring liens;
- entering into negative pledges;
- selling all or any part of the business, assets or property, or otherwise disposing of assets;
- making acquisitions or consolidating or merging with other persons;
- entering into sale-leaseback transactions;
- changing the nature of our business;
- changing our fiscal year;
- making certain modifications to organizational documents or certain material contracts;
- making certain modifications to certain other debt documents; and
- entering into certain agreements with respect to the repayment of indebtedness.

There can be no assurance that we will be able to maintain leverage levels and other financial metrics in compliance with the financial covenants included in our debt instruments. These restrictions may limit our flexibility in operating our business, and any failure to comply with these financial and other covenants, if not waived, would cause a default or event of default. Our obligations under our debt instruments are secured by substantially all of our assets. In the case of an event of default, creditors may exercise rights and remedies, including the rights and remedies of a secured party, under such agreements and applicable law, which could have a material adverse effect on our business, financial condition and results of operations.

In addition, the new credit facilities that we entered into in connection with the Business Combination contain restrictions on our flexibility in operating our business and financial and other covenants.

Confidentiality agreements with employees, consultants, and others may not adequately prevent disclosure of trade secrets and other proprietary information.

We have devoted substantial resources to the development of our proprietary technologies, investment solutions and services. To protect our proprietary rights, we enter into confidentiality, nondisclosure, non-interference and invention assignment agreements with our employees, consultants and independent contractors. However, we cannot guarantee that we have entered into such agreements with each party that has or may have had access to our trade secrets and proprietary know-how. Further, these agreements may not effectively prevent unauthorized disclosure of confidential information or unauthorized parties from copying aspects of our technologies, investment solutions or products or obtaining and using information that we regard as proprietary. Moreover, these agreements may not provide an adequate remedy in the event of such unauthorized disclosures of confidential information and we cannot assure you that our rights under such agreements will be enforceable. In addition, others may independently discover trade secrets and proprietary information, and in such cases, we could not assert any trade secret rights against such parties. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights, and failure to obtain or maintain trade secret protection could reduce any competitive advantage we have developed and cause us to lose customers or otherwise harm our business.

We may face damage to our professional reputation and legal liability if our services are not regarded as satisfactory or for other reasons.

As a financial services firm, we depend to a large extent on our relationships with our clients and our reputation for integrity and high-caliber professional services to attract and retain clients. As a result, if a client is not satisfied with our services, such dissatisfaction may be more damaging to our business than to other types of businesses.

In recent years, the volume of claims and amount of damages claimed in litigation and regulatory proceedings against financial advisors has been increasing. Our asset management and advisory activities may subject us to the risk of significant legal liabilities to our clients and third parties, including our clients' stockholders or beneficiaries, under securities or other laws and regulations for materially false or misleading statements made in connection with securities and other transactions. We make investment decisions on behalf of our clients that could result in substantial losses. Since November 2022, Home REIT and AHRA, which serves as its investment advisor, have been the subject of allegations regarding Home REIT's operations, stemming from a report issued by a short seller. Although we did not acquire AHRA because it was sold prior to the Business Combination, we or our subsidiaries may potentially suffer reputational damage from the allegations against Home REIT or AHRA, which may adversely affect our business, financial condition or results of operations. These and future losses also may subject us to the risk of legal and regulatory liabilities or actions alleging negligent misconduct, breach of fiduciary duty or breach of contract. These risks often may be difficult to assess or quantify and their existence and magnitude often remain unknown for substantial periods of time. We may incur significant legal expenses in defending litigation. In addition, negative publicity and press speculation about us, our investment activities or the private markets in general, whether or not based in truth, or litigation or regulatory action against us or any third-party managers recommended by us or involving us may tarnish our reputation and harm our ability to attract and retain clients. Substantial legal or regulatory liability could have a material adverse effect on our business, financial condition and results of operations or cause significant reputational harm to us, which could seriously harm our business.

Our inability to obtain adequate insurance could subject us to additional risk of loss or additional expenses.

We may not be able to obtain or maintain sufficient insurance on commercially reasonable terms or with adequate coverage levels against potential liabilities we may face, which could have a material adverse effect on our business. We may face a risk of loss from a variety of claims, including those related to contracts, fraud, compliance with laws and various other issues, whether or not such claims are valid. Insurance and other safeguards might only partially reimburse us for our losses, if at all, and if a claim is successful and exceeds or is not covered by our insurance policies, we may be required to pay a substantial amount in respect of such successful claim. Certain losses of a catastrophic nature, such as public health crises, wars, earthquakes, typhoons, terrorist attacks or other similar events, may be uninsurable or may only be insurable at rates that are so high that maintaining coverage would cause an adverse impact on our business, in which case we may choose not to maintain such coverage.

Our international operations subject us to numerous risks.

We or the External Strategic Managers in which we have made strategic investments maintain operations in the United Kingdom and Hong Kong, among other places, and may grow our business into new regions with which we have less familiarity and experience, and this growth is important to our overall success. In addition, many of our investors are non-U.S. entities where we are expected to have a familiarity with the specific legal and regulatory requirements applicable to such investors. We rely upon stable and free international markets, not only in connection with seeking investors outside the U.S. but also in investing fund capital in these markets.

Our international operations carry special financial and business risks, which could include the following:

- greater difficulties in managing and staffing foreign operations;
- differences between the U.S. and foreign capital markets, such as for accounting, auditing, financial reporting and legal standards, practices and disclosure requirements;
- fluctuations in foreign currency exchange rates that could adversely affect our results;
- additional costs of complying with, and exposure to liability under, foreign regulatory regimes;
- unexpected changes in trading policies, regulatory requirements, tariffs and other barriers;

- longer transaction cycles;
- higher operating costs;
- local labor conditions and regulations;
- adverse consequences or restrictions on the repatriation of earnings;
- potentially adverse tax consequences, such as trapped foreign losses;
- less stable political and economic environments;
- terrorism, political hostilities, war, public health crises and other civil disturbances or other catastrophic or pandemic events that reduce business activity;
- cultural and language barriers and the need to adopt different business practices in different geographic areas; and
- difficulty collecting fees and, if necessary, enforcing judgments.

As part of our day-to-day operations outside the United States, we are required to create compensation programs, employment policies, compliance policies and procedures and other administrative programs that comply with the laws of multiple countries. We also must communicate and monitor standards and directives across our global operations. Our failure to successfully manage and grow our geographically diverse operations could impair our ability to react quickly to changing business and market conditions and to enforce compliance with non-U.S. standards and procedures.

Any payment of distributions, loans or advances to and from our subsidiaries could be subject to restrictions on or taxation of dividends or repatriation of earnings under applicable local law, monetary transfer restrictions, foreign currency exchange regulations in the jurisdictions in which our subsidiaries operate or other restrictions imposed by current or future agreements, including debt instruments, to which our non-U.S. subsidiaries may be a party. Our business, financial condition and results of operations could be materially and adversely affected if we are unable to successfully manage these and other risks of international operations in a volatile environment. If our international business increases relative to our total business, these factors could have a more pronounced effect on our results of operations or growth prospects.

The success of our business depends on the identification and availability of suitable investment opportunities for our clients.

Our success largely depends on the identification and availability of suitable investment opportunities for our clients, including the success of underlying funds and products in which our clients invest. The availability of investment opportunities will be subject to market conditions and other factors outside of our control and the control of the investment managers with which we invest for our clients. Past returns of our clients have benefited from investment opportunities and general market conditions that may not continue or reoccur, including favorable borrowing conditions in the debt markets, and there can be no assurance that our clients or the underlying funds and other products in which we invest for our clients will be able to avail themselves of comparable opportunities and conditions. There can also be no assurance that the underlying funds and other products we select will be able to identify sufficient attractive investment opportunities to meet their investment objectives.

The due diligence process that we undertake in connection with investments may not reveal all facts that may be relevant in connection with an investment.

Before investing the assets of our clients, we conduct due diligence that we deem reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, we may be required to evaluate important and complex business, financial, tax, accounting, technological, environmental,

social, governance and legal and regulatory issues. Outside consultants, legal advisors and accountants may be involved in the due diligence process in varying degrees depending on the type of investment and the parties involved. Nevertheless, when conducting due diligence and making an assessment regarding an investment, we rely on the resources available to us, including information provided by the target of the investment and, in some circumstances, third-party investigations, and such an investigation will not necessarily result in the investment ultimately being successful. Moreover, the due diligence investigation that we will carry out with respect to any investment opportunity may not reveal or highlight all relevant facts or risks that are necessary or helpful in evaluating such investment opportunity. For example, instances of bribery, fraud, accounting irregularities and other improper, illegal or corrupt practices can be difficult to detect and may be more widespread in certain jurisdictions.

In addition, a substantial portion of our clients invest in underlying funds, and therefore we are dependent on the due diligence investigation of the underlying investment manager of such funds. We have little or no control over their due diligence process, and any shortcomings in their due diligence could be reflected in the performance of the investment we make with them on behalf of our funds. Poor investment performance could lead investors to terminate their agreements with us and/or result in negative reputational effects, either of which could have a material adverse effect on our business, financial condition and results of operations.

Dependence on leverage by certain funds, underlying investment funds and portfolio companies subjects us to volatility and contractions in the debt financing markets and could adversely affect the ability of our funds to achieve attractive rates of return on their investments.

Many of the funds we manage, the funds in which we invest and portfolio companies within our funds and customized separate accounts currently rely on credit facilities either to facilitate efficient investing or for speculative purposes. If our funds are unable to obtain financing, or the underlying funds or the companies in which our funds invest are unable to access the structured credit, leveraged loan and high yield bond markets (or do so only at increased cost), the results of their operations may suffer if such markets experience dislocations, contractions or volatility. Any such events could adversely impact our funds' ability to invest efficiently, and may impact the returns of our funds' investments.

The absence of available sources of sufficient debt financing for extended periods of time or an increase in either the general levels of interest rates or in the risk spread demanded by sources of indebtedness would make it more expensive to finance those investments, and, in the case of rising interest rates, decrease the value of fixed-rate debt investments made by our funds. Certain investments may also be financed through fund-level debt facilities, which may or may not be available for refinancing at the end of their respective terms. Finally, limitations on the deductibility of interest expense on indebtedness used to finance our funds' investments reduce the after-tax rates of return on the affected investments and make it more costly to use debt financing. Any of these factors may have an adverse impact on our business, results of operations and financial condition.

Similarly, private markets fund portfolio companies regularly utilize the corporate debt markets to obtain additional financing for their operations. The leveraged capital structure of such businesses increases the exposure of the funds' portfolio companies to adverse economic factors such as rising interest rates, downturns in the economy or deterioration in the condition of such business or its industry. Any adverse impact caused by the use of leverage by portfolio companies in which we directly or indirectly invest could in turn adversely affect the returns of our funds.

Defaults by third-party investors could adversely affect that fund's operations and performance.

Our business is exposed to the risk that investors that owe us money for our services may not pay us. If investors default on their obligations to fund or similar commitments, there may be adverse consequences on the investment process, and we could incur losses and be unable to meet underlying capital calls. For example, certain of our funds may utilize lines of credit to fund investments. Because interest expense and other costs of

borrowings under lines of credit are an expense of the fund, the fund's net multiple of invested capital may be reduced, as well as the amount of carried interest generated by the fund. Any material reduction in the amount of carried interest generated by a fund may adversely affect our revenues.

Our failure to comply with investment guidelines of our clients could result in damage awards against us or a reduction in AUM, either of which would cause our earnings to decline and adversely affect our business.

Each of our clients is serviced pursuant to specific investment guidelines, which, with respect to our customized separate accounts, are often established collaboratively between us and the investor. Our failure to comply with these guidelines and other limitations could result in investors terminating their relationships with us or deciding not to commit further capital to us in respect of new or different funds. In some cases, these investors could also sue us for breach of contract and seek to recover damages from us. In addition, such guidelines may restrict our ability to pursue certain allocations and strategies on behalf of our investors that we believe are economically desirable, which could similarly result in losses to a client or termination of the client relationship and a corresponding reduction in AUM. Even if we comply with all applicable investment guidelines, our investors may nonetheless be dissatisfied with our investment performance or our services or fees and may terminate their investment with us or be unwilling to commit new capital to our funds. Any of these events could cause our earnings to decline and have a material adverse effect on our business, financial condition and results of operations.

We may not have control over the day-to-day operations of many of the funds included in our investments and we do not control the business of the External Strategic Managers in which we have made strategic investments.

Investments by most of our funds, as well as by the External Strategic Managers in which we have made strategic investments, will include debt instruments and equity securities of companies that we do not control.

Our funds, as well as the External Strategic Managers, may invest through co-investment arrangements or acquire minority equity interests and may also dispose of a portion of the equity investments in portfolio companies over time in a manner that results in their retaining a minority investment. Consequently, the performance of our funds, as well as the External Strategic Managers, will depend significantly on the investment and other decisions made by third parties, which could have a material adverse effect on the returns achieved by our funds, as well as our External Strategic Managers. Portfolio companies in which the investment is made may make business, financial or management decisions with which we do not agree. In addition, the majority stakeholders or our management may take risks or otherwise act in a manner that does not serve our interests. If any of the foregoing were to occur, the values of our investments and the investments we have made on behalf of our clients could decrease and our financial condition, results of operations and cash flow could suffer as a result. The operations of the External Strategic Managers are not subject to our control.

Investments made on behalf of our clients may in many cases rank junior to investments made by other investors.

In many cases, the companies in which we invest on behalf of our clients have indebtedness or equity securities, or may be permitted to incur indebtedness or to issue equity securities, that rank senior to investments made on behalf of our clients. By their terms, these instruments may provide that their holders are entitled to receive payments of dividends, interest or principal on or before the dates on which payments are to be made in respect of our investments. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a company in which one or more of our clients hold an investment, holders of securities ranking senior to our client investments would typically be entitled to receive payment in full before distributions could be made in respect of our client investments. After repaying senior security holders, we may not have any remaining assets to use for repaying amounts owed in respect of our client investments. To the extent that any assets remain, holders of claims that rank equally with our client investments would be entitled to share on an

equal and ratable basis in distributions that are made out of those assets. Also, during periods of financial distress or following an insolvency, our ability to influence a company's affairs and to take actions to protect investments by our clients may be substantially less than that of those holding senior interests.

Certain of our investments utilize special situation and distressed debt investment strategies that involve significant risks.

Our clients sometimes invest in companies with weak financial conditions, poor operating results, substantial financial needs, negative net worth and/or special competitive or regulatory problems. These clients also invest in companies that are or are anticipated to be involved in bankruptcy or reorganization proceedings. In such situations, it may be difficult to obtain full information as to the exact financial and operating conditions of these companies. Additionally, the fair values of such investments are subject to abrupt and erratic market movements and significant price volatility if they are publicly traded securities, and are subject to significant uncertainty in general if they are not publicly traded securities. Furthermore, some of our clients' distressed investments may not be widely traded or may have no recognized market. A client's exposure to such investments may be substantial in relation to the market for those investments, and the assets are likely to be illiquid and difficult to sell or transfer. As a result, it may take a number of years for the market value of such investments to ultimately reflect their intrinsic value as perceived by us, if at all.

Our distressed investment strategies depend in part on our ability to successfully predict the occurrence of certain corporate events, such as debt and/or equity offerings, restructurings, reorganizations, mergers, takeover offers and other transactions, that we believe will improve the condition of the business. If the corporate event we predict is delayed, changed or never completed, the market price and value of the applicable fund's investment could decline sharply.

In addition, these investments could subject us to certain potential additional liabilities that may exceed the value of our original investment. Under certain circumstances, payments or distributions on certain investments may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance, a preferential payment or similar transaction under applicable bankruptcy and insolvency laws. In addition, under certain circumstances, a lender that has inappropriately exercised control of the management and policies of a debtor may have its claims subordinated or disallowed, or may be found liable for damages suffered by parties as a result of such actions. In the case where the investment in securities of troubled companies is made in connection with an attempt to influence a restructuring proposal or plan of reorganization in bankruptcy, our clients and/or we may become involved in substantial litigation.

Our controls and procedures may fail or be circumvented, our risk management policies and procedures may be inadequate and operational risks could adversely affect our reputation and financial condition.

We have developed and continue to update strategies and procedures specific to our business for managing risks, which include market risk, liquidity risk, operational risk and reputational risk. Management of these risks can be very complex. These strategies and procedures may fail under some circumstances, particularly if we are confronted with risks that we have underestimated or not identified, including those related to the COVID-19 pandemic. Some of our risk evaluation methods depend upon information provided by others and public information regarding markets, clients or other matters that are otherwise accessible by us. If our policies and procedures are not fully effective or we are not successful in capturing all risks to which we are or may be exposed, we may suffer harm to our reputation or be subject to litigation or regulatory actions that could have a material adverse effect on our business, results of operations or financial condition.

Our investment advisory contracts may be terminated or may not be renewed by investors or fund boards on favorable terms and the liquidation of certain funds may be accelerated at the option of investors.

We derive a substantial portion of our revenue from providing investment advisory services. The advisory or management contracts we have entered into with our clients, including the agreements that govern many of

our investment funds, provide investors or, in some cases, the independent directors of applicable investment funds, with significant latitude to terminate such contracts, withdraw funds or liquidate funds by simple majority vote with limited notice or penalty, or to remove or terminate us as investment advisor (or equivalent). Our fee arrangements under any of our advisory or management contracts may be reduced (including at the behest of a fund's board of directors). In addition, if a number of our investors terminate their contracts, or otherwise remove us from our advisory roles, liquidate funds or fail to renew management contracts on favorable terms, the fees or carried interest we earn could be reduced, which may cause our AUM, revenue and earnings to decline. In addition, we have, and may in the future, make strategic investments with certain External Strategic Managers that contribute to our revenues. The occurrence of any of these events could lead to a reduction in our revenues and profitability.

We may sell our strategic investments in the External Strategic Managers or they may sell their businesses or exercise their rights to purchase our interests.

We have made, and may make in the future strategic investments with certain External Strategic Managers that contribute to our revenues. Depending on the circumstances, in the future we may sell our strategic investments in one or more of the External Strategic Managers. We also do not have control over these External Strategic Managers, who may sell their business (including our interests) without our consent, or they may have a contractual right to purchase our interest from us without our consent. The occurrence of any of these events could lead to a reduction in our revenues and profitability.

We may establish fund vehicles in the future to own the existing strategic investments in our External Strategic Managers or to make strategic investments in new External Strategic Managers.

Although we currently own our strategic investments in the External Strategic Managers, in the future we may establish fund vehicles that we manage to own these investments and any strategic investments we may make in new External Strategic Managers. The benefit of setting up these fund vehicles is that we would not have to use our own capital to fund these investments since they would be funded by third party investors in our fund vehicles. However, if we establish such fund vehicles, we will only be entitled to a management fee for managing the vehicles and a carried interest based on the performance of the investments made in these External Strategic Managers, rather than all of the economics associated with owning the investments in these External Strategic Managers. Setting up these fund vehicles to own the investments in External Strategic Managers could lead to a reduction in the revenues and profitability we would have otherwise realized had we owned those interests directly.

We rely on our management team to grow our business, and the loss of key management members, or an inability to hire key personnel, could harm our business.

While the success of our business is not tied to any particular person or group of "key persons," the success of our business does depend on the efforts, judgment and reputations of our personnel generally, and in particular our experienced and senior personnel in investment, operational and executive functions. Our personnel's reputation, expertise in investing and risk management and relationships with our clients and third parties on which our funds depend for investment opportunities are each critical elements in operating and expanding our business. However, we may not be successful in our efforts to retain our most valued employees, as the market for alternative asset management professionals is extremely competitive. The loss of one or more members of our senior team could harm our business and jeopardize our relationships with our clients and members of the investing community. Accordingly, the retention of our personnel is crucial to our success. Certain of our executives are subject to long-term employment contracts that contain various incentives and restrictive covenants designed to retain these employees for the long-term success of our business, but none of them are obligated to remain actively involved with us. In addition, if any of our personnel were to join or form a competitor, following any required restrictive period set forth in their employment agreements, some of our investors could choose to invest with that competitor rather than with us. The loss of the services of one or more

members of our senior team could have a material adverse effect on our business, financial condition and results of operations, including our performance, our ability to retain and attract funds and highly qualified employees and our ability to raise new funds. Any change to our senior management team could have a material adverse effect on our business, financial condition and results of operations.

We do not carry any "key person" insurance that would provide us with proceeds in the event of the death or disability of any of our personnel. In addition, certain of our funds have key person provisions that are triggered upon the loss of services of one or more specified employees and could, upon the occurrence of such event, provide the investors in these funds with certain rights such as rights providing for the termination or suspension of the funds' investment periods and/or wind-down of the funds. Accordingly, the loss of such personnel could result in significant disruption of certain funds' investment activities, which could have a material adverse impact on our business, financial condition and results of operations, and could harm our ability to maintain or grow our assets under management in existing funds or raise additional funds in the future. Similarly, to the extent there is a perception in the market that one or more of our employees is critical to the success of a particular investment strategy, the loss of one or more such employees could lead investors to redeem from our funds or choose not to make further investments in existing or future funds that we manage, which would correspondingly reduce our management fees and potential to earn incentive fees.

If Umbrella were treated as a corporation for U.S. federal income tax or state tax purposes, then the amount available for distribution by it could be substantially reduced and the value of our shares could be adversely affected.

An entity that would otherwise be classified as a partnership for U.S. federal income tax purposes (such as Umbrella) may nonetheless be treated as, and taxable as, a corporation if it is a "publicly traded partnership" unless an exception to such treatment applies. An entity that would otherwise be classified as a partnership for U.S. federal income tax purposes will be treated as a "publicly traded partnership" if interests in such entity are traded on an established securities market or interests in such entity are readily tradable on a secondary market or the substantial equivalent thereof. If Umbrella were determined to be treated as a "publicly traded partnership" (and taxable as a corporation) for U.S. federal income tax purposes, it would be taxable on its income at the U.S. federal income tax rates applicable to corporations and distributions by it to its members (including the Company) could be taxable as dividends to such members to the extent of the earnings and profits of Umbrella. In addition, we would no longer have the benefit of increases in the tax basis of Umbrella's assets as a result of exchanges of Umbrella common units. Pursuant to the Umbrella LLC Agreement, certain holders of Umbrella common units may, from time to time, subject to the terms of the Umbrella LLC Agreement, have their Umbrella common units redeemed by Umbrella for cash or Class A Common Stock. Such redemptions could be treated as trading in the interests of the Umbrella for purposes of testing "publicly traded partnership" status. While the Umbrella LLC Agreement contains restrictions on such redemptions that are intended to prevent Umbrella from being treated as a "publicly traded partnership" for U.S. federal income tax purposes by complying with certain safe harbors provided for under applicable U.S. federal income tax law, such position is not free from doubt and, if such provisions are not effective, Umbrella may be treated as a "publicly traded partnership" taxable as a corporation for U.S. federal income tax purposes.

In certain cases, payments under the Tax Receivable Agreement may be accelerated or exceed the actual tax benefits realized by the Company.

Payments under the Tax Receivable Agreement will be based on the tax reporting positions that we determine, and the U.S. Internal Revenue Service (the "IRS") or another taxing authority may challenge all or any part of the tax basis increases, as well as other tax positions that we take, and a court may sustain such a challenge. In the event that any tax benefits we initially claim are disallowed, the recipients of the payments under the Tax Receivable Agreement will not be required to reimburse us for any excess payments that may previously have been made under the Tax Receivable Agreement, for example, due to adjustments resulting from examinations by taxing authorities. As a result, in certain circumstances we could make payments under the Tax

Receivable Agreement in excess of our actual income or franchise tax savings, which could materially impair our financial condition.

Moreover, the Tax Receivable Agreement provides that, in certain events, including a change of control or our exercise of early termination rights, our obligations under the Tax Receivable Agreement will accelerate and we will be required to make a lump-sum cash payment to the parties to the Tax Receivable Agreement equal to the present value of all forecasted future payments that would have otherwise been made under the Tax Receivable Agreement, which lump-sum payment would be based on certain assumptions, including those relating to our future taxable income. The lump-sum payment could be substantial and could exceed the actual tax benefits that we realize subsequent to such payment because such payment would be calculated assuming, among other things, that we would have certain tax benefits available to it and that we would be able to use the potential tax benefits in future years.

There may be a material negative effect on our liquidity if the payments we are required to make under the Tax Receivable Agreement exceed the actual income or franchise tax savings that we realize. Furthermore, our obligations to make payments under the Tax Receivable Agreement could also have the effect of delaying, deferring or preventing certain mergers, asset sales, other forms of business combinations or other changes of control.

Umbrella may directly or indirectly make distributions of cash to us substantially in excess of the amounts we use to make distributions to our stockholders and pay our expenses (including our taxes and payments under the Tax Receivable Agreement). To the extent we do not distribute such excess cash to our shareholders, the direct or indirect holders of Umbrella common units would benefit from any value attributable to such cash as a result of their ownership of our stock upon a Unit Exchange.

Following the Business Combination, we will directly or indirectly receive a pro rata portion of any distributions made by Umbrella. Any cash received from such distributions will first be used to satisfy any tax liability and then to make any payments required to be made under the Tax Receivable Agreement. Subject to having available cash and subject to limitations imposed by applicable law and contractual restrictions, the Umbrella LLC Agreement requires Umbrella to make certain distributions to holders of Umbrella common units (including the Company) pro rata to facilitate the payment of taxes with respect to the income of Umbrella that is allocated to them. To the extent that the tax distributions we directly or indirectly receive exceed the amounts we actually require to pay taxes, Tax Receivable Agreement payments and other expenses (which is likely to be the case given that the assumed tax rate for such distributions will generally exceed our effective tax rate), we will not be required to distribute such excess cash. Our Board may, in its sole discretion, choose to use such excess cash for certain purposes, including to make distributions to the holders of our stock. Unless and until our Board chooses, in its sole discretion, to declare a distribution, we will have no obligation to distribute such cash (or other available cash other than any declared dividend) to our stockholders.

Certain holders of Umbrella common units (i) will be deemed to have sold a portion of their Umbrella common units at the time of the Business Combination, and (ii) may in the future redeem their Umbrella common units for shares of the Company or cash pursuant to the Umbrella LLC Agreement, subject to certain conditions and transfer restrictions as set forth therein (each such redemption, a "Unit Exchange"). No adjustments to the exchange ratio of Umbrella common units for our shares pursuant to a Unit Exchange will be made as a result of either (i) any cash distribution by us or (ii) any cash that we retain and do not distribute to our stockholders. To the extent we do not distribute such cash as dividends and instead, for example, hold such cash balances or use such cash for certain other purposes, this may result in shares of our stock increasing in value relative to the Umbrella common units. The holders of Umbrella common units may benefit from any value attributable to such cash balances if they acquire shares of our stock in an exchange of Umbrella common units.

Risks Related to Being a Public Company

Our management team has limited experience managing a public company.

Most members of our management team have limited experience managing a publicly traded company, interacting with public company investors, and complying with the increasingly complex laws pertaining to public companies. Our management team may not successfully or efficiently manage our transition to being a public company subject to significant regulatory oversight and reporting obligations under the federal securities laws and the continuous scrutiny of securities analysts and investors. These new obligations and constituents will require significant attention from our senior management and could divert their attention away from the day-to-day management of our business, which could adversely affect our business, results of operations and financial condition.

Our internal controls over financial reporting may not be effective and our independent registered public accounting firm may not be able to certify as to their effectiveness, which could have a significant and adverse effect on our business and reputation.

As a public company, we are required to comply with the SEC's rules implementing Sections 302 and 404 of the Sarbanes-Oxley Act, which require management to certify financial and other information in our quarterly and Prospectus/Offer to Exchanges and provide an annual management report on the effectiveness of controls over financial reporting. As an "emerging growth company," as defined in the JOBS Act, our independent registered public accounting firm will not be required to formally attest to the effectiveness of our internal controls over financial reporting pursuant to Section 404 until the date we are no longer an emerging growth company. At such time, our independent registered public accounting firm may issue a report that is adverse in the event that it is not satisfied with the level at which our controls are documented, designed or operating.

To comply with the requirements of being a public company, we may need to undertake various actions, such as implementing additional internal controls and procedures and hiring additional accounting or internal audit staff. Testing and maintaining internal controls can divert our management's attention from other matters that are important to the operation of our business. If we identify material weaknesses in our internal controls over financial reporting or are unable to comply with the requirements of Section 404 or assert that our internal controls over financial reporting are effective, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal controls over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our ordinary shares could be negatively affected, and we could become subject to investigations by the SEC or other regulatory authorities, which could require additional financial and management resources.

We have identified material weaknesses in our internal control over financial reporting and may identify additional material weaknesses in the future or fail to maintain an effective system of internal control over financial reporting. If we fail to establish and maintain proper and effective internal control over financial reporting, our operating results and our ability to operate our business could be harmed.

On April 12, 2021, the staff of the SEC (the "SEC Staff") issued a public statement (the "SEC Staff Statement") entitled "Staff Statement on Accounting and Reporting Considerations for warrants issued by Special Purpose Acquisition Companies ("SPACs"). In the SEC Staff Statement, the SEC Staff expressed its view that certain terms and conditions common to SPAC Warrants may require the Warrants to be classified as liabilities on the SPAC's balance sheet as opposed to equity.

Following the issuance of the SEC Staff Statement, Cartesian's audit committee concluded that it was appropriate to restate our previously-issued balance sheet as of February 26, 2021 (the "First Restatement"). As part of the First Restatement, we identified a material weakness in our internal control over financial reporting.

In light of recent comment letters issued by the SEC Staff, we re-evaluated our application of Accounting Standard Codification ("ASC") 480-10-S99-3A to its accounting classification of Cartesian's Class A ordinary

shares sold in the initial public offering (the "SPAC Public Shares"). Historically, a portion of the SPAC Public Shares was classified as permanent equity to maintain net tangible assets greater than $5,000,000 on the basis that we will consummate its initial business combination only if we have net tangible assets of at least $5,000,001. Pursuant to such re-evaluation, our management determined that the SPAC Public Shares include certain provisions that require classification of the SPAC Public Shares as temporary equity regardless of the minimum net tangible assets required to complete our initial business combination.

Therefore, Cartesian's audit committee concluded that it was appropriate to restate our previously issued (i) balance sheet as of February 26, 2021, as previously restated in our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2021, (ii) interim financial statements for the quarterly period ended March 31, 2021 and (iii) interim financial statements for the quarterly period ended June 30, 2021 (the "Second Restatement" and, together with the First Restatement, the "Restatements"). As part of the Second Restatement, we identified a material weakness in our internal control over financial reporting.

As a result of such material weaknesses, the Restatements, the change in accounting for the Warrants acquired by the Sponsor for an aggregate purchase price of $8,900,000 in a private placement simultaneously with the closing of the initial public offering (the "SPAC Private Warrants"), SPAC Public Warrants (and, together with the SPAC Private Warrants, the "Warrants") and SPAC Public Shares and other matters raised or that may in the future be raised by the SEC, we may face potential for litigation or other disputes, including, among others, claims invoking the federal and state securities laws, contractual claims or other claims arising from the Restatements and material weaknesses in our internal control over financial reporting and the preparation of our financial statements. As of the date of this Prospectus/Offer to Exchange, we have no knowledge of any such litigation or dispute. However, we can provide no assurance that such litigation or dispute will not arise in the future. Any such litigation or dispute, whether successful or not, could have a material adverse effect on our business, results of operations and financial condition.

Alvarium has identified a material weakness in its internal control over financial reporting and may identify additional material weaknesses in the future or fail to maintain an effective system of internal control over financial reporting, which may result in material misstatements of our consolidated financial statements or cause us to fail to meet our periodic reporting obligations.

As a private company, Alvarium has not been required to document and test its internal controls over financial reporting, nor has management been required to certify the effectiveness of its internal controls, and its auditors have not been required to opine on the effectiveness of its internal control over financial reporting. Similarly, Alvarium has not been subject to the SEC's internal control reporting requirements. Following the Business Combination, we became subject to the requirement for management to certify the effectiveness of its internal controls and, in due course, will become subject to the requirement with respect to auditor attestation on internal control effectiveness.

In connection with the audit of Alvarium's consolidated financial statements as of and for the years ended December 31, 2022, 2021 and 2020, Alvarium and its independent registered public accounting firm identified a material weakness in its internal control over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of annual or interim financial statements will not be prevented or detected on a timely basis.

The material weakness that Alvarium and its independent registered public accounting firm identified in Alvarium's financial statements as of and for the year ends ended December 31, 2021 and 2020 occurred because Alvarium (i) had inadequate processes and controls to ensure an appropriate level of precision related to its financial statement disclosures (specific to management review controls and lack of oversight over group and finance systems, including journals); and (ii) did not have sufficient resources with the adequate technical skills to meet the emerging needs of its financial reporting requirements (specific to a lack of in-house expertise on technical accounting issues as well as a lack of accounting documentation to support key judgements).

The material weakness that Alvarium and its independent registered public accounting firm identified in Alvarium's financial statements as of and for the year end ended December 31, 2022 occurred because Alvarium (i) had inadequate processes and controls to ensure an appropriate level of precision related to its financial statement disclosures (specific to management review controls and lack of oversight over group and finance systems, including journals); (ii) did not have sufficient resources with the adequate technical skills to meet the emerging needs of its financial reporting requirements (specific to a lack of in-house expertise on technical accounting as well as a lack of accounting documentation to support key judgements); and (iii) had inadequate processes and resources to ensure appropriate accounting treatment was concluded on in the context of significant unusual transactions.

Management is in the process of implementing a remediation plan for this material weakness, including, among other things, hiring additional accounting personnel and implementing process level and management review controls and documentation policies to ensure financial statement disclosures are complete and accurate and to identify and address emerging risks. We cannot reasonably estimate the cost of such remediation plan at this time. We can give no assurance that such efforts will remediate this deficiency in internal control over financial reporting or that additional material weaknesses in its internal control over financial reporting will not be identified in the future. Failure to implement and maintain effective internal control over financial reporting could result in errors in our consolidated financial statements that could result in a restatement of our financial statements, may subject us to litigation and investigations, and could cause us to fail to meet its reporting obligations, any of which could diminish investor confidence, cause a decline in the price of the Class A Common Stock and limit our ability to access capital markets.

TWMH has identified a material weakness in its internal control over financial reporting and may identify additional material weaknesses in the future or fail to maintain an effective system of internal control over financial reporting, which may result in material misstatements of our consolidated financial statements or cause us to fail to meet our periodic reporting obligations.

As a private company, TWMH has not been required to document and test its internal controls over financial reporting, nor has management been required to certify the effectiveness of its internal controls, and its auditors have not been required to opine on the effectiveness of its internal control over financial reporting. Similarly, TWMH has not been subject to the SEC's internal control reporting requirements. Following the Business Combination, we became subject to the requirement for management to certify the effectiveness of its internal controls and, in due course, will become subject to the requirement with respect to auditor attestation on internal control effectiveness.

In connection with the audits of TWMH's consolidated financial statements as of and for the years ended December 31, 2022 and 2021, TWMH and its independent registered public accounting firm identified a material weakness in its internal control over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of annual or interim financial statements will not be prevented or detected on a timely basis.

The material weakness that TWMH and its independent registered public accounting firm identified in TWMH's consolidated financial statements as of and for the years ended December 31, 2022 and 2021 occurred because TWMH (i) did not design and maintain formal accounting policies, procedures and controls to achieve complete, accurate, and timely financial accounting, reporting, and disclosures related to equity-based compensation which resulted in errors in the accounting for and disclosure of repurchases of TWMH's restricted unit awards; (ii) did not design and therefore did not have formal accounting policies, procedures, and controls to achieve complete, accurate, and timely financial accounting, reporting, and disclosures related to business combinations which resulted in errors in the accounting entries recorded for an acquisition by TWMH; and (iii) did not design and therefore did not have formal accounting policies, procedures, and controls to achieve complete, accurate, and timely financial accounting, reporting, and disclosures related to ASC 740, Accounting for Income Taxes, which resulted in errors in the accounting entries recorded by TWMH.

The material weakness that TWMH and its independent registered public accounting firm identified in TWMH's consolidated financial statements as of and for the year ended December 31, 2022 occurred because TWMH (i) did not design and implement journal entry controls at the appropriate level of precision to record transactions at TWMH. Additionally, journal entries are not designed to have an appropriate segregation of duties; and (ii) did not design and maintain formal accounting policies, procedures, and controls to retain readily accessible books and records of TWMH's AUM. Additionally, contractual set-up of billing in management's wealth management platform lacked design and implementation of appropriate controls to systematically calculate fees in accordance with the underlying investment management agreements.

Management is in the process of implementing a remediation plan for this material weakness, including, among other things, hiring additional accounting personnel and implementing process level and management review controls and documentation policies to ensure financial statement disclosures are complete and accurate and to identify and address emerging risks. We cannot reasonably estimate the cost of such remediation plan at this time. We can give no assurance that such efforts will remediate this deficiency in internal control over financial reporting or that additional material weaknesses in its internal control over financial reporting will not be identified in the future. Failure to implement and maintain effective internal control over financial reporting could result in errors in our consolidated financial statements that could result in a restatement of our financial statements, may subject us to litigation and investigations, and could cause us to fail to meet our reporting obligations, any of which could diminish investor confidence, cause a decline in the price of the Class A Common Stock and limit our ability to access capital markets.

If securities or industry analysts do not publish research or reports about our business, if they adversely change their recommendations regarding our shares or if our results of operations do not meet their expectations, our share price and trading volume could decline.

The trading market for our Class A Common Stock and Warrants will be influenced by the research and reports that industry or securities analysts publish about us or our business. We do not have any control over these analysts. Securities and industry analysts do not currently, and may never, publish research on us. If no securities or industry analysts commence coverage of us, the trading price of our Class A Common Stock and Warrants would likely be negatively impacted. In the event securities or industry analysts initiated coverage, and one or more of these analysts cease coverage of us or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our share price or trading volume to decline. Moreover, if one or more of the analysts who cover us downgrade our stock, or if our results of operations do not meet their expectations, the price of our Class A Common Stock and Warrants could decline.

As a public company, we are subject to additional laws, regulations and stock exchange listing standards, which will impose additional costs on us and may strain our resources and divert our management's attention.

As a company with publicly-traded securities, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the listing requirements of Nasdaq and other applicable securities laws and regulations. These rules and regulations require that we adopt additional controls and procedures and disclosure, corporate governance and other practices thereby significantly increasing our legal, financial and other compliance costs. These new obligations will also make other aspects of our business more difficult, time-consuming or costly and increase demand on our personnel, systems and other resources. For example, to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, we will need to commit significant resources, hire additional staff and provide additional management oversight. Furthermore, as a result of disclosure of information in this Prospectus/Offer to Exchange and in our Exchange Act and other filings required of a public company, our business and financial condition will become more visible, which we believe may give some of our competitors who may not be similarly required to disclose this type of information a competitive advantage. In addition to these added costs and burdens, if we are unable to satisfy our obligations as a public company, we could be subject to delisting of our Class A Common Stock and Public Warrants, fines,

sanctions, other regulatory actions and civil litigation, any of which could negatively affect the price of our Class A Common Stock and Warrants.

If we are deemed an "investment company" subject to regulation under the Investment Company Act, applicable restrictions could make it impractical for us to continue our business as contemplated and could have a material adverse effect on our business.

An issuer will generally be deemed to be an "investment company" for purposes of the Investment Company Act if, absent an applicable exemption:

- it is or holds itself out as being engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting or trading in securities; or
- it owns or proposes to acquire investment securities having a value exceeding 40% of the value of its total assets (exclusive of U.S. government securities and cash items) on an unconsolidated basis.

We regard ourselves as a financial services business. We believe that we are engaged primarily in the business of providing financial services and not in the business of investing, reinvesting or trading in securities. We also believe that the primary source of income from each of our businesses is properly characterized as income earned in exchange for the provision of services. We hold ourselves out as a financial services business and do not propose to engage primarily in the business of investing, reinvesting or trading in securities.

If we become obligated to register ourselves or any of our subsidiaries as an investment company pursuant to the Investment Company Act, the registered entity would have to comply with a variety of substantive requirements under the Investment Company Act imposing, among other things:

- limitations on capital structure;
- restrictions on specified investments;
- prohibitions on transactions with affiliates; and
- compliance with reporting, record keeping, voting, proxy disclosure and other rules and regulations that would significantly change our operations.

If we were deemed to be an investment company under the Investment Company Act, we would either have to register as an investment company under the Investment Company Act, obtain exemptive relief from the SEC or modify our equity interests and debt positions or organizational structure or our contract rights to fall outside the definition of an investment company under the Investment Company Act. Registering as an investment company pursuant to the Investment Company Act could, among other things, materially adversely affect our financial condition, business and results of operations, materially limit our ability to borrow funds or engage in other transactions involving leverage and require us to add directors who are independent of us and otherwise will subject us to additional regulation that will be costly and time-consuming. Modifying our equity interests and debt positions or organizational structure or our contract rights could require us to alter our business and investment strategy in a manner that requires us to purchase or dispose of assets or securities, prevents us from pursuing certain opportunities, or otherwise restricts our business, which may have a material adverse effect on our business results of operations, financial condition or prospects.

Our quarterly operating results and other operating metrics may fluctuate from quarter to quarter, which makes these metrics difficult to predict.

Our quarterly operating results and other operating metrics have fluctuated in the past and may continue to fluctuate from quarter to quarter. As a result, you should not rely on our past quarterly operating results as indicators of future performance. You should take into account the risks and uncertainties frequently encountered by companies in rapidly evolving markets. Our financial condition and operating results in any given quarter can

be influenced by numerous factors, many of which we are unable to predict or are outside of our control, including the performance of our investments, competition with other market participants, and changes in market and economic conditions, including as a result of the ongoing COVID-19 pandemic.

Any one of the factors above or the cumulative effect of some of the factors above may result in significant fluctuations in our operating results.

The variability and unpredictability of our quarterly operating results or other operating metrics could result in our failure to meet our expectations or those of analysts that cover us or investors with respect to revenue or other operating results for a particular period. If we fail to meet or exceed such expectations, the market price of our shares of Class A Common Stock could fall substantially, and we could face costly lawsuits, including securities class action suits.

The requirements of being a public company, including maintaining adequate internal control over our financial and management systems, may strain our resources, divert management's attention, and affect our ability to attract and retain executive management and qualified board members.

As a public company we will incur significant legal, accounting, and other expenses that we did not incur as a private company. We will be subject to reporting requirements of the Exchange Act, the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, the rules subsequently implemented by the SEC, the rules and regulations of the listing standards of Nasdaq, and other applicable securities rules and regulations. Compliance with these rules and regulations will likely strain our financial and management systems, internal controls, and employees.

The Exchange Act requires, among other things, that we file annual, quarterly, and current reports with respect to our business and operating results. Moreover, the Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures, and internal control, over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures, and internal control over, financial reporting to meet this standard, significant resources and management oversight may be required. If we have material weaknesses or deficiencies in our internal control over financial reporting, we may not detect errors on a timely basis and our consolidated financial statements may be materially misstated. Effective internal control is necessary for us to produce reliable financial reports and is important to prevent fraud.

In addition, we will be required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act when we cease to be an emerging growth company. We expect to incur significant expenses and devote substantial management effort toward ensuring compliance with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act. As a result of the complexity involved in complying with the rules and regulations applicable to public companies, our management's attention may be diverted from other business concerns, which could harm our business, operating results, and financial condition. Although we have already engaged additional resources to assist us in complying with these requirements, our finance team is small and we may need to hire more employees in the future, or engage outside consultants, which will increase our operating expenses.

We also expect that being a public company and complying with applicable rules and regulations will make it more expensive for us to obtain director and officer liability insurance, and we may be required to incur substantially higher costs to obtain and maintain the same or similar coverage. These factors could also make it more difficult for us to attract and retain qualified members of our Board and qualified executive officers.

Our ability to raise capital in the future may be limited.

Our business and operations may consume resources faster than we anticipate. In the future, we may need to raise additional funds through the issuance of new equity securities, debt or a combination of both. However, the lapse or waiver of any lock up restrictions or any sale or perception of a possible sale by our shareholders, and

any related decline in the market price of our ordinary shares, could impair our ability to raise capital. Separately, additional financing may not be available on favorable terms, or at all. If adequate funds are not available on acceptable terms, we may be unable to fund our capital requirements. If we issue new debt securities, the debt holders would have rights senior to holders of ordinary shares to make claims on our assets, and the terms of any debt could restrict our operations, including our ability to pay dividends on our ordinary shares. If we issue additional equity securities, existing shareholders will experience dilution, and the new equity securities could have rights senior to those of our ordinary shares. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our shareholders bear the risk of our future securities offerings reducing the market price of our ordinary shares and diluting their interest.

The forecasts of market growth and other projections included in this Prospectus/Offer to Exchange may prove to be inaccurate, and even if the markets in which we compete achieve the forecasted growth, we cannot assure you that our business will grow at a similar rate, if at all.

Growth forecasts and projections are subject to significant uncertainty and are based on assumptions and estimates that may not prove to be accurate. The forecasts in this Prospectus/Offer to Exchange relating to the expected growth in the financial services market, may prove to be inaccurate. Even if the markets experience the forecasted growth described in this Prospectus/Offer to Exchange, we may not grow our business at a similar rate, or at all. Our growth is subject to many factors, including our success in implementing our business strategy, which is subject to many risks and uncertainties. Accordingly, the forecasts of market growth included in this prospectus should not be taken as indicative of our future growth.

The Business Combination involves the integration of businesses that currently operate as independent businesses. Each of the companies will be required to devote attention and resources to integrating their business practices and operations following the Closing, and prior to the Business Combination, our attention and resources will be required to plan for such integration. The companies may encounter potential difficulties in the integration process including the following:

- the inability to successfully integrate the businesses, including operations, technologies, products and services, in a manner that permits us to achieve the cost savings and operating synergies anticipated to result from the Business Combination, which could result in the anticipated benefits of the Business Combination not being realized partly or wholly in the time frame currently anticipated or at all;
- the necessity of coordinating geographically separated organizations, systems and facilities;
- potential unknown liabilities and unforeseen expenses, delays or regulatory conditions associated with the Business Combination;
- the integration of personnel with diverse business backgrounds and business cultures, while maintaining focus on providing consistent, high-quality products and services;
- the consolidation and rationalization of information technology platforms and administrative infrastructures as well as accounting systems and related financial reporting activities; and
- the challenge of preserving important relationships of the Target Companies and resolving potential conflicts that may arise.

Furthermore, it is possible that the integration process could result in the loss of talented employees or skilled workers of the Target Companies. The loss of talented employees and skilled workers could adversely affect our ability to successfully conduct their respective businesses because of such employees' experience and knowledge of the respective business. In addition, we could be adversely affected by the diversion of our attention and any delays or difficulties encountered in connection with the integration of the Target Companies. The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of the businesses. If we experience difficulties with the integration process, the anticipated benefits of the Business

Combination may not be realized fully or at all, or may take longer to realize than expected. These integration matters could have an adverse effect on our business, results of operations, financial condition or prospects during this transition period and for an undetermined period after completion of the Business Combination.

Changes in laws or regulations, or a failure to comply with any laws and regulations, may adversely affect our business, investments and results of operations.

We are subject to laws and regulations enacted by national, regional and local governments. In particular, we are required to comply with certain SEC and other legal requirements. Compliance with, and monitoring of, applicable laws and regulations may be difficult, time consuming and costly. Those laws and regulations and their interpretation and application may also change from time to time and those changes could have a material adverse effect on our business, investments and results of operations. In addition, a failure to comply with applicable laws or regulations, as interpreted and applied, could have a material adverse effect on our business and results of operations.

We are an emerging growth company within the meaning of the Securities Act and we have taken advantage of certain exemptions from disclosure requirements available to emerging growth companies; this could make our securities less attractive to investors and may make it more difficult to compare our performance with other public companies.

We are an "emerging growth company" within the meaning of the Securities Act, as modified by the JOBS Act, and have taken advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies, which exemptions include, but are not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and exemptions from the requirements of holding a nonbinding advisory vote on certain executive compensation matters. As a result, our shareholders may not have access to certain information they may deem important. We may be an emerging growth company for up to five years from the Initial Public Offering, although circumstances could cause the loss of that status earlier, including if the market value of the Common Stock held by non-affiliates exceeds $700 million as of any June 30 before that time, in which case we would no longer be an emerging growth company as of the following December 31. We cannot predict whether investors will find our securities less attractive because we rely on these exemptions. If some investors find the securities less attractive as a result of reliance on these exemptions, the trading prices of our securities may be lower than they otherwise would be, there may be a less active trading market for our securities and the trading prices of the securities may be more volatile.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such an election to opt out is irrevocable. We have elected not to opt out of such extended transition period. Accordingly, when a standard is issued or revised and it has different application dates for public or private companies, we, as an emerging growth company, will adopt the new or revised standard at the time private companies adopt the new or revised standard, unless early adoption is permitted by the standard. This may make comparison of our financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Our Charter provides, subject to limited exceptions, that the Court of Chancery of the State of Delaware is the sole and exclusive forum for certain stockholder litigation matters, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or stockholders.

Our certificate of incorporation (the "Charter") requires, to the fullest extent permitted by law, that, unless we consent in writing to the selection of an alternative forum, (i) derivative actions brought in our name, (ii) actions asserting a claim of breach of fiduciary duty owed by any of our director, officer or stockholders, (iii) actions asserting a claim pursuant to the DGCL, the Charter or the amended and restated bylaws of the Company (the "Bylaws"), or (iv) actions asserting claims governed by the internal affairs doctrine, may be brought only in the Court of Chancery in the State of Delaware (or, in the event that the Chancery Court does not have jurisdiction, the federal district court for the District of Delaware or other state courts of the State of Delaware). Subject to the preceding sentence, the federal district courts of the United States of America will be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act. However, such forum selection provisions will not apply to suits brought to enforce any liability or duty created by the Exchange Act or any other claim for which the federal courts of the United States have exclusive jurisdiction.

The choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, or other employees, or may increase the cost for such stockholder to bring a claim, both of which may discourage such lawsuits against us and our directors, officers, and other employees. Alternatively, if a court were to find the choice of forum provision contained in the Charter to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, results of operations, and financial condition.

Additionally, Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. As noted above, the Charter provides that the federal district courts of the United States of America will have jurisdiction over any action arising under the Securities Act. Accordingly, there is uncertainty as to whether a court would enforce such provision. Our stockholders will not be deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock will be deemed to have notice of and consented to the forum provisions in our Charter.

General Risk Factors

We may be required to take write-downs or write-offs, restructuring and impairment or other charges that could have a significant negative effect on our financial condition and its share price, which could cause you to lose some or all of your investment.

We cannot assure you that the due diligence we have conducted on the Target Companies will reveal all material issues that may be present with regard to the Target Companies, or that factors outside of our or the Target Companies' control will not later arise. As a result of unidentified issues or factors outside of our or the Target Companies' control, we may be forced to later write-down or write-off assets, restructure operations, or incur impairment or other charges that could result in reporting losses. Even if our due diligence successfully identifies certain risks, unexpected risks may arise and previously known risks may materialize in a manner not consistent with the preliminary risk analysis conducted by us. Even though these charges may be non-cash items that would not have an immediate impact on our liquidity, the reporting of charges of this nature could contribute to negative market perceptions about us or our securities. In addition, charges of this nature may cause us to violate leverage or other covenants to which it may be subject. Accordingly, our shareholders could suffer a reduction in the value of their shares from any such write-down or write-offs.

Our prospects following the Business Combination will depend upon the efforts of the Board and the Target Companies' key personnel and the loss of such persons could negatively impact the operations and profitability of our business.

Our prospects will be dependent upon the efforts of the Board and key personnel. We cannot assure you that the Board and our key personnel will be effective or successful or remain with us. In addition to the other challenges they will face, such individuals may lack experience serving as directors or executive officers of public companies. Such lack of experience could cause our management to expend time and resources becoming familiar with such requirements.

Nasdaq may delist our securities from trading on its exchange, which could limit investors' ability to make transactions in our securities and subject us to additional trading restrictions.

Our securities are currently listed on Nasdaq. However, we cannot assure you that our securities will continue to be listed on Nasdaq in the future. In order to continue to maintain the listing of our securities on Nasdaq, the Company must maintain certain financial, distribution and stock price levels. In addition to the listing requirements for our Class A Common Stock, Nasdaq imposes listing standards on Warrants. We cannot assure you that we will be able to meet those listing requirements.

If we fail to satisfy the continued listing requirements of the Nasdaq Stock Market, such as the minimum closing bid price, stockholders' equity or round lot holders requirements or the corporate governance requirements, Nasdaq may take steps to delist our Class A Common Stock or Warrants. Such a delisting would likely have a negative effect on the price of our Class A Common Stock and Warrants and would impair your ability to sell or purchase our securities when you wish to do so. Such a delisting could also result in a limited amount of news and analyst coverage for us; and a decreased ability for us to issue additional securities or obtain additional financing in the future. In the event of a delisting, we can provide no assurance that any action taken by us to restore compliance with listing requirements would allow our securities to become listed again, stabilize the market price or improve the liquidity of our securities, or prevent future non-compliance with Nasdaq's listing requirements.

If Nasdaq delists our securities from trading on its exchange and we are not able to list our securities on another national securities exchange, we expect that our securities could be quoted on an over-the-counter market. If this were to occur, we could face significant material adverse consequences, including:

- a limited availability of market quotations for its securities;
- reduced liquidity for its securities;
- a determination that our securities are "penny stocks" which will require brokers trading in the securities to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for the Company's securities;
- a limited amount of news and analyst coverage; and
- a decreased ability to issue additional securities or obtain additional financing in the future.

The unaudited pro forma financial information included in the section entitled "Unaudited Pro Forma Condensed Combined Financial Information" may not be representative of our results following the Business Combination.

We and the Target Companies previously operated as separate companies and have had no prior history as a combined entity, and the Target Companies' and our operations have not previously been managed on a combined basis. The pro forma financial information included in this Prospectus/Offer to Exchange is presented for informational purposes only and is not necessarily indicative of the financial position or results of operations that would have actually occurred had the Business Combination been completed at or as of the dates indicated,

nor is it indicative of our future operating results or financial position. The pro forma statement of operations does not reflect future nonrecurring charges resulting from the Business Combination. The unaudited pro forma financial information does not reflect future events that may occur after the Business Combination and does not consider potential impacts of future market conditions on revenues or expenses. The pro forma financial information included in the section entitled "*Unaudited Pro Forma Condensed Combined Financial Information*" has been derived from our and the Target Companies' historical financial statements and certain adjustments and assumptions have been made regarding the Company after giving effect to the Business Combination. There may be differences between preliminary estimates in the pro forma financial information and the final acquisition accounting, which could result in material differences from the pro forma information presented in this prospectus in respect of our estimated financial position and results of operations.

In addition, the assumptions used in preparing the pro forma financial information may not prove to be accurate and other factors may affect our financial condition or results of operations following the Closing. Any potential decline in our financial condition or results of operations may cause significant variations in our stock price.

The Charter and Bylaws contain certain provisions, including anti-takeover provisions that limit the ability of shareholders to take certain actions and could delay or discourage takeover attempts that shareholders may consider favorable.

The Charter contains provisions that may discourage unsolicited takeover proposals that shareholders may consider to be in their best interests. These provisions may make more difficult the removal of management and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for Cartesian's securities. These provisions are described in "Management-Certain Anti-Takeover Provisions of Delaware Law."

Our business and operations could be negatively affected if it becomes subject to any securities litigation or shareholder activism, which could cause us to incur significant expense, hinder execution of business and growth strategy and impact its stock price.

In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been brought against that company. Shareholder activism, which could take many forms or arise in a variety of situations, has been increasing recently. Volatility in the stock price of our securities or other reasons may in the future cause it to become the target of securities litigation or shareholder activism. Securities litigation and shareholder activism, including potential proxy contests, could result in substantial costs and divert management's and the Board's attention and resources from our business. Further, such securities litigation and shareholder activism could give rise to perceived uncertainties as to our future, adversely affect its relationships with service providers and clients and make it more difficult to attract and retain qualified personnel. Also, we may be required to incur significant legal fees and other expenses related to any securities litigation and activist shareholder matters. Further, its stock price could be subject to significant fluctuation or otherwise be adversely affected by the events, risks and uncertainties of any securities litigation and shareholder activism.

Future resales of shares after the consummation of the Business Combination may cause the market price of our securities to drop significantly, even if our business is doing well.

Pursuant to the Registration Rights and Lock-Up Agreement and the Sponsor Support Agreement, dated September 19, 2021, by and between the Company, Sponsor, TWMH, the TIG Entities, and Alvarium (the "Sponsor Support Agreement") after the consummation of the Business Combination and subject to certain exceptions, the Sponsor and certain shareholders receiving shares of Company stock as consideration pursuant to the Business Combination Agreement will be contractually restricted from selling or transferring any of their shares.

However, following the expiration of the applicable lock-up period, such equityholders will not be restricted from selling shares of the Company held by them, other than by applicable securities laws. As such, sales of a substantial number of our securities in the public market could occur at any time. These sales, or the perception in the market that the holders of a large number of securities intend to sell securities, could reduce the market price of our securities. Pursuant to the Subscription Agreements for the Private Placements and the Registration Rights and Lock-Up Agreement, we will be required to register the resale of the Class A Common Stock issued to the subscribers that agreed to purchase shares of Class A Common Stock at the Closing pursuant to the Private Placement, including, without limitation, as reflected in the Subscription Agreements ("PIPE Investors") and securities received by certain shareholders as consideration pursuant to the Business Combination Agreement. As restrictions on resale end and registration statements (filed after the Closing to provide for the resale of such shares from time to time) are available for use, the sale or possibility of sale of these shares could have the effect of increasing the volatility in the Company's share price or the market price of our securities could decline if the holders of currently restricted shares sell them or are perceived by the market as intending to sell them.

The price of our Class A Common Stock and the price of our Public Warrants have been and may continue to be volatile.

The price of our Class A Common Stock, as well as the price of our Public Warrants, have been and may continue to be volatile in the future. Our Class A Common Stock and Public Warrants began trading on Nasdaq under the tickers "ALTI" and "ALTIW," respectively, on January 3, 2023 and as such, have a limited public float and a short trading history to date. On January 25, 2023, our Class A Common Stock experienced an intra-day trading high of $27.50 per share and a low of $5.54 per share. In addition, from January 4, 2023 to April 25, 2023, the closing price of our Class A Common Stock on Nasdaq ranged from as low as $6.27 to as high as $15.40 and daily trading volume ranged from approximately 1.59 million to 0.01 million shares. During this time, we have not experienced any material changes in our financial condition or results of operations that would explain such price volatility or trading volume. These broad market fluctuations may adversely affect the trading price of our Class A Common Stock. These and other external factors have caused and may continue to cause the market price and demand for our Class A Common Stock to fluctuate substantially, which may limit or prevent our stockholders from readily selling their shares of Class A Common Stock and may otherwise negatively affect the liquidity of our Class A Common Stock.

The price of our Class A Common Stock and the price of the public warrants may fluctuate due to a variety of factors, including, without limitation:

- "short squeezes";
- comments by securities analysts or other third parties, including blogs, articles, message boards and social and other media;
- changes in the industries in which we operate;
- developments involving our competitors;
- changes in laws and regulations affecting our business;
- variations in our operating performance and the performance of our competitors in general;
- actual or anticipated fluctuations in our quarterly or annual operating results;
- publication of research reports by securities analysts about us or our competitors or our industry;
- the public's reaction to our press releases, our other public announcements and our filings with the SEC;
- actions by stockholders, including the sale by PIPE Investors of any of their shares of our Class A Common Stock or a sale by stockholders should the removal of the restrictions based on the lock-up provision in the Business Combination be accelerated;
- additions and departures of key personnel;

- commencement of, or involvement in, litigation by or against us;
- changes in our capital structure, such as future issuances of equity securities or the incurrence of debt;
- the volume of Class A Common Stock available for public sale; and
- general economic and political conditions, such as interest rates, unemployment levels, conditions in the housing market, immigration policies, government shutdowns, trade wars and delays in tax refunds, as well as events such as natural disasters, acts of war, terrorism, catastrophes and pandemics.

These market and industry factors may materially reduce the market price of our Class A Common Stock and Public Warrants regardless of our operating performance.

Risks Related to Our Warrants and the Offer to Exchange and Consent Solicitation

The Warrant Amendment, if approved, will allow us to require that Warrants be exchanged for shares of Class A Common Stock at a ratio 10% lower than the exchange ratio applicable to the Offer.

If we complete the Offer and Consent Solicitation and obtain the requisite approval of the Warrant Amendment by holders of the Warrants, we will be entitled to require holders of all Warrants that remain outstanding upon the closing of the Offer to exchange each of their Warrants for 0.25 shares of Class A Common Stock. This represents an exchange ratio of shares of Class A Common Stock per warrant that is 10% less than the exchange ratio applicable to the Offer.

Pursuant to the terms of the Warrant Agreement, the consent of holders of at least 65% of the outstanding Public Warrants is required to approve the Warrant Amendment solely as it relates to the Public Warrants and the consent of at least 65% of the holders of the Private Warrants is required to approve Warrant Amendment solely as it relates to the Private Warrants. Therefore, one of the conditions to the adoption of the Warrant Amendment is the receipt of the consent of holders of at least 65% of the Warrants and, solely with respect to any amendment to the terms of the Private Warrants or any provision of the Warrant Agreement with respect to the Private Warrants, 65% of the number of the then outstanding Private Warrants. Parties representing approximately 36.7% of the Public Warrants (including certain of the PIPE Investors in the Private Exchange) and 66.3% of the Private Warrants have agreed to tender their Warrants in the Offer and to consent to the Warrant Amendment in the Consent Solicitation, pursuant to Tender and Support Agreements. Accordingly, if the holders of an additional approximately 28.3% of the outstanding Public Warrants consent to the Warrant Amendment, and the other conditions described herein are satisfied or waived, then the Warrant Amendment will be adopted with respect to the Public Warrants. With respect to the Private Warrants, because holders of approximately 66.3% of the Private Warrants have agreed to consent to the Warrant Amendment in the Consent Solicitation, if the other conditions described in the Prospectus/Offer to Exchange are satisfied or waived, then the Warrant Amendment will be adopted with respect to the Private Warrants.

If the Warrant Amendment is adopted, we will be entitled to require the conversion of all outstanding Warrants to shares of Class A Common Stock as provided in the Warrant Amendment, which would result in the holders of any remaining outstanding Warrants receiving approximately 10% fewer shares of Class A Common Stock than if they had tendered their Warrants in the Offer. However, we are not required to effect such an exchange and may defer doing so or not require it at all.

We may not receive sufficient consents to adoption the Warrant Amendments.

We have only entered into support agreement with parties representing approximately 36.7% of the Public Warrants and 66.3% of the Private Warrants, meaning we will need additional holders of each class of warrants to participate in the Offer in order to adopt the Warrant Amendment with respect to such class and, in the case of the Private Warrants, the requisite number of holders of the Public Warrants to participate as well. If the Warrant

Amendment is not adopted with respect to both the Public Warrants and Private Warrants (or the Private Warrants alone), the original terms of such warrants will remain in place and we will not be able to force the holders of such warrants to the exchange their warrants for Class A Common Stock pursuant to the Warrant Amendment. To the extent such warrants are exercised and such shares are issued or become unrestricted, additional shares of our Class A Common Stock will be issued or become eligible for resale, which will result in dilution to the holders of our Class A Common Stock and increase the number of shares eligible for resale in the public market. Sales of substantial numbers of such shares in the public market or the fact that such warrants may be exercised could adversely affect the market price of our Class A Common Stock.

The exchange of Warrants for shares of Class A Common Stock will increase the number of shares eligible for future resale and result in dilution to our stockholders.

Our Warrants may be exchanged for shares of Class A Common Stock pursuant to the Offer, which will increase the number of shares eligible for future resale in the public market and result in dilution to our stockholders, although there can be no assurance that such exchange will be completed or that all of the holders of the Warrants will elect to participate in the Offer. Assuming the Warrant Amendment is approved, we intend to require an exchange of all remaining outstanding Warrants. To the extent such Warrants are exchanged following the approval of the Warrant Amendment, additional shares of Class A Common Stock will be issued. These issuances of shares of Class A Common Stock will result in dilution to our stockholders and increase the number of shares eligible for resale in the public market.

Our Warrants are accounted for as derivative liabilities and the changes in the value of our Warrants have had and may continue to have a material effect on our financial results.

Our Warrants are included on our balance sheet as derivative liabilities. ASC 815 provides for the remeasurement of the fair value of such derivatives at each balance sheet date, with a resulting non-cash gain or loss related to the change in the fair value being recognized in earnings in the statement of operations. As a result of the recurring fair value measurement, our financial statements and results of operations have fluctuated and may continue to fluctuate quarterly, based on factors which are outside of our control. Due to the recurring fair value measurement, we expect that we will recognize non-cash gains or losses on our Warrants each reporting period and that the amount of such gains or losses could be material.

Each of the Public Warrants and Private Warrants may never be in the money, and they may expire worthless and the terms of the Warrants may be amended in a manner adverse to a holder if holders of at least 65% of the then outstanding Public Warrants and 65% of the then outstanding Private Warrants approve of such amendment.

The exercise price for our Warrants is $11.50 per share of Class A Common Stock. There is no guarantee that the Warrants will be in the money at any given time prior to their expiration on January 3, 2028 and the Warrants may expire worthless.

In addition, the Warrants were issued in registered form under the Warrant Agreement, which provides that the terms of the Warrants may be amended without the consent of any holder to cure any ambiguity or correct any defective provision, but requires the approval by the holders of at least 65% of the then outstanding Public Warrants to make any change that adversely affects the interests of the registered holders of Public Warrants. Accordingly, we may amend the terms of the Public Warrants in a manner adverse to a holder if holders of at least 65% of the then outstanding Public Warrants approve of such amendment. Although our ability to amend the terms of the Public Warrants with the consent of at least 65% of the then outstanding Public Warrants is unlimited, examples of such amendments could be amendments to, among other things, increase the exercise price of the Warrants, convert the Warrants into cash or stock (at a ratio different than initially provided), shorten the exercise period or decrease the number of shares of our Class A Common Stock purchasable upon exercise of a warrant.

We may redeem your unexpired Public Warrants prior to their exercise at a time that is disadvantageous to you, thereby making your Public Warrants worthless.

We have the ability to redeem outstanding Public Warrants, in whole and not in part, at any time prior to their expiration, at a price of $0.01 per warrant, provided that the last reported sales price of our Class A Common Stock equals or exceeds $18.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for the periods specified in the section of this Prospectus/Offer to Exchange titled "*Description of Securities*" and there is an effective registration statement covering the issuance of the Class A Shares issuable upon exercise of the Public Warrants, and a current prospectus relating thereto, available throughout the 30-day period after the written notice of redemption is given. If and when the Public Warrants become redeemable by us, we may exercise our redemption right even if we are unable to register or qualify the underlying securities for sale under all applicable state securities laws.

Redemption of the outstanding Public Warrants could force you to: (1) exercise your Public Warrants and pay the exercise price therefor at a time when it may be disadvantageous for you to do so; (2) sell your Public Warrants at the then-current market price when you might otherwise wish to hold your Public Warrants; or (3) accept the nominal redemption price which, at the time the outstanding Public Warrants are called for redemption, is likely to be substantially less than the market value of your Public Warrants.

None of the Private Warrants will be redeemable by us so long as they are held by the Sponsor or its permitted transferees.

We have not obtained a third-party determination that the Offer or the Consent Solicitation is fair to warrant holders.

None of us, our affiliates, the dealer manager and solicitation agent, the exchange agent or the information agent makes any recommendation as to whether you should exchange some or all of your Warrants or consent to the Warrant Amendment. We have not retained, and do not intend to retain, any unaffiliated representative to act on behalf of the warrant holders for purposes of negotiating the Offer or Consent Solicitation or preparing a report concerning the fairness of the Offer or the Consent Solicitation. You must make your own independent decision regarding your participation in the Offer and the Consent Solicitation.

There is no guarantee that tendering your Warrants in the Offer will put you in a better future economic position.

We can give no assurance as to the market price of our shares of Class A Common Stock in the future. If you choose to tender some or all of your Warrants in the Offer, future events may cause an increase in the market price of our shares of Class A Common Stock and Warrants, which may result in a lower value realized by participating in the Offer than you might have realized if you did not exchange your Warrants. Similarly, if you do not tender your Warrants in the Offer, there can be no assurance that you can sell your Warrants (or exercise them for shares of Class A Common Stock) in the future at a higher value than would have been obtained by participating in the Offer. In addition, if the Warrant Amendment is adopted, you may receive fewer shares of Class A Common Stock than if you had tendered your Warrants in the Offer. You should consult your own individual financial advisor for assistance on how this may affect your individual situation.

The number of shares of Class A Common Stock offered in the Offer is fixed and will not be adjusted (subject to any amendments by us of the Offer and Consent Solicitation). The market price of our Class A Common Stock may fluctuate, and the market price of our Class A Common Stock when we deliver our Class A Common Stock in exchange for your Warrants could be less than the market price at the time you tender your Warrants.

The number of shares of Class A Common Stock for each warrant accepted for exchange is fixed at the number of shares specified on the cover of this Prospectus/Offer to Exchange (subject to any amendment by us of

the Offer and Consent Solicitation) and will fluctuate in value if there is any increase or decrease in the market price of our shares of Class A Common Stock or the warrants after the date of this Prospectus/Offer to Exchange. Therefore, the market price of our Class A Common Stock that we deliver in exchange for your warrants could be less than the market price of the Warrants at the time you tender your warrants. The market price of our Class A Common Stock could continue to fluctuate and be subject to volatility during the period of time between when we accept warrants for exchange in the Offer and when we deliver shares of Class A Common Stock in exchange for warrants, or during any extension of the Offer Period.

The liquidity of the Warrants that are not exchanged may be reduced.

If the Warrant Amendment is approved, it is unlikely that any warrants will remain outstanding following the completion of the Offer and Consent Solicitation. See "*—The Offer and Consent Solicitation—General Terms*." However, if the Warrant Amendment is not approved with respect to both the Public Warrants and Private Warrants (or the Private Warrants alone) or any warrants that were not tendered into the Offer otherwise remain outstanding, then the ability to sell such warrants may become more limited due to the reduction in the number of warrants outstanding upon completion of the Offer and Consent Solicitation. In addition, our Public Warrants may be delisted from Nasdaq if, following the completion of the Offer and Consent Solicitation, the extent of public distribution or the aggregate market value of the Public Warrants has become so reduced as to make further listing inadvisable or unavailable. A more limited trading market or delisting might adversely affect the liquidity, market price and price volatility of unexchanged Public Warrants. If there continues to be a market for our unexchanged warrants, these securities may trade at a discount to the price at which the securities would trade if the number outstanding were not reduced or delisted, depending on the market for similar securities and other factors.

THE OFFER AND CONSENT SOLICITATION

Participation in the Offer and Consent Solicitation involves a number of risks, including, but not limited to, the risks identified in the section titled "Risk Factors." Warrant holders should carefully consider these risks and are urged to speak with their personal legal, financial, investment and/or tax advisor as necessary before deciding whether or not to participate in the Offer and Consent Solicitation. In addition, we strongly encourage you to read this Prospectus/Offer to Exchange in its entirety, and the information and documents that have been included herein, before making a decision regarding the Offer and Consent Solicitation.

General Terms

Until the Expiration Date, we are offering to holders of our Warrants the opportunity to receive 0.25 shares of Class A Common Stock in exchange for each warrant they hold. Holders of the Warrants tendered for exchange will not have to pay any of the exercise price for the tendered Warrants in order to receive shares of Class A Common Stock pursuant to the Offer. Our obligation to complete the Offer is not conditioned on the receipt of a minimum number of tendered Warrants.

No fractional shares of Class A Common Stock will be issued pursuant to the Offer. In lieu of issuing fractional shares, any holder of Warrants who would otherwise have been entitled to receive fractional shares pursuant to the Offer will, after aggregating all such fractional shares of such holder, be paid cash (without interest) in an amount equal to such fractional part of a share multiplied by the last sale price of our Class A Common Stock on Nasdaq on the last trading day of the Offer Period.

As part of the Offer, we are also soliciting from the holders of the Warrants their consent to the Warrant Amendment, which, if approved, will permit the Company to require that all Warrants outstanding upon completion of the Offer be mandatorily exchanged for shares of Class A Common Stock at a ratio of 0.225 shares of Class A Common Stock per warrant, which is a ratio 10% less than the exchange ratio applicable to the Offer; in the event that the Company elects to exchange all of the outstanding Warrants, the Exercise Period would expire after the Adjusted Expiration Date, which is the last day of the Exercise Period of the Warrants, as adjusted, as a result of such mandatory exchange, during which such Warrants held by the registered holder are exercisable for Class A Shares. Upon such mandatory exchange, no Warrants will remain outstanding. A copy of the Warrant Amendment is attached hereto as Annex A. We urge that you carefully read the Warrant Amendment in its entirety. Pursuant to the terms of the Warrant Agreement, amendments, including the proposed Warrant Amendment, require the vote or written consent of holders of at least 65% of the number of the then outstanding Public Warrants and, separately with respect to any amendment to the terms of the Private Warrants or any provision of the Warrant Agreement with respect to the Private Warrants such as the Warrant Amendment, the vote or written consent of at least 65% of the number of the then outstanding Private Warrants. Accordingly, if holders of at least 65% of the outstanding Public Warrants participate in the Offer, and the other conditions described herein are satisfied or waived, then the Warrant Amendment will be adopted with respect to the Public Warrants. Similarly, if holders of at least 65% of the outstanding Private Warrants participate in the Offer, and the other conditions described herein are satisfied or waived (and we receive consents from holders of at least 65% of Public Warrants), then the Warrant Amendment will be adopted with respect to the Private Warrants. Although we intend to require an exchange of all remaining outstanding warrants if the Warrant Amendment is approved with respect to both the Public Warrants and Private Warrants (or the Public Warrants alone), we are not required to effect such an exchange and may defer doing so or not require it at all.

Holders who tender their Warrants for exchange in the Offer will automatically be deemed, without any further action, to have given their consent to approval of the Warrant Amendment (effective upon our acceptance of the tendered Warrants). The consent to the Warrant Amendment is a part of the Letter of Transmittal and Consent relating to the Warrants.

You cannot tender any Warrants for exchange in the Offer without giving your consent to the Warrant Amendment. Thus, before deciding whether to tender any Warrants, you should be aware that a tender of Public

Warrants may result in the approval of the Warrant Amendment with respect to the Public Warrants and a tender of Private Warrants may result in the approval of the Warrant Amendment with respect to the Private Warrants.

The Offer and Consent Solicitation is subject to the terms and conditions contained in this Prospectus/Offer to Exchange and the Letter of Transmittal and Consent.

You may tender some or all of your Warrants into the Offer.

If you elect to tender Warrants in the Offer and Consent Solicitation, please follow the instructions in this Prospectus/Offer to Exchange and the related documents, including the Letter of Transmittal and Consent.

If you tender Warrants, you may withdraw your tendered Warrants at any time before the Expiration Date and retain them on their current terms or amended terms if the Warrant Amendment is approved, by following the instructions herein. In addition, Warrants that are not accepted by us for exchange by June 3, 2023 may thereafter be withdrawn by you until such time as the Warrants are accepted by us for exchange.

Warrants Subject to the Offer

The warrants subject to the Offer were issued in connection with the IPO. Each warrant entitles the holder to purchase one share of our Class A Common Stock at a price of $11.50 per share, subject to adjustment. The Public Warrants are listed on Nasdaq under the symbol "ALTIW."

Our Private Warrants are not listed on a securities exchange nor are they traded in an over-the-counter market. As of April 28, 2023, 10,992,453 Public Warrants and 8,899,934 Private Warrants were outstanding, or 19,892,387 warrants in the aggregate. Pursuant to the Offer, we are offering up to an aggregate of 4,973,096 shares of our Class A Common Stock in exchange for the warrants.

The terms of the Private Warrants are substantially identical to the Public Warrants, except that so long as they are held by the Sponsor or certain permitted transferees they may be exercised for cash or on a cashless basis and are not redeemable by the Company.

Offer Period

The Offer and Consent Solicitation will expire on the Expiration Date, which is one minute after 11:59 p.m., Eastern Time, on June 2, 2023, or such later time and date to which we may extend. We expressly reserve the right, in our sole discretion, at any time or from time to time, to extend the period of time during which the Offer and Consent Solicitation is open. There can be no assurance that we will exercise our right to extend the Offer Period. During any extension, all warrant holders who previously tendered Warrants will have a right to withdraw such previously tendered Warrants until the Expiration Date, as extended. If we extend the Offer Period, we will make a public announcement of such extension by no later than 9:00 a.m., Eastern Time, on the next business day following the Expiration Date as in effect immediately prior to such extension.

We may withdraw the Offer and Consent Solicitation only if the conditions to the Offer and Consent Solicitation are not satisfied or waived prior to the Expiration Date. Upon any such withdrawal, we will promptly return any tendered Warrants. We will announce our decision to withdraw the Offer and Consent Solicitation by disseminating notice by public announcement or otherwise as permitted by applicable law.

At the expiration of the Offer Period, the current terms of the Public Warrants and Private Warrants will continue to apply to any such unexchanged warrants, or the amended terms of both the Public Warrants and Private Warrants (or the Public Warrants alone) if the Warrant Amendment is approved with respect to such Public Warrants or with respect to such Private Warrants, until the warrants expire on January 3, 2028, at 5:00 p.m., New York City time, or earlier upon redemption or liquidation, subject to certain terms and conditions.

Amendments to the Offer and Consent Solicitation

We reserve the right at any time or from time to time, to amend the Offer and Consent Solicitation as it relates to each of the Public Warrants and Private Warrants, including by increasing or (if the conditions to the Offer are not satisfied) decreasing the exchange ratio of shares of Class A Common Stock issued for every Public Warrant or Private Warrant exchanged or by changing the terms of the Warrant Amendment.

If we make a material change in the terms of the Offer and Consent Solicitation or the information concerning the Offer and Consent Solicitation, or if we waive a material condition of the Offer and Consent Solicitation, we will extend the Offer and Consent Solicitation to the extent required by Rules 13e-4(d)(2) and 13e-4(e)(3) under the Exchange Act. These rules require that the minimum period during which an offer must remain open after material changes in the terms of the offer or information concerning the offer, other than a change in price or a change in percentage of securities sought, will depend upon the facts and circumstances, including the relative materiality of the changed terms or information.

If we increase or decrease the exchange ratio of our Class A Common Stock issuable in exchange for a warrant, the amount of Warrants sought for tender, the amount of Private Warrants sought for tender or the dealer manager and solicitation agent's soliciting fee, and the Offer and Consent Solicitation is scheduled to expire at any time earlier than the end of the tenth business day from the date that we first publish, send or give notice of such an increase or decrease, then we will extend the Offer and Consent Solicitation until the expiration of that ten business day period.

Other material amendments to the Offer and Consent Solicitation may require us to extend the Offer for a minimum of five business days, and we will need to amend the registration statement on Form S-4 of which this Prospectus/Offer to Exchange forms a part for any material changes in the facts set forth in such registration statement on Form S-4.

Partial Exchange Permitted

Our obligation to complete the Offer is not conditioned on the receipt of a minimum number of tendered Private Warrants or Public Warrants. If you choose to participate in the Offer, you may tender less than such Warrants you hold pursuant to the terms of the Offer. No fractional shares will be issued pursuant to the Offer. In lieu of issuing fractional shares, any holder of such Warrants who would otherwise have been entitled to receive fractional shares pursuant to the Offer will, after aggregating all such fractional shares of such holder, be paid cash (without interest) in an amount equal to such fractional part of a share multiplied by the last sale price of our Class A Common Stock on Nasdaq on the last trading day of the Offer Period.

Conditions to the Offer and Consent Solicitation

The Offer and Consent Solicitation are conditioned upon the following:

- the registration statement on Form S-4, of which this Prospectus/Offer to Exchange forms a part, shall have become effective under the Securities Act, and shall not be the subject of any stop order or proceeding seeking a stop order;
- no action or proceeding by any government or governmental, regulatory or administrative agency, authority or tribunal or any other person, domestic or foreign, shall have been threatened, instituted or pending before any court, authority, agency or tribunal that directly or indirectly challenges the making of the Offer, the tender of some or all of the Warrants pursuant to the Offer or otherwise relates in any manner to the Offer;
- there shall not have been any action threatened, instituted, pending or taken, or approval withheld, or any statute, rule, regulation, judgment, order or injunction threatened, proposed, sought, promulgated, enacted, entered, amended, enforced or deemed to be applicable to the Offer or Consent Solicitation or

us, by any court or any authority, agency or tribunal that, in our reasonable judgment, is reasonably likely to directly or indirectly, (i) make the acceptance for exchange of, or exchange for, some or all of the Warrants illegal or otherwise restrict or prohibit completion of the Offer or Consent Solicitation, or (ii) delay or restrict our ability, or render us unable, to accept for exchange or exchange some or all of the Warrants; and

- there shall not have occurred (i) any general suspension of trading in securities on any national securities exchange or in the over-the-counter market in the U.S.; (ii) a declaration of a banking moratorium or any suspension of payments in respect to banks in the U.S.; (iii) any limitation (whether or not mandatory) by any government or governmental, regulatory or administrative authority, agency or instrumentality, domestic or foreign, or other event that, in our reasonable judgment, is reasonably likely to affect the extension of credit by banks or other lending institutions; or (iv) a natural disaster, the commencement or escalation of any war, armed hostilities or other national or international calamity, which in our reasonable judgment is or may be materially adverse to us or otherwise makes it inadvisable for us to proceed with the Offer and Consent Solicitation.

The Consent Solicitation is conditioned on our receiving the consent of holders of at least 65% of the number of the then outstanding Public Warrants (which is the minimum number required to amend the Warrant Agreement with respect to the Public Warrants), and the consent of at least 65% of the number of the then outstanding Private Warrants to approve the Warrant Amendment (which is the minimum number required to amend the Warrant Agreement with respect to the Private Warrants). If we do not receive sufficient consents for the Warrant Amendment as it relates to either the Public Warrants or the Private Warrants, we will still purchase any Warrants tendered in the Offer and, if sufficient consents were received with respect to one class of Warrants but not the other, we will adopt the Warrant Amendment with respect to such class.

We will not complete the Offer and Consent Solicitation unless and until the registration statement described above is effective. If the registration statement is not effective at the Expiration Date, we may, in our discretion, extend, suspend or cancel the Offer and Consent Solicitation, and will inform holders of Public Warrants and Private Warrants of such event. If we extend the Offer Period, we will make a public announcement of such extension and the new Expiration Date by no later than 9:00 a.m., Eastern Time, on the next business day following the Expiration Date as in effect immediately prior to such extension.

In addition, as to any holder of Public Warrants and any holder of Private Warrants, the Offer and Consent Solicitation is conditioned upon such warrant holder desiring to tender such Warrants in the Offer delivering to the exchange agent in a timely manner the holder's Warrants to be tendered and any other required paperwork, all in accordance with the applicable procedures described in this Prospectus/Offer to Exchange and set forth in the Letter of Transmittal and Consent.

The foregoing conditions are solely for our benefit and may be asserted by us in our reasonable discretion, regardless of the circumstances (other than action or inaction by us) giving rise to any such conditions, and may be waived by us, in whole or in part, at any time and from time to time, in our reasonable discretion on or prior to the Expiration Date. In the event that one or more of the events described above occurs, we will promptly notify warrant holders of our determination as to whether to (i) waive or modify the applicable condition(s) and continue the Offer and Consent Solicitation or (ii) terminate the Offer and Consent Solicitation. In addition, depending upon the materiality of any waived condition(s) and the number of days remaining prior to the then scheduled expiration date of the Offer and Consent Solicitation, we may be required to promptly disseminate disclosure regarding such waiver to warrant holders and extend the Offer and Consent Solicitation. The determination by us as to whether any condition has been satisfied shall be conclusive and binding on all parties, subject to each warrant holder's right to challenge any determination by us in a court of competent jurisdiction.

We may withdraw the Offer and Consent Solicitation only if the conditions of the Offer and Consent Solicitation are not satisfied or waived prior to the Expiration Date. Promptly upon any such withdrawal, we will

return any Public Warrants and Private Warrants tendered (and the related consent to the Warrant Amendment with respect to both the Public Warrants and Private Warrants will be revoked). We will announce our decision to withdraw the Offer and Consent Solicitation by disseminating notice by public announcement or otherwise as permitted by applicable law.

No Recommendation; Warrant Holder's Own Decision

None of our affiliates, directors, officers or employees, or the information agent, the exchange agent or the dealer manager and solicitation agent for the Offer and Consent Solicitation, is making any recommendations to any warrant holder as to whether to exchange their Warrants and deliver their consent to the Warrant Amendment with respect to both the Public Warrants and Private Warrants (or the Public Warrants alone). Each holder of Public Warrants and each holder of Private Warrants must make its own decision as to whether to tender such Warrants for exchange pursuant to the Offer and consent to the amendment of the Warrant Agreement pursuant to the Consent Solicitation with respect to both the Public Warrants and Private Warrants (or the Public Warrants alone).

Procedure for Tendering Public Warrants and Private Warrants for Exchange and Consenting to the Warrant Amendment

Issuance of shares of Class A Common Stock upon exchange of warrants pursuant to the Offer and acceptance by us of such Warrants for exchange pursuant to the Offer and providing your consent to the Warrant Amendment to both Public Warrants and Private Warrants will be made only if Public Warrants, and with respect to Private Warrants alone will be made only if Private Warrants, are properly tendered, in each case pursuant to the procedures described below and set forth in the Letter of Transmittal and Consent. A tender of Warrants pursuant to such procedures, if and when accepted by us, will constitute a binding agreement between the tendering holder of Warrants and us upon the terms and subject to the conditions of the Offer and Consent Solicitation. The proper tender of your Warrants related to each Public Warrants and Private Warrants will constitute a consent to the Warrant Amendment with respect to each such warrant tendered.

A tender of Public Warrants and Private Warrants made pursuant to any method of delivery set forth herein will also constitute an agreement and acknowledgement by such tendering warrant holder that, among other things: (i) such warrant holder agrees to exchange the tendered warrants on the terms and conditions set forth in this Prospectus/Offer to Exchange and Letter of Transmittal and Consent, in each case as may be amended or supplemented prior to the Expiration Date; (ii) such warrant holder consents to the Warrant Amendment with respect to both the Public Warrants and Private Warrants in the case of Public Warrants tendered or to Private Warrants alone in the case of Private Warrants tendered; (iii) the Offer is discretionary and may be extended, modified, suspended or terminated by us as provided herein; (iv) such warrant holder is voluntarily participating in the Offer; (v) the future value of our Warrants is unknown and cannot be predicted with certainty; and (vi) such warrant holder has read this Prospectus/Offer to Exchange, Letter of Transmittal and Consent and Warrant Amendment.

Registered Holders of Public Warrants and Private Warrants; Beneficial Owners of Public Warrants and Private Warrants

For purposes of the tender procedures set forth below, the term "registered holder" means any person in whose name Warrants are registered on our books or who is listed as a participant in a clearing agency's security position listing with respect to the Warrants.

Persons whose Warrants are held through a direct or indirect participant of The Depository Trust Company ("DTC"), such as a broker, dealer, commercial bank, trust company or other financial intermediary, are not considered registered holders of those Warrants but are "beneficial owners." Beneficial owners cannot directly tender Warrants for exchange pursuant to the Offer. Instead, a beneficial owner must instruct its broker, dealer,

commercial bank, trust company or other financial intermediary to tender Warrants for exchange on behalf of the beneficial owner. See "*—Required Communications by Beneficial Owners.*"

Tendering Private Warrants Using Letter of Transmittal and Consent

A registered holder of Private Warrants may tender Warrants for exchange using a Letter of Transmittal and Consent in the form provided by us with this Prospectus/Offer to Exchange. A Letter of Transmittal is to be used only if delivery of Private Warrants is to be made by book-entry transfer to the exchange agent's account at DTC pursuant to the procedures set forth in "—Tendering Warrants Using Book-Entry Transfer"; provided, however, that it is not necessary to execute and deliver a Letter of Transmittal and Consent if instructions with respect to the tender of such Private Warrants are transmitted through DTC's Automated Tender Offer Program ("ATOP"). If you are a registered holder of Private Warrants, unless you intend to tender those Warrants through ATOP, you should complete, execute and deliver a Letter of Transmittal and Consent to indicate the action you desire to take with respect to the Offer and Consent Solicitation.

In order for Private Warrants to be properly tendered for exchange pursuant to the Offer using a Letter of Transmittal and Consent, the registered holder of the Private Warrants being tendered must ensure that the exchange agent receives the following: (i) a properly completed and duly executed Letter of Transmittal and Consent, in accordance with the instructions of the Letter of Transmittal and Consent (including any required signature guarantees); (ii) delivery of the Private Warrants by book-entry transfer to the exchange agent's account at DTC; and (iii) any other documents required by the Letter of Transmittal and Consent.

In the Letter of Transmittal and Consent, the tendering registered warrant holder must set forth: (i) its name and address; (ii) the number of Private Warrants being tendered by the holder for exchange; and (iii) certain other information specified in the form of Letter of Transmittal and Consent.

In certain cases, all signatures on the Letter of Transmittal and Consent must be guaranteed by an "Eligible Institution" (as defined below). See "*—Signature Guarantees*."

If the Letter of Transmittal and Consent is signed by someone other than the registered holder of the tendered Private Warrants (for example, if the registered holder has assigned the Warrants to a third-party), or if our shares of Class A Common Stock to be issued upon exchange of the tendered Warrants are to be issued in a name other than that of the registered holder of the tendered Warrants, the tendered Warrants must be properly accompanied by appropriate assignment documents, in either case signed exactly as the name(s) of the registered holder(s) appear on the Warrants, with the signature(s) on the Warrants or assignment documents guaranteed by an Eligible Institution.

Any Private Warrants duly tendered and delivered as described under "*Tendering Private Warrants Using Letter of Transmittal and Consent*" shall be automatically cancelled upon the issuance of shares of Class A Common Stock in exchange for such warrants as part of the completion of the Offer.

Signature Guarantees

In certain cases, all signatures on the Letter of Transmittal and Consent must be guaranteed by an "Eligible Institution." An "Eligible Institution" is a bank, broker dealer, credit union, savings association or other entity that is a member in good standing of the Securities Transfer Agents Medallion Program or a bank, broker, dealer, credit union, savings association or other entity which is an "eligible guarantor institution," as that term is defined in Rule 17Ad-15 promulgated under the Exchange Act.

Signatures on the Letter of Transmittal and Consent need not be guaranteed by an Eligible Institution if (i) the Letter of Transmittal and Consent is signed by the registered holder of the Warrants tendered therewith exactly as the name of the registered holder appears on such Warrants and such holder has not completed the box

entitled “Special Issuance Instructions” or the box entitled “Special Delivery Instructions” in the Letter of Transmittal and Consent; or (ii) such Warrants are tendered for the account of an Eligible Institution. In all other cases, an Eligible Institution must guarantee all signatures on the Letter of Transmittal and Consent by completing and signing the table in the Letter of Transmittal and Consent entitled “Guarantee of Signature(s).”

Required Communications by Beneficial Owners

Persons whose Warrants are held through a direct or indirect DTC participant, such as a broker, dealer, commercial bank, trust company or other financial intermediary, are not considered registered holders of those Warrants, but are “beneficial owners,” and must instruct the broker, dealer, commercial bank, trust company or other financial intermediary to tender Warrants on their behalf. Your broker, dealer, commercial bank, trust company or other financial intermediary should have provided you with an “Instructions Form” with this Prospectus/Offer to Exchange. The Instructions Form is also filed as an exhibit to the registration statement on Form S-4 of which this Prospectus/Offer to Exchange forms a part. The Instructions Form may be used by you to instruct your broker or other custodian to tender and deliver Warrants on your behalf.

Tendering Warrants Using Book-Entry Transfer

To participate in the Offer and Consent Solicitation, holders of Public Warrants must comply with DTC’s ATOP procedures described below:

In addition, either:

- the exchange agent must receive, prior to the Expiration Date a properly transmitted Agent’s Message (as defined herein); or
- the exchange agent must receive, prior to the Expiration Date, as applicable, a timely confirmation of book-entry transfer of such Public Warrants into the exchange agent’s account at DTC according to the procedure for book-entry transfer described below.

Tenders of Warrants pursuant to the procedures described above, and acceptance therefore by us, will constitute a binding agreement between the tendering holder and us upon the terms and subject to the conditions of the Offer and Consent Solicitation, which agreement will be governed by the laws of the State of New York.

No documents should be sent to us, the dealer manager and solicitation agent or the information agent. Delivery of an Agent’s Message through ATOP is at the election and risk of the person delivering or transmitting, and delivery will be deemed made only when actually received by the exchange agent.

By tendering Warrants pursuant to the Offer, you will be deemed to have agreed that the delivery and surrender of the Warrants is not effective, and the risk of loss of the Warrants does not pass to the exchange agent, until receipt by the exchange agent of the items listed above together with all accompanying evidences of authority and any other required documents in form satisfactory to us. In all cases, you should allow sufficient time to assure delivery to the exchange agent at or prior to the Expiration Date.

By tendering Warrants pursuant to the Offer, you will be deemed to have made the representations and warranties set forth herein, including that you have full power and authority to tender, sell, exchange, assign and transfer the Warrants tendered hereby, and that when such Warrants are accepted for exchange by us, we will acquire good title thereto, free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claim or right. You will also be deemed to have agreed to, upon request, execute and delivery any additional documented deemed by the exchange agent or by us to be necessary or desirable to complete the sale, assignment and transfer of the Warrants tendered hereby.

The exchange agent has established an account for the Warrants at DTC for purposes of the Offer and Consent Solicitation. Any financial institution that is a participant in DTC’s system may make book-entry

delivery of Warrants by causing DTC to transfer Warrants into the exchange agent's account in accordance with ATOP. However, even though delivery of such Warrants may be effected through book-entry transfer into the exchange agent's account at DTC, a properly completed and duly executed Letter of Transmittal and Consent (with any required signature guarantees), or an "Agent's Message" as described in the next paragraph, and any other required documentation, must in any case also be transmitted to and received by the exchange agent at its address set forth in this Prospectus/Offer to Exchange prior to the Expiration Date, or the guaranteed delivery procedures described under "*—Guaranteed Delivery Procedures*" must be followed.

DTC participants desiring to tender Warrants for exchange pursuant to the Offer may do so through ATOP, and in that case the participant need not complete, execute and deliver a Letter of Transmittal and Consent, and holders of Public Warrants desiring to tender Warrants for exchange pursuant to the Offer must do so through ATOP. DTC will verify the acceptance and execute a book-entry delivery of the tendered Warrants to the exchange agent's account at DTC. DTC will then send an "Agent's Message" to the exchange agent for acceptance. Delivery of the Agent's Message by DTC will satisfy the terms of the Offer and Consent Solicitation as set forth in this document, and that we may enforce such agreement against such participant. The term "Agent's Message" means a message, transmitted by DTC to, and received by, the exchange agent and forming a part of a Book-Entry Confirmation, which states that DTC has received an express acknowledgment from the participant in DTC tendering the Warrants for exchange that such participant has received and agrees to be bound by the terms of the Offer and Consent Solicitation as set forth in this Prospectus/Offer to Exchange, and that we may enforce such agreement against the participant.

Any Warrants duly tendered and delivered as described above shall be automatically cancelled upon the issuance of shares of Class A Common Stock in exchange for such Warrants as part of the completion of the Offer.

Delivery of a Letter of Transmittal and Consent or any other required documentation to DTC does not constitute delivery to the exchange agent. See "*—Timing and Manner of Deliveries*."

Guaranteed Delivery Procedures

If a registered holder of Warrants desires to tender its Warrants for exchange pursuant to the Offer, but (i) the procedure for book-entry transfer cannot be completed on a timely basis, or (ii) time will not permit all required documents to reach the exchange agent prior to the Expiration Date, the holder can still tender its Warrants if all the following conditions are met:

- the tender is made by or through an Eligible Institution;
- the exchange agent receives by hand, mail, overnight courier, facsimile or electronic mail transmission, prior to the Expiration Date, a properly completed and duly executed Notice of Guaranteed Delivery in the form we have provided with this Prospectus/Offer to Exchange, with signatures guaranteed by an Eligible Institution; and
- a confirmation of a book-entry transfer into the exchange agent's account at DTC of all Warrants delivered electronically, together with a properly completed and duly executed Letter of Transmittal and Consent with any required signature guarantees (or, in the case of a book-entry transfer, an Agent's Message in accordance with ATOP), and any other documents required by the Letter of Transmittal and Consent, must be received by the exchange agent within two days that Nasdaq is open for trading after the date the exchange agent receives such Notice of Guaranteed Delivery.

In any case where the guaranteed delivery procedure is utilized for the tender of Warrants pursuant to the Offer, the issuance of Class A Common Stock for those Warrants tendered for exchange pursuant to the Offer and accepted pursuant to the Offer will be made only if the exchange agent has timely received the applicable foregoing items.

Timing and Manner of Deliveries

UNLESS THE GUARANTEED DELIVERY PROCEDURES DESCRIBED ABOVE ARE FOLLOWED, WARRANTS WILL BE PROPERLY TENDERED ONLY IF, BY THE EXPIRATION DATE, THE EXCHANGE AGENT RECEIVES SUCH WARRANTS BY BOOK-ENTRY TRANSFER, TOGETHER WITH A PROPERLY COMPLETED AND DULY EXECUTED LETTER OF TRANSMITTAL AND CONSENT OR AN AGENT'S MESSAGE.

ALL DELIVERIES IN CONNECTION WITH THE OFFER AND CONSENT SOLICITATION, INCLUDING ANY LETTER OF TRANSMITTAL AND CONSENT AND THE TENDERED WARRANTS, MUST BE MADE TO THE EXCHANGE AGENT. NO DELIVERIES SHOULD BE MADE TO US. ANY DOCUMENTS DELIVERED TO US WILL NOT BE FORWARDED TO THE EXCHANGE AGENT AND THEREFORE WILL NOT BE DEEMED TO BE PROPERLY TENDERED. THE METHOD OF DELIVERY OF ALL REQUIRED DOCUMENTS IS AT THE OPTION AND RISK OF THE TENDERING WARRANT HOLDERS. IF DELIVERY IS BY MAIL, WE RECOMMEND REGISTERED MAIL WITH RETURN RECEIPT REQUESTED (PROPERLY INSURED). IN ALL CASES, SUFFICIENT TIME SHOULD BE ALLOWED TO ENSURE TIMELY DELIVERY.

Determination of Validity

All questions as to the form of documents and the validity, eligibility (including time of receipt) and acceptance for exchange of any tender of Warrants pursuant to the procedures described herein and the form and validity of all documents will be determined by us, in our sole discretion, and our determination will be final and binding on all parties, subject to each warrant holder's right to challenge any determination by us in a court of competent jurisdiction. We reserve the absolute right in our sole discretion to reject any or all tenders of Warrants that we determine are not in proper form. We also reserve the absolute right in our sole discretion to waive any defect or irregularity in any tender of any particular warrant. Our interpretation of the terms and conditions of the Offer and Consent Solicitation will be final and binding, subject to each warrant holder's right to challenge any determination by us in a court of competent jurisdiction. We are not obligated and do not intend to accept any alternative, conditional or contingent tenders. Unless waived, any irregularities in connection with tendered Warrants must be cured within such time as we shall determine. Neither we nor any of our affiliates or assigns, the information agent, the exchange agent, or dealer manager and solicitation agent will be under any duty to give notice of any defect or irregularity in tenders, nor shall any of us or them incur any liability to a warrant holder for failure to give any such notice. Tenders of Warrants will not be deemed to have been made until such irregularities have been cured or waived.

Fees and Commissions

Tendering warrant holders who tender Warrants directly to the exchange agent will not be obligated to pay any charges or expenses of the exchange agent, the dealer manager and solicitation agent or any brokerage commissions. Beneficial owners who hold Warrants through a broker or bank should consult that institution as to whether or not such institution will charge the owner any service fees in connection with tendering Warrants on behalf of the owner pursuant to the Offer and Consent Solicitation.

Transfer Taxes

We will pay all transfer taxes, if any, applicable to the transfer of Warrants to us in the Offer. If transfer taxes are imposed for any other reason, the amount of those transfer taxes, whether imposed on the registered holder or any other persons, will be payable by the tendering holder. Other reasons transfer taxes could be imposed include (i) if our shares of Class A Common Stock are to be registered or issued in the name of any person other than the person signing the Letter of Transmittal and Consent, or (ii) if tendered Warrants are registered in the name of any person other than the person signing the Letter of Transmittal and Consent. If

satisfactory evidence of payment of or exemption from those transfer taxes is not submitted with the Letter of Transmittal and Consent, the amount of those transfer taxes will be billed directly to the tendering holder and/or withheld from any payment due with respect to the Warrants tendered by such holder.

Withdrawal Rights

By tendering Warrants for exchange, a holder will be deemed to have validly delivered its consent to the Warrant Amendment with respect to both the Public Warrants and Private Warrants (or the Private Warrants alone). Tenders of Warrants made pursuant to the Offer may be withdrawn at any time prior to the Expiration Date. Consents to the Warrant Amendment in connection with the Consent Solicitation may be revoked at any time before the Expiration Date by withdrawing the tender of your Warrants. A valid withdrawal of tendered Warrants before the Expiration Date will be deemed to be a concurrent revocation of the related consent to the Warrant Amendment. Tenders of Warrants and consent to the Warrant Amendment with respect to both the Public Warrants and Private Warrants (or the Private Warrants alone) may not be withdrawn after the Expiration Date. If the Offer Period is extended, you may withdraw your tendered Warrants at any time until the expiration of such extended Offer Period. After the Offer Period expires, such tenders are irrevocable, provided, however, that Warrants that are not accepted by us for exchange by June 3, 2023 may thereafter be withdrawn by you until such time as the Warrants are accepted by us for exchange.

To be effective, a written notice of withdrawal must be timely received by the exchange agent at its address identified in this Prospectus/Offer to Exchange. Any notice of withdrawal must specify the name of the person who tendered such Warrants for which tenders are to be withdrawn and the number of Warrants to be withdrawn. If the Warrants to be withdrawn have been delivered to the exchange agent, a signed notice of withdrawal must be submitted prior to release of such Warrants. In addition, such notice must specify the name of the registered holder (if different from that of the tendering warrant holder). A withdrawal may not be cancelled, and Warrants for which tenders are withdrawn will thereafter be deemed not validly tendered for purposes of the Offer and Consent Solicitation. However, Warrants for which tenders are withdrawn may be tendered again by following one of the procedures described above in the section titled " *—Procedure for Tendering Warrants for Exchange*" at any time prior to the Expiration Date.

A beneficial owner of Warrants desiring to withdraw tendered Warrants previously delivered through DTC should contact the DTC participant through which such owner holds its Warrants. In order to withdraw Warrants previously tendered, a DTC participant may, prior to the Expiration Date, withdraw its instruction by (i) withdrawing its acceptance through DTC's Participant Tender Offer Program ("PTOP") function, or (ii) delivering to the exchange agent by mail, hand delivery or facsimile transmission, notice of withdrawal of such instruction. The notice of withdrawal must contain the name and number of the DTC participant. A withdrawal of an instruction must be executed by a DTC participant as such DTC participant's name appears on its transmission through the PTOP function to which such withdrawal relates. If the tender being withdrawn was made through ATOP, it may only be withdrawn through PTOP, and not by hard copy delivery of withdrawal instructions. A DTC participant may withdraw a tendered warrant only if such withdrawal complies with the provisions described in this paragraph.

A holder who tendered its Warrants other than through DTC should send written notice of withdrawal to the exchange agent specifying the name of the warrant holder who tendered the Warrants being withdrawn. All signatures on a notice of withdrawal must be guaranteed by an Eligible Institution, as described above in the section titled "—Procedure for Tendering Warrants for Exchange—Signature Guarantees"; provided, however, that signatures on the notice of withdrawal need not be guaranteed if the Warrants being withdrawn are held for the account of an Eligible Institution. Withdrawal of a prior warrant tender will be effective upon receipt of the notice of withdrawal by the exchange agent. Selection of the method of notification is at the risk of the warrant holder, and notice of withdrawal must be timely received by the exchange agent.

All questions as to the form and validity (including time of receipt) of any notice of withdrawal will be determined by us, in our sole discretion, which determination shall be final and binding on all parties, subject to

each warrant holder's right to challenge any determination by us in a court of competent jurisdiction. No withdrawal of Warrants shall be deemed to have been properly made until all defects and irregularities have been cured or waived. Neither we nor any of our affiliates or assigns, the information agent, the exchange agent, or dealer manager and solicitation agent will be under any duty to give notice of any defect or irregularity in tenders, nor shall any of us or them incur any liability to a warrant holder for failure to give any such notice. Withdrawals of tenders of Warrants may not be rescinded, and any Warrants properly withdrawn will be deemed not to have been validly tendered for purposes of the Offer. However, warrant holders may retender withdrawn Warrants by following one of the procedures for tendering Warrants described herein at any time prior to the Expiration Date.]

Acceptance for Issuance of Shares

Upon the terms and subject to the conditions of the Offer and Consent Solicitation, we will accept for exchange Warrants validly tendered until the Expiration Date, which is one minute after 11:59 p.m., Eastern Time, on June 2, 2023, or such later time and date to which we may extend. Our shares of Class A Common Stock to be issued upon exchange of Warrants pursuant to the Offer, along with written notice from the exchange agent confirming the balance of any Warrants not exchanged, will be delivered promptly following the Expiration Date. In all cases, Warrants will only be accepted for exchange pursuant to the Offer after timely receipt by the exchange agent of (i) book-entry delivery of the tendered Warrants, (ii) a properly completed and duly executed Letter of Transmittal and Consent, or compliance with ATOP where applicable, (iii) any other documentation required by the Letter of Transmittal and Consent, and (iv) any required signature guarantees.

For purposes of the Offer and Consent Solicitation with respect to both the Public Warrants and Private Warrants (or the Private Warrants alone), we will be deemed to have accepted for exchange Public Warrants and Private warrants, respectively, that are validly tendered and for which tenders are not withdrawn, unless we give written notice to the holder of Public Warrants or Private Warrants, as applicable, of our non-acceptance. If we do not receive sufficient consents for the Warrant Amendment as it relates to either the Public Warrants or the Private Warrants, we will still purchase any Warrants tendered in the Offer and, if sufficient consents were received with respect to one class of Warrants but not the other, we will adopt the Warrant Amendment with respect to such class.

Announcement of Results of the Offer and Consent Solicitation

We will announce the final results of the Offer and Consent Solicitation, including whether all of the conditions to the Offer and Consent Solicitation have been satisfied or waived waived with respect to both the Public Warrants and Private Warrants (or the Public Warrants alone) and whether we will accept the tendered Warrants for exchange promptly following the end of the Offer Period. The announcement will be made by a press release and by amendment to the Schedule TO we will file with the SEC in connection with the Offer and Consent Solicitation.

Background and Purpose of the Offer and Consent Solicitation

A majority of our Board, composed by directors, each disinterested with respect to the Offer, approved the Offer and Consent Solicitation on April 18, 2023. The purpose of the Offer and Consent Solicitation is to simplify our capital structure and reduce the potentially dilutive impact of the Warrants. The Warrants that are tendered for exchange pursuant to the Offer will be retired and cancelled automatically upon the issuance of shares of Class A Common Stock in exchange for such Warrants pursuant to the Offer.

Agreements, Regulatory Requirements and Legal Proceedings

Except as described above with respect to the Private Exchange and the Tender and Support Agreements, there are no present or proposed agreements, arrangements, understandings or relationships between us, and any

of our directors, executive officers, affiliates or any other person relating, directly or indirectly, to the Offer and Consent Solicitation or to the Warrants.

Except for the requirements of applicable federal and state securities laws, we know of no federal or state regulatory requirements to be complied with or federal or state regulatory approvals to be obtained by us in connection with the Offer and Consent Solicitation. There are no antitrust laws applicable to the Offer and Consent Solicitation. The margin requirements under Section 7 of the Exchange Act, and the related regulations thereunder, are inapplicable to the Offer and Consent Solicitation.

There are no pending legal proceedings relating to the Offer and Consent Solicitation.

Interests of Directors, Executive Officers and Others

The following table lists the Warrants beneficially owned by our directors, executive officers, and controlling persons and any of their respective affiliates as of April 28, 2023:

Name of Beneficial Owner	Aggregate Number of Public Warrants Beneficially Owned	Percentage of Public Warrants Beneficially Owned	Aggregate Number of Private Warrants Beneficially Owned	Percentage of Private Warrants Beneficially Owned
Five Percent Holders				
CGC Sponsor LLC	4,040,663	36.76%	—	—
IlWaddi Cayman Holdings	—	—	1,104,315	12.41%
Global Goldfield Limited	—	—	984,414	11.06%
Drew Figdor	—	—	1,032,108	11.60%
Citadel Advisors LLC	421,307*	3.83%*	—	—
Directors and Named Executive Officers				
Michael Tiedemann	—	—	1,078,094	12.11%
Christine Zhao	—	—	—	—
Kevin Moran	—	—	85,691	0.96%
Alison Trauttmansdorff	—	—	—	—
Laurie Birrittella (Jelenek)	—	—	135,983	1.53%
Jed Emerson	—	—	—	—
Colleen Graham	—	—	—	—
Craig Smith	—	—	217,548	2.44%
Spiros Maliagros	—	—	456,457	5.13%
Peter Yu	4,040,663	—	—	—
Nancy Curtin	—	—	—	—
Ali Bouzarif	—	—	65,033	0.73%
Kevin T. Kabat	—	—	—	—
Timothy Keaney	—	—	—	—
Tracey Brophy Warson	—	—	—	—
Hazel McNeilage	—	—	—	—
Judy Lee	—	—	—	—
All directors and executive officers as a group (17 individuals)	4,040,663	36.76%	2,038,806	22.91%

* Number is baed on Citadel Advisors LLC's 13-F filing as of February 14, 2023.

The former equityholders of TWMH, the TIG Entities and Alvarium, collectively own all of the Private Warrants and, through ownership of such Warrants and shares of our Class A Common Stock, had beneficial ownership of approximately 60% of the outstanding shares of our Class A Common Stock and 36% of the outstanding shares of our Common Stock as of April 28, 2023, respectively.

Pangaea Three-B, LP, together with the Sponsor, collectively owns 4,040,663 Public Warrants and 6,808,720 shares of Class A Common Stock and, through ownership of such Warrants and shares of our Class A Common Stock, had beneficial ownership of approximately 19% of the outstanding shares of our Class A Common Stock and 10% of the outstanding shares of our Common Stock as of April 28, 2023 respectively.

The Sponsor has agreed to exchange up to 3,624,506 Public Warrants for Option Agreements held by PIPE Investors at a ratio of one share subject to the Public Warrants for one share subject to the Option Agreements.

BUSINESS

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We are a multi-disciplinary financial services business, with a diverse array of investment, advisory, and administrative capabilities with which we serve our clients and investors around the globe, and provide value to our shareholders:

- we manage or advise approximately $65.0 billion in combined assets (estimated as of December 31, 2022);
- we provide holistic solutions for our wealth management clients through our full spectrum of wealth management services, including discretionary investment management services, non-discretionary investment advisory services, trust services, administration services, and family office services;
- we structure, arrange, and provide our network of investors with co-investment opportunities in a variety of alternative assets which are either managed intra-group or by carefully selected managers with a proven track record in the relevant asset class;
- we manage and advise both public and private investment funds;
- we provide merchant banking, corporate advisory, brokerage and placement agency services to entrepreneurs, "late stage" companies (particularly in the media, technology and innovation sectors), asset managers, private equity sponsors, and investment funds (both public and private); and
- we invest in and support financial services professionals that we believe have the experience to establish, operate, and/or grow specialist financial services firms.

Our business is global, with approximately 470 professionals operating in 22 cities in 10 countries across three continents, as of December 31, 2022.

The services that we provide (each of which is discussed in more detail under the heading "*Our Business Lines*" below) form what we believe is a comprehensive ecosystem for our target markets of clients, investors, and businesses, many of whom share common interests and goals that we are able to connect and serve. We have an acquisitive strategy for inorganic growth through acquisitions and joint ventures and believe the complementary nature of our services positions us well for organic growth across our business lines. We also believe we are well positioned to capitalize on market trends and dynamics that we see facing our industry and the clients, investors, and businesses we serve.

In addition to the growth opportunities that we believe exist for our platform, the scope of our services also means we have diversified sources of revenue, many of which have historically provided a high degree of stability and predictability. See "*—Our Business Lines*."

Impact investing ("Impact Investing"), a commitment to generating net positive impact through our business activities, and our firm values are demonstrated by our decade-long commitment to ESG, socially responsible investing, and other forms of Impact Investing strategies, and we aim to use our access to capital, expertise, and innovation to pursue these goals. See "*—Our Focus on Sustainable Finance and Impact Investing*."

Generating a net positive impact, broadly defined, is not only a core strength of our services, but the underlying principles are also central to our corporate culture. We are committed to further developing and enhancing a corporate culture of diversity and inclusion, good and transparent governance, and corporate social responsibility. See "*—Diverse, Inclusive and Responsible Corporate Culture."*

OUR BUSINESS LINES

Global Wealth Management Services

Our Wealth Management Clients

We offer a holistic wealth management solution to our clients across multiple jurisdictions. Our services principally consist of independent discretionary investment management and non-discretionary investment advisory services. In addition to a wide range of investment capabilities, we offer a full suite of complementary and customized family office services for families seeking comprehensive oversight of their financial affairs, including family governance and education, trusts, financial planning and administration services.

Our wealth management client base includes large global family offices and high net worth individuals ("HNWIs") on a global basis, with over 42% of the billable assets of our top 25 clients (as measured by billable assets) located outside of the United States. The billable assets of our top 25 clients represent 24% of our firmwide assets as of December 31, 2022. Our average wealth management relationship spans over nine years. Further, we have a high client retention rate of more than 97%, as measured by lost clients since 2019.

Investment Management and Advisory Services

In our investment management and advisory services teams, our objective is to maximize our clients' wealth over the long term by optimizing their risk/return ratio, adhering to disciplined risk management and diversification, focusing on valuations, and seeking to avoid investment structures that could result in forced selling of assets at inopportune times. Together with that objective, we seek to support those families and clients committed to exploring how their wealth may also be deployed in alignment with their values and commitment to addressing issues critical to diverse communities and eco-systems. To this end, we provide:

- customized plans and sophisticated investment portfolios tailored to the specific objectives, return expectations, liquidity parameters, tax constraints, and risk tolerances of our clients;
- flexible solutions with no preference for active versus passive investments or specific vehicles; and
- unique opportunities and access to, high-quality managers, by diligently selecting, analyzing, and monitoring third party managers that invest globally across all asset classes, including access to investments with the potential for enhanced performance and/or income generation.

Our multi-layered assessment process allows us to design bespoke solutions for our clients:

- we develop multiple long-term, inflation-based targets with ascending risk/return profiles utilizing our proprietary systems;
- investment themes and valuations are developed through top-down economic analysis, while bottom-up opportunities are identified through ongoing manager interactions and due diligence;
- we develop an investment policy statement for each account customized to each client's specific goals and objectives, whether optimizing financial return alone or financial return together with the generation of positive social and environmental impacts; and
- our internal compliance team approves all new clients to ensure appropriate client risk assessment, due diligence and KYC procedures have been completed.

As a result, we believe our investment programs are objective, flexible, and closely aligned with the goals and values of our clients.

We proactively manage risk and assess it from multiple angles. We focus on avoiding permanent loss of capital. We continually analyze allocation decisions using our own risk measurement tools, as well as third-party risk monitoring and exposure-reporting systems. Additionally, we are in active dialogue with managers and continually monitor them for performance, turnover of personnel, changes in ownership, and deviation from strategy.

We diversify our clients' portfolios across risk factors, geographies, and asset classes, including private equity, real estate, and other assets through highly experienced third-party managers. Our team uses a combination of our own tools and third party research providers to monitor valuations in each major asset class across dozens of geographies and sectors, and to position portfolios where we believe they will have the best return. In building portfolios, we also consider the need to access funds for unexpected expenses, thereby seeking to avoid forced selling of assets at inopportune times. In addition, we offer robust Impact Investing services that can be delivered across all asset classes and with investors from all asset levels.

With regard to the unique opportunities that we offer access to, we have established a platform through which we are able to provide clients of our wealth management services with access to investments in strategies and asset classes to which they would otherwise likely not be able to gain exposure (for example, because of very high minimum investment thresholds in the underlying funds). We operate a number of such vehicles focused on vintage private equity strategies and hedge fund strategies. The vehicles invest in either a single underlying private equity fund or a portfolio of private equity funds or hedge funds, in each case, which are managed by managers we believe, based upon our usual manager selection processes, will deliver strong risk adjusted performance for our clients. In the private equity space, we intend to launch further vintages of such private equity vehicles over time to enable our investment management and advisory clients to include an allocation to private equity funds in their portfolios on a running basis. These private equity strategies are expected to include traditional as well as innovative and Impact Investing offerings.

The independence of our investment management and advisory services is important to us and our wealth management clients. By independent, we mean that our investment management and advisory services operate independently of any managers or investment product manufacturers (including our own) to which we may allocate or recommend allocating capital. Our clients may opt-in to be informed of investment opportunities we are working on in our other business lines (and many do choose to do so). In all cases, each client's individual objectives and expectations are our paramount concern, and we employ an open architecture approach, whereby we seek to find the best investment solutions for our clients in the marketplace. More specifically:

- we do not receive undisclosed forms of compensation;
- we are not controlled by any client or family and all our investment decisions and recommendations are made with each client's individual best interests in mind; and
- our fees are disclosed to our clients who have an unrestricted right to accept or reject them.

As a result of this culture and the above practices, we have a reputation for providing independent, objective investment management and advice—with access to unique investment opportunities should a client want that—and we have a high client retention rate in our global wealth management business.

Trusts and Administration Services

The trust, corporate, and administration services that we provide within our wealth service offering aim to ensure our clients' wealth is preserved, protected, distributed as intended, and developed with our investment teams. Our U.S. trusts services are provided from Delaware, which is one of the most well-developed trust legal regimes in the United States; our international trusts, corporate, and administration services are provided from the Isle of Man and Switzerland, which, similarly, have well-developed legal regimes for such services.

Our customized trust and administration services include:

- entity formation and management;
- creating or modifying trust instruments and/or administrative practices to meet beneficiary needs;
- full corporate, trustee-executor, and fiduciary services;

- provision of directors and company secretarial services;
- account and entity financial reporting and record keeping of all assets and transactions;
- administering entity ownership of intellectual property ("IP") rights;
- advice and administration services in connection with investments in marine and aviation assets; and
- administering entity ownership of fine art and collectibles.

Additionally, the administration services we provide in this division enable us to establish, administer, and manage on an ongoing basis pooled investment structures for consolidated investing (including for our Co-investment (as defined below) opportunities). Through these structures, we enable our clients and investors to gain access to investments at lower minimum investment levels than they would otherwise wish to commit, or to benefit from economies of scale in their investments, or both.

Family Office Services

Our family office services are tailored outsourced family office solutions and administrative services which we provide to families, trusts, foundations, and institutions. Our family office services cover:

- family governance and transition services, including wealth transfer planning, estate planning, and multi-generational education planning;
- wealth and asset strategy services, including strategic business planning;
- trust and fiduciary services;
- chief financial officers and outsourced family office services;
- philanthropy services;
- lifestyle and special projects services; and
- concierge services.

We also work with our clients' other advisors (whether existing or carefully selected or recommended by us) to coordinate legal, accounting, and tax advice. We operate in partnership with such third-party advisors and professionals to provide a collegial approach to obtaining the right advice and support for families and their associated structures.

As of December 31, 2022, our family office services had over 271 clients, of which 26 clients are also clients of our investment management and advisory services team.

Co-investments

We source private market investment opportunities and offer these to our investor network ("Co-investments").

Other investors in our Co-investment opportunities are typically HNWIs, single family offices and institutional investors, including clients of our wealth management services who have opted in to be informed of such opportunities and are invited to participate alongside our investor network on a deal-by-deal basis.

We follow a thematic investment strategy, selecting sub-sectors based on in-house industry knowledge and long-term analysis of cyclical and geographic trends.

In the case of investments in real estate assets (historically the majority of our Co-investments have been in real estate assets, but we have been diversifying to other asset classes through our acquisitions and growth), we are

the sponsor for these club deals and work with a pre-selected and vetted list of operating partners. In selecting operating partners, we will look for a demonstrable track record across multiple real estate cycles and a strong ability to source pipeline transactions. Our real estate investment team oversees deal origination, due diligence, documentation, and structuring from inception to exit. We are active in our approach to our operating partners, in some instances taking ownership stakes, as well as participating on boards and investment committees.

We also expect to expand our Co-investment offering to provide access to proprietary investments in what we believe to be growth equity opportunities in the innovation economy, many of which are at the intersection of impact and innovation. These Co-investment opportunities are also offered to clients on an opt-in basis and provide a means for interested clients and investors to more directly access investments in later stage private companies in a range of transforming industry sectors that we believe offer the potential for high growth.

Due Diligence Process

The process through which an investment decision is made involves extensive research into the operating partner, its strategy, its growth prospects, and its ability to withstand adverse conditions. If one or more members of the investment team responsible for the transaction determines that an investment opportunity should be pursued, we will engage in an intensive due diligence process. We also review ESG and Impact Investing considerations.

Selective Investment Process

After an investment has been identified and preliminary diligence has been completed, an investment committee memorandum is prepared. This report is reviewed by the members of the investment team in charge of the potential investment. If the members of the investment team are in favor of the potential investment, then a more extensive due diligence process is employed. Additional due diligence with respect to any investment may be conducted on our behalf by attorneys, independent accountants, and other third-party consultants and research firms prior to the closing of the investment, as appropriate on a case-by-case basis.

Structuring and Execution

Approval of an investment requires the majority approval of the co-investments investment committee relevant to the asset class. Once the investment committee has determined that a prospective opportunity is suitable for investment, the investment team works with the operating partner to finalize the structure and terms of the investment.

Co-investment Monitoring and Reporting

We monitor our co-investments on an ongoing basis and provide ongoing periodic reporting to the investors in each transaction.

Fund Management

Our fund management teams internally manage in excess of $7.2 billion in aggregate across all our investment strategies as of December 31, 2022. Additionally, we are focused on partnering with global alternative asset managers with whom we partner by making strategic investments in which we actively participate (“External Strategic Managers”) in seeking to leverage the collective resources and synergies of the businesses to facilitate their growth. We have a strong track record of identifying managers that focus on sourcing uncorrelated investment opportunities in both public and private markets and then utilizing our long-standing operating platform to assist managers with growth.

Consistent with the independent and open architecture nature of the investment management and advisory services we provide in our wealth management division, all funds that we manage, or that are managed by the

External Strategic Managers, are marketed to the market generally (including, in some cases, by placement agents and other distributors and, in the case of any publicly traded funds, via public offerings), and the investor base of each fund is predominantly comprised of institutional investors. We do not separately market these funds to our wealth management clients or the network of investors with which we share our Co-investment opportunities.

Notwithstanding the independence of our investment management and advisory services from our fund management services, we are able to leverage our experience and expertise across our business in the selection of managers in which we invest and in the development and refinement of the strategies that we manage. Our fund management services also provide AlTi with another diversified source of revenue and so we believe they are additive to shareholder value.

Internally Managed Funds

Details of the funds we manage internally are set forth below:

Event-Driven Global Merger Arbitrage

Our TIG Arbitrage strategy is our event-driven strategy based in New York. This strategy, which has $3.0 billion assets under management ("AUM") as of December 31, 2022, focuses on 0-to-30-day events within the merger process. The investment team employs deep research on each situation in the portfolio with a focus on complex, hostile, up-for-sale situations where our primary research work can drive uncorrelated alpha. Our research and investment process is focused on hard catalyst events.

LXi REIT plc

LXi REIT plc ("LXi") is an English real estate investment trust company whose shares are traded on the premium segment of the London Stock Exchange's Main Market. Its investment objective is to deliver inflation-protected income and capital growth over the medium-term for its shareholders through investing in a diversified portfolio of UK property that benefits from long-term index-linked leases with institutional-grade tenants. LXi pursues its investment objective by targeting a wide range of defensive and robust sectors, including, but not limited to, office, leisure, industrial, distribution, and alternatives—including hotels, serviced apartments, affordable housing, and student accommodation. LXi seeks to only acquire assets let or pre-let to tenants with strong financial covenants and on long leases (typically 20 to 30 years to expiry or first break), with index-linked or fixed rental uplifts, in order to provide security of income and low cost of debt. LXi was launched on February 27, 2017 with approximately £138 million ($180 million as at the IPO date) of gross proceeds from its successful IPO. LXi is advised by LXi REIT Advisors Limited, which was originally a joint venture investment but is now a wholly owned subsidiary of the Company. As of December 31, 2022, through a combination of its capital raises and investment growth, LXi's market capitalization was approximately £1,930 million ($2,333 million). In July 2022, a subsidiary of Alvarium, LXi REIT Advisors Limited, acquired the rights to manage Secure Income REIT plc, by purchasing the existing shares of Prestbury Investments Partners Limited, for £40 million (this was connected to a wider transaction in which Secure Income REIT plc was itself acquired by LXi REIT plc, and LXi REIT Advisors Limited advises the combined entity).

Home Long Income Fund

Home Long Income Fund ("HLIF") is an English open-ended investment company. Its investment objective is to deliver secure inflation-protected income and capital growth by investing in a portfolio of UK homeless shelters. HLIF pursues its investment objective by investing a minimum of 90 percent of its capital in a diverse portfolio of homeless shelter assets in the UK. These assets are properties which are let, on long leases (ranging from 20 years to 30 years) with regular upward only rent reviews linked to inflation, to specialist housing associations who are registered providers of social housing, local authorities, or charities specializing in alleviating homelessness. Each property must also demonstrate strong residual land value characteristics. HLIF was

launched on October 3, 2018 with £25 million ($35 million) of seed capital. HLIF is advised by Alvarium Social Housing Advisors Limited, which was originally a joint venture investment but is now a wholly owned subsidiary of the Company. As of December 31, 2022, HLIF had assets under management of approximately £587 million ($722 million).

Funds Managed by our External Strategic Managers

In addition to our managed funds, we maintain strategic investments with certain External Strategic Managers, who managed approximately $5.3 billion of AUM in aggregate as of December 31, 2022.

Further details of each of the funds managed by the External Strategic Managers is set out under the heading "*—Business Segments*" in the section entitled "*Historical Business of the TIG Entities*."

Ancillary Fund Management Services

We offer both our managers and the External Strategic Managers in which we have made strategic investments a complete platform solution to enable them to autonomously focus on their core investment competency. This includes investments, financial planning and strategy, sales and marketing, and back and middle office infrastructure/administration. A list of our services is set out below.

- Investments, Financial Planning, and Strategy:
  - business planning and talent sourcing;
  - budgeting and growth oversight; and
  - strategic development and training.
- Sales and Marketing:
  - centralized marketing;
  - strategic positioning;
  - product development;
  - sales planning and execution;
  - investor relations;
  - materials oversight;
  - branding; and
  - sales channel expertise covering North America, Europe, Asia Pacific and Latin America.
- Back and Middle Office Infrastructure/Administration:
  - risk management, including, where relevant, as an alternative investment fund manager (or "AIFM");
  - legal and compliance;
  - treasury management;
  - collateral management;
  - technology infrastructure and systems;
  - middle office operations;
  - accounting services;

- real estate management;
- counterparty management; and
- human resources.

Equity Sale of Investment Adviser to Home REIT

On December 30, 2022, ARE an indirect wholly-owned subsidiary of Alvarium, entered into the Purchase Agreement to sell 100% of the equity in AHRA, investment adviser to Home REIT, to a newly formed entity owned by the management of AHRA Holdco, for aggregate consideration equal to approximately GBP 24 million, with such amount being the fair market value of AHRA as of December 30, 2022. The sale was completed concurrently with the execution and delivery of the Purchase Agreement.

AHRA Holdco paid the Purchase Price in the form of a promissory note with a fixed term, maturing on December 31, 2023, subject to extension if mutually agreed upon by the parties thereto. According to the terms of the Purchase Agreement, AHRA Holdco shall use all of its available cash, being dividends it receives from AHRA, to repay principal on the Note. Additionally, ARE received a call option pursuant to which ARE has the right to repurchase AHRA prior to the repayment of the note for a purchase price equal to the loan balance then outstanding thereunder.

The consolidated financial statements and AUM/AUA figures include the accounts of AHRA. Subsidiaries are companies over which Alvarium has the power indirectly and/or directly to control the financial and operating policies so as to obtain benefits. In assessing control for accounting purposes, potential voting rights that are presently exercisable or convertible are taken into account. Although Alvarium does not presently have legal control of AHRA, it has a right to reacquire such legal control through the call option it holds and accordingly AHRA has been deemed to be a subsidiary for accounting purposes. As a result of the consolidation, the value of the Note is eliminated from Alvarium's balance sheet.

If AHRA ceases to be the investment adviser to Home REIT, AHRA Holdco will no longer have an income with which to service its obligations under the Note. On March 15, 2023, Home REIT announced that it would be seeking a new investment adviser. While the timing for the appointment of such new investment adviser and the termination of AHRA's appointment is currently unknown, payments due under the Note will cease at, or soon after, the finalization of such arrangements. Additionally, the arrangements which have resulted in AHRA's consolidation will unwind upon termination of AHRA's appointment by Home REIT, meaning that AHRA's revenues and expenditure will cease being included in AlTi's consolidated financial statements

Merchant Banking, Corporate Advisory, Brokerage, and Placement Agency Services

Our merchant banking and corporate brokerage teams form a multi-national corporate advisory practice that services companies in the media, consumer, technology and innovation sectors, public and private funds, asset managers, and private equity sponsors, as well as advising our wealth management clients around their operational businesses or family holding companies.

Specific services include:

- merger and acquisition ("M&A") advisory services;
- corporate broker services;
- private placement services, including bookrunner and placement agency services for publicly quoted investment companies;
- public company and IPO advisory services;
- strategic advisory services;

- independent board advisory services; and
- structured finance advisory services.

Additionally, because of our focus on providing our merchant banking services to companies in the media, consumer, technology and innovation sectors, we have developed a network and connectivity that enables us to gain access to the innovation economy and to source private market direct and Co-investment opportunities in later stage, high growth, consumer, and technology companies.

Investing in and Supporting Entrepreneurial Financial Services Professionals to Generate Shareholder Value

We invest in and support experienced, successful, and entrepreneurial financial services professionals to establish, operate, and/or grow specialist financial services firms. Each case is different, but we may hold or acquire ownership or revenue stakes in a joint venture or subsidiary, we may provide financial support to launch, to grow, or to institutionalize the business, we may assist our partners in raising capital for their investments, and we may provide operational support so that our partners can focus on providing their expertise to their client-base. Over time, some of our partners have become wholly owned by us and they contribute to our wider business.

Supporting these businesses has broadened the range of services we are able to offer to our clients and investors (or the geographies where we offer them), deepened the range of knowledge, expertise, and capabilities we have at our disposal, enhanced our ability to innovate, expanded our client and investor bases, provided further diversification of our revenue streams, been accretive to our growth, and, as a result, has provided value to our shareholders.

Our global network of alternative asset management capabilities, in particular, is built on an end-to-end support platform for entrepreneurial managers, driving significant growth. We have a history of seeding and investing in managers across real estate and other alternative strategies. As a result, our clients and investors gain access to differentiated investment solutions. We believe our strategy is both repeatable and scalable and will afford us with compelling opportunities for growth in the future.

OUR REVENUE STREAMS

Consistent with operating a diverse range of services, we generate a diverse range of revenue streams across our business lines. A high-level summary of these revenue streams is set forth below. More in-depth details of the fees earned historically by each of TWMH, the TIG Entities, and Alvarium are set out under the heading "—*Fee* Structure" in the sections of this Prospectus/Offer to Exchange entitled "*Historical Business of TWMH*," "*Historical Business of the TIG Entities*," and "*Historical Business of Alvarium*," respectively.

Broadly, our revenues fall into three categories: recurring management, advisory, or administration fees; performance or incentive fees; and transaction fees:

- Management, advisory, and administration fees are historically more predictable across market conditions than our other revenue sources. These fees are recurring in nature (usually being annual or quarterly fees) and are earned from both our wealth management division from investment management, investment advisory, trusts and administration, and family office services, and also from our fund management activities (either from our internal fund management and advisory services or from our strategic investments with the External Strategic Managers). Added to the recurring nature of these fees, our high client retention rate in our wealth management services, and the long-term nature of our fund management fees, means that these fees are also relatively stable.
- Performance and incentive fees are comprised of both carried interest payments we earn on Co-investments and annual performance or incentive fees earned in some cases from our investment management and advisory services or fund management (including from the External Strategic Managers). These fees, being performance related, are, of course, variable in nature and more

susceptible to impact from exogenous factors. Nevertheless, we believe performance and incentive fees from our Co-investments, investment management, and advisory services and fund management have the potential to grow in the future as the value of the assets we manage, advise, or administer that are able to generate such performance and incentive fees continues to rise. As a result, performance and incentive fees provide potential upside to our revenues in the future and, in our view, can be highly accretive to our profitability.

- Transaction fees are generated from Co-investments, from our merchant banking, corporate advisory, brokerage, and placement agency services and certain of the External Strategic Managers. Transaction fees are generally non-recurring in nature (although there are exceptions to this, such as large, longstanding clients, with the relationship spanning many years with repeated engagements for services on multiple transactions, or where we are appointed on an ongoing basis as broker to a listed investment company and we continue to raise funds for it over time), are typically commission based, and are payable on the successful completion of a transaction (for example, on the completion of a fundraise (such as a private placement or IPO) or the closure of an M&A transaction). Transactions are also susceptible to impact from exogenous factors. However, as is the case with performance and incentive fees, transaction fees provide potential upside to our revenues and, in our view, can be highly accretive to our profitability.

Taken together, our historically predictable revenue base, combined with robust performance, incentive and transaction fees, translates into what we believe is a stable earnings model. This earnings model, coupled with a disciplined and efficient cost structure, produces what we believe mitigates the risk of downside volatility in profit margins.

Global Wealth Management Services Fees

Investment Management and Advisory Services Fees

Investment management or advisory fees are generally calculated on the basis of a percentage of the value of each client's assets under management or advisement (as applicable). Typically, such fees are paid quarterly.

Some clients in certain jurisdictions may also pay performance fees if their portfolio achieves returns in excess of an agreed benchmark or hurdle rate. Typically, such fees are paid annually upon crystallization (i.e., they are not accrued).

Trusts and Administration Services and Family Office Services Fees

We have a variety of pricing models for these services which depend on the scope and extent of services a particular client requires. Such pricing models may be structured as a flat fee, fixed fees for particular services, variable fees based on particular services or fees charged on a time-spent basis, or a combination of these. Some fee items are payable annually, while others are usually payable quarterly. In most cases, the services are performed on a repeated basis through the life of a structure or relationship and so such fees are recurring.

Co-investment Fees

Fees earned on Co-investments include arrangement, retainer, management, advisory, performance, acquisition, promote and other associated fees, as well as interest arbitrage for debt structures.

Arrangement fees are typically 50 to 100 basis points of equity value contributed into transaction. Acquisitions fees are typically payable where there are no agency fees or where there is an off-market transaction sourced by the team. Such acquisition fees are usually in the range of 50 to 100 basis points of the purchase price of the relevant acquisition. The equity structures are long term (5-10 years) closed-ended structures with fees normally ranging between 50 and 175 basis points of the equity value committed or drawn. The debt structure terms are generally between 12 and 36 months. The investment adviser, general partner or other entity entitled to fees in respect of each of our Co-investments receives such fees either monthly, quarterly or annually.

We may be entitled to a portion of the performance-related entitlements (such as carried interest or promote) that may be payable on exit from Co-investment transactions. Carried interest entitlements are not accrued and are only recognized once crystalized on exit. Such revenues are only received if the investor hurdle (i.e., a minimum return to the investor) is reached and may include a catch-up. A catch-up takes effect when an investor's returns reach the defined hurdle rate, giving them an agreed level of preferred return. The carried interest recipient then enters a catch-up period, in which it may receive an agreed percentage of the profits until the profit split determined by the carried interest agreement is reached. Carried interest entitlements are based on a percentage of the investor return above such hurdle and are set on a deal and fund basis. Typically, carried interest entitlements represent 10% to 20% of the investors' equity internal rate of return in excess of an 8 to 15% hurdle, with no carried interest entitlement being payable if the hurdle is not met.

Certain existing Co-investment vehicles, joint ventures and affiliates have entered into advisory and/or management agreements whereby we receive a share of base advisory and/or management fees from the inception of such joint venture or affiliate relationship through to the liquidation of the relevant transaction. Where we have established feeder vehicles for clients, there may also be administration and advisory fees associated with those vehicles (these are earned by our trusts and administration business).

Fund Management Fees

We earn fees from our fund management and advisory services, either directly or through profit or revenue sharing arrangements with the External Strategic Managers. Management fees are paid either quarterly or monthly and incentive fees generally crystalize annually at year end.

We have a 50.63% profit share in the TIG Arbitrage strategy, through which we directly receive management fees and incentive fees from the underlying funds and accounts (see further below). Under the existing Amended and Restated Limited Liability Company Agreements of TIG Trinity Management, LLC and TIG Trinity GP, LLC, and related Supplemental Agreement thereto, each dated as of October 25, 2018, the portfolio manager for the TIG Arbitrage strategy (i.e., our internally managed event-driven strategy comprised of underlying funds and accounts), has a Class D-1 equity interest that entitles him to 49.37% of the pre-tax profit and losses attributable to the TIG Arbitrage strategy. Accordingly, he receives these amounts as an equity owner of TIG Trinity Management, LLC and TIG Trinity GP, LLC through this separate class of equity interests and the remaining 50.63% of the economics are shared by all of the equity owners of TIG Trinity Management, LLC and TIG Trinity GP, LLC (including the portfolio manager of the TIG Arbitrage strategy) through the remaining classes of equity interests in TIG Trinity Management, LLC and TIG Trinity GP, LLC. The audited financial statements are prepared at the consolidated entity level of TIG Trinity Management, LLC and TIG Trinity GP, LLC and not at the individual partner allocation level.

Management fees and incentive fees from our economic interests with External Strategic Managers are earned through our profit or revenue sharing arrangements with the External Strategic Managers. Our economic interests with our External Strategic Managers are as follows:

- Romspen Investment Corporation (Real Estate Bridge Lending Strategy), 20.92% profit share;
- Zebedee Capital Partners (European Equities), 19.99% revenue share; and
- Arkkan Capital (Asian Credit and Special Situations), 9.00% revenue share.

With respect to the various real estate funds that we advise, we receive investment advisory fees directly on a quarterly basis, and such fees are calculated on a sliding scale of percentages of the market capitalization or net asset value of the relevant fund. We also receive small fixed fees from acting as AIFM to certain of these funds.

Merchant Banking, Corporate Advisory, Brokerage and Placing Agency Services

On M&A mandates, we primarily generate success-based fees that are typically 1% to 2.5% of the financial outcome or target achieved.

For fundraising mandates for private corporate clients or funds, success fees are also earned, but are typically higher—in the range of 3% to 5% of the funds we raise (in line with market standards).

In each of the above cases, we may also generate small retainer fees that are typically retained in the event of a failed transaction process or deducted against success fees. In addition, we may also generate a project fee for certain M&A mandates related to the duration of such transaction.

For fundraising mandates for listed or publicly traded investment companies (including investment trusts and real estate investment trusts), where we act as placement agent, broker, or bookrunner, fees are primarily comprised of a commission payable on completion of the fundraise (which may be an initial public offering or secondary issuance of stock (e.g., a large single placement or a placement program)). The amount of the commission is calculated as a percentage of the gross proceeds of the capital raise and payable out of those proceeds. Small retainer fees may also be payable in some circumstances, where we act on an ongoing basis and conduct small capital raises from time to time, such as tap issuances.

OUR LEADERSHIP, CULTURE, AND VALUES

Experienced Management Team with Proven Track Record

We are led by a team of seasoned executives with significant and diverse experience. Our management team has considerable expertise across investment management, Impact Investing, alternative asset management, real estate, financial planning, and trusts and estates. Members of our senior management have an average of over 20 years of experience and a strong track record in building successful businesses from the ground up and generating superior returns across market cycles. Additionally, our senior management team has experienced little turnover since the inception of our predecessor businesses which we believe has enabled us to build meaningful long-term relationships and partnerships with our clients.

Diverse, Inclusive and Responsible Corporate Culture

As a human capital business, we believe our corporate culture, which is one of collaboration and connection, is one of our most important and valued assets. Our corporate culture starts at the highest level of management and is carried throughout the organization. We are committed to investing responsibly, operating our business with integrity, and building a diverse and inclusive workplace where our employees can grow and thrive. We are fully committed to diversity, equality, and inclusion at all levels of our business and are targeting 50% female representation in senior management by the end of our first five years of operations. As of December 31, 2022, approximately 44% of our employees were women.

Our Focus on Sustainable Finance and Impact Investing

In today's world those interested in deploying capital in pursuit of more than financial returns alone must wade through a global bazaar of acronyms, practices, and terms: sustainable finance, responsible investing, impact investing and ESG integration, among others, are all terms and investment practices that have evolved over recent decades with many credible advocates and practitioners.

For simplicity's sake, we begin with the understanding that all capital and all companies create impact, both positive and negative. And, on balance, as we invest capital in global markets, we seek to have a net positive impact upon our world. Therefore, we use the term "Impact Investing" to describe investment practices seeking to generate various levels of financial performance together with the generation of positive, measurable environmental and social impacts at a portfolio level. The use and our definition of this banner term acknowledges the different interpretations and uses, globally, but particularly between the United States and Europe, of the terms "Impact Investing" and "Sustainable Finance."

Under this banner of Impact Investing, we offer four distinct approaches to investment of client capital:

- Values Alignment: Offering public equity investments which may have either a positive or negative "tilt" based upon client-specific values and interests;

- ESG Integration: Investments which integrate consideration of environmental, social and governance factors into our assessment of investment opportunities to manage "off-balance sheet risk" represented by ESG factors or position investments to benefit from market opportunities represented by ESG factors;
- Thematic: Fund investments within the areas of environmental sustainability and socio-economic development; and
- Catalytic: Investments of near or below market return seeking to leverage private capital for greater public good.

Accordingly, we believe that it is our responsibility to leverage our global network of offices and partnerships, the skills of our employees and the influence and resources of our clients, so that we can collectively have a lasting and net positive impact on our communities and the environment, and we believe that our aims are aligned with those of the family offices and institutions we serve, for whom wealth is not measured purely in terms of financial returns but in the long-term, intergenerational preservation of quality of life and the generation of multiple, extra-financial returns, including improvements to environmental and social conditions for all, shareholders and stakeholders alike.

As of December 31, 2022, we had approximately $4.5 billion of our assets under management/assets under advisement ("AUM/AUA") dedicated to Impact Investing. Our intention is to seek to further expand this amount as we seek to play our part, as a responsible corporate citizen, in directing capital to sustainable investments that will aid in the transition to a low carbon economy, as well as investments that are well managed and socially beneficial. Like us, our clients and investors are increasingly focused on risk-adjusted returns associated with socially and environmentally responsible investment opportunities and we consider it a fundamental part of our mission, as long term stewards of client capital, to ensure that these non-financial investment goals are not only met, but advanced in new, innovative ways.

Global Wealth Management Services and Co-investments

At AlTi, we offer our clients various strategies to invest sustainably and with net positive impact, all of which may be aligned with clients' interests, values, beliefs and preferences. Within the four categories of Impact Investing described above, some of our managers actively promote positive social and environmental change aligned with the UN Sustainable Development Goals ("UN SDGs"). Such investments can be solely focused on these solutions, by mandate or prospectus, or involve strategies that actively practice engagement and stewardship to promote change and improvement in corporate ESG behavior. In this category we also consider strategies whose holdings meaningfully align with investable themes associated with the UN SDGs for a significant part of the overall portfolio. Investments in this category do not have to be solving a specific social or environmental challenge, but they must be contributing positively to sustainability challenges. These might also be called sustainable investment strategies.

Furthermore, we also pursue investments that are expected to have a material impact in advancing long-term attainment of one or more UN SDGs. In other words, the investment or investment manager strategy has committed to be classified as an intentional, positive impact strategy. They have chosen to proactively invest in solutions for one or more of the 17 UN SDGs and are willing to provide transparent extra-financial reporting metrics in accordance with evolving international standards and practices to evidence this impact. Strategies in this category aim to demonstrate materiality, intentionality, and additionality (the extent to which the provision of a UN SDG solution would not have occurred in the absence of this investment) in their underlying investments, and the impact of the underlying companies is thus measurable and reportable.

We are conscious that investments might also generate a negative impact and that certain asset classes in which we invest may attract added attention from an Impact Investing perspective. We seek to engage with our third-party managers to improve transparency and reporting on any unnecessary negative impact of our investments. We believe that negative social and environmental impacts can pose a financial risk to portfolios.

How We Integrate Impact Investing within our Global Wealth Management Services and Co-investments

An analysis of this Impact Investing framework is fully integrated into AlTi's investment research process. This analysis is divided into two parts:

- Investment due diligence—focusing on the fundamental characteristics of a given investment strategy or opportunity, how the manager analyses, recognizes and monitors ESG, sustainable or impact factors and a manager's approach to engagement and stewardship; and
- Operational due diligence—review of the corporate social responsibility ("CSR") practices of the third-party manager themselves including ownership, human resources and diversity issues questions, the management company's approach to their environmental footprint, and commitment to a lower carbon future.

AlTi has an integrated environmental, social, governance and nominating committee (the "nominating committee") with the mandate to continue growing momentum towards our ESG and sustainable investment initiatives and client engagement in this area. The nominating committee consists of the CIOs and Heads of Research as well as senior decision makers across the global investment offices. Importantly all senior members of the nominating committee are also voting members of the public markets, private markets, and hedge fund investment committees to ensure continuity of message and approach.

The nominating committee has responsibility for, among other things:

- Establishing and implementing methodology for manager rating and client scoring;
- Reviewing manager engagement and voting reports and considering AlTi's engagement with managers;
- Providing continued momentum to Impact Investing initiatives;
- Helping set research priorities for new sustainable and impact funds; and
- Continuing to work on client sustainable education, presentation and reporting.

OUR HISTORY AND PRESENCE TO DATE

Our History

AlTi owes its history to the achievements of TWMH, the TIG Entities, Alvarium and their respective founders. TIG was founded in 1980 by Carl Tiedemann to enable talented money managers to build their fund businesses, using a centralized platform of proven services that enable portfolio managers to focus exclusively on their clients and realize their investment objectives. Carl Tiedemann, Craig Smith, and Michael Tiedeman established TWMH on the premise that a wealth management business organized on principles of delivering a combination of excellent investment performance and high-touch client service would quickly differentiate itself from its competitors. Alvarium was established by its founder partners as LJ Capital in 2009, initially with the aim of sourcing direct and Co-investments in real estate in the UK and in Central Europe. The firm rebranded as LJ Partnership and underwent a series of acquisitions, before rebranding as Alvarium in 2019.

Full details of the history of each of AlTi's legacy businesses is set out under the heading "—*Our History*" in the sections in this Prospectus/Offer to Exchange entitled "*Historical Business of TWMH*", "*Historical Business of the TIG Entities*," and "*Historical Business of Alvarium*."

Our Presence to Date

Our business is global, with approximately 470 professionals operating in 22 cities in 10 countries across three continents, as of December 31, 2022.

OUR MODEL FOR GROWTH

Our business model is proven and powerful with four key elements: client centricity; local services with global reach; access to unique and creative opportunities; and an innovative and nimble culture. Our true client-centric practice is manifested in solutions-based advice and access to a network of like-minded, multi-generational entrepreneurs. We also provide our clients comprehensive, global and proprietary services that are tailored to their evolving needs and priorities. In addition, we offer our clients and investors proprietary direct and Co-investment opportunities.

We create shareholder value through an expansive, but complementary, service and product offering to overlapping and connected target markets of clients, investors and businesses, and associated earnings growth derived therefrom.

Record of constructive partnership

We have the mergers and acquisition experience to complement proven organic growth, having made more than 25 acquisitions or joint venture investments to date. Below are three examples of such accretive transactions (past performance and outcomes of such transaction are not necessarily indicative of future results or performance or outcome of other similar transactions).

- Acquired initial stake in LXi REIT Advisors in 2017 and have since built our shareholding to almost 100%
- Expanded access to public markets
- Increased recurring revenue from permanent capital base
- In July 2022, LXi REIT plc acquired Secure Income REIT plc and LXi REIT Advisors continues to advice the combined entity.

- Acquired Seattle-based $3.4 billion AUM wealth manager in 2017
- Grew scale and West Coast presence in wealth management
- Expanded Impact Investing capabilities

- Acquired initial minority stake in Toronto-based real estate bridge lender in 2018
- Provided Romspen immediate distribution access to U.S. and global investors
- Have since made follow-on investment to support rapid growth

Applying our core principles globally, we aim to build on the success of our business, through:

- Organic Growth: We attract clients and grow our AUM by providing exceptional client service and executing our clients' investment objectives, partnering with our clients to deliver solutions, and accessing Impact Investing, innovative investment opportunities on our clients' behalf.
- Selective Accretive Acquisitions: We thoughtfully evaluate global acquisition opportunities that enhance and deepen the services that we can offer our clients and investors. As the global markets continue to evolve, we see manifold possibilities for accretive expansion.

Through our business lines, we intend to: (1) provide our clients and investors access to unique investment and Co-investment opportunities; (2) provide customized service to meet the needs of our clients and their families; (3) invest with intention—taking seriously the modern responsibilities of wealth; (4) innovate continuously to meet the needs and aspirations of our clients and investors; and (5) grow rapidly—both organically and by acquisitions—to build a premiere global asset management business.

With scale, a strong reputation and global reach, we intend to continue to grow by staying true to our mission "To Help Our Clients Achieve What They Value Most."

HISTORICAL BUSINESS OF TWMH

The following discussion reflects the business of TWMH prior to the Business Combination. In this section, unless the context otherwise requires, references to "TWMH," "we," "us," and "our" are intended to mean the business and operations of Tiedemann Wealth Management Holdings, LLC and its subsidiaries, and their predecessor entities where applicable.

Our Company

We are a premier, full-service multi-family office that, as of December 31, 2022, has approximately $19.3 billion of AUM and $29.9 billion of AUM/AUA, inclusive of non-discretionary assets. Our firm is focused on providing financial advisory and related family office services to HNWIs, families, endowments, and foundations. In addition to a wide range of investment capabilities, we offer a full suite of complementary and customized family office services for families seeking comprehensive oversight of their financial affairs. Our growth and success at attracting high net worth clients, primarily by taking market share from our competitors is indicative of our initial premise of providing objective advice and execution on a multitude of financial services for our clients. Our organic growth has been complemented by selective hiring and by two successfully completed acquisitions, which have expanded not only our assets under management but also our professional ranks, geographic footprint, and service capabilities. Importantly, our core competency includes extensive Impact Investing advisory services and we are a signatory of the Principles for Responsible Investing ("PRI"). Our success is manifested in our annual client retention rate, which averaged 97% from 2019 to 2022.

Business Segments

Investment Advisor

We offer comprehensive investment advisory services, including investment strategy, asset allocation, investment manager selection, risk management, portfolio construction and implementation, and reporting. While we provide the majority of such advisory services on a discretionary basis, we also have the ability to support our clients on a non-discretionary basis, through client-directed trade execution and investment implementation.

We assist each client in establishing investment objectives, return expectations, and risk tolerance, all of which are the basis for the development of an Investment Policy Statement ("IPS"). Based on the IPS, we allocate client portfolios to target an agreed upon risk adjusted return, and are agnostic to asset class, sector, geography and/or investment structure. Portfolios are typically implemented through third-party managed accounts or Managed Funds (defined below).

Investment Manager Selection, Monitoring and Due Diligence Services

We may recommend that clients allocate a portion or all of their portfolio to mutual funds, Exchange Traded Funds ("ETFs"), hedge funds, private equity, real estate, or other funds (each, a "Managed Fund"), which are managed by a third-party manager (a "Fund Manager").

We identify potential Fund Managers for client portfolios through networks that we have established over two decades from our Investment Group, employees, clients, affiliates, as well as databases and industry conferences. After a potential Fund Manager is identified, we perform investment due diligence on the fund and its key personnel through a variety of methods, which may include, but are not limited to, a review of the manager's offering documents, the SEC, or other regulatory filings (if applicable), and interviews with the manager's personnel (both principals and staff). Additionally, we supplement our proprietary work with operational due diligence and background checks on key individuals through specialist third-party providers.

For those Fund Managers who we utilize in client portfolios, we conduct on-going reviews and analyses of each Fund Manager's investment performance, including, but not limited to, adherence to its investment strategy, guidelines or restrictions and organizational stability.

Impact Investing

We provide comprehensive Impact Investing advice to a growing number of clients, as Impact Investing is integral to our mission, values and corporate growth strategy. As of December 31, 2022, we had $3.8 billion of assets dedicated to Impact Assets. Impact Assets reflect total firmwide investments into companies, organizations, or funds with the intention to generate positive social and/or environmental impact alongside financial return. Our definition of impact investment is limited to investments where positive social and environmental impact is a core investment goal. It excludes investments made without the expectation of financial return (philanthropy) and it excludes investments where social and environmental impact are merely a consideration rather than a core investment goal. Most investments designated as impact investments have been subject to our due diligence framework, which guides our overall approach to impact investing across asset classes, geographies, and sectors. Impact investments that have not been subject to the due diligence framework are typically legacy or client directed impact investments.

We deliver Impact Investing with four strategic approaches: (1) Aligned Strategies, (2) Integrated ESG Strategies, (3) Thematic Strategies, and (4) Catalytic Strategies, as outlined in the table below. These strategies are built around two established themes, Socioeconomic Development and Environmental Sustainability. In this way, we can take advantage of each asset class to activate the total portfolio in alignment with its specific goals.

Once an Impact Investing portfolio is constructed, reflecting the risk/return profile of our client, their values, and preferences, we measure both financial and non-financial outcomes through a fully integrated reporting platform. We also engage the power of shareholder activism to further our clients' goals and influence in corporate social responsibility. We leverage our network and strategic partnerships with organizations dedicated to Impact Investing to stay at the forefront of this evolving field.

Trust Administration Services

Through our Delaware trust company, we provide full corporate trustee and executor services. Our Delaware situs provides many advantages for our clients: investment and administrative flexibility, enhanced confidentiality, a historically progressive and responsive legislative and court system, superior asset protection, and state-level income tax minimization. Delaware also permits trusts to continue in perpetuity, providing families with substantial opportunities to implement estate, gift, and generation-skipping tax minimization strategies.

Performance Measurement and Reporting

We typically provide clients with a performance report, detailing the clients' portfolio performance and comparing such performance to relevant benchmarks or indices. If requested by a client, the reporting can include information encompassing assets that are not in their portfolio. In addition to financial performance, we are also able to discuss a client's impact performance for those interested in tracking extra-financial returns. We

choose to use third-party software for record-keeping, performance calculation, and reporting, and we prepare performance reports by using data provided by custodians, investment managers, and independent pricing services.

Non-Advisory Services

We may offer non-advisory services to our clients, including coordination of legal-related and strategic business planning, wealth transfer planning, estate planning, research on trustee placement and multi-generational education planning, administrative, tax planning and concierge services among others.

Family Office Services ("FOS")

Our FOS segment provides tailored family office solutions and administrative services to families, trusts, foundations, and institutions. Our FOS include:

- Family governance and transition;
- Wealth and asset strategy;
- Trust and fiduciary services;
- CFO and outsourced FOS;
- Philanthropy; and
- Lifestyle and special projects.

We work with clients' existing advisors or coordinate legal, and tax advice operating in partnership with carefully selected third-party advisors and professionals to provide a collegial approach to obtaining the right advice and support for families and their associated structures.

Our History

We were founded in 1999 on the premise that if we staffed and organized our business to deliver a combination of excellent investment performance and high-touch client service, we would quickly differentiate our business from a crowded field of firms nominally in the wealth management business. We seek to attract and serve a base of individuals and families with $25 million or more of investable assets, where we believe we are particularly well-positioned to offer comprehensive investment and family office service solutions. In 2016, we acquired Presidio Wealth Management, a wealth manager with approximately $4.1 billion of AUM. Then, in 2017 we acquired the Threshold Group, another independent wealth advisor and a leader in the rapidly growing Impact Investing market segment, with approximately $3.8 billion of total AUM (including both impact and non-impact client assets). This acquisition cemented our commitment to be a leader in Impact Investing for our clients.

As of December 31, 2022, our top ten client relationships as measured by billable assets had an average size of $554.4 million and represented approximately 18.6% of our billable assets.

Fee Structure

Management Fees

Our fees for our investment advisory services, family office, trust, and related administrative services are structured to align our financial incentives with those of our clients to ensure they receive objective advice. The majority of our fees are generated from our discretionary asset management and are calculated from the value of the assets we manage for our clients. Fee revenues increase as our clients' assets grow in value and vice versa. Unlike discretionary asset management fees, our fees for family office services and related administrative services are generally not based on or correlated to market values of our clients' assets. For these services, we generally charge clients a negotiated fee based on the scope of work agreed upon. We believe these high-touch services create strong client relationships and contribute meaningfully to our record of client retention.

We charge a single asset-based advisory fee based on the size of the asset base and the scope of work for the assets we are responsible for managing. All fees are charged quarterly, in arrears at quarter-end. Fees, which vary depending upon the level and complexity of client assets, are calculated based on each client's rate applied to the fair market value of the billable assets at quarter-end.

Assets under advisement ("AUA") consist of all assets we are responsible for overseeing and reporting on, but we do not necessarily charge fees on all such assets. Billable assets represent the portion of our assets on which we charge fees. Non-billable assets are exempt of fees and consist of assets such as cash and cash equivalents in certain agreed upon situations, personally owned real estate, and other designated assets. Total AUM/AUA is $29.9 billion, while billable assets are $17.63 billion, as of December 31, 2022.

FOS Fees

FOS fees are generated from our families of sufficient size and complexity that require such services. FOS fees are generally structured to reflect an annual agreed upon fee or they can be structured on a project/time-based fee. Annual fees begin at $10,000 or higher based upon services provided. FOS fees are typically billed quarterly in arrears. We also generate FOS project/time-based fees arising from accounting, administration fees, set up, FATCA, and other non-investment advisory services. FOS fees are reviewed annually. We also generate trustee and administrative trustee fees from clients of Tiedemann Trust Company. These fees begin at $7,500 per trust and can be significantly higher based upon size, complexity, and services offered by the structure. Fees are typically billed quarterly in arrears.

Employees

As of December 31, 2022, we employed 151 individuals, including 17 investment professionals, and approximately 45% of our employees are women. Diversity, equity, and inclusion are key to our firm's open culture and long-term success. We recognize the important link between corporate values, employee engagement, and corporate performance. We also strive to foster a supportive environment that cultivates professional growth and development and encourages team members to continuously develop their skills. We consider our relationship with employees to be vital and are focused on effective attraction, development, retention, compensation and benefits for all employees. This includes workforce and management development, diversity and inclusion initiatives, corporate culture and leadership quality, and morale and development, which are vital to the success of our innovation-driven growth strategy. Our values are built on mutual respect, constructive dissent, operating at the highest standard, and acting in the best interest of our stakeholders.

Regulatory and Compliance Matters

Our businesses, as well as the financial services industry, generally are subject to extensive regulation, including periodic examinations, by governmental agencies and self-regulatory organizations or exchanges in the United

States and foreign jurisdictions in which we operate. Such regulation relates to, among other things, antitrust laws, anti-money laundering laws, anti-bribery laws relating to foreign officials, tax laws, and privacy laws with respect to client and other information, and some of our funds invest in businesses that operate in highly regulated industries.

Each of the regulatory bodies with jurisdiction over us has regulatory powers dealing with many aspects of financial services, including the authority to grant, and in specific circumstances to cancel, permissions to carry on particular activities. Any failure to comply with these rules and regulations could limit our ability to carry on particular activities or expose us to liability and/or reputational damage. Additional legislation, increasing global regulatory oversight of fundraising activities, changes in rules promulgated by self-regulatory organizations or exchanges, or changes in the interpretation or enforcement of existing laws and rules, either in the United States or elsewhere, may directly affect our mode of operation and profitability. See "*Risk Factors—Risks Related to the Target Companies—We are subject to extensive government regulation, and our failure or inability to comply with these regulations or regulatory action against us could adversely affect our results of operations, financial condition or business.*"

Rigorous legal and compliance analysis of our businesses and our funds' investments is important to our culture. We strive to maintain a culture of compliance using policies and procedures such as compliance oversight, codes of ethics, compliance systems, communication of compliance guidance, and employee education and training. All employees must annually certify their understanding of and compliance with key global firm policies, procedures, and code of ethics. We have a compliance group that monitors our compliance with the regulatory requirements to which we are subject and manages our compliance policies and procedures. Our Chief Compliance Officer supervises our compliance group, which is responsible for monitoring all regulatory and compliance matters that affect our activities. Our compliance policies and procedures address a variety of regulatory and compliance risks such as the handling of material non-public information, personal securities trading, valuation of investments, document retention, potential conflicts of interest, and the allocation of investment opportunities.

Many jurisdictions in which we operate have laws and regulations relating to data privacy, cybersecurity, and the protection of personal information. Any determination of a failure to comply with any such laws or regulations could result in fines and/or sanctions, as well as reputational harm. Moreover, to the extent that these laws and regulations or the enforcement of the same become more stringent, or if new laws or regulations or enacted, our financial performance or plans for growth may be adversely impacted.

United States

SEC Regulations

We provide investment advisory services through an entity that is registered as an investment adviser with the SEC pursuant to the Advisers Act. As compared to other, more disclosure-oriented U.S. federal securities laws, the Advisers Act, and the Investment Company Act of 1940, as amended (the "Investment Company Act"), together with the SEC's regulations and interpretations thereunder, are highly restrictive regulatory statutes. The SEC is authorized to institute proceedings and impose sanctions for violations of the Advisers Act and the Investment Company Act, ranging from fines and censures to termination of an adviser's registration.

Under the Advisers Act, an investment adviser (whether registered or not under the Advisers Act) has fiduciary duties to its clients. The SEC has interpreted these duties to impose standards, requirements, and limitations on, among other things, trading for proprietary, personal, and client accounts; allocations of investment opportunities among clients; and conflicts of interest. The Advisers Act also imposes specific restrictions on an investment adviser's ability to engage in principal and agency cross transactions. Our firm is subject to many additional requirements that cover, among other things, disclosure of information about our business to clients; maintenance of written policies and procedures; maintenance of extensive books and records; restrictions on the types of fees

we may charge, including incentive fees or carried interest; solicitation arrangements; maintenance of an effective compliance program; custody of client assets; client privacy; advertising; and proxy voting. The SEC has authority to inspect any registered investment adviser and typically inspects a registered investment adviser periodically to determine whether the adviser is conducting its activities in compliance with (i) applicable laws, (ii) disclosures made to clients, and (iii) adequate systems, policies, and procedures to ensure compliance.

Under the Advisers Act, our investment advisory agreements may not be assigned without the client's consent. "Assignment" is broadly defined and includes direct assignments as well as assignments that may be deemed to occur upon the transfer, directly or indirectly, of a controlling interest in us.

Other Federal and State Regulators; Self-Regulatory Organizations

In addition to SEC regulatory oversight, we are subject to compliance under the Advisers Act, and there are several other regulatory bodies that have or could potentially have jurisdiction to regulate our business activities.

Competition

The wealth management industry is highly fragmented (more than 6,600 RIAs in the United States alone), leading to intense competition on both the regional and local levels. According to Piper Sandler, the industry's fragmentation is driven by a few key factors, including:

- Low barriers to entry: launching a wealth management firm entails relatively low start-up costs with little upfront capital; and
- Local focus: wealth management firms are typically locally focused and expansion beyond an RIA's local market can require significant costs and senior management resources.

In addition to the competition on the local level, we face intense competition from national wealth managers, ranging from large independent wealth managers and wealth managers that sit within larger financial institutions, to private equity-backed wealth management platforms, which have been relatively recently built through serial acquisitions. These platforms include BBR, Brown Advisors, SCS, Bessemer, Hightower Advisors, Captrust, Beacon Pointe Advisors, Creative Planning, Mercer Advisors, Wealth Enhancement Group, and Kestra, among others.

Competition is also intense for the attraction and retention of qualified employees. Our ability to continue to compete effectively in our businesses will depend upon our ability to attract new employees and retain and motivate our existing employees.

For additional information concerning the competitive risks that we face, see "*Risk Factors—Risks Related to Our Business and Industry—If we are unable to compete effectively, our business and financial condition could be adversely affected*."

HISTORICAL BUSINESS OF THE TIG ENTITIES

The following discussion reflects the business of the TIG Entities prior to the Business Combination. In this section, unless the context otherwise requires, references to the "TIG Entities," TIG," "we," "us," and "our" are intended to mean the business and operations of TIG Trinity GP, LLC and TIG Trinity Management, LLC and their respective subsidiaries, and their predecessor entities where applicable.

Our Company

We are an alternative investment management firm that manages approximately $3.0 billion of AUM within our internal investment strategies as of December 31, 2022. In addition, we have made strategic investments with our External Strategic Managers, who manage approximately $5.3 billion of AUM in the aggregate as of December 31, 2022. The strategies of these External Strategic Managers include Real Estate Bridge Lending, European Equities and Asian Credit and Special Situations. We are focused on partnering with global alternative asset managers in order to unlock and achieve growth from both an asset and operational perspective. We have a strong track record of identifying managers that focus on sourcing uncorrelated investment opportunities in both public and private markets and then utilizing our long-standing operating platform to assist managers with growth. Our TIG Arbitrage strategy, which is managed by our subsidiary TIG Advisors, LLC, an SEC-registered investment advisor ("TIG Advisors"), and the External Strategic Managers, each focus on capital preservation and uncorrelated returns by managing alpha driven investment strategies that align with the needs of a diverse global investor base. As a growth-oriented partner, we work with our fund managers on marketing, business development, strategy and operational efficiencies.

Business Segments

Event-Driven Global Merger Arbitrage

The TIG Arbitrage strategy is our event-driven strategy based in New York. This strategy, which has approximately $3.0 billion of AUM as of December 31, 2022, focuses on 0-to-30-day events within the merger process. The investment team employs deep research on each situation in the portfolio with a focus on complex, hostile, up-for-sale situations where our primary research work can drive uncorrelated alpha. Our research and investment process is focused on hard catalyst events.

Romspen—Real Estate Bridge Lending Strategy (External Strategic Manager)

The External Strategic Manager that operates a real estate bridge lending strategy is based in Toronto and focuses on complex construction, term, and pre-development bridge loans throughout North America. The strategy has approximately $2.2 billion AUM as of December 31, 2022. The External Strategic Manager's experience with mortgages dates back to the 1950s when the firm operated as a real estate law firm and entered the mortgage-lending business in the 1960s. The manager converted its individual mortgage syndication business to a commingled fund in early 2006. The strategy's diversified portfolio primarily consists of first lien mortgages with little to no structural leverage. The team places an emphasis on risk management via rigorous underwriting consisting of borrower analysis, vetting, and extensive monitoring across all major real estate asset classes.

Zebedee—European Equities (External Strategic Manager)

The External Strategic Manager focused on European equities is based in London. The strategy has approximately $1.6 billion AUM as of December 31, 2022. Founded in 2001, this External Strategic Manager trades the portfolio actively and is absolute return-oriented with a focus on financials, cyclicals, and mining and minerals. The strategy is market agnostic and runs with a variable net exposure, equally comfortable net long or net short.

Arkkan—Asian Credit and Special Situations (External Strategic Manager)

The External Strategic Manager has operated an Asia Pacific credit and special situations strategy based in Hong Kong since 2013. The strategy has approximately $1.5 billion AUM as of December 31, 2022. The External Strategic Manager has more than 25 years of experience investing in performing, stressed, and distressed bonds and loans throughout the Asia Pacific region. We believe their on-the-ground expertise and deep local network makes it well-positioned to capitalize on an under-researched and inefficient market with limited competition and attractive levels of stressed and distressed activity.

Institutional Investment Platform

We offer both our managers and the External Strategic Managers a complete platform solution to enable them to focus primarily on their core investment competency. This includes Investments, Financial Planning and Strategy, Sales and Marketing, and Back and Middle Office Infrastructure/Administration. A list of our services is set forth below.

Investments, Financial Planning, and Strategy:

- Business Planning and Talent Sourcing
- Budgeting and Growth Oversight
- Strategic Development and Training

Sales and Marketing:

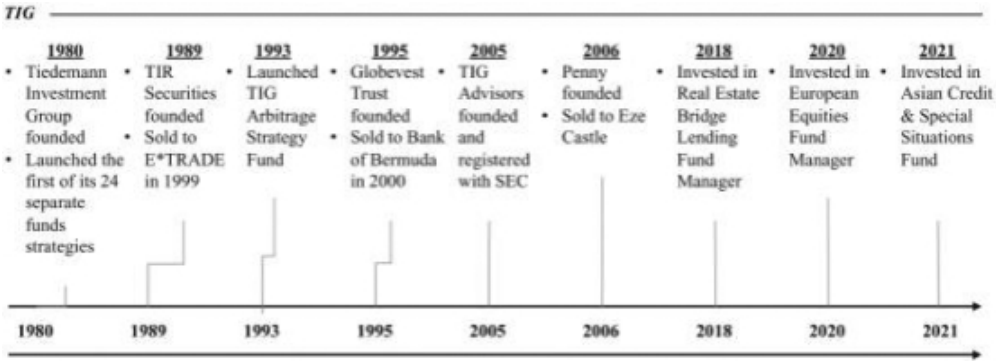
- Centralized Marketing
- Strategic Positioning
- Product Development
- Sales Planning & Execution
- Investor Relations
- Materials Oversight
- Branding
- Sales Channel Expertise covering the United States, Canada, EU, Asia, and Latin America

Back and Middle Office Infrastructure/ Administration:

- Risk Management
- Legal and Compliance
- Treasury Management
- Collateral Management
- Technology Infrastructure & Systems
- Middle Office Operations
- Accounting Services
- Real Estate Management
- Counterparty Management
- Human Resources

Our History

We are seasoned entrepreneurs and over our history have advised more than 30 financial businesses on their growth strategy. Since inception in 1980, we have supported and helped money managers build their fund businesses, using a centralized platform of services proven to allow portfolio managers to focus exclusively on portfolio management. In total, we launched 24 separate fund strategies. In 1993, we launched the current version of the TIG Arbitrage strategy, which has grown from $6 million AUM in 1993 to $3.0 billion AUM as of December 31, 2022. In 2018, we launched a new business initiative focused on making growth equity investments in alternative managers as described above and set forth in the timeline below. Our first investment was in Romspen, the real estate bridge lending External Strategic Manager in 2018, followed by an investment in Zebedee, the European equities External Strategic Manager in 2020, and Arkkan, the Asian credit and special situations External Strategic Manager in January 2021.



Investment Process Overview

We believe there is a significant opportunity to expand our business by partnering with various mid-sized alternative asset managers to provide capital, as well as marketing and operational support. We endeavor to identify a portfolio of managers with very low capital market sensitivity and low correlation to each other. Our underlying strategies are all competitive within their peer group, positioned to grow, exhibit low volatility, and are typically in the range of $500 million to $3 billion in AUM. Our investment process is described below.

Origination and Sourcing

Our investment team has an extensive network from which to generate deal flow and referrals. Specifically, we originate portfolio investments from a variety of different investment sources, including among others, private equity sponsors, management teams, financial intermediaries and advisers, investment bankers, family offices, accounting firms, and law firms. We believe that our experience across different industries and transaction types and our history as operators makes us particularly qualified to source, analyze, and execute investment opportunities.

Due Diligence Process

Once we identify managers of interest, we engage in a detailed diligence process. The process through which an investment decision is made involves extensive research into the manager and the fund, its strategy, its growth prospects, and its ability to withstand adverse market conditions. If one or more members of the investment team responsible for the transaction determines that an investment opportunity should be pursued, we will engage in an intensive due diligence process. We vet performance and investment decisions both individually using internal and external risk systems relevant for each strategy and by assembling a peer group.

We also vet the management team and require background checks of key personnel. We compile an internal diligence report reviewing historical AUM, flows, investor concentration, marketing history and prospects, technology, risk systems, and the investment team and their processes. We also review ESG considerations. In addition to our internal review, we engage a third party operational due diligence team to conduct a thorough investigation. Finally, prior to agreeing to a transaction, we bring in outside counsel to review legal documents and ensure reasonable deal terms are negotiated.

Selective Investment Process

After an investment has been identified and preliminary diligence has been completed, an investment committee memorandum is prepared. This report is reviewed by the members of the investment team in charge of the potential investment. If these members of the investment team are in favor of the potential investment, then a more extensive due diligence process is employed. Additional due diligence with respect to any investment may be conducted on our behalf by attorneys, independent accountants, and other third-party consultants and research firms prior to the closing of the investment, as appropriate on a case-by-case basis.

Structuring and Execution

Approval of an investment requires the unanimous approval of our investment committee. Once the investment committee has determined that a prospective portfolio company is suitable for investment, TIG Advisors works with the management team of that company and its other capital providers, including senior, junior, and equity capital providers, if any, to finalize the structure and terms of the investment.

Manager Monitoring

We monitor each of our managers and the External Strategic Managers on an ongoing basis. We monitor the financial trends of each manager to determine if it is meeting its business plans and to assess the appropriate course of action with respect to our investment in each manager. We have a number of methods for evaluating and monitoring the performance and fair value of our investments.

Employees

We believe that diversity is key to our firm's open culture and long-term success. We recognize the important link between corporate values, employee engagement, and corporate performance. We also strive to foster a supportive environment that cultivates professional growth and development and encourages team members to continuously develop their skills. We consider our relationship with employees to be vital, and are focused on effective attraction, development, and retention tools, including compensation and benefits, human resource talent, workforce and management development, diversity and inclusion initiatives, and corporate culture morale and development. All of the foregoing is vital to the success of our innovation-driven growth strategy. Our values are built on mutual respect, constructive dissent, always operating at the highest standard, and acting in the best interest of our stakeholders. Approximately 29% of our employees were women as of December 31, 2022.

Fee Structure

TIG Arbitrage and the External Strategic Managers earn management fees, and incentive fees tied to performance. We have a 50.63% profit share in TIG Arbitrage, through which we directly receive management fees and incentive fees from the underlying funds and accounts. For more information regarding the profit-share participation, refer to "*Business of Alvarium Tiedemann—Fund Management Fees.*"

Management fees and incentive fees earned from our economic interests with External Strategic Managers are earned through our profit or revenue sharing arrangements with the External Strategic Managers. Our economic interests in the External Strategic Managers are as follows:

- Real Estate Bridge Lending Strategy—20.92% profit share;

- European Equities—19.99% revenue share; and
- Asian Credit and Special Situations—9.00% revenue share.

The following describes our fee structure:

Management Fees. TIG Arbitrage and the External Strategic Managers are entitled to management fees as compensation for administrating and managing the affairs of the funds and separately managed accounts. Management fees are normally received in advance each month or quarter and recognized as services are rendered. The management fees for TIG Arbitrage are calculated using approximately 0.75% to 1.5% of the net asset value of the funds' underlying investments. The management fees for our External Strategic Managers are calculated using approximately 0.75% to 1.75% of the net asset value of the funds' underlying investments.

Incentive Fees. TIG Arbitrage and certain of the External Strategic Managers are entitled to receive incentive fees if certain performance returns have been achieved as stipulated in our governing documents. The incentive fees for TIG Arbitrage are calculated using 15% to 20% of the net profit/ income. The incentive fees for our External Strategic Managers are calculated using 15% to 20% or 15% to 35%, subject to a 10% hurdle, of the net profit/income. We recognize our incentive fees when it is no longer probable that a significant reversal of revenue will occur. Our incentive fees are not subject to clawback provisions.

Also included within Management Fees and Incentive Fees are income from such fees from our profit and revenue-share investments in External Strategic Managers.

Regulatory and Compliance Matters

Our businesses, as well as the financial services industry, generally are subject to extensive regulation, including periodic examinations by governmental agencies and self-regulatory organizations or exchanges in the United States and foreign jurisdictions in which we operate. Such regulation relates to, among other things, antitrust laws, anti-money laundering laws, anti-bribery laws relating to foreign officials, tax laws, and privacy laws with respect to client and other information, and some of our funds invest in businesses that operate in highly regulated industries.

Each of the regulatory bodies with jurisdiction over us has regulatory powers dealing with many aspects of financial services, including the authority to grant, and in specific circumstances to cancel, permissions to carry on particular activities. Any failure to comply with these rules and regulations could limit our ability to carry on particular activities or expose us to liability and/or reputational damage. Additional legislation, increasing global regulatory oversight of fundraising activities, changes in rules promulgated by self-regulatory organizations or exchanges or changes in the interpretation or enforcement of existing laws and rules, either in the United States or elsewhere, may directly affect our mode of operation and profitability. See "*Risk Factors—Risks Related to the Target Companies—We are subject to extensive government regulation, and our failure or inability to comply with these regulations or regulatory action against us could adversely affect our results of operations, financial condition or business.*"

Rigorous legal and compliance analysis of our businesses and our funds' investments is important to our culture. We strive to maintain a culture of compliance through the use of policies and procedures such as oversight compliance, codes of ethics, compliance systems, communication of compliance guidance, and employee education and training. All employees must annually certify their understanding of, and compliance with, TIG's policies, procedures, and code of ethics. Our Chief Compliance Officer supervises our compliance group, which is responsible for monitoring all regulatory and compliance matters that affect our activities. Our compliance policies and procedures address a variety of regulatory and compliance risks such as, but not limited to, the handling of material non-public information, personal securities trading, valuation of investments, document retention, potential conflicts of interest, and the allocation of investment opportunities.

Many jurisdictions in which we operate have laws and regulations relating to data privacy, cybersecurity, and protection of personal information, including the General Data Protection Regulation, which expands data protection rules for individuals within the European Union ("EU") and for personal data exported outside the EU, and the California Consumer Privacy Act, which creates new rights and obligations related to personal data of residents (and households) in California. Any determination of a failure to comply with any such laws or regulations could result in fines and/or sanctions, as well as reputational harm. Moreover, to the extent that these laws and regulations or the enforcement of the same become more stringent, or if new laws or regulations or enacted, our financial performance or plans for growth may be adversely impacted.

United States

SEC Regulations

We provide investment advisory services through TIG Advisors, an SEC-registered investment adviser pursuant to the Advisers Act. Under the Advisers Act, an investment adviser (whether or not registered under the Advisers Act) has fiduciary duties to its clients. The SEC has interpreted these duties to impose standards, requirements, and limitations on, among other things, trading for proprietary, personal and client accounts, allocations of investment opportunities among clients, and conflicts of interest.

The Advisers Act also imposes specific restrictions on an investment adviser's ability to engage in principal and agency cross transactions. Our registered investment advisers are subject to many additional requirements that cover, among other things, disclosure of information about our business to clients; maintenance of written policies and procedures; maintenance of extensive books and records; restrictions on the types of fees we may charge, including incentive fees or carried interest; solicitation arrangements; maintenance of an effective compliance program; custody of client assets; client privacy; advertising; and proxy voting. The SEC has authority to inspect any registered investment adviser and typically inspects a registered investment adviser periodically to determine whether the adviser is conducting its activities in compliance with (i) applicable laws, (ii) disclosures made to clients, and (iii) adequate systems, policies, and procedures to ensure compliance.

Other Federal and State Regulators; Self-Regulatory Organizations

In addition to SEC regulatory oversight, we are subject to the Advisers Act, and there are several other regulatory bodies that have or could potentially have jurisdiction to regulate our business activities.

Competition

The investment management industry is intensely competitive, and we expect it to remain so. We compete globally and on a regional, industry, and asset basis.

We face competition both in the pursuit of fund investors and investment opportunities. Generally, our competition varies across business lines, geographies, and financial markets. We compete for investors based on a variety of factors, including investment performance, investor perception of investment managers' drive, focus and alignment of interest, quality of service provided to and duration of relationship with investors, breadth of our product offering, business reputation, and the level of fees and expenses charged for services. We compete for investment opportunities at our funds based on a variety of factors, including breadth of market coverage and relationships, access to capital, transaction execution skills, the range of products and services offered, innovation, and price, and we expect that competition will continue to increase.

We and our funds also compete with public and private funds, commercial and investment banks, commercial finance companies and, to the extent they provide an alternative form of financing, private equity, and hedge funds. Many of our competitors are substantially larger and may have more financial, technical, and marketing resources than we do. Many of these competitors have similar investment objectives to us, which may create

additional competition for investment opportunities. Some of these competitors may also have a lower cost of capital and access to funding sources that are not available to us, which may create competitive disadvantages for us with respect to investment opportunities. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships than us. Lastly, institutional, and individual investors are allocating increasing amounts of capital to alternative investment strategies. Several large institutional investors have announced a desire to consolidate their investments in a more limited number of managers. We expect that this will cause competition in our industry to intensify and could lead to a reduction in the size and duration of pricing inefficiencies that many of our funds seek to exploit. Competition is also intense for the attraction and retention of qualified employees. Our ability to continue to compete effectively in our businesses will depend upon our ability to attract new employees and retain and motivate our existing employees.

For additional information concerning the competitive risks that we face, see "*Risk Factors Risks Related to Our Business and Industry—If we are unable to compete effectively, our business and financial condition could be adversely affected.*"

HISTORICAL BUSINESS OF ALVARIUM

The following discussion reflects the business of Alvarium prior to the Business Combination. In this section, unless the context otherwise requires, references to "Alvarium," "we," "us," and "our" are intended to mean the business and operations of Alvarium.

Our Company

We are a global multi-family office and investment boutique that provides tailored solutions for families, foundations, and institutions. We have $26.8 billion of AUM and AUA as of December 31, 2022, including $13.0 billion of direct investments in real estate, funds, and other vehicles. We have four principal business divisions: Investment Advisory ("IA"), Co-investments, FOS, and Merchant Banking ("MB").

Business Divisions

Each of our business divisions is focused on providing the services described below.

Investment Advisory

Our IA division offers comprehensive investment advisory services, including investment strategy and implementation, asset allocation, investment manager selection, and reporting. We provide such advisory services on both a discretionary and non-discretionary (advisory) basis. We can execute trades or recommendations on behalf of a client if a limited power of attorney has been granted by the client to us.

Our IA division provides investment advisory services to high net worth clients globally. We specialize in being a trusted adviser to high net worth individuals and families, trusts, endowments, and foundations with complex needs, seeking to provide a tailored and independent approach. With the perspective of a global organization combined with local resources, we provide quality advice, investment, and risk management services, combining deep expertise in alternative asset classes and co-investment opportunities to support high net worth clients' needs, wherever they reside. We aim to ensure that hard earned legacies become long-lasting legacies, with aligned partners and shareholders investing side-by-side with our clients.

We assist each client in establishing investment objectives, return expectations, and risk tolerance. Based on client profiles, we may offer one or more of the investment supervisory services in various different asset types in various different asset classes, including equity securities, ETFs, Warrants, options contracts on securities and commodities, futures and forward contracts, government securities, corporate debt securities and commercial paper, certificates of deposit, municipal securities, investment company securities, private equity funds, hedge funds, and other similar non exchange traded collective investment funds, direct investment opportunities including limited partnerships and direct debt.

Our IA division had over 200 client relationships as of December 31, 2022 with more than $9.4 billion of AUM/AUA (including both billable and non-billable assets).

The independence of our IA division is important to us and our IA clients. By "independent", we mean that our IA division operates independently of any managers or investment product manufacturers (including our own) to which we may allocate or recommend allocating capital. Our clients may opt-in to be informed of investment opportunities we are working on in our other business lines, and many do choose to do so. In all cases, each clients' individual objectives and expectations are our paramount concern, and we employ an "open architecture" approach, whereby we seek to find the best investment solutions for our clients in the marketplace as a whole.

Investment Manager Selection, Monitoring, and Due Diligence Services

We may recommend that a client allocate a portion of its portfolio in mutual funds, ETFs, hedge funds, private equity, real estate, or other funds, which are managed by third-party Fund Managers.

We identify potential Fund Managers for client portfolios through networks established by our employees and our affiliates, as well as through periodicals, directories, and databases containing information about investment managers. After a potential Fund Manager is identified, we perform due diligence on the Fund Manager and its key personnel through a variety of methods, which may include, but is not limited to, a review of the relevant Managed Fund's offering documents, the Fund Manager's SEC, or other regulatory filings (if applicable), and interviews with the Fund Manager's personnel (both principals and staff).

We conduct on-going reviews and analyses of each Fund Manager's and relevant Managed Fund's investment performance, including adherence to the relevant Managed Fund's investment strategy, guidelines, or restrictions.

Performance Measurement and Reporting

On a monthly basis, we provide clients with a performance report, detailing each client's portfolio performance compared to relevant benchmarks or indices. If requested by a client, we can include in the performance report information on assets that are not in their portfolio. The inclusion of such information may result in an additional fee to the client. We use third-party software for record-keeping, performance calculation, and reporting and we prepare performance reports by using data provided by custodians, investment managers, and independent pricing services.

Non-Advisory Services

We may offer non-advisory services to our clients, including coordination of legal-related and strategic business planning, wealth transfer planning, estate planning, research on trustee placement and multi-generational education planning, administrative, and concierge services among others.

Co-investments

Our Co-investments division provides access, for our network of investors, to private market direct investments in real estate and other alternative asset classes that we source and in which certain of our senior employees and our shareholders have invested alongside our investor network.

We initiated a diversified real estate investment program for our partners in 2010. We follow a thematic investment strategy, selecting sub-sectors based on in-house industry knowledge and long-term analysis of cyclical and geographic trends. Investors, typically HNWIs, single family offices and institutional investors, are invited to participate alongside our employees and shareholders on a deal-by-deal basis. Clients of our IA division who have opted-in to be provided with information on our co-investment transactions are also invited to participate on a deal-by-deal basis. We are the sponsor for these club deals and work with a pre-selected and vetted list of operating partners. In selecting operating partners, we will look for a demonstrable track record across multiple real estate cycles and a strong ability to source pipeline transactions. Our real estate investment team oversees deal origination, due diligence, documentation, and structuring from inception to exit. We are active in our approach to our operating partners, in some instances taking ownership stakes, as well as participating on boards and investment committees. As at December 31, 2022, our Co-investment platform has deployed more than $7 billion of capital (inclusive of capital raised for our real estate funds), of which approximately 15% has been invested by our shareholders and employees.

We have been expanding this Co-investment offering to provide access to proprietary investments in what we believe to be growth equity opportunities in the innovation economy, many of which are at the intersection of impact and innovation. These Co-investment opportunities are also offered to clients on an opt-in basis and provide a means for interested clients and investors to more directly access investments in later stage private companies in a range of transforming industry sectors that we believe offer the potential for high growth.

We also manage and advise a number of real estate investment funds in our Co-investments division (though these are distinct from our usual Co-investment transactions and are marketed differently).

As of December 31, 2022, our Co-investment division had over 250 investors, of which more than 150 were IA clients.

Equity Sale of Investment Adviser to Home REIT

On December 30, 2022, ARE an indirect wholly-owned subsidiary of Alvarium, entered into the Purchase Agreement to sell 100% of the equity in AHRA, investment adviser to Home REIT, to a newly formed entity owned by the management of AHRA Holdco, for aggregate consideration equal to approximately GBP 24 million, with such amount being the fair market value of AHRA as of December 30, 2022. The sale was completed concurrently with the execution and delivery of the Purchase Agreement.

AHRA Holdco paid the Purchase Price in the form of a promissory note with a fixed term, maturing on December 31, 2023, subject to extension if mutually agreed upon by the parties thereto. According to the terms of the Purchase Agreement, AHRA Holdco shall use all of its available cash, being dividends it receives from AHRA, to repay principal on the Note. Additionally, ARE received a call option pursuant to which ARE has the right to repurchase AHRA prior to the repayment of the note for a purchase price equal to the loan balance then outstanding thereunder.

The consolidated financial statements and AUM/AUA figures include the accounts of AHRA. Subsidiaries are companies over which Alvarium has the power indirectly and/or directly to control the financial and operating policies so as to obtain benefits. In assessing control for accounting purposes, potential voting rights that are presently exercisable or convertible are taken into account. Although Alvarium does not presently have legal control of AHRA, it has a right to reacquire such legal control through the call option it holds and accordingly AHRA has been deemed to be a subsidiary for accounting purposes. As a result of the consolidation, the value of the Note is eliminated from Alvarium's balance sheet.

If AHRA ceases to be the investment adviser to Home REIT, AHRA Holdco will no longer have an income with which to service its obligations under the Note. On March 15, 2023, Home REIT announced that it would be seeking a new investment adviser. While the timing for the appointment of such new investment adviser and the termination of AHRA's appointment is currently unknown, payments due under the Note will cease at, or soon after, the finalization of such arrangements. Additionally, the arrangements which have resulted in AHRA's consolidation will unwind upon termination of AHRA's appointment by Home REIT, meaning that AHRA's revenues and expenditure will cease being included in AlTi's consolidated financial statements.

Co-investment Process Overview

Due Diligence Process

The process through which an investment decision is made involves extensive research into the operating partner, its strategy, its growth prospects, and its ability to withstand adverse conditions. If one or more members of the investment team responsible for the transaction determines that an investment opportunity should be pursued, we will engage in an intensive due diligence process. We also review ESG considerations.

Selective Investment Process

After an investment has been identified and preliminary diligence has been completed, an investment committee memorandum is prepared. This report is reviewed by the members of the investment team in charge of the potential investment. If the members of the investment team are in favor of the potential investment, then a more extensive due diligence process is employed. Additional due diligence with respect to any investment may be conducted on our behalf by attorneys, independent accountants, and other third-party consultants and research firms prior to the closing of the investment, as appropriate on a case-by-case basis.

Structuring and Execution

Approval of an investment requires the majority approval of the Co-investments investment committee relevant to the asset class. Once the investment committee has determined that a prospective opportunity is suitable for investment, the investment team works with the operating partner to finalize the structure and terms of the investment.

Co-investment Monitoring and Reporting

We monitor our co-investments on an ongoing basis and provide ongoing periodic reporting to the investors in each transaction.

Family Office Services

Our FOS division provides tailored outsourced family office solutions and administrative services to families, trusts, foundations, and institutions. We are a licensed fiduciary in the UK, Switzerland, and the Isle of Man. Our FOS include:

- family governance and transition services, including wealth transfer planning, estate planning, and multi-generational education planning;
- wealth and asset strategy services;
- trust and fiduciary services;
- chief financial officers and outsourced family office services;
- philanthropy services; and
- lifestyle and special projects services.

We also work with our clients' other advisors (whether existing or carefully selected or recommended by us) to co-ordinate legal, accounting, and tax advice. We operate in partnership with such third-party advisors and professionals to provide a collegial approach to obtaining the right advice and support for families and their associated structures.

In the Isle of Man and Switzerland, we operate a full offshore trust and corporate service business through a group of Alvarium's subsidiaries conducting business under the name "LJ Fiduciary". LJ Fiduciary undertakes the full range of offshore administrative services including:

- trustee and fiduciary services;
- entity formation and management;
- accounting and financial reporting;
- provision of directors and company secretarial services;
- registrar and transfer agency services;
- fund and coinvest vehicle formation, administration, and ongoing management;
- executive incentives and pension plans;
- administering entity ownership of IP rights;
- advice and administration services in connection with investments in marine and aviation assets; and
- administering entity ownership of fine art and collectibles.

We also operate an authorized AIFM in the UK.

As of December 31, 2022, FOS had $2.5 billion of billable assets from over 300 clients, of which 11 were also IA clients.

Merchant Banking

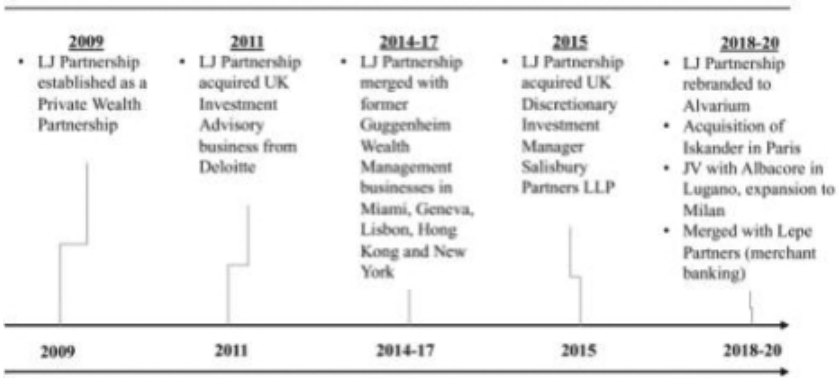
Our Merchant Banking division is a global corporate advisory practice that services companies principally in the media, consumer, and technology sectors, as well as our wealth management clients around their operational businesses or family holding companies. The team has a proven track record within this field having been involved in over 220 transactions together since 2000 in the United States, Europe, Asia, and the Middle East. Specific services include:

- M&A advisory services;
- private placements;
- public company and IPO advisory services;
- strategic advisory services;
- independent board advice; and
- structured finance advisory services.

Additionally, because of our focus on providing our merchant banking services to companies in the media, consumer, technology and innovation sectors, we have developed a network and connectivity that enables us to gain access to the innovation economy and to source private market direct and co-investment opportunities in later stage, high growth, consumer and technology companies.

Our History

The firm was established as LJ Capital in 2009 to source direct and co-investments in real estate in the UK and in Central Europe. The firm, rebranded as LJ Partnership, continued to grow, and acquire global clients through acquisitions, including wealth management businesses in the United States, Europe, and Hong Kong. Our first acquisition was Deloitte's UK Investment Advisory business in 2011. Over the course of 2014 to 2017, we merged with or acquired the former Guggenheim Wealth Management businesses in Miami, Geneva, Lisbon and Hong Kong, and we brought on board a team that originated from their business in New York. Then in 2015, we acquired Salisbury Partners LLP, a UK discretionary investment manager. Over the course of 2018 to 2020, we acquired Iskander in Paris, established a joint venture with Albacore in Lugano, and expanded into Milan. Also in 2019, we merged with London based media, consumer, and technology firm Lepe Partners, creating our merchant banking platform. Finally, in 2019 we also rebranded LJ as Alvarium to reflect our global footprint, our global partners, and our global clients.



Fee Structure

Investment Advisory Fees

Investment management or advisory fees are the primary source of revenue in our investment advisory division. These fees are generally calculated on the basis of a percentage of AUM or AUA depending on whether the contracts are for discretionary investment management or non-discretionary investment advisory services. There are also a small number of clients that pay fixed annual fees. For those management or advisory fees payable on a percentage of AUM or AUA, fees are generally calculated based on the average daily balance values of clients' portfolios or on the quarter-end values of AUM or AUA (as applicable). These vary depending upon the level and complexity of client assets and are generally billed quarterly in arrears.

Some clients in certain jurisdictions may also pay performance fees. These are non-recurring fees that are only payable if the client portfolio in question achieves a certain hurdle rate of return or if the client's portfolio return exceeds certain benchmarks, in each case, as such are set out in the investment advisory agreements with such clients. Notwithstanding the foregoing, we have generated performance fees in three of the last four years. Performance fees are only recognized once crystalized and are not accrued.

Co-investment Fees

Private market Co-investments: As sponsor on private market direct and co-investment transactions, we generate income from debt and equity structures relating to specified real estate investments or investments in other alternative asset classes. Private market fees include arrangement, retainer, management, advisory, performance, acquisition, promote and other associated fees as well as interest arbitrage for debt structures. The level of fees generated in each period is linked to activity in the real estate or other relevant markets, which in turn are dependent on various macroeconomic factors.

Arrangement fees are typically 50 to 100 basis points of equity value contributed into a transaction. Acquisition fees are typically payable where there are no agency fees or where there is an off-market transaction sourced by the team. Such acquisition fees are usually in the range of 50 to 100 basis points of the purchase price of the relevant acquisition. The equity structures are long-term (five to ten years) closed-ended structures with fees normally ranging between 50 and 175 basis points of the equity value committed or drawn. The debt structure terms are generally between 12 and 36 months. The investment adviser, general partner or other entity entitled to fees in respect of each of our co-investments receives such fees either monthly, quarterly or annually.

Incentive Fees (Carried Interest): We may be entitled to a portion of the performance-related entitlements (such as carried interest or promote) that may be payable on exit from Co-investment transactions. Carried interest entitlements are not accrued and are only recognized once crystalized on exit. Such revenues are only received if the investor hurdle (i.e. a minimum return to the investor) is reached and may include a catch-up. A catch-up takes effect when an investor's returns reach the defined hurdle rate, giving them an agreed level of preferred return. The carried interest recipient then enters a catch-up period, in which it may receive an agreed percentage of the profits until the profit split determined by the carried interest agreement is reached. Carried interest entitlements are based on a percentage of the investor return above such hurdle and are set on a deal and fund basis. Typically, carried interest entitlements represent 10% to 20% of the investors' equity internal rate of return in excess of an 8% to 15% hurdle, with no carried interest entitlement being payable if the hurdle is not met.

Certain existing Co-investment vehicles, joint ventures and affiliates have entered into advisory and/or management agreements whereby we receive a share of base advisory and/or management fees from the inception of such joint venture or affiliate relationship through to the liquidation of the relevant transaction. Where we have established feeder vehicles for clients, there may also be administration and advisory fees associated with those vehicles (these are earned by our trusts and administration business).

Management of real estate investment funds (public and private): We also generate income in our co-investment division from managing and advising real estate investment funds. Our fees from managing and advising

these vehicles are contained in management and advisory contracts relating to the relevant fund and are calculated on a sliding scale of percentages of the net asset value or the market capitalization of the relevant fund as applicable.

Placements and brokerage: Fees are also generated in our Co-investments division from acting as placement agent, broker or bookrunner to investment funds, especially listed or publicly traded investment companies (including investment trusts and real estate investment trusts. Such fees are primarily comprised of a commission payable on completion of the capital raise, with the amount of such commission being calculated as a percentage of the proceeds of the capital raise and payable out of those proceeds. Small retainer fees may also be payable in some circumstances. In the case of listed or publicly traded investment companies, revenues are mostly derived from commissions payable on an initial public offering or secondary issuance of stock (e.g., via a large single placement (relative to the issuer) or a placement program). Additionally, there may be commission for smaller share issuances, such as tap issuances.

Merchant Banking Fees

M&A advisory fees account for approximately two-thirds of the total fees generated by Alvarium's merchant banking division. These are primarily success-based fees that are typically 1-2.5% of the financial outcome or target achieved. For capital raises, success fees are typically higher in the 3-5% range—in line with market standards. We also generate small retainer fees that are typically retained in the event of abort or deducted against success fees. In addition, we may also generate a project fee for certain M&A mandates related to the duration of such transaction. Due to the transactional nature of our Merchant Banking division's services, turnover is non-recurring in nature, although we have several large, longstanding clients, where the relationship spans many years with repeated engagements for services on multiple transactions.

Family Office Service Fees

We generate fees in our FOS division from our private clients and from the administration of structures introduced by, or created for, our Co-investment division. FOS fees comprise initial set up fees, annual responsibility fees and time-based fees. We also recover disbursements at cost and reserve the right to charge a 3% fee to cover office incidentals. The duration of annual income depends on the life of the underlying structure. The average life cycle of a managed structure is in excess of ten years. Annual responsibility fees are charged per billing entity as a minimum and are billed annually in advance. We also generate FOS time-based fees arising from accounting, administration, transactional, review/reporting and other non-investment advisory services. We accrue time-based fees on an as-recorded time basis. We may offer a fixed fee in lieu of the time-based component of FOS fees, usually to long standing clients or large referral clients; however, we review actual time spent versus the amount invoiced under such arrangements regularly. Fixed fees may be billed annually in advance, quarterly in advance or very rarely, quarterly in arrears.

Employees

Diversity is key to our firm's open culture and long-term success. We recognize the important link between corporate values, employee engagement, and corporate performance. We also strive to foster a supportive environment that cultivates professional growth and development and encourages team members to continuously develop their skills. We consider our relationship with employees to be vital, and are focused on effective attraction, development, and retention of, and compensation and benefits to, human resource talent, including workforce and management development, diversity and inclusion initiatives, and corporate culture and leadership quality, morale, and development, which are vital to the success of our innovation-driven growth strategy. Our values are built on mutual respect, constructive dissent, always operating at the highest standard, and acting in the best interest of our stakeholders.

Regulatory and Compliance Matters

Our businesses, as well as the financial services industry generally, are subject to extensive regulation, including periodic examinations by governmental agencies and self-regulatory organizations in the jurisdictions in which

we operate relating to, among other things, antitrust laws, anti-money laundering laws, anti-bribery laws, tax laws, securities laws, and privacy laws with respect to individuals' personal data, and some of our funds invest in businesses that operate in highly regulated industries.

Each of the regulatory bodies with jurisdiction over us has regulatory powers dealing with many aspects of financial services, including the authority to grant, and in specific circumstances to cancel, permissions to carry on particular activities. Any failure to comply with these rules and regulations could limit our ability to carry on particular activities or expose us to liability and/or reputational damage, as well as potentially being a criminal offense. Additional legislation, increasing global regulatory oversight of fundraising activities, changes in rules promulgated by self-regulatory organizations or exchanges or changes in the interpretation or enforcement of existing laws and rules, in any of the jurisdictions in which we operate or elsewhere, may directly affect our mode of operation and profitability.

Rigorous legal and compliance analysis of our businesses and our funds' investments is important to our culture. We strive to maintain a culture of compliance through the use of policies and procedures such as oversight compliance, codes of ethics, compliance systems, communication of compliance guidance, and employee education and training. All employees must annually certify their understanding of and compliance with key global Alvarium policies, procedures, and code of ethics. We have a compliance group that monitors our compliance with the regulatory requirements to which we are subject and manages our compliance policies and procedures. Our Chief Compliance Officer supervises our compliance group, which is responsible for monitoring all regulatory and compliance matters that affect our activities. Our compliance policies and procedures address a variety of regulatory and compliance risks such as the handling of material non-public information, personal securities trading, valuation of investments, document retention, potential conflicts of interest, and the allocation of investment opportunities. We also engage with outside counsel as needed to ensure compliance with applicable laws and regulations.

Many jurisdictions in which we operate also have laws and regulations relating to data privacy, cybersecurity, and protection of personal information, including the EU General Data Protection Regulation, which sets forth rules for the protection of personal data of individuals within the EEA and for the export of such individuals' personal data outside the EEA, the UK General Data Protection Regulation, which replaced the EU GDPR in the UK on January 1, 2021 but which applies the same rules for the protection of personal data of individuals in the UK and for the export of such individuals' personal data outside the UK, and the CCPA, which creates new rights and obligations related to personal data of residents (and households) in California. Any determination of a failure to comply with any such laws or regulations could result in fines and/or sanctions, as well as reputational harm.

To the extent that any of these laws and regulations to which we are subject in the operation of our business or the enforcement of the same become more stringent, or if new laws or regulations are enacted, our financial performance or plans for growth may be adversely impacted.

Our broker-dealer subsidiary, Alvarium MB (US) BD, LLC ("Alvarium BD") is subject to regulation by the SEC, Financial Industry Regulatory Authority, Inc. ("FINRA"), and various state regulators. FINRA conducts the day-to-day administration and regulation of Alvarium BD under the supervision of, and with oversight and enforcement by, the SEC. Alvarium BD is subject to the Bank Secrecy Act, as amended by the USA PATRIOT Act, the regulations promulgated by the Financial Crimes Enforcement Network ("FinCEN"), as well as the economic and trade sanction programs administered by OFAC.

Jurisdictions in which we operate

We currently have operations in Australia, France, Hong Kong, the Isle of Man, Italy, New Zealand, Portugal, Singapore, Switzerland, the United Kingdom and the United States. As we expand our operations in the United States, Europe, and other jurisdictions, we will become subject to various legislative frameworks in those jurisdictions. See "*Risk Factors—Risks Related to the Target Companies—If we are not able to satisfy*

data protection, security, privacy and other government- and industry-specific requirements or regulations, our results of operations, financial condition or business could be harmed."

Competition

We compete in the wealth management, investment management and advisory, trusts and administration, family office services, asset management, fund management, merchant banking, brokerage, and corporate finance advisory services industries.

Wealth Management

The wealth management industry is highly fragmented, leading to intense competition at both regional and local levels. The industry's fragmentation is driven by a few key factors, including:

- Low barriers to entry: launching a wealth management firm entails relatively low start-up costs with little upfront capital; and
- Local focus: wealth management firms are typically locally focused and expansion beyond a RIA's local market can require significant costs and senior management resources.

In addition to the competition on the local level, we face intense competition in the markets in which we operate from national and international wealth managers, ranging from large independent wealth managers, wealth managers that sit within larger financial institutions, to private equity-backed wealth management platforms, which have been relatively recently built through serial acquisitions, driving near-term scale, enhanced scope of investment capabilities, and exposure to new markets.

Investment Management (including asset management and fund management)

The investment management industry is intensely competitive, and we expect it to remain so. We compete globally and on a regional, industry, and asset basis.

We face competition both in the pursuit of fund investors and investment opportunities. Generally, our competition varies across business lines, geographies, and financial markets. We compete for investors based on a variety of factors, including investment performance, investor perception of investment managers' drive, focus and alignment of interest, quality of service provided to and duration of relationship with investors, breath of our product offering, business reputation, and the level of fees and expenses charged for services. We compete for investment opportunities at our funds based on a variety of factors, including breadth of market coverage and relationships, access to capital, transaction execution skills, the range of products and services offered, innovation, and price, and we expect that competition will continue to increase.

We compete with public and private funds, commercial and investment banks, commercial finance companies and, to the extent they provide an alternative form of financing, private equity, and hedge funds. Many of our competitors are substantially larger and may have more financial, technical, and marketing resources than we do. Many of these competitors have similar investment objectives to us, which may create additional competition for investment opportunities. Some of these competitors may also have a lower cost of capital and access to funding sources that are not available to us, which may create competitive disadvantages for us with respect to investment opportunities. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships than us. Lastly, institutional, and individual investors are allocating increasing amounts of capital to alternative investment strategies. Several large institutional investors have announced a desire to consolidate their investments in a more limited number of managers. We expect that this will cause competition in our industry to intensify and could lead to a reduction in the size and duration of pricing inefficiencies that many of our funds seek to exploit.

Competition is also intense for the attraction and retention of qualified employees in both of these areas of our business. Our ability to continue to compete effectively in our businesses will depend upon our ability to attract new employees and retain and motivate our existing employees.

Trusts and Administration

The trusts and administration industry is highly competitive, and highly fragmented both in terms of the numbers of providers and the number of locations where they exist. In the Isle of Man alone, there are 121 licensed companies, as listed on the Isle of Man Financial Services Authority website. The industry has gone through a wave of consolidation in the last decade led mainly by private equity, creating a number of large global service providers, with multiple office locations, and at the other end of the spectrum there is a vast array of small owner managed service providers of varying abilities. Competitors lead with relationship building or product sales or both, and often large organizations and small organizations alike compete in the same space for the same business. Service providers are not geographically aligned, with service providers competing for business across the world. The industry relies heavily on referrals of business, which demands the maintenance of strong relationships with professional intermediaries such as lawyers and accountants. Our positioning is to be mid-size, and to provide high quality service based on relationships of trust and confidence, to do so in markets we understand and, rather than seek multiple global footprint or to be a bulge bracket organization, to focus instead on select and high end business undertaken working with a community of expert intermediaries from a smaller number of key office locations. The ability to recruit the quality personnel required to provide the service levels necessary has also intensified over the past 18 months so that for us to continue to grow and support our client base requires us to provide an engaging and fulfilling working environment, with appropriate levels of incentivization.

Family Office Services

The provision of family office services is a very bespoke market and, as a term, it is used to describe a range of different levels of activity which makes it difficult to differentiate in the marketplace. The term is used to describe what some law and accountancy practices offer their clients, but also what some specialist private banks do as an adjunct to their banking services, and then some families create their own family office service to meet their family administration needs, and some again then offer their platform out to other families. Consequently, the market is made up of service providers using the same term to describe varying levels and complexity of service, with the majority focused on low level support. The main competitive challenge we face in developing new business is therefore trying to explain that the depth and sophistication of our family office services should not be confused with so many others in the market, and that we offer significant value add especially to the most complicated of clients beyond simple accounting/bookkeeping or concierge based services that are the main focus of many other competitors. We act as an extension to the family, their assets and their structures, ensuring best practices around governance, management and oversight, and reporting. We go where our clients take us both geographically and in the disciplines and issues we are required to engage with. The ability of our family office professionals to work with existing professional advisers and other service providers, to coordinate each family's affairs and to deal with issues that arise, is where we differentiate ourselves. It is nevertheless a challenge to demonstrate the range and depth of our abilities at an early stage in a potential client engagement since it takes time and mutual experience to build relationships of confidence and trust.

The staff who work with the families we look after have to be able to work efficiently and effectively with individuals who are very successful in their chosen fields, and may be household names. There is a limited talent pool of such personnel and in order to recruit and retain staff we focus on providing an engaging and fulfilling working environment, with appropriate levels of incentivization.

Merchant Banking, Brokerage and Corporate Finance Advisory Services

We compete globally with other regulated corporate finance advisory firms. Our current and potential future competition principally comes from incumbent regulated advisory boutiques, established financial companies, banks, and other asset management firms and technology platforms. Some of our competitors have longer operating histories and greater capital resources than we have and offer a wider range of products and services.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF CARTESIAN

The following discussion and analysis should be read in conjunction with the financial statements and related notes included elsewhere in this Prospectus/Offer to Exchange. This discussion contains forward-looking statements reflecting our current expectations, estimates and assumptions concerning events and financial trends that may affect our future operating results or financial position. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in the sections entitled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" appearing elsewhere in this Prospectus/Offer to Exchange. Unless the context otherwise requires, references in this section to "we", "us" and "our" generally refer to Cartesian.

Overview

As of December 31, 2022, we were a blank check company incorporated on December 18, 2020 as a Cayman Islands exempted company, for the purpose of entering into a merger, capital stock exchange, asset acquisition, stock purchase, or reorganization or engaging in any other similar business combination with one or more businesses or entities.

Recent Developments

On January 3, 2023, we consummated our previously announced business combination with TWMH, the TIG Entities and Alvarium. In connection with the business combination, we were renamed "Alvarium Tiedemann Holdings, Inc." and domesticated as a Delaware corporation.

On April 19, 2023, we further changed our name to "AlTi Global, Inc." The name change was made pursuant to Section 253 of the DGCL by merging a wholly-owned subsidiary of the Company with and into the Company. The Company is the surviving corporation and, in connection with the merger, we amended Article One of the Company's Charter to change our corporate name to AlTi Global, Inc. pursuant to a Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware on April 19, 2023. In addition, the Bylaws of the Company were also amended and restated to reflect the name change to AlTi Global, Inc.

Results of Operations

Our only activities through December 31, 2022 were organizational activities, those necessary to prepare for our initial public offering (described below) and, after our initial public offering, identifying a target company for an initial business combination. We do not expect to generate any operating revenues until after the completion of an initial business combination. We generate non-operating income in the form of interest income on marketable securities held in the trust account established for the benefit of our public shareholders. We incur expenses as a result of being a public company (for legal, financial reporting, accounting and auditing compliance), as well as for due diligence expenses in connection with searching for, and completing, an initial business combination.

For the year ended December 31, 2022, we had a net income of $8,779,014, which included an interest earned on cash and marketable securities held in trust account of $4,974,899, change in fair value of warrant liabilities of $12,562,468, and other income of $ 195,587, offset by a change in fair value of conversion option liability of $40,776, a loss from operations of $8,858,651, interest expense on debt discount of $32,145, and unrealized loss on treasury bills of $22,368.

For the year ended December 31, 2021, we had a net loss of $1,035,380, which included a loss from operations of $1,012,448, offering cost expense allocated to Warrants of $868,131, an expense for the fair value in excess of cash received for private placement Warrants of $3,097,200, offset by gain from the change in fair value of warrant liabilities of $3,911,091 and interest earned on cash and marketable securities held in trust account of $31,308.

Liquidity and Capital Resources

Until the consummation of the initial public offering, our only sources of liquidity were an initial subscription for 7,187,500 Class B ordinary shares, par value $0.0001 per share (the "Founder Shares"), by the Sponsor for an aggregate subscription price of $25,000 and loans from the Sponsor.

On February 26, 2021, we consummated the initial public offering of 34,500,000 units, at $10.00 per unit, which included the full exercise by the underwriters of their over-allotment option in the amount of 4,500,000 units, generating gross proceeds of $345,000,000. Simultaneously with the closing of the initial public offering, we consummated a Private Placement of an aggregate of 8,900,000 private Placement Warrants to the Sponsor at a price of $1.00 per private placement warrant, generating gross proceeds of $8,900,000.

Following the initial public offering, including the full exercise of the over-allotment option and the private placement, a total of $345,000,000 was placed in the trust account. We incurred $19,540,060 in transaction costs, including $6,900,000 of underwriting commissions $12,075,000 of deferred underwriting commissions and $565,060 of other offering costs.

As of December 31, 2022, we had cash held in the trust account of $349,983,839. Through December 31, 2022, we did not withdraw any interest earned on the trust account to pay our taxes. We used substantially all of the funds held in the trust account, including any amounts representing interest earned on the trust account (less income taxes payable), to complete our business combination and to pay our expenses relating thereto, including $7,800,000 (net of $4,275,000 forfeited deferred underwriting commissions) payable to Cantor Fitzgerald & Co. for deferred underwriting commissions upon consummation of our initial business combination.

As of December 31, 2022, we had cash of $85,540 held outside the trust account available for working capital needs and a working capital deficit of $7,919,107. Until the consummation of the business combination, we used the funds held outside the trust account primarily to identify and evaluate target businesses, perform business due diligence on prospective target businesses, travel to and from the offices, plants or similar locations of prospective target businesses or their representatives or owners, review corporate documents and material agreements of prospective target businesses, and structure, negotiate and complete an initial business combination.

On January 3, 2023, we consummated our business combination with TWMH, the TIG Entities and Alvarium and have raised sufficient capital to fund our operations, therefore substantial doubt about our ability to continue as a going concern was alleviated.

Off-Balance Sheet Arrangements

We did not have any off-balance sheet arrangements as of December 31, 2022 and December 31, 2021.

Contractual Obligations

As of December 31, 2022, we did not have any long-term debt obligations, capital lease obligations, operating lease obligations, purchase obligations or other long-term liabilities, other than an agreement to pay the Sponsor a monthly fee of $10,000 for office space, utilities, secretarial support and administrative services. We began incurring these fees on February 23, 2021 and continued to incur these fees monthly until the completion of our business combination on January 3, 2023.

The underwriters of the initial public offering were entitled to a deferred underwriting commission of $0.35 per unit, or $12,075,000 in the aggregate. On November 14, 2022, the Company and the underwriter executed a deferred underwriting commission modification letter confirming the underwriter's forfeiture collectively of $4,275,000 of the $12,075,000 of deferred underwriting commission that would otherwise be payable to it at the

closing of the business combination. As a result, we recognized $195,857 of other income and $4,079,413 was recorded to additional paid-in capital in relation to the forfeiture of a portion of underwriting fee commission in the accompanying financial statements. As of December 31, 2022 and 2021, the outstanding deferred underwriting fee payable were $7,800,000 and $12,075,000, respectively.

On January 3, 2023, the outstanding deferred underwriting fee totaling $7,800,000 was paid in full (see Note 10).

Critical Accounting Policies

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and income and expenses during the periods reported. Actual results could materially differ from those estimates. We have identified the following critical accounting policies.

Warrant Liabilities

We account for Warrants (which are discussed in Note 3, Note 4 and Note 9 to the financial statements included elsewhere in this prospectus) in accordance with the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC")Topic 815-40, "Derivatives and Hedging, Contracts in Entity's Own Equity"(ASC "815-40"), and concluded that a provision in the Warrant Agreement related to certain tender or exchange offers precludes the Warrants from being accounted for as components of equity. As the Warrants meet the definition of a derivative as contemplated in ASC 815-40, the Warrants are recorded as derivative liabilities and measured at fair value at inception (on the date of the initial public offering) and at each reporting date in accordance with FASB ASC Topic 820, "Fair Value Measurement," with changes in fair value recognized in the statements of operations in the period of change.

Offering Costs Associated with the Initial Public Offering

We comply with the requirements of FASBASC 340-10-S99-1. Offering costs consisted of legal fees, accounting fees, underwriting fees and other costs incurred through the initial public offering that were directly related to the initial public offering. Offering costs are allocated to the separable financial instruments issued in the initial public offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with warrant liabilities are expensed as incurred, presented as non-operating expenses in the statements of operations. Offering costs associated with the Class A ordinary shares were charged to temporary equity upon the completion of the initial public offering.

Class A Ordinary Shares Subject to Possible Redemption

All of the 34,500,000 Class A ordinary shares contain a redemption feature which allows for the redemption of such Class A ordinary shares in connection with our liquidation, if there is a shareholder vote or tender offer in connection with an initial business combination and in connection with certain amendments to our amended and restated memorandum and articles of association. In accordance with SEC and its staff's guidance on redeemable equity instruments, which has been codified in ASC 480-10-S99, redemption provisions not solely within our control require ordinary shares subject to redemption to be classified outside of permanent equity. Ordinary liquidation events, which involve the redemption and liquidation of all of the entity's equity instruments, are excluded from the provisions of FASB ASC 480. Accordingly, at December 31, 2022 and 2021, all Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders' deficit section of our balance sheets.

We recognize changes in redemption value immediately as they occur and adjust the carrying value of redeemable ordinary shares to equal the redemption value at the end of each reporting period. Increases or decreases in the carrying amount of redeemable ordinary shares are affected by charges against additional paid in capital and accumulated deficit.

Net (Loss) Income Per Ordinary Share

We comply with the accounting and disclosure requirements of FASB ASC Topic 260, "Earnings Per Share," pursuant to which net (loss) income per share is computed by dividing net (loss) income by the weighted average number of ordinary shares outstanding during the period. We have two classes of shares, Class A ordinary shares and Class B ordinary shares. Earnings and losses are shared pro rata between the two classes of shares. We have not considered the effect of the 20,400,000 ordinary shares underlying the 11,500,000 Warrants sold in the initial public offering and the 8,900,000 Private Warrants sold in the Private Placement, in the calculation of diluted (loss) income per share, since the exercise of the Warrants is contingent upon the occurrence of future events. As a result, diluted net (loss) income per ordinary share is the same as basic net (loss) income per ordinary share for the periods presented. Our statements of operations apply the two-class method in calculating net (loss) income per share. Basic and diluted net (loss) income per Class A ordinary share and Class B ordinary share is calculated by dividing net (loss) income attributable to us by the weighted average number of Class A ordinary shares and Class B ordinary shares outstanding, allocated proportionally to each class of shares.

Recent Accounting Standards

Management does not believe that any recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on our financial statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF TWMH

In this section, unless the context otherwise requires, references to "TWMH," "we," "us," and "our" are intended to mean the business and operations of TWMH and its consolidated subsidiaries. The following discussion analyzes the financial condition and results of operations of TWMH and should be read in conjunction with the consolidated audited financial statements and the related notes included in this Prospectus/Offer to Exchange.

Amounts and percentages presented throughout our discussion and analysis of financial condition and results of operations may reflect rounded results in thousands (unless otherwise indicated) and consequently, totals may not appear to sum.

Our Business

We are a premier, full-service multi-family office that is focused on providing financial advisory and related family office services to HNWIs, families, endowments, and foundations. In addition to a wide range of investment capabilities, we offer a full suite of complementary and customized family office services for families seeking comprehensive oversight of their financial affairs. We also operate as a limited purpose trust company, through which we conduct business principally in a trust or fiduciary capacity. We provide highly qualified investment advice and trust services, and objectively allocate all assets to External Strategic Managers around the world. We currently have offices across the United States in: New York, New York; San Francisco, California; Seattle, Washington; Palm Beach, Florida; Dallas, Texas; Bethesda, Maryland; Portland, Oregon; Aspen, Colorado; and Wilmington, Delaware.

Our business is focused on providing wealth management advisory services to clients that are primarily based in the United States. As of December 31, 2022, we administered $29.9 billion in AUA. AUA increased $2.3 billion, or 8%, during the year ended December 31, 2022. As of December 31, 2022, we managed $19.3 billion in AUM, which is a subset of AUA. Of our AUM, 20% is invested by our clients in Impact ("Impact Assets").

TWMH provides tailored, industry-leading expertise in the following areas:

Investment management services for maximizing wealth over the long term by balancing risk/reward through adhering to disciplined risk management and diversification. In order to achieve this goal, we provide:

- Customized plans tailored to specific objectives, return expectations, liquidity parameters, tax constraints, and risk tolerances of our clients;
- Flexible solutions with no preference for active versus passive investments or specific structures;
- Unique opportunities by diligently selecting, analyzing, and monitoring third-party managers that invest globally across all asset classes; and
- Comprehensive integrated reporting with easy online access to account and investment information.

Wealth planning services, which starts with effective planning and requires a thorough understanding of family objectives, assets, and ownership structures and is customized to the client's needs. In addition to administering trusts, our skilled administrators and attorneys, well-versed in the nuances of laws and regulations affecting trusts and taxation, proactively help clients benefit from changes in statutes and evolving case law.

Trust services, including full corporate trustee and executor services through Tiedemann Trust Company based in Delaware. Delaware's innovative trust laws provide substantial opportunities to customize planning structures for individuals and families.

Education and governance services to facilitate thorough education for our clients. The main topics covered in our educational sessions include: investment and asset allocation, tax and estate planning, financial planning and cash flow management, family and enterprise governance, charitable giving, philanthropy and legacy, and transition planning.

Impact Assets reflect total firmwide investments into companies, organizations, or funds with the intention to generate positive social and/or environmental impact alongside financial return. TWMH's definition of impact investment is limited to investments where positive social and environmental impact is a core investment goal. It excludes investments made without the expectation of financial return (philanthropy) and it excludes investments where social and environmental impact are merely a consideration rather than a core investment goal. Most investments designated as impact investments have been subject to TWMH's due diligence framework, which guides our overall approach to impact investing across asset classes, geographies, and sectors. Impact investments that have not been subject to the due diligence framework are typically legacy or client directed impact investments. As of December 31, 2022, Impact Assets was $3.8 billion.

The increase in our Assets Committed to Impact Investing over the past few years has been primarily driven by a transition of wealth holders to Impact Investing combined with our offering of a total portfolio activation across the most relevant themes of environmentally sustainable and socio-economic development.

FOS provides tailored outsourced family office solutions and administrative services to families, trusts, foundations, and institutions. Our Extended and FOS include:

- Family governance & transition;
- Wealth & asset strategy;
- Trust & fiduciary services;
- CFO and outsourced FO services;
- Philanthropy; and
- Lifestyle & special projects.

We work with clients' existing advisors or coordinate legal, accounting, and tax advice operating in partnership with carefully selected third party advisors and professionals to provide a collegiate approach to obtaining the right advice and support for families and their associated structures.

Fee Structure

Investment Management, Trustee and Family Office Fees

For services provided to each client account, TWMH charges an investment management fee and/or trustee fee typically based on the market value of the account. TWMH also provides Extended Services and FOS to a subset of its larger clients for an additional fee which is typically a flat fee based upon scope of work. Fees are charged to clients either quarterly in arrears or annually in arrears (in cases of certain trust relationships). For assets, for which valuations are not available quarterly, the most recent valuation provided to TWMH is used as the market value for the purpose of calculating its fees. TWMH does not earn any performance or incentive fees.

Market Trends and Business Environment

Global equity markets declined in performance during the year ended December 31, 2022, as supply chain issues, labor shortages, and inflation concerns increased. The S&P 500 Index had negative returns of 19.4% for the year ended December 31, 2022. Outside of the U.S., the MSCI All Country World ex USA Index decreased 16.1% for the year ended December 31, 2022.

Despite vulnerability in the global markets created by Russia's invasion of Ukraine, supply chain issues, labor shortages, and inflation, our business has remained resilient, affirming that our operating and financial model provide solid performance throughout market cycles.

Our investment solutions have a stable base of committed capital enabling us to invest in assets with a long- term focus over different points in a market cycle and to take advantage of market volatility.

The results of our operations, as well as our future performance, are affected by a variety of factors, including the following:

Attractive Opportunity in Environmental, Social, and Governance (ESG) and Impact Investing. We believe we have differentiated capabilities in serving our target clients, particularly with respect to ESG and Impact Investing. Mega trends globally (e.g., the COVID-19 pandemic and climate change) and nationally (e.g., racial injustice) have caused investors to reconsider how to incorporate impact considerations into their investment objectives. Substantial generational wealth transfers have also been a significant contributing factor, for which many new clients and prospects, including millennials, think differently about their wealth and prioritize impact as its primary purpose. These mega trends are evidenced by the rise in AUM of U.S. ESG funds and alternative investment AUM. Addressing these priorities will be essential for our future growth opportunities. Our ability to offer both trust company and Impact Investing capabilities in-house is also differentiated and contributes to client retention as well as growth.

Our Investment Philosophy and Strategy. We believe our results of operations, including the value and future growth of our AUM, are affected by a variety of factors, including conditions in the domestic and global financial markets and the economic and political environments in the United States and overseas. We believe that our disciplined investment philosophy across our distinct but complementary investment strategies contributes to the financial stability of our performance throughout market cycles. We believe we have a deep and broad capability to service clients from providing Outsourced Chief Investment Officer ("OCIO") services to providing extended and family office services and along with a broad and deep suite of services between these two ends of the spectrum. Furthermore, our growing international presence allows us to service transnational clients.

Our Culture and Our People. We recognize that our chief asset is our people. In a human capital business, we believe culture matters and is a defensible asset. Our firm prioritizes a culture of compliance that is rooted in a proper tone at the top of our organization. We have also fostered a culture of service to our clients, recognizing that we succeed when our clients succeed. Our firm values all functions of the firm, and while we seek high performance in our investment strategies, we pursue excellence throughout our company. In addition, we have a culture of diversity, equity, and inclusion. We are a process-driven firm that does not operate on a star system, not relying on any one individual and, therefore, is prepared to deal with issues of contingency and succession. Additionally, we have made significant investments in training, talent, and technology to ensure that we are serving our clients with the highest levels of professionalism. As of December 31, 2022, 53% of our employees were women or ethnically diverse; and of our senior professionals, 37% were women or ethnically diverse employees. We believe there is a significant alignment of interests between our clients, our stakeholders and our firm. As of December 31, 2022, our employees, legacy TWMH board members, other legacy TWMH equity holders and their families had over $684.4 million of their own capital invested alongside our clients, a fact which we believe aligns our interests with those of our clients.

Our Market Opportunity. The independent (non-bank) wealth management industry has seen and continues to witness strong growth driven by wealth creation and generational transfers of wealth, and the equity markets in the United States and globally have been a tailwind. We believe wealth creation and liquidity generation are key factors in the innovation economy. Our size and scale allow us to offer a broad suite of sophisticated wealth management services on a national and growing global basis. The rise of interest in Impact Investing is a tailwind to our strong and growing capabilities in this space.

Managing Business Performance and Key Financial Measures

Non-US GAAP Financial Measures

In this Prospectus/Offer to Exchange, we use Adjusted Net Income and Adjusted EBITDA as non-US GAAP financial measures. Adjusted EBITDA is derived from and reconciled to, but not equivalent to, its most directly comparable GAAP measure of net income (loss). Adjusted Net Income represents net income (loss) plus (a) equity-settled share-based payments, (b) transaction-related costs, including professional fees, (c) impairment of equity method investments, (d) change in fair value of investments, (e) one-time bonuses recorded in the income statement and incremental compensation expense associated with the TIH acquisition including the forgiveness of a promissory note, (f) compensation expense related to the Holbein earn-in described in Note 3 "Variable Interest Entities and Business Combinations," (g) other acquisition-related costs, and (h) the change in fair value of the TWMH Partners' payout right. Adjusted EBITDA represents Adjusted Net Income plus (a) interest expense, net, (b) income tax expense (benefits), and (c) depreciation and amortization expense.

We use Adjusted Net Income and Adjusted EBITDA as a non-US GAAP measure to track our performance and assess our ability to service our borrowings. This is a non-US GAAP financial measure supplement and should be considered in addition to and not in lieu of, the results of operations, which are discussed further under "*—Components of Consolidated Results of Income*" and "*Presentation of Certain Financial Information*" and are prepared in accordance with US GAAP. For the specific components and calculations of this non-US GAAP measure, as well as a reconciliation of these measures to the most comparable measure in accordance with GAAP, see "*—Reconciliation of Consolidated GAAP Financial Measures to Certain Non-US GAAP Measures*."

Operating Metrics

We monitor certain operating metrics that are common to the alternative asset management industry, which are discussed below.

Assets Under Advisement

AUA refers to all assets we manage, oversee, and report on. We view AUA as a core metric to measure our investment and fundraising performance as it includes non-financial assets (e.g., real estate) that are not included in AUM, investment consulting assets (not included in AUM but revenue generating) and other assets that we do not charge fees upon and do not have responsibility for investment execution responsibility.

The tables below present roll forwards of our total AUA for the years ended December 31, 2022, 2021, and 2020, respectively:

($ amounts in millions)

2022	
At January 1:	**$27,558**
New Clients, net	1,555
Cash Flow, net	54
Non-Billable Assets, net	(473)
Market Performance, net	(2,639)
Acquisitions of TIH and Holbein	3,841
AUA at December 31	**$29,896**
Average AUA	**$28,727**

2021	
At January 1:	**$24,788**
New Clients, net	327
Cash Flow, net	(214)
Non-Billable Assets, net	1,412
Market Performance, net	1,245
AUA at December 31	**$27,558**
Average AUA	**$26,173**

2020	
At January 1:	**$21,506**
New Clients, net	1,771
Cash Flow, net	44
Non-Billable Assets, net	464
Market Performance, net	1,003
AUA at December 31	**$24,788**
Average AUA	**$23,147**

Assets Under Management

AUM refers to the assets we manage (assets which we provide investment advice on and have execution responsibility over). Although we have investment responsibility for AUM, we do not bill on all of our AUM (e.g., we have agreements with certain clients under which we do not bill on certain securities or cash or cash equivalents held within their portfolio).

The tables below present roll forwards of our total AUM for the years ended December 31, 2022, 2021, and 2020, respectively:

($ amounts in millions)

2022	
At January 1:	**$21,390**
New Clients, net	1,472
Cash Flow, net	(672)
Market Performance, net	(3,769)
Acquisitions of TIH and Holbein	841
AUM at December 31	**$19,262**
Average AUM	**$20,326**

2021	
At January 1:	**$19,613**
New Clients, net	397
Cash Flow, net	(192)
Market Performance, net	1,572
AUM at December 31	**$21,390**
Average AUM	**$20,502**

2020	
At January 1:	**$16,347**
New Clients, net	2,162
Cash Flow, net	(57)
Market Performance, net	1,161
AUM at December 31	**$19,613**
Average AUM	**$17,980**

As of December 31, 2022, our AUM was approximately $19.3 billion and we had non-discretionary administered assets of $10.6 billion. Therefore, our AUA was $29.9 billion.

Components of Consolidated Results of Income

Revenues

Trustee, Investment Management, and Custody Fees. Investment management, trustee, and extended service and family office fees are recognized over the respective service period based on time elapsed. Investment management fees are based on a contractual percentage of the market value of billable assets in the client's account. Trustee, extended service and family office fees are recognized based on a contractual flat fee, contractual percentage of the market value of billable assets in the client's account, or combination of such fees. Because fees are a fixed rate tied to AUA, changes in revenue are directly related to changes in AUA. As such, the Company's strategy for increasing revenues is to acquire more customers by leveraging existing relationships and contacts, focusing on employee training and development, aligning compensation with new client acquisition, and acquiring other wealth management firms as appropriate.

Client portfolios are constructed with long-term investment horizon and are typically reviewed quarterly, and sometimes monthly. The long-term performance versus the stated targets is typically reviewed against the trailing periods, (e.g., 3-5 years) and the target risk profile is also reviewed periodically to ensure continued appropriateness. If a client is dissatisfied with the performance of their portfolio or any other aspect of the service being provided by the company, they reserve the right to terminate the relationship with TWMH at any point. Generally, clients view a fixed basis point fee structure as an aligned structure, with revenues growing or being reduced directionally along with the asset base of the client portfolio.

Expenses

Compensation and Employee Benefits. Compensation generally includes salaries, bonuses, commissions, long-term deferral programs, benefits, and payroll taxes. Compensation is accrued over the related service period and long-term deferral program awards are paid out based on the various vesting dates.

General, Administrative, and Other Expenses. General, administrative, and other expenses include costs primarily related to professional services, occupancy, travel, communication and information services, depreciation and amortization, distribution costs, and other general operating items.

Other Expense (Income), net. Other non-operating expense (income), net consists of investment and interest rate swap gains and losses and contributions, donations, and dues.

Interest Expense, net. Interest expense, net consists of the interest expense on our outstanding debt, net of interest income.

Income Tax Expense. Income tax expense (benefit) consists of taxes paid or payable by our consolidated operating subsidiaries. Certain subsidiary entities (the "Taxable Partnerships") are treated as partnerships for federal income tax purposes and, accordingly, are not subject to federal and state income taxes, as such taxes are the responsibility of certain direct and indirect owners of the Taxable Partnerships; however, the taxable partnerships are subject to unincorporated business tax ("UBT") and other state taxes. A portion of our operations is conducted through domestic and foreign corporations that are subject to corporate level taxes and for which we record current and deferred income taxes at the prevailing rates in the various jurisdictions in which these entities operate.

Results of Operations

Consolidated Results of Income—the Year Ended December 31, 2022 Compared to the Year Ended December 31, 2021

($ amounts in thousands)	For the years ended December 31, 2022	2021	Favorable (Unfavorable) $ Change	% Change
Revenues				
Investment management fees	67,156	65,801	1,355	2%
Trustee fees	6,734	6,950	(216)	(3%)
Custody fees	2,982	2,652	330	12%
Other	—	300	(300)	NM
Total Revenues	**76,872**	**75,703**	**1,169**	**2%**
Expenses				
Compensation and benefits	51,234	47,413	(3,821)	(8%)
General, administrative and other expenses	26,957	20,523	(6,434)	(31%)
Total operating expenses	**78,191**	**67,936**	**(10,255)**	**(15%)**
Operating (loss) income	**(1,319)**	**7,767**	**(9,086)**	**NM**
Other expense, net	3,725	3,063	(662)	(22%)
Interest expense, net	427	398	(29)	(7%)
Net (loss) income before income taxes	**(5,471)**	**4,306**	**(9,777)**	**NM**
Income tax expense	(527)	(515)	(12)	(2%)
Consolidated net (loss) income	**(5,998)**	**3,791**	**(9,789)**	**NM**
Net loss attributable to non-controlling interests in subsidiaries	(113)	(148)	(35)	24%
Net (loss) income available to TWMH members	(5,885)	3,939	(9,822)	NM

NM – Not Meaningful

Revenues

The Year Ended December 31, 2022 Compared to the Year Ended December 31, 2021

Revenues increased by $1.2 million, or 2%, for the year ended December 31, 2022 compared to the year ended December 31, 2021 due to the acquisitions of Holbein and TIH, an increase in AUA from existing clients, and through investments from new clients. While maintaining existing relationships, TWMH established relationships with new clients in the year ended December 31, 2022 which represented an additional $3.0 million in revenue during the year ended December 31, 2022.

Expenses

The Year Ended December 31, 2022 Compared to the Year Ended December 31, 2021

Compensation and Employee Benefits. Compensation and benefits increased by $3.8 million, or 8%, for the year ended December 31, 2022 compared to the year ended December 31, 2021. This increase was primarily driven by a $3.8 million increase in payroll expenses due to increased headcount primarily from personnel hired in 2021 and 2022, the consolidation of TIH and Holbein payroll expenses, and compensation recognized in connection with the Holbein earn-in. This increase was also driven by a $0.4 million increase in compensation related to the delayed share purchase agreement, $0.9 million increase due to shareholder units forgiveness of debt, offset by a $1.3 million decrease in restricted units compensation expense.

General, Administrative, and Other Expenses. General, administrative, and other expenses increased by $6.4 million, or 31%, for the year ended December 31, 2022 compared to the year ended December 31, 2021.

The increase was driven by a variety of factors including a $1.2 million increase in travel and entertainment costs, $1.3 million increase in technology costs, $1.0 million increase in occupancy costs, $0.3 million increase in depreciation and amortization, and $2.5 million increase in professional fees from the year ended December 31, 2021 to the year ended December 31, 2022. Of the $9.4 million in professional fees for the year ended December 31, 2022, $8.5 million were for transaction expenses related to the Business Combination.

Other Expense, net. Other non-operating expense, net, increased by $0.7 million, or 22%, for the year ended December 31, 2022 compared to the year ended December 31, 2021. The increase was primarily driven by an increase of $3.7 million in the fair value of the payout right, offset by a $3.1 million change in income from equity method investments, due to a loss of $3.1 million for the year ended December 31, 2021 as compared to no income/loss for the year ended December 31, 2022. Other non-operating expense, net was impacted by a lesser extent to changes in the fair value of TWMH's interest rate swap from $0.2 million income for the year ended December 31, 2021 to $0.3 million income for the year ended December 31, 2022, as detailed in "Note 8. Fair value measurements" and "Note 15. Accounting for Derivative Instruments and Hedging Activities" to our Consolidated Financial Statements.

Interest Expense, net. Net interest expense was essentially flat for the year ended December 31, 2022 compared to the year ended December 31, 2021.

Income Tax Expense. Income tax expense was essentially flat for the year ended December 31, 2022 compared to the year ended December 31, 2021.

Net Loss Attributable to Noncontrolling Interest. Net loss attributable to noncontrolling interests in the current nine-month period primarily represents the allocation to common shareholders of IWP for their 25% pro rata share of IWP's net loss. The noncontrolling interest represents an approximately 75% interest in IWP.

Results of Operations

Consolidated Results of Income—the Year Ended December 31, 2021 Compared to the Year Ended December 31, 2020

($ amounts in thousands)	For the year ended December 31, 2021	2020	Favorable (Unfavorable) $ Change	% Change
Revenues				
Investment management fees	65,801	55,595	10,206	18%
Trustee fees	6,950	5,577	1,373	25%
Custody fees	2,652	3,217	(565)	(18%)
Other	300	—	300	NM
Total Revenues	**75,703**	**64,389**	**11,314**	**18%**
Expenses				
Compensation and benefits	47,413	42,164	(5,249)	(12%)
General, administrative and other expenses	20,523	13,461	(7,062)	(52%)
Total operating expenses	**67,936**	**55,625**	**(12,311)**	**(22%)**
Operating income	**7,767**	**8,764**	**(997)**	**(11%)**
Other expense (income), net	3,063	897	(2,166)	(241%)
Interest expense. net	398	384	(14)	(4%)
Net income before income taxes	**4,306**	**7,483**	**(3,177)**	**(42%)**
Income tax expense	(515)	(497)	(18)	(4%)
Consolidated net income	**3,791**	**6,986**	**(3,195)**	**(46%)**
Net income (loss) attributable to non-controlling interests in subsidiaries	(148)	—	148	NM
Net income available to TWMH members	3,939	6,986	(3,047)	(44%)

Revenues

The Year Ended December 31, 2021 Compared to the Year Ended December 31, 2020

Revenues increased by $11.3 million, or 18%, for the year ended December 31, 2021 compared to the year ended December 31, 2020 due to an increase in AUM, AUA from existing clients, and through investments from new clients. While maintaining existing relationships, TWMH established relationships with new clients in 2021, which represented an additional $3.0 million in revenue during the year ended December 31, 2021.

Expenses

The Year Ended December 31, 2021 Compared to the Year Ended December 31, 2020

Compensation and Employee Benefits. Compensation and benefits increased by $5.2 million, or 12%, for the year ended December 31, 2021 compared to the year ended December 31, 2020. This increase was primarily driven by $5.5 million related to restricted stock unit expense, compared to $1.1 million for the same period last year. This variance is primarily due to $2.5 million of additional restricted stock units issued in April 2021 that vested immediately (in anticipation of the Transaction), whereas units issued in prior years vested over 3 to 5-year periods.

General, Administrative, and Other Expenses. General, administrative, and other expenses increased by $7.1 million, or 52%, for the year ended December 31, 2021 compared to the year ended December 31, 2020. The increase was primarily driven by an increase in professional fees from $2.0 million for the year ended December 31, 2020 to $6.9 million for the year ended December 31, 2021, of which $4.6 million were for transaction expenses related to the Business Combination.

Other Expense (Income), net. Other non-operating expense (income), net, increased by $2.2 million, or 241%, for the year ended December 31, 2021 compared to the year ended December 31, 2020. The increase in other expenses was primarily driven by the $2.4 million other-than-temporary impairment of the Company's equity method investments as detailed in "Note 6. Equity Method Investments" to our Consolidated Financial Statements. This change was partially offset by investment gains and changes in the fair value of TWMH's interest rate swap, as detailed in "Note 5. Investments at fair value" and "Note 15. Accounting for Derivative Instruments and Hedging Activities" to our Consolidated Financial Statements.

Interest Expense, net. Net interest expense was essentially flat for the year ended December 31, 2021 compared to the year ended December 31, 2020.

Income Tax Expense. Income tax expense was essentially flat for the year ended December 31, 2021 compared to the year ended December 31, 2020.

Net Loss Attributable to Noncontrolling Interest. Net loss attributable to noncontrolling interests in the current year primarily represents the allocation to common shareholders of IWP for their 25% pro rata share of IWP's net loss. The noncontrolling interest represents an approximately 75% interest in IWP.

Reconciliation of Consolidated GAAP Financial Measures to Certain Non-US GAAP Measures

We use Adjusted Net Income and Adjusted EBITDA as non-US GAAP measures to assess and track our performance. Adjusted Net Income and Adjusted EBITDA as presented in this Prospectus/Offer to Exchange are supplemental measures of our performance that are not required by, or presented in accordance with, US GAAP. For more information, see "*Presentation of Certain Financial Information*." The following table presents the reconciliation of net income as reported in our Consolidated Statements of Income to Adjusted Net Income and Adjusted EBITDA:

	For the Year Ended December 31,		
($ amounts in thousands)	**2022**	**2021**	**2020**
Adjusted Net Income and Adjusted EBITDA			
Net income before taxes	$ (5,471)	$ 4,306	$ 7,483
Equity settled share based payments P&L[a][f]	4,223	5,532	1,145
Transaction expenses[b]	8,467	4,633	—
One-time impairment of equity method investment [c]	—	2,364	—
Change in fair value of (gains) / losses on investments [d]	(247)	(2)	266
One-time bonuses [e]	1,019	—	2,200
Holbein compensatory earn-in [f]	1,858	—	—
Acquisition-related costs [g]	643	—	—
TWMH Partners' payout right [h]	3,662	—	—
Adjusted income before taxes	14,154	16,833	11,094
Adjusted income tax expense	(1,312)	(1,016)	(641)
Adjusted Net Income	12,842	15,817	10,453
Interest expense, net	427	398	384
Income tax expense	527	515	497
Adjusted income tax expense less income tax expense	785	501	144
Depreciation and amortization	2,339	2,052	1,914
Adjusted EBITDA	$16,920	$19,283	$13,392

(a) Add-back of non-cash expense related to the 2015, 2019, 2020 and 2021 restricted unit awards.
(b) Add-back of transaction expenses related to the Business Combination, including professional fees and transaction bonuses.
(c) Related to an other-than-temporary impairment of the Tiedemann Constantia AG equity method investment which is exclusive of equity method investment net losses.
(d) Represents the change in unrealized gains/losses related primarily to the interest rate swap.
(e) The 2020 amount is related to a one-time bonus payment made to certain members. The 2022 amount is related to incremental compensation expense associated with the TIH acquisition as discussed in Note 3, "Variable Interest Entities and Business Combinations" of the Notes to the Consolidated Financial Statements of TWMH including the forgiveness of a promissory note.
(f) Add back of cash portion of the compensatory earn-ins related to the Holbein acquisition as discussed in Note 3, "Variable Interest Entities and Business Combinations" of the Notes to the Consolidated Financial Statements of TWMH. The $3.7 million of compensatory earn-ins is settled in 50% equity and 50% cash. Add back of equity portion of compensatory earn-ins of $1.9 million is included in the equity settled share-based payments combined EBITDA adjustment.
(g) Related to professional fees associated with an acquisition target. These costs are not related to the Business Combination.

(h) Represents the change in the fair value of certain TWMH Partners' payout right related to the Business Combination.

Liquidity and Capital Resources

Management assesses liquidity in terms of our ability to generate cash to fund operating, investing, and financing activities. Management believes that we are well-positioned, and our liquidity will continue to be sufficient for its foreseeable working capital needs, contractual obligations, distribution payments and strategic initiatives.

Sources and Uses of Liquidity

Our primary sources of liquidity are (1) cash on hand, (2) cash from operations, including management fees, which are generally collected quarterly, and (3) net borrowing from our credit facilities. As of December 31, 2022, our cash and cash equivalents were $7.1 million, and we had $21.2 million of debt outstanding and availability under our credit facilities of $1.5 million. Our ability to draw from the credit facilities is subject to minimum management fee and other covenants. We believe that these sources of liquidity will be sufficient to fund our working capital requirements and to meet our commitments in the ordinary course of business and under the current market conditions for the foreseeable future. Market conditions resulting from supply chain difficulties related to the COVID-19 pandemic as well as inflation may impact our liquidity. Cash flows from management fees may be impacted by a slowdown or declines in deployment, declines, or write downs in valuations, or a slowdown or negatively impacted fundraising. Declines or delays and transaction activity may impact our product distributions and net realized performance income which could adversely impact our cash flows and liquidity. Market conditions may make it difficult to extend the maturity of or refinance our existing indebtedness or obtain new indebtedness with similar terms.

We expect that our primary liquidity needs will continue to be to (1) provide capital to facilitate the growth of our existing wealth-management businesses, (2) provide capital to facilitate our expansion into businesses that are complementary to our existing wealth-management businesses as well as other strategic growth initiatives, (3) pay operating expenses, including cash compensation to our employees, (4) fund capital expenditures, (5) service our debt, (6) pay income taxes, and (7) make distribution payments to our members' equity holders in accordance with our distribution policy.

In the normal course of business, we expect to pay distributions that are aligned with the expected changes in our fee related earnings. If cash flow from operations were insufficient to fund distributions over a sustained period of time, we expect that we would suspend or reduce paying such distributions. In addition, there is no assurance that distributions would continue at the current levels or at all.

Our ability to obtain debt financing provides us with additional sources of liquidity. For further discussion of financing transactions occurring in the current period and our debt obligations, see "—*Cash Flows*" within this section and "Note 14. Term Notes, Line of Credit & Promissory Notes" to our audited Consolidated Financial Statements included in this Prospectus/Offer to Exchange.

Cash Flows

The Year ended December 31, 2022 Compared to the Year ended December 31, 2021

The following tables and discussion summarize our Consolidated Statements of Cash Flows by activity attributable to TWMH. Negative amounts represent a net outflow or use of cash.

($ amounts in thousands)	For the years ended December 31, 2022	2021	Favorable (Unfavorable) $ Change	% Change
Net cash provided by operating activities	6,858	18,886	(12,028)	(64%)
Net cash used in investing activities	(7,229)	(2,485)	(4,744)	(191%)
Net cash used in financing activities	(345)	(11,928)	11,583	97%
Effect of exchange rate on cash	(193)	—	(193)	NM
Net decrease in cash and cash equivalents	**(909)**	**4,473**	**(5,382)**	**NM**

NM—Not Meaningful

Operating Activities

Cash provided by TWMH's operating activities decreased by $12.0 million from $18.9 million for the year ended December 31, 2021 to $6.9 million for the years ended December 31, 2022. The decrease in net cash flows provided by operating activities was primarily due to a $9.8 million decrease in net income (loss) from $3.8 million of net income for the year ended December 31, 2021, to $6.0 million net loss for the year ended December 31, 2022. The decrease in net cash flows provided by operating activities was also due to changes in operating assets and liabilities, which changed by $1.1 million from a $4.8 million source of cash during the year ended December 31, 2021 to a $3.7 million source of cash during the year ended December 31, 2022. The decrease in cash provided by operating activities was also due to certain non-cash charges to net income such as a $3.1 million decrease in share-based compensation expense from $5.5 million during the year ended December 31, 2021 to $2.4 million for the year ended December 31, 2022. The decrease in cash provided by operating activities was also due to a decrease of $3.1 million in income from equity method investments, from a $3.1 million loss for the year ended December 31, 2021 to no loss for the year ended December 31, 2022. The decrease in cash provided by operating activities was offset by an increase of $3.7 million in fair value of the payout right, from a $0 fair value for the year ended December 31, 2021 to a $3.7 fair value for the year ended December 31, 2022, as well as an increase of $0.6 million due to forgiveness of debt.

Our increasing working capital needs reflect the growth of our business. We believe that our ability to generate cash from operations, as well as the aggregate $22.6 million capacity under all our credit facilities, including our $15.5 million Line of Credit, of which $1.5 million remains undrawn at December 31, 2022, provides us with the necessary liquidity to manage short-term fluctuations in working capital and to meet our short-term commitments.

Investing Activities

Net cash used in TWMH's investing activities increased by $4.7 million from $2.5 million for the year ended December 31, 2021 to $7.2 million for the year ended December 31, 2022. This increase of net cash used in investing activities was primarily due to the $8.1 million cash payment for the acquisition of Holbein in 2022. This increase in net cash used was offset by a decrease of $1.2 million of cash used for the purchase of equity method investments, a decrease of $0.9 million of cash used for purchases of investments, $0.8 million decrease in loans to members, and a $0.2 million increase in cash provided by sales of investments, all as compared to the prior year.

Financing Activities

Net cash used by TWMH's financing activities decreased by $11.6 million from $12.0 million for the year ended December 31, 2021 to $0.3 million for the year ended December 31, 2022. The decrease in net cash used was primarily driven by a $7.0 million decrease in payments on debt and promissory notes and a $5.8 million increase of cash inflows from borrowings on debt, offset by an increase in member distributions of $1.3 million.

Cash Flows

The Year ended December 31, 2021 Compared to the Year ended December 31, 2020

The following tables and discussion summarize our Consolidated Statements of Cash Flows by activity attributable to TWMH. Negative amounts represent a net outflow or use of cash.

	For the year December 31,		Favorable (Unfavorable)	
($ amounts in thousands)	2021	2020	$ Change	% Change
Net cash provided by operating activities	18,886	7,911	10,975	139%
Net cash used in investing activities	(2,485)	(7,604)	5,119	67%
Net cash used in financing activities	(11,928)	(722)	(11,206)	NM
Net increase in cash and cash equivalents	**4,473**	**(415)**	**4,888**	**NM**

NM—Not Meaningful

Operating Activities

Cash provided by TWMH's operating activities increased by $11.0 million, or 139%, from $7.9 million for the year ended December 31, 2020 to $18.9 million for the year ended December 31, 2021. The increase in net cash flows provided by operating activities was primarily due to changes in operating assets and liabilities, which changed from a $2.8 million use of cash during the year ended December 31, 2020 to a $4.6 million source of cash during the year ended December 31, 2021, as well as the effects of certain non-cash charges to net income.

Our increasing working capital needs reflect the growth of our business. We believe that our ability to generate cash from operations, as well as the aggregate $24.2 million overall capacity under all our credit facilities, including our $14.5 million Line of Credit, of which $12.5 million remains undrawn, provides us with the necessary liquidity to manage short-term fluctuations in working capital and to meet our short-term commitments.

Investing Activities

Net cash used in TWMH's investing activities for the year ended December 31, 2021 decreased by $5.1 million, or 67% from $7.6 million for the year ended December 31, 2020 to $2.5 million for the year ended December 31, 2021. This decrease of net cash used in investing activities was primarily as the result of the payment of contingent consideration of $6.4 million in 2020 pursuant to the 2017 acquisition of Threshold Group.

Financing Activities

Net cash used in TWMH's financing activities increased by $11.2 million from $0.7 million for the year ended December 31, 2020 to $11.9 million for the year ended December 31, 2021. The increase in net cash used was primarily driven by the $7.3 million year-over-year decrease of cash inflows from borrowings on term notes and lines of credit, and by a $5.3 million increase in member distributions year-over-year. These increases were offset in part by a $1.1 million decrease in cash used for repayment of the notes.

Financial Condition and Liquidity of TWMH Following the Business Combination

We believe that following the Closing of the Business Combination, the sources of liquidity discussed above will continue to be sufficient to fund our working capital requirements and to meet our commitments in the ordinary course of business, under current market conditions, for the foreseeable future. We intend to use a portion of our available liquidity to pay cash distributions on a quarterly basis in accordance with our distribution policies. We will continue to explore strategic financing and share buyback opportunities in the ordinary course of business. We expect this to include potential financings and refinancings of indebtedness, through the issuance of debt securities or otherwise, to optimize our liquidity and capital structure.

Future Sources and Uses of Liquidity

In the normal course of business, we may engage in off-balance sheet arrangements, including transactions in derivatives, guarantees, commitments, indemnifications, and potential contingent repayment obligations. We do not have any off-balance sheet arrangements that would require us to fund losses or guarantee target returns to clients.

Contractual obligations

TWMH's contractual obligations under operating lease arrangements (net of sublease income) total $11.6 million, of which $2.9 million net is due within the next 12 months. Additionally, TWMH has minimum printer, computer, and other non-cancelable technology leases totaling $0.2 million, of which less than $0.1 million will become due within the next 12 months.

Indemnification Arrangements

Consistent with standard business practices in the normal course of business, we enter into contracts that contain indemnities for our affiliates and our employees, officers and directors, persons acting on our behalf or such affiliates, and third parties. The terms of the indemnities vary from contract to contract and the maximum exposure under these arrangements, if any, cannot be determined and has neither been recorded in the above table nor in our Consolidated Financial Statements. As of December 31, 2022, we have not had prior claims or losses pursuant to these contracts and expect the risk of loss to be remote.

Litigation

From time to time, we may be named as a defendant in legal actions in the ordinary course of business. Although there can be no assurance of the outcome of such legal actions, in the opinion of management, we do not have any potential liability related to any current legal proceeding or claim that would individually or in the aggregate materially affect its results of operations, financial condition, or cash flows.

Related Party Transactions

We lease office space from a related party for which we paid $1.4 million and $1.1 million in rent payments during the years ended December 31, 2022 and 2021, respectively, which are included in occupancy expense on the Consolidated Statements of Income.

We also provide loans to certain of our members equal to a portion of estimated Federal, State, and Local taxes owed by such members on issuances of Class B units to members. The total amount of these loans outstanding at December 31, 2021 was $1.7 million, which were drawn on February 15, 2021 and accrued interest commenced on February 15, 2021. In connection with the April 2021 issuance, certain members of TWMH were offered forgivable promissory notes equal to a portion of the estimated Federal, State, and Local taxes owed by such members in relation to the issuance. On April 15, 2021, promissory notes totaling

$1.1 million were issued by TWMH. On May 1, 2022, the Company provided $0.3 million in promissory notes to certain employee members of the Company. For the year ended December 31, 2022, the Company forgave $0.3 million of principal debt and accrued interest on the loans. The total amount of these loans outstanding at December 31, 2022 was $1.2 million. Additionally, the Company forgave a $0.6 million promissory note due from a former TIH shareholder.

Critical Accounting Policies and Estimates

We prepare our Consolidated Financial Statements in accordance with U.S. GAAP. In applying many of these accounting principles, we need to make assumptions, estimates, and/or judgments that affect the reported amounts of assets, liabilities, revenues, and expenses in our Consolidated Financial Statements. We base our estimates and judgments on historical experience and other assumptions that we believe are reasonable under the circumstances. These assumptions, estimates, and/or judgments, however, are both subjective and subject to change, and actual results may differ from our assumptions and estimates. Actual results may also differ from our estimates and judgments due to risks and uncertainties and changing circumstances, including uncertainty in the current economic environment due to the COVID-19 pandemic. If actual amounts are ultimately different from our estimates, the revisions are included in our results of operations for the period in which the actual amounts become known. For a summary of our significant accounting policies and estimates, see "Note 2. Summary of Significant Accounting Policies," to our Consolidated Financial Statements included in this Prospectus/Offer to Exchange.

Revenue Recognition

We recognize revenue in accordance with ASC 606. Revenue is recognized in a manner that depicts the transfer of promised goods or services to customers and for an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services. We are required to identify our contracts with customers, identify the performance obligations in a contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract, and recognize revenue when (or as) the entity satisfies a performance obligation. In determining the transaction price, variable consideration is included only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized would not occur when the uncertainty associated with the variable consideration is resolved.

Consolidation

We consolidate entities in which we have a controlling financial interest. We have a controlling financial interest when we own a majority of the voting rights of a voting rights entity ("VRE") or are the primary beneficiary of a variable interest entity ("VIE"). Assessing whether an entity is a VRE or a VIE involves judgment and analysis on an entity-by-entity basis. Factors considered in this assessment include the entity's legal organization, the entity's capital structure and equity ownership, the rights of equity investment holders, the Company's contractual involvement with and economic interest in the entity and any related party or de facto agent implications of the Company's involvement with the entity. Entities that are determined to be VREs are consolidated if the Company can exert control over the financial and operating policies of the investee, which generally exists if there is greater than 50% voting interest. Entities that are determined to be VIEs are consolidated if the Company is the primary beneficiary of the entity. The Company is deemed to be the primary beneficiary of a VIE if it has the power to direct the activities that most significantly impact the entity's economic performance and has the obligation to absorb losses or the right to receive benefits that potentially could be significant to the VIE. There is judgment involved this assessment. During the first quarter of 2022, the Company made investments that resulted in the consolidation of TIH and Holbein. These investments were accounted for as a business combination under ASC 805.

Income Taxes

For tax purposes, we have historically been treated as a flow-through entity with respect to our U.S. operations. As a result, we have not been subject to U.S. federal and state income taxes (although our corporate

subsidiaries are subject to federal and state income tax for subsidiary corporations). The provision for income taxes in our historical Consolidated Statements of Income consists of federal, state, local and foreign income taxes. Following the Business Combination, we will be subject to U.S. federal and state income taxes, in addition to local and foreign income taxes, with respect to our allocable share of any taxable income generated by our limited liability company that will flow through to its interest holders, including us.

Taxes are accounted for using the asset and liability method of accounting. Under this method, deferred taxes assets and liabilities are recognized for the expected future tax consequences of differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, using the tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period when the change is enacted.

U.S. GAAP requires us to recognize tax benefits in an amount that is more-likely-than-not to be sustained by the relevant taxing authority upon examination. We analyze our tax filing positions in all of the U.S. federal, state, local and foreign tax jurisdictions where we are required to file income tax returns, as well as for all open tax years in these jurisdictions. If, based on this analysis, we determine that uncertainties in tax positions exist that do not meet the minimum threshold for recognition of the related tax benefit, a liability is recorded in the Consolidated Financial Statements. We recognize interest and penalties, if any, related to unrecognized tax benefits as general, administrative and other expenses in the Consolidated Statements of Income. If recognized, the entire amount of previously unrecognized tax positions would be recorded as a reduction in the provision for income taxes.

Deferred tax assets are reduced by a valuation allowance when it is more-likely-than-not that some portion or all of the deferred tax assets will not be realized. The realization of deferred tax assets is dependent on our ability to generate future taxable income. When evaluating the realizability of deferred tax assets, all evidence— both positive and negative—is considered. This evidence includes, but is not limited to, expectations regarding future earnings, future reversals of existing temporary tax differences, and tax planning strategies.

Tax laws are complex and subject to different interpretations by the taxpayer and respective governmental taxing authorities. Significant judgment is required in determining tax expense and in evaluating tax positions, including evaluating uncertainties under GAAP. We review our tax positions quarterly and adjust our tax balances as new information becomes available.

Quantitative and Qualitative Disclosures About Market Risk

Our primary exposure to market risk is related to our role as wealth management advisor to our investment products and the sensitivity to movements in the market value of their investments, including the effect on management fees and investment income. Even though the effects of COVID-19 on the financial markets has largely subsided and most countries have reduced or eliminated COVID-19-related restrictions, an increase in cases or the introduction of novel variants may continue to pose risks to financial markets.

Market Risk

The market price of investments may significantly fluctuate during the period of investment, should their value decline, our fees may decline accordingly. Investments may decline in value due to factors affecting securities markets generally or particular industries represented in the securities markets. The value of an investment may decline due to general market conditions, which are not specifically related to such investment, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates, or adverse investor sentiment generally. It may also decline due to factors that affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry.

Our credit orientation has been a central tenet of our business across our investment strategies. Our investment professionals benefit from our independent research and relationship networks and insights from our portfolio of active investments. We believe the combination of high-quality proprietary pipeline and a consistent, rigorous approach to managing investments across our strategies has been, and we believe will continue to be, a major driver of our strong risk-adjusted returns and the financial stability and predictability of our income.

Interest Rate Risk

As of December 31, 2022, we had $14.1 million and $5.8 million of borrowings outstanding under the revolving facilities and term loan, respectively.

In November 2021, we amended our $7.5 million revolving line of credit into a restated $14.5 million revolving line of credit. The interest rate on the line of credit was amended to the Daily Bloomberg Short-Term Bank Yield Index rate ("BSBY") plus 1.50%. Our unused commitment fee is 0.15% per annum. Currently, the term loan bears interest calculated based on variable one-month LIBOR rate plus 1.50%, subject to a LIBOR floor. We entered into an interest rate swap agreement in 2020, which converted the variable rate to a fixed rate of 2.60% on borrowings under the term loan. The interest rate swap is not accounted for under hedge accounting; therefore, changes in the value of the swap are recognized in earnings.

In March 2022, the Company's Revolving Line of Credit maturity date was extended to March 13, 2023 and its borrowing capacity increased from $14.5 million to $15.5 million.

We estimate that in the event of an increase in LIBOR, there would be no impact to our interest expense related to the term loan due to our interest rate swap agreement. However, for any increase to the BSBY rate related to the revolving facilities, we would be subject to such increased variable rate and would expect our interest expense to increase commensurately.

On July 27, 2017, the United Kingdom's FCA, which regulates LIBOR, announced that it intends to phase out LIBOR by the end of 2021, which was later extended to June 2023. Potential changes, or uncertainty related to such potential changes, may adversely affect the market for LIBOR-based securities or the cost of our borrowings.

Credit Risk

We are party to agreements providing for various financial services and transactions that contain an element of risk in the event that the counterparties are unable to meet the terms of such agreements. In such agreements, we depend on the counterparty to make payment or otherwise perform. We generally endeavor to minimize our risk of exposure by limiting to reputable financial institutions the counterparties with which we enter into financial transactions. In other circumstances, availability of financing from financial institutions may be uncertain due to market events, and we may not be able to access these financing markets. We seek to mitigate this exposure by monitoring the credit standing of these financial institutions.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF THE TIG ENTITIES

In this section, unless the context otherwise requires, references to "TIG Entities," "we," "us," and "our," are intended to mean the business and operations of the TIG Entities and their consolidated subsidiaries. The following discussion analyzes the financial condition and results of operations of the TIG Entities and should be read in conjunction with the Combined and Consolidated audited Financial Statements and the related notes included in this Prospectus/Offer to Exchange.

Amounts and percentages presented throughout our discussion and analysis of financial condition and results of operations may reflect rounded results in thousands (unless otherwise indicated) and consequently, totals may not appear to sum. Certain prior period amounts have been reclassified to conform to the current year presentation.

Our Business

We are an alternative investment management firm that manages, in aggregate with the External Strategic Managers in which we have made strategic investments, $8.3 billion in AUM as of December 31, 2022. Our internal strategies (i.e., TIG Arbitrage) manage $3.0 billion and the External Strategic Managers have a combined $5.3 billion in AUM. External Strategic Managers are those managers in which the TIG Entities have made strategic investments, and the strategies of these managers include Real Estate Bridge Lending Strategy, Asian Credit and Special Situations, and European Equities. In total, the foregoing AUM figures reflect an increase of 35% and 0%, since December 31, 2020 and December 31, 2021, respectively. Average AUM increased 15% for the year ended December 31, 2022 compared to the year ended December 31, 2021 and 23% for the year ended December 31, 2021 compared to the year ended December 31, 2020. The foregoing increases in AUM include the impact of new investments in the European Equities and Asian Credit and Special Situations External Strategic Managers of $885 million and $943 million during the year ended December 31, 2020 and December 31, 2021, respectively.

We are focused on partnering with global alternative asset managers in order to unlock and achieve growth from both an asset and operational perspective. We have a strong track record of identifying managers that focus on sourcing uncorrelated investment opportunities in both public and private markets and then utilizing our long- standing operating platform to assist managers with growth.

Our business is focused on providing investment advisory services to institutional investors and high net worth individuals globally under the following investment strategies:

- Event-Driven Global Merger Arbitrage (TIG Arbitrage): TIG Arbitrage is our event-driven strategy based in New York. This strategy focuses on 0-to-30-day events within the merger process. The investment team employs deep research on each situation in the portfolio with a focus on complex, hostile, up-for-sale situations where our primary research work can drive uncorrelated alpha. Our research and investment process are focused on hard catalyst events and is not dependent on deal flow. The strategy has $3.0 billion AUM as of December 31, 2022.
- Real Estate Bridge Lending Strategy (External Strategic Manager): The External Strategic Manager that operates a real estate bridge lending strategy is based in Toronto and focuses on complex construction, term, and pre-development bridge loans throughout North America. Our manager's experience with mortgages dates to the 1950s with real estate law and entered the mortgage-lending business in the 1960s. The manager converted its individual mortgage syndication business to a commingled fund in early 2006. The fund's diversified portfolio primarily consists of first lien mortgages with little to no structural leverage. The team places an emphasis on risk management via rigorous underwriting consisting of borrower analysis, vetting, and extensive monitoring across all major real estate asset classes. The strategy has $2.2 billion AUM as of December 31, 2022.

- European Equities (External Strategic Manager): The External Strategic Manager focused on European equities is based in London. Founded in 2001, this manager is actively traded and absolute return-oriented with a focus on financials, cyclicals, and mining and minerals. The strategy is market agnostic and runs with a variable net exposure, equally comfortable net long or net short. The strategy has $1.6 billion AUM as of December 31, 2022.
- Asian Credit and Special Situations (External Strategic Manager): The External Strategic Manager that operates an Asia Pacific credit and special situations strategy is based in Hong Kong and launched in 2013. The portfolio manager has more than 25 years of experience investing in performing, stressed, and distressed bonds and loans throughout the Asia Pacific region. We believe their on-the-ground expertise and deep local network make them well-positioned to capitalize on an under-researched and inefficient market with limited competition and attractive levels of stressed and distressed activity. The strategy has $1.5 billion AUM as of December 31, 2022. The acquisition of the investment closed on December 31, 2020; however, the revenue share was effective as of January 1, 2021, and therefore, Asian Credit and Special Situations had no impact on the results of operations for the years ended December 31, 2020.

Fee Structure

TIG Arbitrage and the External Strategic Managers earn management fees, and incentive fees tied to performance. We have a 50.63% profit share in TIG Arbitrage, through which we directly receive management fees and incentive fees from the underlying funds and accounts. For more information regarding the profit-share participation, refer to "*Business of Alvarium Tiedemann—Fund Management Fees.*"

Management fees and incentive fees earned from our economic interests with External Strategic Managers are earned through our profit or revenue sharing arrangements with the External Strategic Managers. Our economic interests in the External Strategic Managers are as follows:

- Real Estate Bridge Lending Strategy – 20.92% profit share;
- European Equities – 19.99% revenue share; and
- Asian Credit and Special Situations – 9.00% revenue share.

The following describes our fee structure:

- Management Fees. TIG Arbitrage and the External Strategic Managers are entitled to management fees as compensation for administrating and managing the affairs of the funds and separately managed accounts. Management fees are normally received in advance each month or quarter and recognized as services are rendered. The management fees are calculated using approximately 0.75% to 1.50% of the net asset value of the funds' underlying investments.
- Incentive Fees. TIG Arbitrage and certain of the External Strategic Managers are entitled to receive incentive fees if certain performance returns have been achieved as stipulated in our governing documents. Incentive fees are normally received and recognized annually and are calculated using approximately 20% of net profit / income, with only select funds with hurdle rates. We recognize our incentive fees when it is no longer probable that a significant reversal of revenue will occur. Our incentive fees are not subject to clawback provisions.
- Interest and Other Income. Other investment gain includes our unrealized and realized gains and losses on our principal investments.
- Also included within Management Fees and Incentive Fees are income from such fees from our profit and revenue-share investments in External Strategic Managers.

Capital Invested In and Through Our Funds

To further align our interests with those of investors in our products, as of December 31, 2022, our executives and employees had invested over $132.3 million in the TIG Entities' products across our platform.

Market Trends and Business Environment

We have observed a trend of consolidation across investment managers and subsequently an increased demand from allocators to gain larger exposure with fewer managers. As a result, allocators look for holistic solutions that can address various structural and/or investment needs. Our length of operating history and exposure to various strategies and investor bases throughout the years has given us an advantage in creating bespoke client solutions to meet complex needs across a global client base. This trend continues to accelerate and we believe that our experience in customizing solutions for our clients puts us in a strong posture for the future.

Furthermore, we have seen an increased need for client advisory and intermediaries to provide niche, difficult-to-access, and sometimes complex investment offerings in order to differentiate their business. Our focus on mid-sized specialist managers delivers the stability and credibility of a 40+ year operating organization, while bringing to market the unique alpha solutions they desire. Our ability to maintain a competitive advantage is complimented by the fact that we are focused on a segment of the market that is often overlooked by our competitors.

One of the major drivers of the aforementioned industry consolidation is the enormous cost associated with starting and running an independent small and medium size investment firm. The barrier to entry today is large with ongoing regulatory, legal, and infrastructure costs. Since inception, we have sourced, supported, and helped money managers build their fund businesses, using a centralized platform of services proven to allow portfolio managers to focus exclusively on their investment strategy. The synergies created as an infrastructure partner can help reduce the frictional costs of running a medium sized organization. Furthermore, we are a proven growth partner with a global sales and marketing presence. The TIG Entities have successfully raised capital from various regions globally and are critically focused on understanding the geographical nuances of various investor types.

From a macro perspective, we believe the low interest rate environment following the most recent global financial crisis has resulted in increasing demand for yield, and differentiated investment activities that diversify investment portfolios. The search for yield has resulted in growing allocations to alternative assets, as investors seek to meet their return objectives.

We believe that our disciplined investment philosophy across our distinct but complementary investment strategies contributes to the stability of our performance throughout market cycles. Our products have a stable base of permanent or long-term capital enabling us to invest in assets with a long-term focus over different points in a market cycle and to take advantage of market volatility. Our strategies are uncorrelated in nature to overall capital markets and seek to deliver consistent returns regardless of the market environment. Given that our strategies are narrow in scope and nimble in nature, we believe we have the flexibility to capitalize on overall market volatility. However, our results of operations, including the market value of our AUM, are affected by a variety of factors, including conditions in the global financial markets and the economic and political environments.

Global equity markets declined in performance during the year ended December 31, 2022, as supply chain issues, labor shortages, and inflation concerns increased. The S&P 500 Index had negative returns of 19.4% for the year ended December 31, 2022. Outside of the U.S., the MSCI All Country World ex USA Index decreased 16.1% for the year ended December 31, 2022. Private equity market activity remained robust throughout the year ended December 31, 2022.

In addition to the aforementioned macroeconomic and sector-specific trends, we believe our future performance will be influenced by the following factors:

Attractiveness of the TIG Entities' Products and Ability to Generate Strong, Stable Results. We partner with alternative investment managers, which have historically generated alpha over long periods of time through repeatable investment processes. We diversify our overall offering by partnering with managers that do not correlate with one another. Our selected managers have low volatility of returns and exhibit low correlations to capital markets and/or typically run low net exposure strategies.

Successful Deployment of Capital into Attractive Investments. We believe we identify managers that can identify specific investment opportunities and are able to implement a repeatable investment process in order to capitalize on such opportunity set. We only partner with managers that have a seasoned investment team, which have grown AUM, diversified their investor base and are growing at the time of partnership. In doing so, we seek managers who we believe we can unlock growth for, either by channel or geography distribution expansion, operational improvement, synergies, investment / operational capabilities and / or product expansion. We have metrics in place to gauge the performance of these managers, for which all have grown since our primary investment.

Ability to Maintain our Competitive Advantage. We have a 40+ year operating history of helping entrepreneurs grow their businesses successfully. We also believe allocators view our business as a holistic solution adept at addressing various structural and / or investment needs. To achieve this reputation, our focus has been directed towards mid-sized specialist managers who have achieved stability and credibility within their organization and during their operating history, while bringing to market the unique alpha solutions global allocators desire. We believe we are a proven growth partner with a global sales and marketing presence as we have successfully raised capital from various regions globally and are critically focused on understanding the geographical nuances of various investor types.

Ability to Launch New Strategies and Products. We believe that among our core competencies is creating and/or accommodating proprietary client solutions, including SMAs, funds of one wherein the fund is the sole investor in a specific investment vehicle, SPVs, UCITs, AIF's and a variety of other offerings to meet complex needs across a global client base.

Limited Availability of Financing for Certain Real Estate Projects. A key driver of our investment in the Real Estate Bridge Lending Strategy is our belief that regulatory and structural changes in the market have reduced the amount of capital available to certain types of projects and properties. We believe that many commercial and regional banks have, in recent years, de-emphasized their offering of loans for construction projects or transitional properties. In addition, these lenders may be constrained in their ability to underwrite and hold certain types real estate loans as they seek to meet existing and future regulatory capital requirements.

Managing Business Performance and Key Financial Measures

Non-US GAAP Financial Measures

We use Adjusted Net Income, Adjusted EBITDA, and Economic EBITDA as non-US GAAP measures to track our performance and assess the TIG Entities' ability to service their borrowings. Adjusted EBITDA and Economic EBITDA are derived from and reconciled to, but not equivalent to, its most directly comparable GAAP measure of net income (loss). Adjusted Net Income represents net income (loss) plus (a) transaction expenses, (b) legal settlement fees, (c) fair value adjustments to strategic investments, and (d) disposal of investments. Adjusted EBITDA represents Adjusted Net Income plus (a) interest expense, net, (b) income tax expense, and (c) depreciation and amortization expense. Economic EBITDA represents Adjusted EBITDA less net profit share economics with TIG Arbitrage.

We believe all three non-US GAAP measures provide useful information to investors to help them evaluate our operating results by facilitating an enhanced understanding of our operating performance and enabling them to make more meaningful period to period comparisons. These non-US GAAP financial measures supplement and should be considered in addition to and not in lieu of, the results of operations, which are discussed further under "— *Components of Combined and Consolidated Results of Income*" and "*Presentation of Financial Information*" and are prepared in accordance with GAAP. For the specific components and calculations of these non-US GAAP measures, as well as a reconciliation of these measures to the most comparable measure in accordance with GAAP, see "— *Reconciliation of Combined and Consolidated GAAP Financial Measures to Certain Non-US GAAP Measures.*"

Operating Metrics

Our primary operating metric is AUM, which refers to the assets we and the External Strategic Managers manage. We view AUM as a metric to measure our investment and fundraising performance. Our calculations of assets under management may differ from the calculation methodologies of other asset managers, and as a result this measure may not be comparable to similar measures presented by other asset managers.

The tables below present roll forwards of our total AUM and the AUM of the External Strategic Managers in which we have made strategic investments:

TIG Entities Fund Summary

The following table represents the TIG Arbitrage AUM, and External Strategic Managers AUM in which the TIG Entities hold an economic interest, as described below. The amounts in the table represent 100% of the AUM as of and for the year ended December 31, 2022 and 2021, and as of and for the year ended December 31, 2021 and 2020:

($ amounts in millions)	December 31, 2022	December 31, 2021
TIG Arbitrage AUM	$ 3,027	$ 3,431
External Strategic Managers:		
Real Estate Bridge Lending AUM	2,153	2,329
European Equities AUM	1,632	1,082
Asian Credit and Special Situations AUM	1,498	1,448
External Strategic Managers AUM	5,283	4,859
Total AUM	$ 8,310	$ 8,290

($ amounts in millions)	December 31, 2021	December 31, 2020*
TIG Arbitrage AUM	$ 3,431	$ 2,569
External Strategic Managers:		
Real Estate Bridge Lending AUM	2,329	2,556
European Equities AUM	1,082	1,007
Asian Credit and Special Situations AUM	1,448	—
External Strategic Managers AUM	4,859	3,563
Total AUM	$ 8,290	$ 6,132

* Excludes AUM from the Asian Credit and Special Situations strategy, which was entered into during 2021.

The following table presents a rollforward by strategy and product of 100% of our AUM for the year ended December 31, 2022 and 2021: ($amounts in millions)

AUM by Strategy and Product*

($ amounts in millions)	AUM at January 1, 2022	Gross Appreciation	Subscriptions	Redemptions	Distributions	AUM at December 31, 2022	Average AUM
TIG Arbitrage	$ 3,431	$ 74	$ 973	$ (1,412)	$ (39)	$ 3,027	$ 3,229
External Strategic Managers:							
Real Estate Bridge Lending Strategy	2,329	48	95	(269)	(50)	2,153	2,241
European Equities	1,082	255	508	(152)	(61)	1,632	1,357
Asian Credit and Special Situations	1,448	15	312	(258)	(19)	1,498	1,473
External Strategic Managers Subtotal	4,859	318	915	(679)	(130)	5,283	5,071
Total	$ 8,290	$ 392	$ 1,888	$ (2,091)	$ (169)	$ 8,310	$ 8,300

($ amounts in millions)	AUM at January 1, 2021	Gross Appreciation	New Investments	Subscriptions	Redemptions	Distributions	AUM at December 31, 2021	Average AUM
TIG Arbitrage	$ 2,569	$ 225	$ —	$ 1,416	$ (712)	$ (67)	$ 3,431	$ 3,000
External Strategic Managers:								
Real Estate Bridge Lending Strategy	2,556	208	—	145	(524)	(56)	2,329	2,443
European Equities	1,007	88	—	255	(241)	(27)	1,082	1,045
Asian Credit and Special Situations	—	144	943	443	(46)	(36)	1,448	724
External Strategic Managers Subtotal	3,563	440	943	843	(811)	(119)	4,859	4,212
Total	$ 6,132	$ 665	$ 943	$ 2,259	$ (1,523)	$ (186)	$ 8,290	$ 7,212

* Each of the TIG Entities' strategies are aligned by product, TIG Arbitrage and our External Strategic Managers.

AUM increased $20 million to $8,310 million at December 31, 2022 from $8,290 million at December 31, 2021 primarily driven by steady subscriptions and gross appreciation, partially offset by the impact of redemptions and distributions.

For the year ended December 31, 2022 as compared to the year ended December 31, 2021, the increase in gross appreciation was greater in the prior year period due partially to a larger increase in performance of the global equity and fixed income markets. During the year ended December 31, 2021, the TIG Entities entered into a new investment in Asian Credit and Special Situations. The increase in subscriptions was primarily driven by the European Equities and Asian Credit and Special Situations within External Strategic Managers. These increases were offset in part by higher redemptions in the current year period among TIG Arbitrage and a slight decrease in distributions driven primarily by a decrease in the return of capital to various funds due to the lower management and performance fees earned in 2022.

The following table presents a rollforward by strategy and product of 100% of our AUM for the year ended December 31, 2021 and 2020: ($ amounts in millions)

AUM by Strategy and Product*

($ amounts in millions)	AUM at January 1, 2021 **	Gross Appreciation	New Investments	Subscriptions	Redemptions	Distributions	AUM at December 31, 2021	Average AUM
TIG Arbitrage	$ 2,569	$ 225	$ —	$ 1,416	$ (712)	$ (67)	$ 3,431	$ 3,000
External Strategic Managers:								
Real Estate Bridge Lending Strategy	2,556	208	—	145	(524)	(56)	2,329	2,443
European Equities	1,007	88	—	255	(241)	(27)	1,082	1,045
Asian Credit and Special Situations	—	144	943	443	(46)	(36)	1,448	724
External Strategic Managers Subtotal	3,563	440	943	843	(811)	(119)	4,859	4,212
Total	$ 6,132	$ 665	$ 943	$ 2,259	$ (1,523)	$ (186)	$ 8,290	$ 7,212

($ amounts in millions)	AUM at January 1, 2020 ***	Gross Appreciation	New Investments	Subscriptions	Redemptions	Distributions	AUM at December 31, 2020	Average AUM
TIG Arbitrage	$ 3,178	$ 206	$ —	$ 647	$ (1,409)	$ (53)	$ 2,569	$ 2,874
External Strategic Managers:								
Real Estate Bridge Lending Strategy	2,394	117	—	155	(59)	(51)	2,556	2,475
European Equities	—	217	885	13	(55)	(53)	1,007	504
External Strategic Managers Subtotal	2,394	334	885	168	(114)	(104)	3,563	2,979
Total	$ 5,572	$ 540	$ 885	$ 815	$ (1,523)	$ (157)	$ 6,132	$ 5,853

* Each of the TIG Entities' strategies are aligned by product, TIG Arbitrage and our External Strategic Managers.

** Excludes AUM from the Asian Credit and Special Situations strategy, which was entered into during 2021 and presented as "New investments" in the table.

*** Excludes AUM from the European Equities strategy, which was entered into during 2020 and presented as "New investments" in the table. Excludes AUM the Asian Credit and Special Situations strategy, which was entered into during 2021 and is not presented for the year ended December 31, 2020.

AUM increased $2,158 million to $8,290 million at December 31, 2021 from $6,132 million at December 31, 2020 primarily driven by increased subscriptions, the new investment in Asian Credit and Special Situations, and gross appreciation, partially offset by the impact of redemptions and distributions.

The increase in gross appreciation year-over-year was driven primarily by higher global equity and fixed income markets. The increase in subscriptions year-over-year was driven primarily by increased subscriptions among both TIG Arbitrage and the External Strategic Managers. Redemptions remained consistent year-over- year. The increase in distributions year-over-year was driven primarily by an increase in the return of capital to various funds due to the higher management and performance fees earned in 2021.

Product Performance Metrics

Product performance information is included throughout this discussion with analysis to facilitate an understanding of our results of operations for the periods presented. We do not present product performance metrics for products with less than two years of investment performance from the date of the product's first investment. The performance information reflected in this discussion and analysis is not indicative of our overall

performance. As with any investment there is always the potential for gains as well as the possibility of losses. There can be no assurance that any of these products or our other existing and future managers will achieve similar returns.

Our performance by fund type for the year ended December 31, 2022 and December 31, 2021 are presented below:

($ amount in millions)	December 31, 2022 Ending Capital	December 31, 2022 Weighted Average Rate of Return	December 31, 2021 Ending Capital	December 31, 2021 Weighted Average Rate of Return
Fund Performance				
TIG Arbitrage	$ 3,027	2.2%	$ 3,431	8.0%
External Strategic Managers				
Real Estate Bridge Lending Strategy	2,153	6.4%	2,329	5.8%
European Equities	1,632	20.1%	1,082	8.1%
Asian Credit and Special Situations	1,498	-2.5%	1,448	9.7%
External Strategic Managers	5,283	N/A	4,859	N/A
Total	$ 8,310		$ 8,290	

Our performance by fund type for the year ended December 31, 2021 and December 31, 2020 are presented below:

($ amount in millions)	December 31, 2021 Ending Capital	December 31, 2021 Weighted Average Rate of Return	December 31, 2020 Ending Capital	December 31, 2020 Weighted Average Rate of Return
Fund Performance				
TIG Arbitrage	$ 3,431	8.0%	$ 2,569	7.9%
External Strategic Managers				
Real Estate Bridge Lending Strategy	2,329	8.0%	2,556	7.2%
European Equities	1,082	8.1%	1,007	24.5%
Asian Credit and Special Situations	1,448	9.7%	—	N/A
External Strategic Managers	4,859	N/A	3,563	N/A
Total	$ 8,290		$ 6,132	

Past performance does not guarantee or indicate future results. The weighted average rates of return ("WARR") presented above for the year ended December 31, 2022 and 2021 and years ended December 31, 2021 and 2020, are based on estimated returns and are unaudited. The WARR for TIG Arbitrage is based on the TIG Entities' internal estimated returns for multiple funds and separately managed accounts that had substantially similar portfolio compositions with varying exposure levels to the TIG Entities' benchmark portfolio. The estimated returns were gross of incentive fees and applicable taxes. Management fees and expenses were netted to the extent paid by the applicable fund or separately managed account. The WARR for Real Estate Bridge Lending Strategy is based on estimated returns for the flagship Real Estate Bridge Lending Strategy fund provided to the TIG Entities by our External Strategic Managers. Estimates were provided net of all fees charged to the flagship fund in this strategy, but did not take into account taxes, change in unit values, third-party expenses, or redemption charges. The WARR for European Equities is based on estimated returns for

multiple funds and separately managed accounts that had substantially similar portfolio compositions with varying exposure levels to European Equities' benchmark portfolio. Estimates provided were gross of incentive fees and applicable taxes, but net of all other fees (including but not limited to management fees, trading expenses, and financing fees).

Components of Combined and Consolidated Results of Income

Income

Management and incentive fees. Management fees are recognized over the period of time in which the investment management services are performed, using a time-based output method in which the investment management services are performed to measure progress. Incentive fees are recognized at a point in time (usually annually) and it is determined that the incentive fees are no longer probable of significant reversal. The amount of income varies from one reporting period to another as levels of assets under advisement change (from inflows, outflows, and market movements) and as the number of days in the reporting period change.

Non-operating Income

Other investment gains. Other investment gain includes our unrealized and realized gains and losses on our principal investments.

Expenses

Compensation and Benefits. Compensation generally includes salaries, bonuses, long-term deferral programs, benefits, and payroll taxes. Compensation is accrued over the related service period and long-term deferral program awards are paid out based on the various vesting dates.

General, Administrative and Other Expenses. General, administrative and other expenses include costs primarily related to professional services, occupancy, travel, communication and information services, depreciation and amortization, distribution costs, and other general operating items.

Interest Expense. Interest expense consists of the interest expense on our outstanding debt, amortization of deferred financing costs, and amortization of original issue discount.

Income Tax Expense. Income tax expense consists of taxes paid or payable by our consolidated operating subsidiaries. Certain of our subsidiaries are treated as flow-through entities for federal income tax purposes and, accordingly, are not subject to federal and state income taxes, as such taxes are the responsibility of certain direct and indirect owners of the flow-through entities; however, the flow-through entities are subjected to unincorporated business tax ("UBT") and other state taxes. A portion of our operations is conducted through domestic and foreign corporations that are subject to corporate level taxes and for which we record current and deferred income taxes at the prevailing rates in the various jurisdictions in which these entities operate.

Results of Operations

Combined and Consolidated Results of Income —The Year Ended December 31, 2022 Compared to the Year Ended December 31, 2021

($ amounts in thousands)	For the Year Ended December 31, 2022	2021	Favorable (Unfavorable) $ Change	% Change
Income				
Management and incentive fees	$59,544	$86,613	$(27,069)	(31)%
Total income	59,544	86,613	(27,069)	(31)%
Expenses				
Compensation and benefits	18,704	17,651	(1,053)	(6)%
General, administrative and other expenses	16,669	12,160	(4,509)	(37)%
Total expenses	35,373	29,811	(5,562)	(19)%
Operating income	24,171	56,802	(32,631)	(57)%
Other investment gains, net	20,666	15,444	5,222	34%
Interest expense	(2,593)	(2,240)	(353)	(16)%
Net income (loss) before income taxes	42,244	70,006	(27,762)	(40)%
Income tax expense	(841)	(1,457)	616	42%
Net income (loss)	$41,403	$68,549	$(27,146)	(40)%

Income

The Year Ended December 31, 2022 Compared to the Year Ended December 31, 2021

	For the Year Ended December 31, 2022	2021	Favorable (Unfavorable) $ Change	% Change
Management Fees:				
TIG Arbitrage	$31,763	$29,594	$ 2,169	7%
External Strategic Managers:				
Real Estate Bridge Lending Strategy	6,692	10,713	(4,021)	(38)%
European Equities	3,988	2,904	1,084	37%
Asian Credit and Special Situations	1,661	1,292	369	29%
External Strategic Managers Subtotal	12,341	14,909	(2,568)	(17)%
Total Management Fees	44,104	44,503	(399)	(1)%
Incentive Fees:				
TIG Arbitrage	7,312	37,662	(30,350)	(81)%
External Strategic Managers:				
European Equities	8,094	2,540	5,554	219%
Asian Credit and Special Situations	34	1,908	(1,874)	(98)%
External Strategic Managers Subtotal	8,128	4,448	3,680	83%
Total Incentive Fees	15,440	42,110	(26,670)	(63)%
Total Income	**$59,544**	**$86,613**	**$(27,069)**	**(31)%**

Management Fees. Management fees decreased by $0.4 million, or 1%, for the year ended December 31, 2022 compared to the year ended December 31, 2021. The decrease was primarily due to a decrease in AUM in the TIG Arbitrage and Real Estate Bridge Lending Strategy, offset partially by an increase in AUM in the European Equities and Asian Credit and Special Situations strategies.

Incentive Fees. Incentive fees decreased by $26.7 million, or 63%, for the year ended December 31, 2022 compared to the year ended December 31, 2021. The decrease was driven by weaker investment performance during the year ended December 31, 2022 compared to the year ended December 31, 2021, primarily due to a decrease in TIG Arbitrage incentive fees of $30.4 million, or 81%, and a decrease in Asian Credit and Special Situation incentive fees of $1.9 million, or 98%, partially offset by an increase in European Equities incentive fees of $5.6 million, or 219%, for the year ended December 31, 2022 compared to the year ended December 31, 2021.

Non-operating Income

Other investment gains (losses). Other investment gains (losses) increased by $5.2 million, or 34% for the year ended December 31, 2022 compared to the year ended December 31, 2021. The increase was primarily due to an increase in unrealized gains on investments in the European Equities Strategy of $20.2 million, partially offset by a decrease in unrealized gains on investments in Real Estate Bridge Lending of $9.9 million and in Asian Credit and Special Situations of $5.0 million.

Expenses

Compensation and Benefits. Compensation and benefits increased by $1.1 million, or 6%, for the year ended December 31, 2022 compared to the year ended December 31, 2021. The increase was driven by a $1.0 million increase in employee bonuses and a $0.1 million increase in salaries and employee benefit costs.

General, Administrative and Other Expenses. General, administrative and other expenses increased by $4.5 million, or 37%, for the year ended December 31, 2022 compared to the year ended December 31, 2021. The increase was primarily driven by an increase in merger expenses related to the Business Combination of $5.2 million, offset by a decrease in professional fees of $1.4 million for the year ended December 31, 2022 compared to the year ended December 31, 2021.

Interest Expense. Interest expense increased $0.4 million, or 16%, for the year ended December 31, 2022 compared to the year ended December 31, 2021. The increase was driven by an increase in LIBOR rates for the year ended December 31, 2022 compared to December 31, 2021.

Income Tax Expense. Income tax expense decreased by $0.6 million, or 42%, for the year ended December 31 2022 compared to the year ended December 31, 2021. The decrease was primarily driven by a UBT tax overpayment for the year ended December 31, 2021, which reduced the estimated UBT tax expense for the year ended December 31, 2022.

Results of Operations

Combined and Consolidated Results of Income—The Year Ended December 31, 2021 Compared to the Year Ended December 31, 2020

($ amounts in thousands)	For the Year Ended December 31, 2021	2020	Favorable (Unfavorable) $ Change	% Change
Income				
Management and incentive fees	$86,613	$67,129	$ 19,484	29%
Total income	86,613	67,129	19,484	29%
Expenses				
Compensation and benefits	17,651	15,371	(2,280)	(15)%
General, administrative and other expenses	12,160	13,759	1,599	12%
Total expenses	29,811	29,130	(681)	(2)%
Operating income	56,802	37,999	18,803	49%
Other investment gains	15,444	7,670	7,774	101%
Interest expense	(2,240)	(2,363)	123	5%
Net income before income taxes	70,006	43,306	26,700	62%
Income tax expense	(1,457)	(748)	(709)	(95)%
Net income	$68,549	$42,558	$ 25,991	61%

Income

The Year Ended December 31, 2021 Compared to the Year Ended December 31, 2020

	For the Year Ended December 31, 2021	2020	Favorable (Unfavorable) $ Change	% Change
Management Fees:				
TIG Arbitrage	$ 29,594	$ 28,237	$ 1,357	5%
External Strategic Managers:				
Real Estate Bridge Lending Strategy	10,713	5,566	5,147	92%
European Equities	2,904	1,871	1,033	55%
Asian Credit and Special Situations	1,292	—	1,292	NM%
External Strategic Managers Subtotal	14,909	7,437	7,472	100%
Total Management Fees	44,503	35,674	8,829	25%
Incentive Fees:				
TIG Arbitrage	37,662	24,469	13,193	54%
External Strategic Managers:				
European Equities	2,540	6,986	(4,446)	(64)%
Asian Credit and Special Situations	1,908	—	1,908	NM%
External Strategic Managers Subtotal	4,448	6,986	(2,538)	(36)%
Total Incentive Fees	42,110	31,455	10,655	34%
Total Income	**$ 86,613**	**$ 67,129**	**$ 19,484**	**29%**

NM – Not Meaningful

Management Fees. Management fees increased by $8.8 million, or 25%, for the year ended December 31, 2021 compared to the year ended December 31, 2020. The increase was primarily due to an increase in AUM across all strategies and the TIG Entities' new investment in Asian Credit and Special Situations during 2021.

Incentive Fees. Incentive fees increased by $10.7 million, or 34%, for the year ended December 31, 2021 compared to the year ended December 31, 2020. The increase was driven by stronger investment performance during 2021 compared to 2020, primarily due to an increase in TIG Arbitrage incentive fees of $13.2 million, or 54%, from 2020 to 2021 and an increase of $1.9 million due to the TIG Entities' new investment in Asian Credit and Special Situations during 2021, partially offset by the decrease in European Equities incentive fees of $4.4 million, or 64%, from 2020 to 2021.

Non-operating Income

Other investment gains. Other investment gains increased by $7.8 million, or 101%, for the year ended December 31, 2021 compared to the year ended December 31, 2020. The increase was primarily due to increase in unrealized gains on investments in the Real Estate Bridge Lending Strategy of $9.4 million, the new Asian Credit and Special Situations investment of $5.8 million and an increase in unrealized gains on investments in TIG Arbitrage of $0.9 million, partially offset by a decrease in the unrealized gains in European Equities of $8.3 million.

Expenses

The Year Ended December 31, 2021 Compared to the Year Ended December 31, 2020.

Compensation and Benefits. Compensation and benefits increased by $2.3 million, or 15%, for the year ended December 31, 2021 compared to the year ended December 31, 2020. The increases were primarily driven by severance payments incurred in the year ended December 31, 2021, as well as an increase in bonus compared to the year ended December 31, 2020.

General, Administrative and Other Expenses. General, administrative and other expenses decreased by $1.6 million, or 12%, for the year ended December 31, 2021 compared to the year ended December 31, 2020. The decrease was primarily driven by a legal settlement accrual of $6.3 million in 2020, partially offset by an increase in professional fees of $4.9 million, including certain transaction expenses related to the Business Combination, and other business expenses for the year ended December 31, 2021 compared to the year ended December 31, 2020.

Interest Expense. Interest expense decreased by $0.1 million, or 5%, for the year ended December 31, 2021 compared to the year ended December 31, 2020.

Income Tax Expense. Income tax expense increased by $0.7 million, or 95%, for the year ended December 31, 2021 compared to the year ended December 31, 2020. The increase was primarily driven by a number of partners returning to New York during the year ended December 31, 2021 as restrictions eased related to the COVID-19 pandemic, which increased the related UBT incurred.

Reconciliation of Combined and Consolidated GAAP Financial Measures to Certain Non-US GAAP Measures

We use Adjusted Net Income Adjusted EBITDA, and Economic EBITDA as non-US GAAP measures to track our performance and assess the TIG Entities' ability to service their borrowings. Adjusted EBITDA and Economic EBITDA are derived from and reconciled to, but not equivalent to, its most directly comparable GAAP measure of net income (loss). Adjusted Net Income represents net income plus (a) an accrual recorded in 2020 for a legal action that was settled in July 2021, (b) legal fees related to a legal action that was settled in July 2021, (c) transaction expenses associated with the Business Combination in 2021, and (d) fair value adjustments to strategic investments. Economic EBITDA represents Adjusted EBITDA less net profit share economics with TIG Arbitrage. Adjusted EBITDA represents adjusted net income (loss) plus (a) interest expense, (b) income tax expense (benefits), and (c) depreciation and amortization.

We believe all three non-US GAAP measures provide useful information to investors to help them evaluate our operating results by facilitating an enhanced understanding of our operating performance and enabling them to make more meaningful period to period comparisons. These non-US GAAP financial measures supplement and should be considered in addition to and not in lieu of, the results of operations, which are discussed further under "—*Components of Combined and Consolidated Results of Income*" and "*Presentation of Financial Information*" and are prepared in accordance with GAAP. For the specific components and calculations of these non-US GAAP measures, as well as a reconciliation of these measures to the most comparable measure in accordance with GAAP, see "—*Reconciliation of Combined and Consolidated GAAP Financial Measures to Certain Non-US GAAP Measures.*"

	For the Year Ended December 31,		
	2022	2021	2020
Net income before taxes	$ 42,244	$ 70,006	$ 43,306
Transaction expenses(a)	8,991	2,033	—
Legal settlement (b)	—	565	6,313
Fair value adjustments to strategic investments(c)	(20,666)	(15,444)	(7,670)
Adjusted income before taxes	30,569	57,160	41,949
Adjusted income tax expense	(374)	(943)	(694)
Adjusted Net Income	30,195	56,217	41,255
Interest expense, net	2,593	2,240	2,363
Income tax expense	841	1,457	748
Adjusted income tax expense (benefit) less income tax expense	(467)	(514)	(54)
Depreciation and amortization	185	165	165
Adjusted EBITDA	33,347	59,565	44,477
Affiliate profit-share in TIG Arbitrage(d)	(10,659)	(25,080)	(19,999)
Economic EBITDA	$ 22,688	$ 34,485	$ 24,478

(a) Represents adjustment for transaction expenses related to the Business Combination, in order to reflect our recurring performance, which are exclusive of Alvarium Tiedemann transaction expenses. Adjustments for transaction expenses are included in merger expenses in the Combined and Consolidated Statement of Operations.

(b) In 2020, represents an adjustment for an accrual recorded for a legal action that was settled in July 2021. In 2021, represents legal fees incurred in connection with this legal action. For further detail on the legal settlement, refer to Note 13, "Legal settlement," of the Notes to the Combined and Consolidated Financial Statements of the TIG Entities. Adjustments for legal settlement and related legal fees are included in professional fees in the Combined and Consolidated Statement of Operations.

(c) Represents adjustment for unrealized (gains) / losses on the TIG Entities' investments.

(d) Represents adjustment for the affiliate's profit-share participation in TIG Arbitrage Fund, as the TIG Entities' controlling shareholders are not entitled to such net income. The entire amount of net income earned from the TIG Arbitrage Fund is included within income in the Company's statement of operations, of which Class D-1 members are entitled to 49.37% of the pre-tax net profits and losses as discussed further in Note 11, "Members' Capital," of the Notes to the Combined and Consolidated Financial Statements of the TIG Entities. The profit-share participation is described in more detail under "*Business of Alvarium Tiedemann—Fund Management Fees.*" Subsequent to the Business Combination, the Class D-1 equity interest will not be entitled to a 49.37% distribution of the results of TIG Arbitrage Fund. The Company has entered into a provisional agreement with the Class D-1 equity interest holder, which would provide the same economic benefits subsequent to the Business Combination as an employee of the TIG Entities. Subsequent to the Business Combination, the Class D-1 equity interest holder will become an employee of

the TIG Entities, and therefore will no longer receive distributions going forward but will receive compensation as an employee of the TIG Entities.

Liquidity and Capital Resources

Management assesses liquidity in terms of our ability to generate cash to fund operating, investing and financing activities. Management believes that we are well-positioned and our liquidity will continue to be sufficient for our foreseeable working capital needs, contractual obligations, distribution payments and strategic initiatives.

Sources and Uses of Liquidity

Our primary sources of liquidity are (1) cash on hand, (2) cash from operations, including management fees, which are generally collected quarterly, and (3) net borrowing from our credit facilities. As of December 31, 2022, our cash and cash equivalents were $8.3 million and we had $2.3 million available under our $45 million credit facilities. We believe that these sources of liquidity will be sufficient to fund our working capital requirements and to meet our commitments in the ordinary course of business and under the current market conditions for the foreseeable future. Market conditions resulting from the COVID-19 pandemic may impact our liquidity. Cash flows from management fees may be impacted by a slowdown or declines in deployment, declines, or write downs in valuations, or a slowdown or negatively impacted fundraising. Declines in performance of the strategies may impact our product distributions and net realized performance income which could adversely impact our cash flows and liquidity. Market conditions may make it difficult to extend the maturity of or refinance our existing indebtedness or obtain new indebtedness with similar terms.

We expect that our primary liquidity needs will continue to be to (1) provide capital to facilitate the growth of our existing investment management businesses, (2) provide capital to facilitate our expansion into businesses that are complementary to our existing investment management businesses as well as other strategic growth initiatives, (3) pay operating expenses, including cash compensation to our employees, (4) fund capital expenditures, (5) service our debt, (6) pay income taxes and (7) make distribution payments to our unit holders in accordance with our distribution policy.

In the normal course of business, we expect to pay distributions that are aligned with the expected changes in our fee related earnings. If cash flow from operations were insufficient to fund distributions over a sustained period of time, we expect that we would suspend or reduce paying such distributions. In addition, there is no assurance that distributions would continue at the current levels or at all.

Our ability to obtain debt financing provides us with additional sources of liquidity. For further discussion of financing transactions occurring in the current period and our debt obligations, see "—*Cash Flows*" within this section and "Note 9. Term Loan" to our Combined and Consolidated Financial Statements, as well as "Note 9. Term Loan" to our Condensed Combined and Consolidated Financial Statements, included in this Prospectus/Offer to Exchange.

Cash Flows

The Year Ended December 31, 2022 Compared to the year Ended December 31, 2021

The following tables and discussion summarize our Combined and Consolidated Statements of Cash Flows by activity attributable to the TIG Entities. Negative amounts represent a net outflow or use of cash.

($ amounts in thousands)	For the Year Ended December 31 2022	2021	Favorable (Unfavorable) $ Change	% Change
Net cash provided by operating activities	$ 44,544	$ 33,135	$ 11,409	34%
Net cash provided by (used in) investing activities	12,136	(18,487)	30,623	-166%
Net cash used in financing activities	(56,607)	(20,334)	(36,273)	178%
Net change in cash and cash equivalents	$ 73	$ (5,686)	$ 5,759	NM

NM – Not Meaningful

Operating Activities

Net cash provided by the TIG Entities' operating activities increased by $11.4 million, or 34%, for the year ended December 31, 2022 compared to the year ended December 31, 2021. This increase was primarily due to an increase in working capital and operating accounts of $56.2 million, which was offset in part by a decrease of net income of $27.1 million and an increase in investment gains of $5.2 million during the year ended December 31, 2022 compared to the year ended December 31, 2021.

Our increasing working capital needs reflect the growth of our business. We believe that our ability to generate cash from operations, as well as the capacity under our credit facilities, provides us with the necessary liquidity to manage short-term fluctuations in working capital and to meet our short-term commitments.

Investing Activities

Net cash provided by the TIG Entities' investing activities increased by $30.6 million for the year ended December 31, 2022 compared to the year ended December 31, 2021, primarily due to a decrease in purchases of investments to facilitate partner contributions of $25.0 million and an increase in sales of investments to facilitate partner withdrawals of $5.6 million in TIG Arbitrage.

Financing Activities

Net cash used in the TIG Entities' financing activities increased by $36.3 million, or 178%, for the year ended December 31, 2022 compared to the year ended December 31, 2021, primarily due to a decrease in member contributions of $16.2 million, an increase in member distributions of $18.1 million, and a decrease in net funds provided by (repaid) on member loans of $4.1 million, offset by a $2.2 million decrease in repayments on term loans.

The Year Ended December 31, 2021 Compared to the Year Ended December 31, 2020

The following tables and discussion summarize our Combined and Consolidated Statements of Cash Flows by activity attributable to the TIG Entities. Negative amounts represent a net outflow or use of cash.

($ amounts in thousands)	For the year ended December 31 2021	2020	Favorable (Unfavorable) $ Change	% Change
Net cash provided by operating activities	$ 33,135	$ 30,088	$ 3,047	10%
Net cash (used in) provided by investing activities	(18,487)	1,459	(19,946)	NM
Net cash used in financing activities	(20,334)	(27,030)	6,696	25%
Net change in cash and cash equivalents	$ (5,686)	$ 4,517	$(10,203)	NM

NM – Not Meaningful

Operating Activities

Net cash provided by the TIG Entities' operating activities increased by $3.0 million, or 10%, for the year ended December 31, 2021 compared to the year ended December 31, 2020. This increase was primarily due to an increase in net income of $26.0 million, offset in part by increases to working capital and operating accounts of $15.2 million and an increase in other investment gain of $7.8 million.

Our increasing working capital needs reflect the growth of our business. We believe that our ability to generate cash from operations, as well as the capacity under our credit facilities, provides us with the necessary liquidity to manage short-term fluctuations in working capital and to meet our short-term commitments.

Investing Activities

Net cash used in the TIG Entities' investing activities increased by $19.9 million for the year ended December 31, 2021 compared to the year ended December 31, 2020, primarily due to a decrease in sales of investments to facilitate partner withdrawals of $27.4 million in TIG Arbitrage

Financing Activities

Net cash used in the TIG Entities' financing activities decreased by $6.7 million, or 25%, for the year ended December 31, 2021 compared to the year ended December 31, 2020, primarily due to a decrease in member distributions of $16.4 million, an increase in member contributions of $12.3 million and an increase in net funds provided by (repaid) on member loans of $3.9 million, offset by an decrease in net funds used in (drawn) on the Term Loan, as described in "Note 9. Term Loan" to the Condensed Combined and Consolidated Financial Statements, of $26.0 million.

Capital Resources

We intend to use a portion of our available liquidity to pay cash distributions on a quarterly basis in accordance with our distribution policies. Our ability to make cash dividends to our shareholders is dependent on a large number of factors, including among others: general economic and business conditions; our strategic plans and prospects; our business and investment opportunities; our financial condition and operating results; working capital requirements and other anticipated cash needs; contractual restrictions and obligations; legal, tax and regulatory restrictions; restrictions on the payment of distributions by our subsidiaries and other relevant factors.

Financial Condition and Liquidity of the TIG Entities Following the Business Combination

Our primary sources of liquidity are (1) cash on hand, (2) cash from operations, including management fees, which are generally collected quarterly, and (3) net borrowing from our credit facilities. We believe that

following the Closing of the Business Combination, the sources of liquidity discussed above will continue to be sufficient to fund our working capital requirements and to meet our commitments in the ordinary course of business, under current market conditions, for the foreseeable future. We intend to use a portion of our available liquidity to pay cash distributions on a quarterly basis in accordance with our distribution policies. We will continue to explore strategic financing and share buyback opportunities in the ordinary course of business. We expect this to include potential financings and refinancings of indebtedness, through the issuance of debt securities or otherwise, to optimize our liquidity and capital structure.

Commitments and Contingencies

In the normal course of business, we may engage in off-balance sheet arrangements, including transactions in derivatives, guarantees, commitments, indemnifications and potential contingent repayment obligations. We do not have any off-balance sheet arrangements that would require us to fund losses or guarantee target returns to counterparties.

Impact of Changes in Accounting on Recent and Future Trends

None of the changes to GAAP that went into effect during the years ended December 31, 2022 or 2021, or that have been issued but that we have not yet adopted, are expected to substantively impact our future trends.

Critical Accounting Estimates

We prepare our Combined and Consolidated and Condensed Combined and Consolidated Financial Statements in accordance with U.S. GAAP. In applying many of these accounting principles, we need to make assumptions, estimates and/or judgments that affect the reported amounts of assets, liabilities, income, and expenses in our Combined and Consolidated and Condensed Combined and Consolidated Financial Statements. We base our estimates and judgments on historical experience and other assumptions that we believe are reasonable under the circumstances. These assumptions, estimates and/or judgments, however, are both subjective and subject to change, and actual results may differ from our assumptions and estimates. Actual results may also differ from our estimates and judgments due to risks and uncertainties and changing circumstances, including uncertainty in the current economic environment due to the COVID-19 pandemic. If actual amounts are ultimately different from our estimates, the revisions are included in our results of operations for the period in which the actual amounts become known. For a summary of our significant accounting policies, see “Note 3. Significant Accounting Policies” to our Combined and Consolidated Financial Statements, as well as “Note 3. Summary of Significant Accounting Policies” to our Condensed Combined and Consolidated Financial Statements, included in this Prospectus/Offer to Exchange.

Principles of Combination and Consolidation

The Combined and Consolidated Financial Statements and Condensed Combined and Consolidated Financial Statements include TIG Trinity Management, LLC, and its wholly owned subsidiary, TIG Advisors LLC. TIG Trinity Management and its wholly owned subsidiary are combined with TIG Trinity GP, LLC and its wholly owned subsidiaries, TFI Partners LLC and TIG SL Capital LLC. TIG Trinity Management, LLC, TIG Trinity GP, LLC and Subsidiaries financial statements have been combined for presentation purposes, the financial position, results of operations and cash flows do not represent those of a single legal entity. These entities share common ownership, control, and management.

We consolidate other entities based on either a variable interest model or voting interest model. As such, for entities that are determined to be variable interest entities (“VIEs”), we consolidate those entities where we have both significant economics and the power to direct the activities of the entity that impact economic performance. For limited partnerships and similar entities evaluated under the voting interest model, we do not consolidate those entities for which we act as the general partner unless we hold a majority voting interest.

The consolidation guidance requires qualitative and quantitative analysis to determine whether our involvement, through holding interests directly or indirectly in the entity or contractually through other variable interests (e.g., management and performance related income), would give us a controlling financial interest. This analysis requires judgment. These judgments include: (1) determining whether the equity investment at risk is sufficient to permit the entity to finance its activities without additional subordinated financial support, (2) evaluating whether the equity holders, as a group, can make decisions that have a significant effect on the success of the entity, (3) determining whether two or more parties' equity interests should be aggregated, (4) determining whether the equity investors have proportionate voting rights to their obligations to absorb losses or rights to receive returns from an entity, and (5) evaluating the nature of relationships and activities of the parties involved in determining which party within a related-party group is most closely associated with a VIE and hence would be deemed the primary beneficiary.

Income Recognition

We recognize income in accordance with ASC 606, "Revenue from Contracts with Customers" ("ASC 606"). Income is recognized in a manner that depicts the transfer of promised goods or services to customers and for an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services. We are required to identify our contracts with customers, identify the performance obligations in a contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract and recognize income when (or as) the entity satisfies a performance obligation. In determining the transaction price, variable consideration is included only to the extent that it is probable that a significant reversal in the amount of cumulative income recognized would not occur when the uncertainty associated with the variable consideration is resolved.

Income Taxes

For tax purposes, we have been historically treated as a flow-through entity with respect to our U.S. operations. As a result, we have not been subject to U.S. federal and state income taxes. The provision for income taxes in our historical Combined and Consolidated Statements of Operations consists of local and foreign income taxes. Following the Business Combination, we will be subject to U.S. federal and state income taxes, in addition to local and foreign income taxes, with respect to our allocable share of any taxable income generated by flow-through entities that will flow through to its interest holders, including us.

Taxes are accounted for using the asset and liability method of accounting. Under this method, deferred tax assets and liabilities are recognized for the expected future tax consequences of differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, using the tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period when the change is enacted.

U.S. GAAP requires us to recognize tax benefits in an amount that is more-likely-than-not to be sustained by the relevant taxing authority upon examination. We analyze our tax filing positions in all of the U.S. federal, state, local, and foreign tax jurisdictions where we are required to file income tax returns, as well as for all open tax years in these jurisdictions. If, based on this analysis, we determine that uncertainties in tax positions exist that do not meet the minimum threshold for recognition of the related tax benefit, a liability is recorded in the Combined and Consolidated Financial Statements and if related to unrecognized tax benefits recognized, as a reduction in the provision for income taxes. We recognize interest and penalties, if any, as general, administrative and other expenses in the Combined and Consolidated Statements of Operations.

Deferred tax assets are reduced by a valuation allowance when it is more-likely-than-not that some portion or all of the deferred tax assets will not be realized. The realization of deferred tax assets is dependent on our ability to generate future taxable income. When evaluating the realizability of deferred tax assets, all evidence— both positive and negative—is considered. This evidence includes, but is not limited to, expectations regarding future earnings, future reversals of existing temporary tax differences and tax planning strategies.

Tax laws are complex and subject to different interpretations by the taxpayer and respective governmental taxing authorities. Significant judgment is required in determining tax expense and in evaluating tax positions, including evaluating uncertainties under GAAP. We review our tax positions quarterly and adjust our tax balances as new information becomes available.

Quantitative and Qualitative Disclosures About Market Risk

Our primary exposure to market risk is related to our role as investment adviser or general partner to our investment products and the sensitivity to movements in the fair value of their investments, including the effect on management fees, performance income and investment income. Even though the effects of COVID-19 on the financial markets has largely subsided and most countries have reduced or eliminated COVID-19-related restrictions, an increase in cases or the introduction of novel variants may continue to pose risks to financial markets.

Market Risk

The market price of investments may significantly fluctuate during the period of investment. Investments may decline in value due to factors affecting securities markets generally or particular industries represented in the securities markets. The value of an investment may decline due to general market conditions, which are not specifically related to such investment, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. It may also decline due to factors that affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry.

Our investment professionals benefit from our independent research and relationship networks and insights from our portfolio of active investments. We believe the combination of high-quality proprietary pipeline and a consistent, rigorous approach to managing investments across our strategies has been, and we believe will continue to be, a major driver of our strong risk-adjusted returns and the stability and predictability of our income.

Interest Rate Risk

Our credit facilities provide $45.0 million of term loan debt. The facilities bear interest at a variable rate based on either LIBOR or a base rate plus an applicable margin with an unused commitment fee paid quarterly. Currently, the term loan bears interest calculated based on LIBOR rate plus 4.00%. As of December 31, 2022, we had $42.8 million of borrowings, inclusive of borrowing costs, outstanding under the term loan.

We estimate that in the event of approximately 90 basis points of an increase in LIBOR, there would be no impact to our interest expense; however, for any incremental increase above approximately 90 basis points, we would be subject to the variable rate and would expect our interest expense to increase commensurately.

On July 27, 2017, the United Kingdom's FCA, which regulates LIBOR, announced that it intends to phase out LIBOR by the end of 2021, which was later extended to June 2023. Potential changes, or uncertainty related to such potential changes, may adversely affect the market for LIBOR-based securities or the cost of our borrowings. Please see "*Risk Factors*" section in this Prospectus/Offer to Exchange for additional information.

Credit Risk

We are party to agreements providing for various financial services and transactions that contain an element of risk in the event that the counterparties are unable to meet the terms of such agreements. In such agreements, we depend on the counterparty to make payment or otherwise perform. We generally endeavor to minimize our risk of exposure by limiting to reputable financial institutions the counterparties with which we enter into

financial transactions. In other circumstances, availability of financing from financial institutions may be uncertain due to market events, and we may not be able to access these financing markets. At December 31, 2022 and 2021, respectively, we had cash balances with financial institutions in excess of Federal Deposit Insurance Corporation insured limits. We seek to mitigate this exposure by monitoring the credit standing of these financial institutions.

There have been no material changes in our market risks for the year ended December 31, 2022.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF ALVARIUM

Unless the context otherwise requires, references in this section to "Alvarium," "we," "us," and "our," are intended to mean Alvarium, and its consolidated subsidiaries together with Alvarium's share of the results of associates and joint ventures. The following discussion analyzes the financial condition and results of operations of Alvarium and should be read in conjunction with the consolidated audited financial statements and the related notes included in this Prospectus/Offer to Exchange.

Amounts and percentages presented throughout our discussion and analysis of financial condition and results of operations may reflect rounded results in thousands (unless otherwise indicated) and, consequently, totals may not appear to sum.

Our Business

Alvarium's core business is providing wealth and asset management services to individuals, families, foundations and institutions. We act as trusted advisors to assist clients to protect and grow their assets over the long term. With investment expertise in 14 offices across the globe, our focus is on in-depth research with the aim of being a leading manager selection specialist and advisor, delivering excellence, accountability, and transparency across both traditional and alternative asset classes. We adopt an independent approach to implement bespoke, endowment-style investment programs with a strong focus on strategic asset allocation and portfolio construction, as well as single asset class solutions. We have a deep expertise in private markets and offer access to proprietary co-investments in real estate and innovative growth companies. Alvarium has a presence in Australia, Eurozone countries (France, Italy, and Portugal), Hong Kong, the Isle of Man, Singapore, Switzerland, the UK, and the United States. As of December 31, 2022, our combined AUM and AUA were approximately £22.2 billion. This balance is an increase of £3.4 billion, or 18% from our AUA/AUM balance as of December 31, 2021, which had increased by £2.5 billion, or 16%, during the year ended December 31, 2021. Our AUM increased by 11% during the year ended December 31, 2020.

Alvarium offers what we believe to be industry-leading expertise in four areas: investment advisory, co-investment, family office services and merchant banking advisory. As long-term stewards of client capital and a United Nations Principles for Responsible Investment ("UN PRI") Signatory, we believe that preservation and growth in capital are aligned with being a responsible investor, which, for us, means incorporating sustainable investment criteria in our decision-making process. This includes an evaluation of ESG practices of the managers we invest in and providing our clients options to invest in sustainable and impact strategies.

Investment Advisory

Alvarium provides unbiased and independent wealth management services and investment advice to individuals, families, foundations, institutions and charities. Assets we advise or manage have grown organically, and inorganically—through acquisitions and the establishment of joint ventures with other wealth managers and multi-family offices globally. Alvarium utilizes top-down and bottom-up approaches to sourcing and selecting best-in-class fund managers across private and public markets from around the world in order to create tailored asset allocations, targeting client-specific, risk-adjusted returns focused on the client's objectives. Our services include investment strategy and implementation, asset allocation, investment manager selection and reporting. These are delivered in the following stages:

- Strategic asset allocation, which represents the mix of asset classes that best deliver a client's expected return at an appropriate level of risk. Asset allocation can shift over time to incorporate our macro-economic views and inclusion of long-term secular trends, but where any adjustments are in keeping with a client's risk profile.

- Global market research and selection, including our in-depth knowledge of each asset class, is vital in identifying the best investment opportunities from a global perspective.
- Risk management assessment: this involves establishing a clear robust investment process focusing on client objectives, performance and risk management.
- Client implementation uses our analytical approach to continuously optimize client portfolios based on input from our research analysts and portfolio managers to deliver the client's objectives.

Co-investments

Alvarium provides access to private market direct investments in real estate and other asset classes. We follow a thematic investment strategy, selecting sub-sectors based on in-house industry knowledge of managers and operating partners and long-term analysis of cyclical and geographical trends. In real estate, we currently focus on UK, European, North American and Australasian high and low yield residential, long-income commercial, student housing, senior and mezzanine real estate debt, added-value development and asset rich operational companies (such as those in the hospitality sector). We identify operating partners to execute this strategy in joint venture structures, with demonstrated track records across multiple real estate cycles.

We are also expanding our Co-investment offering to provide access to proprietary investments in what we believe to be growth equity opportunities in the innovation economy, many of which are at the intersection of impact and innovation. These Co-investment opportunities are also offered to clients on an opt-in basis and provide a means for interested clients and investors to more directly access investments in later stage private companies in a range of transforming industry sectors that we believe offer the potential for high growth.

Merchant Banking

Alvarium's merchant banking group offers specialist corporate finance advisory and capital solutions and has focused on growth companies across the media, innovation and enabling technology sphere for over 20 years. The team has a proven track record of providing strategic corporate finance advice to families and founders of closely held companies, and raising capital across a wide range of strategies and structures. Alvarium has partnered with a number of what we consider to be leading financial institutions in order to offer our clients and investors a broad range of private equity and venture capital investments across the technology and innovation economy, through funds, direct investment and co-investment opportunities. Specific services include: M&A services, private placements, public company and IPO advisory services, strategic advisory services, independent board advice and structured finance advisory services.

Family Office Services

Alvarium provides a full range of tailored outsourced family office solutions and administrative services to founders, entrepreneurs and investors, families, their companies and trusts. Our services include: family governance, wealth planning, trust and fiduciary administration, fund administration, chief financial officer services, philanthropy, lifestyle and special projects. We work with our clients' existing advisors to coordinate legal, accounting and tax advice, operating in partnership with carefully selected third party advisors and professionals to provide a collegiate approach to obtaining the right advice and support for individuals, families and their associated structures.

Revenue Streams

Alvarium generates its revenue from providing diversified services in our four product lines discussed in "Our Business" section above, being: investment advisory, co-investment, merchant banking, and family office

services. Each product line has different types of revenues from fees we charge our customers, including the following:

Investment Advisory Fees

Investment management or advisory fees are the primary source of revenue in our investment advisory division. These fees are generally calculated on the basis of a percentage of AUM or AUA depending on whether the contracts are for discretionary investment management or non-discretionary investment advisory services. There are also a small number of clients that pay fixed annual fees. For those management or advisory fees payable on a percentage of AUM or AUA, fees are generally calculated based on that average daily balance values of clients' portfolios or on the quarter-end values of AUM or AUA (as applicable). These vary depending upon the level and complexity of client assets and are mostly billed quarterly in arrears.

Some clients in certain jurisdictions may also pay performance fees. These are non-recurring fees that are only payable if the client portfolio in question achieves a certain hurdle rate of return or if the client's portfolio return exceeds certain benchmarks, in each case, as such are set out in the investment advisory agreements with such clients. Notwithstanding the foregoing, we have generated performance fees in three of the last four years. Performance fees are only recognized when it is probable that the economic benefits associated with the transaction will flow to the entity, therefore, the revenue recognition is deferred until performance fees are crystallized (after returns on the client's portfolio exceeded agreed benchmark returns).

Co-investments Fees

Private market co-investments: As sponsor on private market direct and co-investment transactions, we generate income from debt and equity structures relating to specified real estate investments or investments in other alternative asset classes. Private market fees include arrangement, retainer, management, advisory, performance, acquisition, promote and other associated fees as well as interest arbitrage for debt structures. The level of fees generated in each period is linked to activity in the real estate or other relevant markets, which in turn are dependent on various macroeconomic factors.

Arrangement fees are typically 50 to 100 basis points of equity value contributed into transaction. Acquisitions fees are typically payable where there are no agency fees or where there is an off-market transaction sourced by the team. Such acquisition fees are usually in the range of 50 to 100 basis points of the purchase price of the relevant acquisition. The equity structures are long term (5-10 years) close-ended structures with fees normally ranging between 50 and 175 basis points of the equity value committed or drawn. The debt structure terms are generally between 12 and 36 months. The investment adviser, general partners or other entity entitled to fees in respect of each of our Co-investments receives such fees either monthly, quarterly or annually.

We may be entitled to a portion of the performance-related entitlements (such as carried interest or promote fees that may be payable on exit from Co-investment transactions. Carried interest entitlements are not accrued and are only recognized once crystalized on exit. Such revenues are only received if the investor hurdle (i.e. a minimum return to the investor) is reached, and may include a catch-up. Carried interest entitlements are based on a percentage of the investor return above such hurdle and are set on a deal and fund basis. Typically, carried interest entitlements represent 10-20% of the investors' equity internal rate of return in excess of an 8 to 15% hurdle, with no carried interest entitlement being payable if the hurdle is not met.

Certain existing Co-investment vehicles, joint ventures and affiliates have entered into advisory and/or management agreements whereby we receive a share of base advisory and/or management fees from the inception of such joint venture or affiliate relationship through to the liquidation of the relevant transaction. Where we have established feeder vehicles for clients, there may also be administration and advisory fees associated with those vehicles (these are earned by our trusts and administrative business).

Management of real estate investment funds (public and private): We also generate income in our co-investments division from managing and advising real estate investment funds. Our fees from managing and advising these vehicles are contained in management and advisory contracts relating to the relevant fund and are calculated on a sliding scale of percentages of the net asset value or the market capitalization of the relevant fund, as applicable.

Brokerage Fees are also generated in our co-investments division from acting as placement agent, broker or bookrunner to investment funds, especially listed or publicly traded investment companies (including investment trusts and real estate investment trusts, such as LXi). Such fees are primarily comprised of a commission payable on completion of the capital raise, with the amount of such commission being calculated as a percentage of the proceeds of the capital raise and payable out of those proceeds. Small retainer fees may also be payable in some circumstances. In the case of listed or publicly traded investment companies, revenues are mostly derived from placement commissions payable on an initial public offering or secondary issuance of stock (e.g., via a large single placement or a placement program). Additionally, there may be commission for smaller share issuances, such as tap issuances.

Merchant Banking Fees

M&A advisory fees account for approximately two-thirds of the total fees generated by Alvarium's merchant banking division. These are primarily success-based fees that are typically 1% to 2.5% of the financial outcome or target achieved. For capital raising mandates, success fees are typically higher in the 3% to 5% range - in line with market standards. We also generate small retainer fees that are typically retained in the event of abort or deducted against success fees. In addition, we may also generate a project fee for certain M&A mandates related to the duration of such transaction. Due to the transactional nature of our merchant banking division's services, turnover is non-recurring in nature, however we have several large, longstanding clients, where the relationship spans many years with repeated engagements for services on multiple transactions.

Family Office Services Fees

We generate FOS fees from our private clients and from the administration of structures introduced by, or created for, our co-investment division. FOS fees comprise initial set up fees, annual responsibility fees and time-based fees. We also recover disbursements at cost and reserve the right to charge a 3% charge to cover office incidentals. The duration of annual income is dependent on the life of underlying structure. The average life cycle of a managed structure is in excess of 10 years. Annual responsibility fees are charged per billing entity as a minimum and are billed annually in advance. We also generate FOS time-based fees arising from accounting, administration, transactional, review/reporting and other non-investment advisory services. We accrue time-based fees on an as-recorded time basis. We may offer a fixed fee in lieu of the time-based component of FOS fees, usually to long standing clients or large referral clients; however, we review actual time spent versus the amount invoiced under such arrangements regularly. Fixed fees may be billed annually in advance, quarterly in advance or very rarely, quarterly in arrears.

Trends Affecting Our Business

Global equity markets declined in performance during the year ended December 31, 2022, as supply chain issues, labor shortages, and inflation concerns increased. Outside of the U.S., the MSCI All Country World ex USA Index decreased 16.1% for the year ended December 31, 2022.The S&P 500 Index had negative returns of 19.4% for the year ended December 31, 2022..

With respect to capital raising mandates, our ability to raise debt finance and interest costs are significant factors that impact our ability to execute placement and capital markets transactions. Successful execution of client mandates historically and excellent market reputation gave us a competitive advantage and resulted in increased business from repeat customers.

Our family office services business division, on the other hand, is less impacted by macroeconomic factors, but rather, by global tax changes. The key success factor for growth in this business division is highly professional execution and fiduciary competency of our relationship managers and advisors.

Overall, we benefit from a diversified business geographic footprint and financial model. Our investment solutions have a stable base of committed capital enabling us to invest in assets with a long-term focus over different points in a market cycle and to take advantage of market volatility. Historically, a large portion of our revenue has been derived from management, advisory and administrative fees, which are generally based on the AUM/AUA percentage value and so are subject to market volatility. We have a diversified range of investment strategies, our portfolios are further diversified across investment strategies, fund vintages, geographies, sectors, and enterprise values. However, our results of operations, like those of most businesses, are affected by a variety of geo-political and macroeconomic factors, including conditions in the global financial markets and the economic, political and trading environments in the countries and markets in which we operate.

In addition to the aforementioned macroeconomic and sector-specific trends, we believe our future performance will be influenced by the following factors:

Our ability to generate strong, stable returns. The stability and strength of our investment performance is a significant factor in investors' willingness to allocate capital to us. The new capital we are able to raise or manage drives the growth of our fee-paying AUM/AUA and the concomitant management and advisory fees. Our fee-paying AUM/AUA and management and advisory fees have grown significantly since our inception, which we believe is due to our disciplined investment strategies which contribute to the stability of our performance throughout market cycles.

Our successful deployment of capital into attractive investments. The continued growth in our fee-paying AUM/AUA and revenues is dependent on our ability to continue to identify attractive investments and deploy the capital we have raised. We are selective in the opportunities in which we invest and are targeting private and institutional investors with attractive investment dynamics. We believe we will be able to identify attractive investments into the future and execute on those investments in order to position ourselves competitively in the market. However, changes in economic and market conditions, such as the COVID-19 pandemic, discussed further below, may adversely affect our ability to realize value from our investments.

Our ability to maintain our competitive position. There has been a trend amongst alternative investors to consolidate the number of general partners in which they invest, which has driven a disproportionate amount of assets to large managers creating a bifurcation in marketplace. We believe we have several competitive and structural advantages that position us as a preferred partner within this division of the alternative asset management landscape. We expect these advantages enable us to provide unique access to asset classes that are traditionally difficult to access to our investors, and a differentiated value proposition to our partner managers. We believe we have a leading competitive positioning in our target markets that allows us to attract and successfully deploy capital in the future.

Our ability to launch new strategies. We have taken a diligent and deliberate approach to expansion to serve the needs of our ecosystem while delivering what we consider to be an attractive value proposition and strong performance to our investors. We believe we will continue to successfully launch new strategies into the future considering our competitive edge in our target markets.

The extent to which investors favor alternative investments. We believe capital raising efforts will continue to be impacted by certain fundamental asset management trends that include: (i) the increasing importance and market share of alternative investment strategies to investors of all types as investors focus on lower-correlated and higher absolute levels of return; (ii) increasing demand for alternative assets from retail investors; (iii) shifting asset allocation policies of institutional investors; (iv) de-leveraging of the global banking system, bank consolidation and increased regulatory requirements; and (v) increasing barriers to entry and growth. In addition to driving our own ability to attract new capital, those trends will also impact the ability of our funds' underlying partners to retain and attract new capital, which in turn impacts our investment performance and ability to grow.

Presentation of Financial Information

Alvarium's financial statements included elsewhere in this Prospectus/Offer to Exchange were prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and the Republic of Ireland" (or "UK GAAP"). Alvarium's historical financial statements were prepared using the historical cost convention method. To facilitate comparability, the pro forma financial information included elsewhere in this Prospectus/Offer to Exchange has been prepared by, among other things, converting Alvarium's historical financial information into U.S. GAAP, conforming to Tiedemann Advisors, LLC's ("TA") accounting policies and applying preliminary purchase accounting adjustments based on an allocation of the purchase price to Alvarium's assets and liabilities. See "*Unaudited Pro Forma Condensed Combined Financial Information.*" Consequently, Alvarium's results of operations and consolidated statements of financial positions discussed herein are not comparable to the pro forma financial information and will not be comparable to the combined financial reporting for future periods, which will be calculated in accordance with U.S. GAAP and will reflect the accounting acquirer's accounting policies and a new basis of accounting for Alvarium's assets and liabilities.

Alvarium's functional currency is the British pound ("GBP"), and its results of operations reported herein are presented in GBP. Alvarium has historically been exposed to foreign currency exchange risk. See "-*Quantitative and Qualitative Disclosures About Market Risk—Foreign Currency Exchange Rate Risk.*" Going forward, Alvarium's results will be reported as part of the combined company's results of operations and financial condition and will be reported in U.S. dollars, and, as such, will be subject to foreign currency transaction and translation risk.

Managing Business Performance and Key Financial Measures

Non-UK GAAP Financial Measures

In this Prospectus/Offer to Exchange, we use Adjusted Net Income and Adjusted EBITDA as non-UK GAAP financial measures. Adjusted Net Income and Adjusted EBITDA are derived from and reconciled to, but not equivalent to, its most directly comparable UK GAAP measure of loss for the financial year.

Both Adjusted Net Income and Adjusted EBITDA are used to track Alvarium's performance. We define Adjusted Net Income as Adjusted Net Income before taxes less Adjusted Income Tax Expense. We define Adjusted Net Income before taxes as our profit (loss) before taxes for the period plus (a) equity settled share-based payments, less (b) COVID-19 subsidies, plus (c) one-time bonuses and plus (d) other one-time fees and charges. We define Adjusted EBITDA as Adjusted Net Income, plus (i) joint ventures – group share of Adjusted EBITDA plus (ii) associates – group share of Adjusted EBITDA (iii) interest expense, net (iv) income tax (benefit)/expense and (v) depreciation and amortization expense. These are non-UK GAAP financial measure supplements and should be considered in addition to and not in lieu of, the results of operations, which are discussed further under "—*Components of Consolidated Results of Operations*" and are prepared in accordance with UK GAAP. For the specific components and calculations of these non-UK GAAP measures, as well as a reconciliation of these measures to the most comparable measure in accordance with UK GAAP, see "*Reconciliation of Consolidated UK GAAP Financial Measures to Certain Non-UK GAAP Measures.*"

Operating Metrics

We monitor certain operating metrics that are common to the asset management industry, which are discussed below.

Assets Under Management (AUM) or Advisement (AUA)

AUM/ AUA refer to the assets we manage or advise. We view AUM/AUA as a metric to measure our investment and capital raising performance as it reflects assets generally at market value. AUM/AUA is determined based on the market values of investments. Our AUM/AUA equals the sum of the following:

- total client asset value;

- undrawn debt (at the portfolio-level including certain amounts subject to restrictions); and
- uncalled committed capital (including commitments to client access vehicles that have yet to commence their investment periods).

Our calculations of AUM/AUA and fee-earning AUM/AUA may differ from the calculation methodologies of other asset managers and, as a result, this measure may not be comparable to similar measures presented by other asset managers.

Assets under advisement for our family office services division do not relate to billing. Billing is connected to structures and the annual, fixed and time-based fees applicable thereto.

The tables below present rollforwards of our total AUM/AUA by business division:

(£ amounts in millions)	Investment Advisory			Family Office Services	Co-investment**	Total AUA/AUM
	Billable	*Non-billable**	***Total IA***			
AUM/AUA as of December 31, 2021	£7,699	£ 377	£8,076	£ 1,829	£ 8,864	£ 18,769
Net change	£ (428)	£ 124	£ (304)	£ 864	£ 2,830	£ 3,390
AUM/AUA as of December 31, 2022	£7,271	£ 501	£7,772	£ 2,693	£ 11,694	£ 22,159
Average AUM/AUA	£7,485	£ 439	£7,924	£ 2,261	£ 10,279	£ 20,464
Year-over-year growth (%)	-6%	33%	-4%	47%	32%	18%

(£ amounts in millions)	Investment Advisory			Family Office Services	Co-investment**	Total AUA/AUM
	Billable	*Non-billable**	**Total IA**			
AUM/AUA as of December 31, 2020	£6,327	£ 311	**£6,638**	£ 1,710	£ 7,898	£ 16,246
Net change	£1,372	£ 66	**£1,438**	£ 119	£ 966	£ 2,523
AUM/AUA as of December 31, 2021	£7,699	£ 377	**£8,076**	£ 1,829	£ 8,864	£ 18,769
Average AUM/AUA	£7,013	£ 344	**£7,357**	£ 1,770	£ 8,381	£ 17,508
Year-over-year growth (%)	22%	21%	22%	7%	12%	16%

* Non-billable assets are exempt of fees, and consist of assets such as cash and cash equivalents, real estate, non-fee paying investment consulting assets, and other designated assets.

** AUM/AUA is reported with a one-month lag for Home REIT and a one quarter lag for HLIF as management fees are billed on those bases.

For the year ended December 31, 2022, AUM/AUA increased by 18%. Family Office Services increases of 47%, or £864 million, and increases in Co-Investment AUM/AUA of 32% or £2,830 million, were partially offset by decreases in Billable Investment Advisory AUM/AUA of (6%) from £7,699 million to £7,271 million. The decrease in Billable Investment Advisory AUM/AUA was driven primarily due to declines of asset values as a result of the overall challenging period in global financial markets.

For the year ended December 31, 2021, AUM/AUA grew 16%, or £2,523 million, which was primarily driven by the growth of our investment advisory practice by 22%. AUM/AUA growth in 2021 was driven by a mix of new assets, as well as the impact of market and foreign exchange impacts. For the year ended December 31, 2020, AUM/AUA grew 11%, or £1,574 million, which was primarily driven by the growth of our co-investment and family office services divisions by £858 million, or 12%, and £375 million, or 28%, respectively.

Components of Consolidated Results of Operations

Revenues

Alvarium generates its revenue from providing investment advisory, co-investment, merchant banking, and family office services.

Investment Advisory

Alvarium offers comprehensive investment advisory services, including investment strategy and implementation, asset allocation, investment manager selection and consolidated reporting. Alvarium provides such advisory services on both a discretionary and a non-discretionary basis. For services provided to each client account, Alvarium charges management and / or performance fees based on the market value of AUM/AUA of that account. Management or advisory fees are charged either: (i) quarterly in arrears, calculated using the average of the daily market values during the subject quarter for such account; (ii) quarterly in advance, based upon the market value at the beginning of the quarter; or (iii) in some cases, on a flat fixed fee basis. For those assets for which valuations are not available on a daily basis, the most recent valuation provided to Alvarium is used as the market value for the purpose of calculating the quarterly fee. Performance fees are recognized once per year in the event that the customer's account experiences an appreciation during the year above a pre-agreed threshold.

Co-investments

Alvarium provides access to private market direct investments in real estate and private equity directly and through joint ventures with alternative asset managers and operating partners. Alvarium receives advisory and management fees and carried interest directly or via the joint venture arrangements. Alvarium is entitled to a portion of performance-related fees (e.g., carried interest or promote fees) that may be payable from certain transactions. Additionally, fees from managing and advising real estate funds are calculated on a sliding scale of percentages of the net asset value or the market capitalization of the relevant funds.

Merchant Banking

Alvarium's merchant banking division is a corporate advisory practice providing clients with strategic advice around their operational businesses or holding companies, as well as specializing in providing services to customers in media, consumer and technology sectors. Specific services include: M&A services, private placements, public company and IPO advisory services, strategic advisory services, independent board advice and structured finance advisory services. Similar to investment advisory revenue streams, fees are either recognized on a quarterly basis based upon fees agreed with the client or at the point of legal entitlement to the income.

Family Office Services

Alvarium provides tailored outsourced family office solutions and administrative services to families, trusts, foundations and institutions. Services include: family governance and transition, wealth and asset strategy, trust and fiduciary services, philanthropy, lifestyle and special projects.

Revenue represents amounts receivable and services and trade discounts. Invoicing is completed annually in advance for annual fees and fixed fees or monthly in arrears for time spent billing, with any resulting accrued income included in debtors at year end. Revenue from the rendering of services is measured by reference to the stage of completion of the service transaction at the end of the reporting period, provided that the outcome can be reliably estimated.

Expenses

Cost of sales primarily consists of staff costs, directors' remuneration and consultancy fees.

Operating expenses net of other operating income include costs primarily related to professional services, occupancy, travel, communication and information services, depreciation and amortization, distribution costs, and other general operating items.

Other income / (expenses), net consists of share of profit/(loss) of associates, share of profit/(loss) of joint ventures, income from other fixed asset investments as well as loss on impairment of investments.

Interest expense, net, consists of the interest expense on bank loans and overdrafts, interest on obligations under finance leases and hire purchase contracts, interest on deferred acquisition payments and interest from shareholder loans, as well as other interest payable and similar charges. Interest income consists of interest on loans issued and other receivables.

Income tax expense / (benefit) consists of the aggregate amount of current and deferred tax recognized in the reporting period. Current tax is recognized on taxable profits for the current and past periods. Current tax is measured as the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date. Deferred tax is recognized in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognized to the extent that is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted at the reporting date that are expected to apply at the reversal of the timing difference.

Net income (loss) attributable to non-controlling interests represents the ownership interests that third parties hold in Alvarium entities that are consolidated into our Consolidated Financial Statements based on their ownership interests in such Alvarium entities.

Results of Operations

Consolidated Results of Operations – The Year ended December 31, 2022 compared to the Year ended December 31, 2021

The following table presents the results of operations for the year ended December 31, 2022 and 2021:

	Year ended December 31,		Favorable (Unfavorable)	
£'000	**2022**	**2021**	**Change, £**	**Change, %**
Turnover	£ 81,625	75,164	6,461	9%
Cost of sales	(91,525)	(50,416)	(41,109)	(82%)
Gross profit	(9,900)	24,748	(34,648)	(140%)
Operating expenses	(38,880)	(26,159)	(12,721)	(49%)
Operating income / (loss)	(48,780)	(1,411)	(47,369)	N/M
Other income / (expenses), net	3,256	4,430	(1,174)	(27%)
Interest expense, net	(5,763)	(1,608)	(4,155)	(259%)
Income / (loss) before taxation	**(51,287)**	**1,411**	**(52,698)**	**N/M**
Income tax benefit (expense)	4,770	537	4,233	N/M
Income / (loss) for the financial period	(46,517)	1,948	(48,465)	N/M
Income / (loss) for the financial period attributable to:				
The owners of the parent company	(46,508)	1,126	(47,634)	N/M
Non-controlling interest	(9)	822	(831)	N/M
	(46,517)	1,948	(48,465)	N/M

N/M – Not meaningful

Turnover

The year ended December 31, 2022 compared to the year ended December 31, 2021:

	Year ended December 31,		Favorable (Unfavorable)	
	2022	2021	Change, £	Change, %
Investment advisory	£26,465	£27,078	£ (613)	(2%)
Co-investment	38,653	27,825	10,828	39%
Merchant banking	6,981	12,383	(5,402)	(44%)
Family office services	9,526	7,878	1,648	21%
Total Turnover	**£81,625**	**£75,164**	**£ 6,461**	**9%**

Investment advisory services revenue decreased by £0.6 million, or 2%, for the year ended December 31, 2022 compared to the year ended December 31, 2021. The decrease was primarily due to a decrease in management and advisory fees for clients, which are calculated as a percentage of AUM/AUA, and reflect the challenging environment during the year ended December 31, 2022 compared to the year ended December 31, 2021. Average billable AUM/AUA related to investment advisory activities was approximately 7% higher during the year ended December 31, 2022 compared to the year ended December 31, 2021.

Co-investment services revenue increased by £10.8 million, or 39%, for the year ended December 31, 2022 compared to the year ended December 31, 2021. The increase in co-investment services revenue was driven primarily through increased fees linked to capital raising. Fees from public markets activities increased to £ 27.0 million from £20.7 million during the year ended December 31, 2022 and December 31, 2021, respectively. The increase in public markets activity was driven by increase in management fees earned from increased market capitalization of LXi REIT PLC. Revenues from private market activities increased to £11.7 million during the year ended December 31, 2022 from £7.1 million during the year ended December 31, 2021. This increase was driven primarily by £2.6 million exit fee earned from a certain real estate investment and increase in overall Co-investment business activity.

Merchant banking services revenue decreased by £5.4 million, or 44%, for the year ended December 31, 2022 compared to the year ended December 31, 2021. Merchant banking fees are generally success-based, and therefore financial performance reflects the prevailing market economic conditions which had deteriorated for the year ended December 31, 2022 relative to the year ended December 31, 2021.

Family office services revenue increased by £1.6 million, or 21%, for the year ended December 31, 2022 compared to the year ended December 31, 2021. The increase is in relation to new investment management fees for Alvarium Fund Managers (UK) Limited. Fees under family office services revenues are based on hourly staff charge out rates or fixed fee arrangements, and are not driven by changes in AUM.

Expenses

The Year ended December 31, 2022 compared to the Year ended December 31, 2021

Cost of sales increased by £41.1 million, or (82%), for the year ended December 31, 2022 compared to the year ended December 31, 2021, primarily due to increased headcount and staff related costs, including an exceptional one-time long term incentive plan (“LTIP”) payout of £30.9 million. Commissions paid under external revenue share agreements also increased by £5.1 million due an increase in amounts owed under revenue-sharing arrangements with third parties from real estate carry exits during the year ended December 31, 2022 compared to minimal activity during the year ended December 31, 2021.

Operating expenses, net of other operating income increased by £12.7 million, or (49%), for the year ended December 31, 2022 compared to the year ended December 31, 2021, due primarily to an increase of legal and

other professional fees of £5.1 million, driven in part by the transactions contemplated by the Business Combination Agreement as well as other business activity, increases in corporate travel of £1.1 million, and irrecoverable VAT/Taxes of £0.5 million. Additionally, operating expenses increased by £3.1 million during the year ended December 31, 2022 due to higher amortization expense, including of the intangible asset recognized upon acquisition of Prestbury Investment Partners Limited.

Other income, net decreased by £1.2 million, or (27%, for the year ended December 31, 2022 compared to the year ended December 31, 2021, largely due to an increase in profits from JV of £1.4m, arising primarily as a result of a gain recognized on disposal of joint venture investment Alvarium NZ of £4.6 million. This was offset by an increase in the amounts written off investments £(1.2), an overall decrease in profits from associates (£0.7) million and a decrease in income from other fixed asset investments £(0.5) million, during the year ended December 31, 2022.

Interest expense, net of interest income increased by £4.2 million for the year ended December 31, 2022 compared to the year ended December 31, 2021, primarily due to interest accrued on the loan used to finance the acquisition of Prestbury Investment Partners Limited.

Income tax benefit of £3.8 million was recognized for the year ended December 31, 2022 compared to an income tax benefit of £0.5 million recognized during the year ended December 31, 2021. The benefit of £0.5 million arising in 2021 was primarily due to the full recognition of deferred tax assets in the UK by Alvarium Investments Limited. Specifically, the increased stake in LXi REIT Advisors Limited acquired during 2021, as well as improved results of Alvarium Investment Advisors in the United States, allowed for full recognition and utilization of the deferred tax assets.

The effective rate for the year ended December 31, 2022 of 11.7% has increased by 10.7% due to non-deductible expenses related to the transactions contemplated by the Business Combination Agreement, as referenced in the operating expense comments above, and non-deductible goodwill of £633 thousand. These amounts are offset by benefits due to non-taxable income arising on the disposal shares in the New Zealand based property companies in Q3 2022. This transaction qualified for the substantial shareholding exemption (SSE) and the revaluation of the UK corporate tax losses to reflect the increase in the enacted tax rate to 25% which takes effect from April 1 2023.

Profit attributable to non-controlling interests decreased by £(0.9) million for the year ended December 31, 2022 compared to the year ended December 31, 2021, due to a reduction in non-controlling interests held outside the group in both LXi REIT Advisors Limited and Alvarium Social Housing Advisors Limited, which became wholly owned.

Consolidated Results of Operations – The Year Ended December 31, 2021 compared to the Year ended December 31, 2020

The following table presents the results of operations for the year ended December 31, 2021 and 2020:

£'000	Year ended December 31, 2021	2020	Favorable (Unfavorable) Change, £	Change, %
Turnover	£ 75,164	52,263	22,901	44%
Cost of sales	(50,416)	(40,032)	(10,384)	(26)%
Gross profit	24,748	12,231	12,517	102%
Operating expenses net of other operating income	(26,159)	(17,528)	(8,631)	(49%)
Operating income / (loss)	(1,411)	(5,297)	3,886	73%
Other income / (expenses), net	4,430	2,086	2,344	112%
Interest expense, net	(1,608)	(481)	(1,127)	(234%)
Income / (loss) before taxation	**1,411**	**(3,692)**	**5,103**	**138%**
Income tax expense / (benefit)	(537)	315	222	70%
Income / (loss) for the financial period	1,948	(3,377)	5,325	158%
Income / (loss) for the financial period attributable to:				
The owners of the parent company	1,126	(4,845)	5,971	123%
Non-controlling interest	822	1,468	(646)	(44%)
	1,948	(3,377)	5,325	158%

N/M – Not meaningful

Turnover

The Year Ended December 31, 2021 compared to the Year Ended December 31, 2020:

£'000	Year ended December 31, 2021	2020	Favorable (Unfavorable) Change, £	Change, %
Investment advisory	£27,078	£22,464	£ 4,614	21%
Co-investment	27,825	16,739	11,086	66%
Merchant banking	12,383	5,224	7,159	137%
Family office services	7,878	7,836	42	1%
Total Turnover	**£75,164**	**£52,263**	**£ 22,901**	**44%**

Investment advisory services revenue increased by £4.6 million, or 21%, for the year ended December 31, 2021 compared to the year ended December 31, 2020. The increase was primarily due to growth of management and advisory fees (which are calculated as a percentage of AUM/AUA) and performance fees. Investment advisory services revenue grew approximately in line with the divisional AUM growth of 22%. Additionally, performance fees grew to £2.4 million during the year ended December 31, 2021 from £1.7 million for the year ended December 31, 2020.

Co-investment services revenue increased by £11.1 million, or 66%, for the year ended December 31, 2021 compared to the year ended December 31, 2020. The increase in co-investment services revenue was driven primarily through increased fees linked to capital raising. Specifically, increased fees were tied to growth in Alvarium Securities Limited, which increased £5.4 million year-over-year, from £3.9 million for the year ended

December 31, 2020 to £9.3 million for the year ended December 31, 2021. Additionally, the increases in net asset value of Home REIT PLC and market capitalization of LXi REIT PLC resulted in year-over-year fee increases of £2.4 million and £1.9 million, respectively.

Merchant banking services revenue increased by £7.2 million, or 137%, for the year ended December 31, 2021 compared to the year ended December 31, 2020. Because merchant banking fees are generally success- based, revenue during the first three quarters of the year ended December 31, 2020 was significantly affected by material market uncertainty from the COVID-19 pandemic that led to reduced merchant banking activity. Since Q4 2020, in line with improved market sentiment, there has been a significant increase in revenue from M&A advisory services including in early 2021, the formal closing after receiving necessary regulatory clearances, of a transaction announced in 2020. In addition, merchant banking services revenue increased due to the increased volume of equity and debt securities placed, benefitting from the general positive market activity in 2021 compared to 2020.

Family office services revenue for the year ended December 31, 2021 remained essentially flat with the revenue for the year ended December 31, 2020. Fees under family office services revenues are based on hourly staff charge out rates or fixed fee arrangements, and are not driven by changes in AUM.

Expenses

The Year Ended December 31, 2021 compared to the Year Ended December 31, 2020

Cost of sales increased by £10.4 million or 26% for the year ended December 31, 2021 compared to the year ended December 31, 2020, primarily due to staff bonus provisions and remuneration linked to revenue in the investment advisory and merchant banking divisions, which increased during the year ended December 31, 2021.

Operating expenses net of other operating income increased by £8.6 million or 49% for the year ended December 31, 2021 compared to the year ended December 31, 2020, due primarily to an increase of legal and other professional fees of £7.5 million driven in part by the transactions contemplated by the Business Combination Agreement as well as other business activity, and a decrease in other operating income by £0.9 million, which was offset by a decrease of £0.2 million in travel expenses resulting from the COVID-19 pandemic.

Other income / (expenses), net increased by £2.3 million or 112% for the year ended December 31, 2021 compared to the year ended December 31, 2020, primarily due to an increase of the share of profits of joint ventures by £1 million, an increase in share of profits of associates by £1 million, and an increase in income from other fixed asset investments of £0.5 million during the year ended December 31, 2021.

Interest expense, net of interest income increased by £1.1 million or 234% for the year ended December 31, 2021 compared to the year ended December 31, 2020, primarily due to newly issued subordinated shareholder loans of £8.65 million the proceeds of which were used to acquire a 2.4% increased stake in LXi REIT Advisors Limited in January 2021, which resulted in a £0.9 million increase in interest expense.

Income tax benefit increased by £0.2 million or 70% for the year ended December 31, 2021 compared to the year ended December 31, 2020, primarily due to the recognition of deferred tax assets in the UK by Alvarium Investments Limited. Specifically, the increased stake in LXi REIT Advisors Limited, as well as improved results of Alvarium Investment Advisors in the United States, allowed for full recognition and utilization of the deferred tax assets.

Profit attributable to non-controlling interests decreased by £0.7 million or 44% for the year ended December 31, 2021 compared to the year ended December 31, 2020, due to the acquisition of 100% of ownership stakes in both LXi REIT Advisors Limited and Alvarium Social Housing Advisors Limited during the year ended December 31, 2021.

Reconciliation of Consolidated UK GAAP Financial Measures to Certain Non-UK GAAP Measures

We use Adjusted Net Income and Adjusted EBITDA as non-UK GAAP measures to assess and track our performance. Adjusted Net Income and Adjusted EBITDA as presented in this Prospectus/Offer to Exchange are supplemental measures of our performance that are not required by, or presented in accordance with, UK GAAP. For more information, see "*Presentation of Financial Information*." The following table presents the reconciliation of income for the financial period as reported in the consolidated statement of comprehensive income to Adjusted Net Income and Adjusted EBITDA:

	For the year ended December 31,	
£'000	**2022**	**2021**
Adjusted Net Income and Adjusted EBITDA		
Profit/(Loss) for the financial period before taxes	(51,287)	1,411
Equity settled share-based payments (a)	—	1
Other one-time fees and charges (b)	9,036	6,471
Fair value adjustments to strategic investments (c)	1,027	54
Long term incentive plan expenses (d)	30,898	—
Legal settlement (e)	5,873	—
Adjusted income before taxes	(4,453)	7,937
Adjusted income tax benefit	846	526
Adjusted Net Income	(3,607)	8,463
Joint ventures—Group share of Adjusted EBITDA (i)	2,185	3,003
Associates—Group share of Adjusted EBITDA (ii)	149	116
Interest expense, net	5,763	1,608
Income tax expense (benefit)	(4,770)	(537)
Adjusted income tax expense less income tax benefit	3,924	11
Depreciation and amortization	9,323	6,276
Adjusted EBITDA	12,967	18,940

(i) Joint venture—Adjusted EBITDA reconciliation

	For the Year ended December 31,	
£'000	**2022**	**2021**
Share of profit of joint ventures*	(264)	2,898
Adjustments:	—	—
Share of interest	478	429
Share of taxation	724	1,170
Share of amortization / depreciation	341	762
Amortization on consolidation	642	642
Total EBITDA Adjustments	2,185	3,003
Group share of reported EBITDA	**1,921**	**5,901**

(ii) Associates – Adjusted EBITDA reconciliation

£'000	For the Year ended December 31, 2022	2021
Share of profit of associates*	760	1,411
Adjustments:	—	—
Share of interest	1	—
Share of Taxation	64	38
Share of amortization / depreciation	11	10
Amortization on consolidation	73	68
Total EBITDA Adjustments	149	116
Group share of reported EBITDA	**909**	**1,527**

* Share of profit of associates and of joint ventures was not included in the reconciliation, since these amounts were already part of "Loss for the financial year attributable to the owners of the parent company."

a) Represents non-cash equity-based compensation of Alvarium to its employees.

b) Represents other one-time fees and charges that management believes are not representative of the operating performance, which includes professional fees related to this Transaction. One-time fees and charges incurred are included in administrative expenses in the Consolidated Statement of Comprehensive Income.

c) Represents adjustment for unrealized (gains)/losses on Alvarium's investments.

d) Represents adjustment for one-time payments made under long term incentive plan (LTIP).

e) Represents adjustment for separation agreement expense recorded during the year ended December 31, 2022.

£'000	For the Year Ended December 31, 2021	2020
Adjusted Net Income and Adjusted EBITDA		
Profit (Loss) for the financial period before taxes	£ 1,411	£(3,693)
Equity settled share-based payments (a)	1	7
COVID-19 Subsidies (b)	—	(760)
Other one-time fees and charges (c)	6,471	141
Fair value adjustments to strategic investments (d)	54	—
Adjusted income before taxes	7,937	(4,305)
Adjusted income tax benefit	526	458
Adjusted Net Income	8,463	(3,847)
Joint ventures—Group share of Adjusted EBITDA (i)	3,003	2,022
Associates—Group share of Adjusted EBITDA (ii)	116	124
Interest expense, net	1,608	481
Income tax benefit	(537)	(315)
Adjusted income tax expense less income tax benefit	11	(143)
Depreciation and amortization	6,276	6,357
Adjusted EBITDA	£18,940	£ 4,679

(i) Joint venture—Adjusted EBITDA reconciliation

£'000	Year ended December 31, 2021	2020
Share of profit of joint ventures*	**2,898**	**1,925**
Adjustments:		
Share of interest	429	364
Share of taxation	1,170	738
Share of amortization / depreciation	762	278
Amortization on consolidation	642	642
Total Adjustments	**3,003**	**2,022**
Group share of Adjusted EBITDA	**5,901**	**3,947**

(ii) Associates – Adjusted EBITDA reconciliation

£'000	Year Ended December 31, 2021	2020
Share of profit of associates*	**1,411**	**459**
Adjustments:		
Share of interest	—	—
Share of taxation	38	37
Share of amortization / depreciation	10	13
Amortization on consolidation	68	74
Total Adjustments	**116**	**124**
Group share of Adjusted EBITDA	**1,527**	**583**

* Share of profit of associates and of joint ventures was not included in the reconciliation, since these amounts were already part of "Loss for the financial year attributable to the owners of the parent company."

a) Represents non-cash equity-based compensation of Alvarium to its employees.

b) Represents COVID-19 subsidies received from the governments of Hong Kong, Singapore, the UK and the United States.

c) Represents other one-time fees and charges that management believes are not representative of the operating performance, which includes professional fees related to this Transaction.

d) Represents adjustment for unrealized (gains)/losses on Alvarium's investments. One-time fees and charges incurred are included in administrative expenses in the Consolidated Statement of Comprehensive Income.

Liquidity and Capital Resources

Management assesses liquidity in terms of our ability to generate cash to fund operating, investing and financing activities. Management believes that our liquidity will continue to be sufficient for Alvarium's foreseeable working capital needs, contractual obligations, distribution payments and strategic initiatives.

Sources and Uses of Liquidity

Our primary sources of liquidity are: (1) cash on hand; (2) cash from operations, including investment advisory fees, which are generally collected quarterly; and (3) net borrowing from our credit facilities. As of

December 31, 2022, our cash and cash equivalents were £7.2 million, we had £50.3 million of debt outstanding inclusive of the £40.0 million outstanding under a subordinated shareholder loan, and availability under our credit facilities of £2.5 million. The outstanding debt balances as of December 31, 2022, were settled upon completion of the Business Combination. Our ability to draw from the credit facilities is subject to minimum management fee and other covenants. We believe that these sources of liquidity will be sufficient to fund our working capital requirements and to meet our commitments in the ordinary course of business and under the current market conditions for the foreseeable future. Market conditions resulting from the COVID-19 pandemic may impact our liquidity. Cash flows from management fees may be impacted by a slowdown or declines in deployment, declines, or write downs in valuations, or a slowdown or negatively impacted fundraising. Declines or delays in transaction activity may impact our product distributions and net realized performance income which could adversely impact our cash flows and liquidity. Market conditions may make it difficult to extend the maturity of, or refinance, our existing indebtedness or obtain new indebtedness with similar terms.

We expect that our primary liquidity needs will continue to be to: (1) provide capital to facilitate the growth of our existing alternative asset and wealth management businesses; (2) provide capital to facilitate our expansion into businesses that are complementary to our existing investment management and advisory businesses as well as other strategic growth initiatives; (3) pay operating expenses, including cash compensation to our employees; (4) fund capital expenditures; (5) service our debt; (6) pay income taxes; and (7) make dividend payments to our shareholders in accordance with our distribution policy.

In the normal course of business, we expect to pay distributions that are aligned with the expected changes in our fee related earnings. If cash flow from operations were insufficient to fund distributions over a sustained period of time, we expect that we would suspend or reduce paying such distributions. In addition, there is no assurance that distributions would continue at the current levels or at all.

Our ability to obtain debt financing provides us with additional sources of liquidity. For further discussion of financing transactions occurring in the current period and our debt obligations, see "*Cash Flows*" within this section, "Note 16. Debtors" and "Note 18. Creditors: amounts falling due within one year" to our consolidated financial statements included in this Prospectus/Offer to Exchange.

Cash Flows

The Year ended December 31, 2022 Compared to the Year ended December 31, 2021

	Year Ended December 31,		Favorable (Unfavorable)	
£'000	**2022**	**2021**	**Change, £**	**Change, %**
Net cash (used in)/provided by operating activities	£(3,868)	£14,452	£(18,320)	N/M
Net cash provided by/(used in) investing activities	3,591	(9,747)	£ 13,338	N/M
Net cash used in financing activities	(6,008)	(39)	£ (5,969)	N/M
Net change in cash and cash equivalents	**£(6,285)**	**£ 4,666**	**£(10,951)**	**N/M**

N/M – Not meaningful

Operating Activities

Net cash provided by operating activities decreased by £(18.3) million, from £14.5 million for the year ended December 31, 2021 to £(3.9) million for the year ended December 31, 2022. This change was driven by a significant decrease in operating results due to higher personnel costs and an increase in administrative costs of £10.1 million.

Investing Activities

Net cash from investing activities was £3.6 million and net cash used from investing activities was £(9.8) million for the years ended December 31, 2022 and 2021, respectively. The increase of £13.4 million was primarily driven from the sale of interests in associates and joint ventures resulting in proceeds of £4.7 million, cash receipts from the repayment of advances and loans totaling £1.5 million. Additionally, there was a decrease in cash payments used for transactions with equity holders during the year ended December 31, 2022 resulting in a year-over-year change of £6.3 million.

Financing Activities

Net cash used in financing activities was £(6.0) million and £(0.1) million for the years ended December 31, 2022 and 2021, respectively. The decrease of £(6.0) million was primarily driven by the interest paid on a subordinated shareholder loans in connection with the acquisition of management rights from Prestbury Investment Partners Limited.

Cash Flows

The Year Ended December 31, 2021 Compared to Year Ended December 31, 2020

	Year ended December 31,		Favorable (Unfavorable)	
£'000	**2021**	**2020**	**Change, £**	**Change, %**
Net cash provided by operating activities	£14,452	£ 3,330	£ 11,122	N/M
Net cash used in investing activities	(9,747)	(2,502)	(7,245)	(290%)
Net cash (used in)/provided by financing activities	(39)	423	(462)	(109%)
Net change in cash and cash equivalents	**£ 4,666**	**£ 1,251**	**£ 3,415**	**273%**

N/M – Not meaningful

Operating Activities

Net cash provided by operating activities increased £11.2 million, from £3.3 million for the year ended December 31, 2020 to £14.5 million for the year ended December 31, 2021. This change was driven by improved financial performance in both the Merchant Banking and Co-Investment divisions as noted in the turnover section and an £11.1 million increase attributable to changes in trade and other creditors balances, from £4.0 million during the year ended December 31, 2020 to £15.1 million during the year ended December 31, 2021.

Investing Activities

Net cash used in investing activities was £(9.8) million and £(2.5) million for the years ended December 31, 2021 and 2020, respectively. The change of £(7.3) million was primarily driven by additional cash outflows of £(6.3) million related to the acquisitions of further shares in LXi REIT Advisors Limited and Alvarium Social Housing Advisors Limited and a £(0.9) million increase in cash advances and loans granted.

Financing Activities

Net cash used in financing activities was £(0.1) million for the year ended December 31, 2021 compared to net cash provided by financing activities of £0.4 million for the year ended December 31, 2020. The change of £(0.5) million was primarily driven by an increase of £(0.3) million in cash used to pay interest and an increase £(0.4) of cash used to pay dividends during the year ended December 31, 2021 as compared to the year ended December 31, 2020

Commitments and Contingencies

In the normal course of business, we may engage in off-balance sheet arrangements, including transactions in derivatives, guarantees, commitments, indemnifications, transaction bridging and potential contingent repayment obligations. We do not have any off-balance sheet arrangements that would require us to fund losses or guarantee target returns to investors.

Litigation

From time-to-time we may be involved in various legal proceedings, lawsuits and claims incidental to the conduct of our business, some of which may be material. Our businesses are also subject to extensive regulation, which may result in regulatory proceedings against us.

Alvarium's subsidiary, LJ Management (IOM) Limited, is a co-respondent with others in a claim being brought by Ballacorey Wheat Limited and GEM Global Yield Fund Limited. LJ Management (IOM) Limited denies any liability and is defending the claim. However, if the claim succeeds, the liability (including costs) is materially covered by insurance. Please see additional information in the sections "Business of Alvarium Tiedemann" and "Historical Business of Alvarium" included in this Prospectus/Offer to Exchange.

Home REIT is a real estate investment trust company listed on the London Stock Exchange. Alvarium Fund Managers (UK) Limited ("AFM UK") is its alternative investment fund manager (or "AIFM") and AHRA is its investment adviser. AFM UK is a wholly owned subsidiary of Alvarium. AHRA was owned by Alvarium RE Limited ("Alvarium RE", another member of the Group) up until 30 December 2022, when it was sold. As such, AHRA was not acquired in connection with the Business Combination. Accordingly, AHRA has never been a member of AlTi's group (the "AlTi Group"). Notwithstanding the disposal of AHRA, Alvarium RE retained an option to reacquire AHRA and, consequently, AHRA has been included in the AlTi Group's consolidated financial statements for the financial year ending 31 December 2022 in accordance with applicable accounting requirements.

Since November 2022, Home REIT and AHRA have been the subject of a series of allegations in the UK media regarding Home REIT's operations, triggered by a report issued by a short seller. Following the publication of the short seller report, a UK law firm (Harcus Parker Limited) announced that it was seeking current and former shareholders of Home REIT to potentially bring claims in connection with the allegations. Harcus Parker's announcement states that claims will likely be brought against Home REIT itself, its directors, and AFM UK. Notwithstanding the Harcus Parker publication, as at the date of this Prospectus/Offer to Exchange, no letter before action has been received by AFM UK (as such is required under the Practice Direction on Pre-action Protocols and Conduct contained in the Civil Procedure Rules prior to a claimant commencing litigation), no litigation has been commenced against Home REIT or AFM UK, and we do not currently have visibility on the likelihood or otherwise of litigation actually being commenced. Further, given the above, it is not possible at this point in time for us to reliably assess the quantum of any claims that may potentially be brought, though such quantum may potentially be material to us. If any litigation or other action is commenced against AFM UK, our current assessment is that any such claims or actions should be defended and would be unlikely to succeed. However, if any claims were commenced, the we would anticipate that such claims may involve complex questions of law and fact and we may incur significant legal expenses in defending such litigation. We are also not aware of any regulatory issues connected to the above-mentioned matters that may have an adverse impact on us.

We maintain insurance policies which are intended to provide coverage for various claims, subject to the terms and conditions of the relevant policy. Such policies include, among other things, indemnification for legal expenses. We also have access to credit facilities to support the business, if required. These arrangements support the our assessment of going concern and of its ability to address any potential financial impact arising from the above.

Related Party Transactions

Alvarium entered into the following transactions with related parties:

Loans receivable and Loans payable

Shareholder loans were granted to certain related parties with outstanding balances (including interest receivables) of £5.2 million and £5.8 million as of December 31, 2022 and December 31, 2021 respectively. Also, Alvarium issued cash advances to other holding companies with an outstanding balance of £0.6 million and £0.6 million as of December 31, 2022 and December 31, 2021, respectively.

Alvarium received loans from certain related parties with the balance of £0.2 million and £0.2 million as of December 31, 2022 and December 31, 2021 respectively.

Alvarium charged interest income on loans issued to certain related parties. As a result of these transactions, Alvarium recognized £0.2 million and £0.2 million of income for the year ended December 31, 2022 and year ended December 31, 2021 respectively.

Alvarium received subordinated loans from certain shareholders equal to £40 million to finance the acquisition of management rights from Prestbury Investment Partners Limited. Principal on the subordinated shareholder loans plus accrued and unpaid interest will become due and payable in 2023.

Advisory and Management services

Alvarium provided advisory and management services and charged interest income on loans issued to certain related parties. As a result of these transactions, Alvarium recognized £0.2 million and £0.2 million of income for the years ended December 31, 2021 and December 31, 2020, respectively.

For further discussion of related party transaction see “Note 30. Related party transaction” to our unaudited consolidated financial statements included in this Prospectus/Offer to Exchange.

Critical Accounting Policies and Estimates

We prepare our consolidated financial statements in compliance with UK GAAP. In applying many of these accounting principles, we need to make assumptions, estimates and/or judgments that affect the reported amounts of assets, liabilities, revenues and expenses in our consolidated financial statements. We base our estimates and judgments on historical experience and other assumptions that we believe are reasonable under the circumstances. These assumptions, estimates and/or judgments, however, are both subjective and subject to change, and actual results may differ from our assumptions and estimates. Actual results may also differ from our estimates and judgments due to risks and uncertainties and changing circumstances. If actual amounts are ultimately different from our estimates, the revisions are included in our results of operations for the period in which the actual amounts become known. For a summary of our significant accounting policies, see “Note 3. Accounting Policies”, to our consolidated financial statements included in this Prospectus/Offer to Exchange.

Business Combinations

The accounting for the business combination was performed in accordance with Section 19 Business Combinations and Goodwill of UK GAAP. This guidance requires the acquiring entity in a business combination to recognize the fair value of all assets acquired, liabilities assumed and any non-controlling interest in the acquiree, and establishes the acquisition date as the fair value measurement point. Accordingly, we recognize assets acquired and liabilities assumed in business combinations, including contingent assets and liabilities and non-controlling interests in the acquiree, based on fair value estimates as of the date of acquisition. Goodwill

remains the difference between the fair value of the consideration and the assets and liabilities acquired. Goodwill is always considered to have a finite useful life and is amortized over the useful life. If the expected useful life cannot be reliably measured, the useful life shall not exceed 10 years.

Discounted cash flow models are typically used in these valuations if quoted market prices are not available, and the models require the use of significant estimates and assumptions including, but not limited to:

(1) estimating future revenue, expenses and cash flows expected to be collected; and (2) developing appropriate discount rates, long-term growth rates, customer duration and portfolio attrition rates. Our estimates of fair value are based upon assumptions believed to be reasonable, but we recognize that the assumptions are inherently uncertain. Please refer to Note 20, "Deferred consideration payable on acquisition", within the historical consolidated financial statements included in this Prospectus/Offer to Exchange, for more information on past acquisitions and the determination of fair value.

Revenue Recognition

We recognize revenue in accordance with Section 23 Revenue of UK GAAP. Section 23 Revenue provides recognition criteria for: (i) the sale of goods; (ii) rendering of services; (iii) construction contracts in which the entity is the contractor; and; (iv) interest, royalties and dividends. Section 23 Revenue requires that revenue for the rendering of services is recognized when the outcome of a transaction can be estimated reliably and that an entity shall recognize revenue associated with a transaction by reference to the stage of completion of the transaction at the end of the reporting period. The outcome of a transaction can be estimated reliably when all the following conditions are met: (a) the amount of revenue can be measured reliably; (b) it is probable that the economic benefits associated with the transaction will flow to the entity; (c) the stage of completion of the transaction at the end of the reporting period can be measured reliably; and (d) the costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

Alvarium is following Section 23 Revenue recognition guidance for interest income and dividends. Interest income is recognized using the effective interest rate method. Dividend income is recognized when the right to receive payment is established.

AHRA Continued Consolidation

On December 30, 2022, ARE, an indirect wholly-owned subsidiary of Alvarium, entered into an agreement to sell 100% of the equity of AHRA to a newly formed entity owned by the management of AHRA, for aggregate consideration approximately equity to £24 million. The consideration comprised a 0% promissory note maturing December 31, 2023, subject to extension if mutually agreed upon by the parties thereto.

Additionally, ARE received a call option pursuant to which ARE has the right to repurchase AHRA prior to the repayment of the note for a purchase price equal to the loan balance then outstanding thereunder.

The consolidated financial statements and AUM/AUA figures include the accounts of AHRA. Subsidiaries are companies over which Alvarium has the power indirectly and/or directly to control the financial and operating policies so as to obtain benefits. In assessing control for accounting purposes, potential voting rights that are presently exercisable or convertible are taken into account. Although Alvarium does not presently have legal control of AHRA, it has a right to reacquire such legal control through the call option it holds and accordingly AHRA has been deemed to be a subsidiary for accounting purposes.

Income Taxes

We recognize income taxes in accordance with Section 29 Income tax of UK GAAP.

Income tax expense (benefit) consists of the aggregate amount of current and deferred tax recognized in the reporting period. Current tax is recognized on taxable profits for the current and past periods. We provide for potential current tax liabilities that may arise on the basis of the amounts expected to be paid to the tax authorities, and use the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognized in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognized to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted at the reporting date that are expected to apply at the reversal of the timing difference.

Tax laws are complex and subject to different interpretations by the taxpayer and respective governmental taxing authorities. Significant judgment is required in determining tax expense and in evaluating tax positions, including evaluating uncertainties under UK GAAP. We review our tax positions quarterly and adjust our tax balances as new information becomes available.

Quantitative and Qualitative Disclosures About Market Risk

Our primary exposure to market risk is related to our role as an investment adviser to our investment solutions and the sensitivity to movements in the market value of their investments, including the effect on management and advisory fees, performance fees and investment gains or losses. Even though the effects of COVID-19 on the financial markets has largely subsided and most countries have reduced or eliminated COVID-19-related restrictions, an increase in cases or the introduction of novel variants may continue to pose risks to financial markets.

In the normal course of business, we are exposed to a broad range of risks inherent in the financial markets in which we participate, including market risk, interest rate risk, credit risk and foreign exchange rate risk. Potentially negative effects of these risks may be mitigated to a certain extent by those aspects of our investment approach, investment strategies, fundraising practices or other business activities that are designed to benefit, either in relative or absolute terms, from periods of economic weakness, tighter credit or financial market dislocations.

Market Risk

The market price of investments may significantly fluctuate during the period of investment, which leads to changes in management and advisory fees (since they are calculated as a percentage of AUM/AUA). Investments may decline in value due to factors affecting securities markets generally or particular industries represented in the securities markets. The value of an investment may decline due to general market conditions, which are not specifically related to such investment, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. It may also decline due to factors that affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry. We believe the combination of high-quality proprietary pipeline and a consistent, rigorous approach to managing investments across our strategies has been, and we believe will continue to be, a major driver of our strong risk-adjusted returns and the stability and predictability of our income.

Interest Rate Risk

Alvarium has interest-bearing assets and interest-bearing liabilities. Interest-bearing assets include cash and loan balances, all of which earn interest at fixed rates. As of December 31, 2022, Alvarium had a bank loan to fund expansion. Alvarium has a policy of agreeing medium to long-term revolving facilities with its bank in order to provide flexibility. The interest on this facility currently tracks the Sterling Overnight Index Average (“SONIA”), whereby the terms on debt drawn are 4.75% + SONIA. This bank loan was repaid in January 2023.

Credit Risk

We are party to agreements providing for various financial services and transactions that contain an element of risk in the event that the counterparties are unable to meet the terms of such agreements. In such agreements, we depend on the respective counterparty to make payment or otherwise perform. We generally endeavor to minimize our risk of exposure by limiting the counterparties with which we enter into financial transactions to reputable financial institutions. In other circumstances, availability of financing from financial institutions may be uncertain due to market events, and we may not be able to access these financing markets.

Foreign Currency Exchange Rate Risk

Although Alvarium receives a majority of its revenue in British pounds, which is its functional and reporting currency, Alvarium is exposed to foreign currency exchange risk, primarily with respect to the U.S. dollar, Swiss franc and the Hong Kong dollar. Alvarium does not believe the impact of a 10% increase or decrease in the exchange rate for British pounds and any of such currencies would have a significant material impact on its revenue. Alvarium does not currently hedge its foreign exchange exposure.

Liquidity Risk

Alvarium actively maintains a capital structure that involves the use of various debt facilities. This capital structure is designed to ensure that Alvarium has sufficient available funds for operations and planned expansions. Additionally, Alvarium ensures that its leverage is appropriate such that it has sufficient capital to repay any outstanding amounts on credit instruments when they become due.

Recent Developments

In July 2022, a subsidiary of Alvarium, LXi REIT Advisors Limited, acquired the rights to manage Secure Income REIT plc, by purchasing the existing shares of Prestbury Investments Partners Limited, for £40 million (this was connected to a wider transaction in which Secure Income REIT plc was itself acquired by LXi REIT plc, and LXi REIT Advisors Limited advises the combined entity). The acquisition was financed via a loan from Alvarium shareholders. This acquisition has been treated as an asset acquisition for accounting and reporting purposes.

HISTORICAL AND COMBINED NON-GAAP MEASURES OF TWMH, THE TIG ENTITIES AND ALVARIUM

Reconciliation of Combined Historical GAAP Financial Measures to Certain Combined Historical Non-GAAP Measures

Historically, we used Adjusted Net Income, Adjusted EBITDA, and Economic EBITDA as non-GAAP measures to track our performance and assess the companies' ability to service their borrowings. We believe the non-GAAP measures provide useful information to investors to help them evaluate historical operating results by facilitating an enhanced understanding of historical operating performance and enabling them to make more meaningful period to period comparisons. Adjusted Net Income, Adjusted EBITDA, and Economic EBITDA as presented within the Management's Discussion and Analysis of Financial Condition and Results of Operations sections of TWMH, the TIG Entities, and Alvarium are supplemental measures of historical performance that are not required by, or presented in accordance with, US GAAP, or UK GAAP. For more information, see "*Non-US GAAP Financial Measures*" in TWMH and the TIG Entities' respective Management's Discussion and Analysis of Financial Condition and Results of Operations sections and "*Non-UK GAAP Financial Measures*" in Alvarium's Management's Discussion and Analysis of Financial Condition and Results of Operations section. The following tables present the reconciliation of historical and combined net income as reported in the historical Statements of Operations to Combined Adjusted Net Income, Combined Adjusted EBITDA, and Combined Economic EBITDA:

For the Year Ended December 31, 2022	TWMH	TIG Entities	Alvarium [a]	Total
Combined Adjusted Net Income, Combined Adjusted EBITDA, and Combined Economic EBITDA				
Net income before taxes	$ (5,471)	$ 42,244	$ (31,790)	$ 4,983
Equity settled share based payments P&L(b)(f)	4,223	—	—	4,223
Transaction expenses(c)	8,467	8,991	11,138	28,596
Change in fair value of (gains) / losses on investments (d)	(247)	—	—	(247)
Fair value adjustments to strategic investments(e)	—	(20,666)	1,212	(19,454)
Holbein compensatory earn-in (f)	1,858	—	—	1,858
One-time bonuses (g)	1,019	—	—	1,019
TWMH Partner's payout right (h)	3,662	—	—	3,662
Other one-time deal costs (i)	643	—	—	643
Long term incentive plan expenses (j)	—	—	13,170	13,170
Legal settlement (k)	—	—	7,092	7,092
Combined adjusted income before taxes	14,154	30,569	822	45,545
Adjusted income tax expense	(1,312)	(374)	5,709	4,023
Combined Adjusted Net Income	12,842	30,195	6,531	49,568
Adjustments related to joint ventures and associates(l)	—	—	2,029	2,029
Interest expense, net	427	2,593	7,007	10,027
Income tax expense	527	841	(5,939)	(4,571)
Adjusted income tax expense (benefit) less income tax expense	785	(467)	230	548
Depreciation and amortization	2,339	185	7,111	9,635
Combined Adjusted EBITDA	16,920	33,347	16,969	67,236
Affiliate profit-share in TIG Arbitrage(m)	—	(10,659)	—	(10,659)
Combined Economic EBITDA	$16,920	$ 22,688	$ 16,969	$ 56,577

(a) See Year Ended December 31, 2022 GAAP Bridge table below for an explanation of the conversions of Alvarium's historical net income to US GAAP and USD.
(b) Represents add-back of the non-cash expense related to equity-based compensation to it employees.
(c) Represents adjustment for transaction expenses related to the Business Combination, in order to reflect our recurring performance.
(d) Represents the change in unrealized gains/losses related primarily to the interest rate swap.
(e) Represents add-back of unrealized (gains) / losses on strategic investments.
(f) Add back of cash portion of the compensatory earn-ins related to the Holbein acquisition as discussed in Note 3, "Variable Interest Entities and Business Combinations" of the Notes to the Consolidated Financial Statements of TWMH. The $3.7 million of compensatory earn-ins is settled in 50% equity and 50% cash. Add back of equity portion of compensatory earn-ins of $1.9 million is included in the equity settled share-based payments combined EBITDA adjustment.
(g) The amount is related to incremental compensation expense associated with the TIH acquisition as discussed in Note 3, "Variable Interest Entities and Business Combinations" of the Notes to the Consolidated Financial Statements of TWMH including the forgiveness of a promissory note.
(h) Represents the change in the TWMH Partner's payout related to the Business Combination.
(i) Related to professional fees associated with an acquisition target. These costs are not related to the Business Combination.
(j) Represents adjustment for one-time payments made under long term incentive plan (LTIP).
(k) Represents adjustment for separation agreement expense recorded during the year ended December 31, 2022.
(l) Represents Alvarium's share of joint ventures and associates Adjusted EBITDA.
(m) Represents adjustment for the affiliate's profit-share participation in TIG Arbitrage Fund, as the TIG Entities' controlling shareholders are not entitled to such net income. The entire amount of net income earned from the TIG Arbitrage Fund is included within income in the Company's statement of operations, of which Class D-1 members are entitled to 49.37% of the pre-tax net profits and losses as discussed further in Note 11, "Members' Capital," of the Notes to the Combined and Consolidated Financial Statements of the TIG Entities. The profit-share participation is described in more detail under "Business of Alvarium Tiedemann—Fund Management Fees." Subsequent to the Business Combination, the Class D-1 equity interest will not be entitled to a 49.37% distribution of the results of TIG Arbitrage Fund. The Company has entered into a provisional agreement with the Class D-1 equity interest holder, which would provide the same economic benefits subsequent to the Business Combination as an employee of the TIG Entities. Subsequent to the Business Combination, the Class D-1 equity interest holder will become an employee of

the TIG Entities, therefore will no longer receive distributions going forward but will receive compensation as an employee of the TIG Entities.

£ and $'000	Year Ended December 31, 2022			
	GBP UK GAAP	GAAP Bridge	GBP US GAAP	USD US GAAP[1]
Profit for the financial period before taxes	£(51,287)	£ 24,705	£(26,582)	$(31,790)
Equity settled share-based payments (i)	—	—	—	—
Other one-time fees and charges (i)	9,036	—	9,036	11,138
Fair value adjustments to strategic investments (i)	1,027	—	1,027	1,212
LTIP (i)(ii)	30,898	(20,413)	10,485	13,170
One-time legal settlement	5,873	—	5,873	7,092
Adjusted income before taxes	(4,453)	4,292	(161)	822
Adjusted income tax expense	846	3,976	4,822	5,709
Adjusted Net Income	(3,607)	8,268	4,661	6,531
Joint ventures - Group share of Adjusted EBITDA (i)	2,185	(643)	1,542	1,938
Associates - Group share of Adjusted EBITDA (i)	149	(74)	75	91
Interest expense, net	5,763	—	5,763	7,007
Income tax (benefit) / expense	(4,770)	(247)	(5,017)	(5,939)
Adjusted income tax expense less income tax expense (benefit)	3,924	(3,729)	195	230
Depreciation and amortization	9,323	(3,522)	5,801	7,111
Adjusted EBITDA	**£ 12,967**	**£ 53**	**£ 13,020**	**$ 16,969**

(1) Represents adjustments made to convert Alvarium balances from GBP to USD at a quarterly average rate for the quarters ended March 31, 2022, June 30, 2022, September 30, 2022, and December 31, 2022.

(i) Refer to the "Management's Discussion and Analysis of Financial Condition and Results of Operations of Alvarium" found elsewhere in this prospectus for footnotes related to Adjusted EBITDA adjustments.

(ii) Under FRS 102, equity settled share-based payments are recognised when it becomes probable that their performance conditions will be met. Under UK GAAP, the full share award of £20,413,653 was recognised on 30th December 2022 when the business combination with Cartesian Growth Corporation became more than 50% probable. Under ASC 718, equity settled share-based payments are recognized over the requisite service period of a share award and are dependent on the service, performance, and market conditions associated with the award. Given the Share Awards contain a performance condition contingent on of the

completion of the business combination, no share award should be recognised under US GAAP until the business combination occurred on January 3, 2023. The share award of £20,413,653 has thereby been reversed.

For the Year Ended December 31, 2021	TWMH	TIG Entities	Alvarium (a)	Total
Combined Adjusted Net Income, Combined Adjusted EBITDA, and Combined Economic EBITDA				
Net income before taxes	$ 4,306	$ 70,006	$ 8,030	$ 82,342
Equity settled share based payments P&L (b)	5,532	—	1	5,533
Transaction expenses (c)	4,633	2,033	8,898	15,564
Legal settlement (d)	—	565	—	565
Impairment of equity method investment (e)	2,364	—	—	2,364
Change in fair value of (gains) / losses on investments (f)	(2)	—	—	(2)
Fair value adjustments to strategic investments (g)	—	(15,444)	74	(15,370)
Combined adjusted income before taxes	16,833	57,160	17,003	90,996
Adjusted income tax expense	(1,016)	(943)	(4,600)	(6,559)
Combined Adjusted Net Income	15,817	56,217	12,403	84,437
Adjustments related to joint ventures and associates (h)	—	—	3,313	3,313
Interest expense, net	398	2,240	2,211	4,849
Income tax expense	515	1,457	4,586	6,558
Adjusted income tax expense (benefit) less income tax expense	501	(514)	14	1
Depreciation and amortization	2,052	165	2,273	4,490
Combined Adjusted EBITDA	19,283	59,565	24,800	103,648
Affiliate profit-share in TIG Arbitrage (i)	—	(25,080)	—	(25,080)
Combined Economic EBITDA	$19,283	$ 34,485	$24,800	$ 78,568

(a) See Year Ended December 31, 2021 GAAP Bridge table below for an explanation of the conversions of Alvarium's historical net income to US GAAP and USD.
(b) Represents add-back of the non-cash expense related to equity-based compensation to its employees.
(c) Represents adjustment for transaction expenses related to Cartesian's IPO and the Business Combination, in order to reflect our recurring performance.
(d) Represents legal fees incurred in connection with a legal action that was settled in July 2021. For further detail on the legal settlement, refer to Note 12, "Legal settlement," of the Notes to the Combined and Consolidated Financial Statements of the TIG Entities.
(e) Represents the adjustment to an other-than-temporary impairment of the Tiedemann Constantia AG equity method investment.
(f) Represents the change in unrealized gains/losses related primarily to the interest rate swap.
(g) Represents add-back of unrealized (gains) / losses on strategic investments.
(h) Represents Alvarium's share of joint ventures and associates Adjusted EBITDA.
(i) Represents adjustment for the affiliate's profit-share participation in TIG Arbitrage Fund, as the TIG Entities' controlling shareholders are not entitled to such net income. The entire amount of net income earned from the TIG Arbitrage Fund is included within income in the Company's statement of operations, of which Class D-1 members are entitled to 49.37% of the pre-tax net profits and losses as discussed further in Note 10, "Members' Capital," of the Notes to the Combined and Consolidated Financial Statements of the

TIG Entities. The profit-share participation is described in more detail under "Business of Alvarium Tiedemann—Fund Management Fees." Subsequent to the Business Combination, the Class D-1 equity interest will not be entitled to a 49.37% distribution of the results of TIG Arbitrage Fund. The Company has entered into a provisional agreement with the Class D-1 equity interest holder, which would provide the same economic benefits subsequent to the Business Combination as an employee of the TIG Entities. Subsequent to the Business Combination, the Class D-1 equity interest holder will become an employee of the TIG Entities, and therefore will no longer receive distributions going forward but will receive compensation as an employee of the TIG Entities.

	Year Ended December 31, 2021			
£ and $'000	**GBP UK GAAP**	**GAAP Bridge**	**GBP US GAAP**	**USD US GAAP(1)**
Profit for the financial period before taxes	£ 1,411	£ 4,428	£ 5,839	$ 8,030
Equity settled share-based payments (i)	1	—	1	1
COVID-19 subsidies (i)	—	—	—	—
Other one-time fees and charges (i)	6,471	310	6,781	8,898
Fair value adjustments to strategic investments (i)	54	—	54	74
Adjusted income before taxes	7,937	4,738	12,675	17,003
Adjusted income tax (benefit) / expense	526	(3,870)	(3,344)	(4,600)
Adjusted Net Income	8,463	868	9,331	12,403
Joint ventures - Group share of reported EBITDA (i)	3,003	(643)	2,360	3,247
Associates - Group share of reported EBITDA (i)	116	(68)	48	66
Interest expense, net	1,608	—	1,608	2,211
Income tax (benefit) / expense	(537)	3,870	3,333	4,586
Adjusted income tax expense less income tax expense (benefit)	11	—	11	14
Depreciation and amortization	6,276	(4,623)	1,653	2,273
Adjusted EBITDA	**£18,940**	**£ (596)**	**£18,344**	**$24,800**

(1) Represents adjustments made to convert Alvarium balances from GBP to USD at a 1.0000 to 1.3757 conversion ratio.
(i) Refer to the "Management's Discussion and Analysis of Financial Condition and Results of Operations of Alvarium" for footnotes related to Adjusted EBITDA adjustments.

For the Year Ended December 31, 2020	TWMH	TIG Entities	Alvarium (a)	Total
Combined Adjusted Net Income, Combined Adjusted EBITDA, and Combined Economic EBITDA				
Net income (loss) before taxes	$ 7,483	$ 43,306	$ (4,385)	$ 46,404
Equity settled share based payments P&L (b)	1,145	—	9	1,154
Covid subsidies (c)	—	—	(976)	(976)
One-time bonuses (d)	2,200	—	—	2,200
Legal settlement (e)	—	6,313	—	6,313
Change in fair value of (gains) / losses on investments (f)	266	—	—	266
Fair value adjustments to strategic investments (g)	—	(7,670)	—	(7,670)
One-time fees and charges (h)	—	—	181	181
Combined adjusted income before taxes	11,094	41,949	(5,171)	47,872
Adjusted income tax expense	(641)	(694)	1,199	(136)
Combined Adjusted Net Income	10,453	41,255	(3,972)	47,736
Adjustments related to joint ventures and associates (i)	—	—	7,615	7,615
Interest expense, net	384	2,363	617	3,364
Income tax expense / (benefit)	497	748	(1,050)	195
Adjusted income tax expense (benefit) less income tax expense	144	(54)	(149)	(59)
Depreciation and amortization	1,914	165	2,153	4,232
Combined Adjusted EBITDA	13,392	44,477	5,214	63,083
Affiliate profit-share in TIG Arbitrage (j)	—	(19,999)	—	(19,999)
Combined Economic EBITDA	$13,392	$ 24,478	$ 5,214	$ 43,084

(a) See Year Ended December 31, 2020 GAAP Bridge table below for an explanation of the conversions of Alvarium's historical net income to US GAAP and USD.
(b) Represents add-back of the non-cash expense related to equity-based compensation to its employees.
(c) Represents COVID-19 subsidies received from UK, USA, Hong Kong and Singaporean governments.
(d) Represents a one-time bonus payment made to certain members in 2020.
(e) Represents an accrual related to a legal action that was settled in July 2021. For further detail on the legal settlement, refer to Note 12, "Legal settlement," of the Notes to the Combined and Consolidated Financial Statements of the TIG Entities.
(f) Represents the change in unrealized gains/losses related primarily to the interest rate swap.
(g) Represents add-back of unrealized (gains) / losses on strategic investments.
(h) Represents other one-time fees and charges that management believes are not representative of the operating performance, which includes costs incurred in negotiating surrender and new lease in London office, professional fees related to this Transaction. One-time fees and charges incurred are included in administrative expenses in the Consolidated Statement of Comprehensive Income.
(i) Represents Alvarium's share of joint ventures and associates Adjusted EBITDA.
(j) Represents adjustment for the affiliate's profit-share participation in TIG Arbitrage Fund, as the TIG Entities' controlling shareholders are not entitled to such net income. The entire amount of net income earned from the TIG Arbitrage Fund is included within income in the Company's statement of operations, of which Class D-1 members are entitled to 49.37% of the pre-tax net profits and losses as discussed further in Note 10, "Members' Capital," of the Notes to the Combined and Consolidated Financial Statements of the TIG Entities. The profit-share participation is described in more detail under "Business of Alvarium

Tiedemann—Fund Management Fees." Subsequent to the Business Combination, the Class D-1 equity interest will not be entitled to a 49.37% distribution of the results of TIG Arbitrage Fund. The Company has entered into a provisional agreement with the Class D-1 equity interest holder, which would provide the same economic benefits subsequent to the Business Combination as an employee of the TIG Entities. Subsequent to the Business Combination, the Class D-1 equity interest holder will become an employee of the TIG Entities, therefore will no longer receive distributions going forward but will receive compensation as an employee of the TIG Entities.

	Year Ended December 31, 2020			
£ and $'000	**GBP UK GAAP**	**GAAP Bridge**	**GBP US GAAP**	**USD US GAAP (1)**
Profit (loss) for the financial period before taxes	£(3,693)	£ 280	£(3,413)	$ (4,385)
Equity settled share-based payments (i)	7	—	7	9
COVID-19 subsidies (i)	(760)	—	(760)	(976)
Other one-time fees and charges (i)	141	—	141	181
Fair value adjustments to strategic investments (i)	—	—	—	
Adjusted income (loss) before taxes	(4,305)	280	(4,025)	(5,171)
Adjusted income tax expense (benefit)	458	502	960	1,199
Adjusted Net Income	(3,847)	782	(3,065)	(3,972)
Joint ventures - Group share of Adjusted EBITDA (i)	2,022	3,855	5,877	7,551
Associates - Group share of Adjusted EBITDA (i)	124	(74)	50	64
Interest expense, net	481	—	481	617
Income tax benefit	(315)	(502)	(817)	(1,050)
Adjusted income tax expense (benefit) less income tax benefit	(143)	0	(143)	(149)
Depreciation and amortization	6,357	(4,681)	1,676	2,153
Adjusted EBITDA	**£ 4,679**	**£ (620)**	**£ 4,058**	**$ 5,214**

(1) Represents adjustments made to convert Alvarium balances from GBP to USD at a 1.0000 to 1.2848 conversion ratio.

(i) Refer to the "Management's Discussion and Analysis of Financial Condition and Results of Operations of Alvarium" found elsewhere in this prospectus for footnotes related to Adjusted EBITDA adjustments.

MANAGEMENT

Board of Directors

The following sets forth certain information, as of April 28, 2023, concerning the persons who serve as our directors:

Name	Position	Age
Ali Bouzarif	Director	44
Nancy Curtin	Director	65
Kevin T. Kabat	Director	66
Timothy Keaney	Director	61
Judy Lee	Director	55
Spiros Maliagros	Director	46
Hazel McNeilage	Director	66
Craig Smith	Director	59
Michael Tiedemann	Director	51
Tracey Brophy Warson	Director	60
Peter Yu	Director	61

Ali Bouzarif. Mr. Bouzarif has served as a member of our Board since January 2023. Mr. Bouzarif has been a Member of the Supervisory Board and Partner of Alvarium since 2018. He also serves on the Finance and Compensation Committee of Alvarium. Mr. Bouzarif previously served as the Head of M&A at the Qatar Investment Authority ("QIA") from 2007 to 2017. At the QIA, he was a member of the management investment committee and was instrumental in the completion of several notable transactions, such as the acquisition of the Harrods Department store and the merger of the Fairmont Raffles Hotels Group with AccorHotels, among others. During his tenure at QIA, Mr. Bouzarif served as a member of the board of directors and the remuneration committee of Heathrow Airport and American Express Global Business Travel business, a board member and member of the commitment committee of AccorHotels, and a member of the board of Canary Wharf Group. Mr. Bouzarif holds a Master's degree in Business Engineering from Solvay Brussels School of Economics & Management and is a CFA® charterholder.

Nancy Curtin. Ms. Curtin has served as a member of our Board since January 2023. Ms. Curtin has been a Partner, Group Chief Investment Officer, Head of Investment Advisory and participant member of the Supervisory Board of Alvarium since 2020. Before joining Alvarium, Ms. Curtin was Chief Investment Officer and Head of Investments at Close Brothers Asset Management ("CBAM"), a UK investment and financial advice firm focused on private clients, high-net-worth, charities, and family office, from 2010 to 2019 and Managing Partner and Chief Investment Officer of Fortune Asset Management, the UK-based hedge fund and long-only institutional advisory business, from 2002 until its acquisition by CBAM in 2010. Her previous roles also include Managing Partner and Independent Investment Adviser of Internet Finance Partners, a specialist venture capital business of Schroders plc, Managing Director and Head of Global Investments-Mutual Funds for Schroders, and Head of Emerging Markets and part of the senior leadership team for Baring Asset Management. Ms. Curtin started her career in investment banking and M&A, followed by investment leadership in a large single family office, focused on private equity and real estate investments. She has been Chairperson of the Board of Digital Bridge Group, Inc, a leading global investment and operating firm with a focus on identifying and capitalizing on key secular trends in digital infrastructure, since 2021 and has been a member of the Board thereof since 2014. Ms. Curtin is a Summa Cum Laude graduate of Princeton University and has an MBA from Harvard Business School.

Kevin T. Kabat. Mr. Kabat has served as a member of our Board since January 2023. Mr. Kabat began his career in the banking industry at Merchants National Bank as a consultant before working at Old Kent Financial Corporation where he served in a number of management and executive positions. Between 2001 and 2003 Mr. Kabat was the President of Fifth Third Bank (Western Michigan). In 2003, he assumed the role of Executive

Vice President of Fifth Third Bancorp before ultimately becoming President in 2006, serving in that role until September 2012. In 2007, Mr. Kabat became the Chief Executive Officer of Fifth Third Bancorp before retiring from the company in 2016. While serving as Chief Executive Officer of Fifth Third Bancorp, Mr. Kabat also served on its board of directors, as chairman from 2008 to 2010, and as vice chairman from 2012 until his retirement. Mr. Kabat also served as a Director of E*TRADE Financial Corporation, a financial services company, from June 2016 until October 2020. Mr. Kabat has served on the board of directors of UNUM (NYSE: UNUM) since 2008, assuming his current role as chairman in 2017 after having previously served as its lead independent director since 2016. Since 2015, Mr. Kabat has also served as a director of NiSource Inc. (NYSE: NI), an energy holding company, and has served as chairman since 2019. Mr. Kabat earned a B.A. in behavioral and social sciences from Johns Hopkins University, and an M.A. in industrial and organizational psychology from Purdue University.

Timothy Keaney. Mr. Keaney has served as a member of our Board since January 2023. Mr. Keaney worked for the Bank of New York Company in various executive roles from 2000 until 2006 including head of the asset servicing business, and as head of the Bank of New York Company's presence in Europe, having management responsibilities for all business activity in that region. Upon the Bank of New York Company's merger with the Mellon Financial Corporation in 2007 (forming the Bank of New York Mellon Corporation (NYSE: BK)), Mr. Keaney began serving as co-Chief Executive Officer of the BNY Mellon's asset servicing, and later serving individually as Chief Executive Officer of asset servicing from 2010 until 2012. Mr. Keaney served as Vice Chairman of BNY Mellon from October 2010 until September 2014, and as Chief Executive Officer of Investment Services from 2013 to 2014. Mr. Keaney has served on the Board of Directors of UNUM (NYSE: UNUM) since 2012, currently serving as a member of the Finance Committee and as Chairman of the Audit Committee. Since 2019, Mr. Keaney has also served as a Director for PolySign, Inc., a privately held fintech company. Mr. Keaney earned a B.S.B.A. from Babson College.

Judy Lee. Ms. Lee has served as a member of our Board since January 2023. Ms. Lee began her career at the Bankers Trust Company in 1988, where she was a principal in the global risk management division and a member of the pioneering team that developed certain quantitative risk methodologies that are now the industry standard. From 1998 to 1999, she was a Partner at Capital Risk Market Advisors, a strategy and risk management consulting firm. Ms. Lee is currently the Managing Director of Dragonfly LLC, an international risk advisory firm based in New York, and the Chief Executive Officer of Dragonfly Capital Ventures LLC, which develops and invests in renewable energy in Southeast Asia. Ms. Lee has served on the Board of DBS Group Holdings (OCTM: DBSDY) as an independent non-executive director since 2021. She is also a member of DBS's Audit Committee, Board Risk Management Committee, and Compensation and Management Development Committee. Since 2020, Ms. Lee has also served on the board of Commercial Bank of Ceylon (CSE: COMB.N0000). Additionally, she serves as an independent director of two private companies, DBS Bank Ltd., and Temasek Lifesciences Accelerator Pte. Ltd. Ms. Lee was a Senior Fellow at the Wharton School of Business at the University of Pennsylvania between 2013 and 2014, and an adjunct professor at Columbia University in 2018. Ms. Lee is also a current member of the Executive Board of the Stern School of Business at New York University. She earned a B.S. from the New York University Leonard N. Stern School of Business in finance and international business, and an M.B.A. from the Wharton School of Business.

Spiros Maliagros. Mr. Maliagros has served as a member of our Board since January 2023. Mr. Maliagros is the President of TIG and has served in that capacity since 2007. He joined TIG Advisors in 2006 as general counsel assisting with SEC registration and overseeing all legal matters for the firm. In 2007, Mr. Maliagros was appointed president to support strategic initiatives for TIG Advisors. Most recently, Mr. Maliagros has led the effort to source, evaluate, and execute the growth equity investments made in managers globally. Prior to joining TIG Advisors, from 2001 to 2006, Mr. Maliagros worked for the law firm Seward & Kissel LLP, representing and advising clients in the formation and distribution of domestic and offshore hedge funds, master-feeder funds, and fund-of-funds pursuant to U.S. federal and state securities law. In 2014, Mr. Maliagros was named "Lawyer of the Year" by the Hellenic Lawyers Association. He currently serves as Chairman of the Greek Division Board

of Directors for the New York Ronald McDonald House. Mr. Maliagros received a B.A. in government and economics from Dartmouth College and a J.D. from Fordham University.

Hazel McNeilage. Ms. McNeilage has served as a member of our Board since January 2023. Ms. McNeilage began her career in 1978 at Provincial Life Assurance working in various actuarial roles before transitioning into management with the Liberty Life Association of Africa. Between 1987 and 2000, she served in various roles for Towers, Perrin, Forster & Crosby, including as Head of Investment Consulting for Australia & Asia Pacific. Between 2001 and 2009 she worked at Principal Global Investors in roles such as global head of sales, marketing and client service, head of Asia ex Japan, and head of international investments. During 2010 and 2011 Ms. McNeilage was head of investment management for Queensland Investment Corporation and between 2012 and 2015, she was a consultant to Northill Capital LLP and served as interim CEO for one of their affiliates. Most recently, she was Managing Director for Europe, Middle East and Africa at Northern Trust Asset Management from 2015 to 2018. Ms. McNeilage has served on the Board of Directors of Reinsurance Group of America (NYSE: RGA) as an independent non-executive director since 2018. She is Chair of RGA's Compensation Committee, serves on their Nominating and Governance Committee, and their Cyber Security and Technology Board Sub-Group. Additionally, Ms. McNeilage serves on the Board of Scholarship America. She is a Fellow of both the Institute of Actuaries in the U.K. and the Institute of Actuaries of Australia, is a Board Leadership Fellow of the National Association of Corporate Directors, and has earned the CERT Certificate in Cybersecurity Oversight from Carnegie Melon University as well as a cybersecurity related certificate from Harvard University. Ms. McNeilage earned a B.S. from the University of Lancaster in economics, mathematics, and operations research.

Craig Smith. Mr. Smith has served as a member of our Board since January 2023. Mr. Smith is a Founding Partner and the President of TWMH overseeing its strategic direction as well as Tiedemann Advisors' advisor team and client experience. Mr. Smith began his TWMH career in 2000, serving as managing director, trust planning and administration, until his appointment as president in 2004. Previously, Mr. Smith was Vice President of J.P. Morgan & Co., Inc., leading the trust, estate and transfer tax planning services for New England private clients, among other roles. Prior to that, Mr. Smith practiced trust and estate law with the New York law firm, Patterson, Belknap, Webb & Tyler. He also serves on TWMH's Board of Directors and is Chairman of both the Executive Committee, and the Diversity Equity and Inclusion Committee for Tiedemann Advisors. Mr. Smith earned a Juris Doctor degree from Harvard Law School and graduated magna cum laude with a Bachelor of Arts from New York University.

Michael Tiedemann. Mr. Tiedemann has served as our Chief Executive Officer and as a member of our Board since January 2023. Mr. Tiedemann is a Founding Partner and the Chief Executive Officer of TWMH as well as the Managing Member and Chief Executive Officer of TIG Advisors. Mr. Tiedemann serves as Chief Executive Officer of Alvarium Tiedemann. Mr. Tiedemann began his career working for TIG as an emerging markets research analyst and continues to serve as Managing Member and Chief Executive Officer of TIG, in addition to his roles at TWMH. In 1994, he joined the equity research group at Banco Garantia, one of Brazil's leading Investment Banks, and worked closely with Banco Garantia's Hedge Fund-of-Funds Group. In 1998, when Credit Suisse acquired Banco Garantia, Mr. Tiedemann headed Credit Suisse's sales trading efforts for Latin America until he left to start TWMH in 2000. He has been recognized by a number of foundations for his charitable contributions and serves as a board member for several philanthropic organizations. He is also a member of TWMH's Board of Directors and Chairman of the Internal Investment Committee for Tiedemann Advisors, the registered investment advisor subsidiary of TWMH. Mr. Tiedemann received a Bachelor of Arts degree from Ohio Wesleyan University.

Tracey Brophy Warson. Ms. Warson has served as a member of our Board since January 2023. Ms. Warson currently works as a strategic advisor for multiple start-up companies and has more than 30 years of experience in the financial services industry. She began her career at Wells Fargo (NYSE: WFC) in 1988 where she served in various executive roles, ultimately becoming Executive Vice President of Private Client Services, a role she served in until 2006. From 2006 until 2010, Ms. Warson worked as Managing Director and Head of the Western

Division of US Trust, Bank of America Private Wealth Management. In 2010, she became the Head of the Western Division of Citi Private Bank of Citigroup (NYSE: C) and served in that role until 2014. From 2014 until 2019, Ms. Warson served as Chief Executive Officer of Citi Private Bank (North America) where she led the Private Bank business across 25 offices throughout the U.S. and Canada, overseeing $230 billion in client business volume. Ms. Warson currently serves on the Board of InterPrivate II Acquisition Corp. (NYSE: IPVA), a special purpose acquisition company. In 2021, she also began serving on the Board for SilverSpike Capital, LLC, a privately held company that focuses on investment management primarily in the cannabis and alternative health and wellness industries. In 2019, she was named Chairwoman of Citi Private Bank before ultimately retiring in 2020. Additionally, from 2014-2018 Ms. Warson was also the Co-Chair of Citi Women, Citi's global strategy to promote the advancement of women. In this role she led the firm's progress in pay equity, representation, and in having Citi Sign the Women's Empowerment Principles of the United Nations. Ms. Warson earned a Bachelor of Arts from the University of Minnesota in business administration and French.

Peter Yu. Mr. Yu has served as a member of our Board since inception, and as Cartesian's Chief Executive Officer and as chairman of the Board prior to the Business Combination. Mr. Yu currently serves as Managing Partner of Cartesian Capital, a global private equity firm and registered investment adviser headquartered in New York City. At Cartesian Capital, Mr. Yu has led more than 20 investments in companies operating in more than 30 countries. Mr. Yu currently serves on the boards of directors of several companies, including Burger King China, Tim Hortons China, PolyNatura Corp., Cartesian Royalty Holdings Pte. Ltd., ASO 2020 Maritime, Flybondi Ltd., and Simba Sleep Ltd. Previously, Mr. Yu served on the boards of directors of Banco Daycoval S.A., GOL Linhas Aéreas Inteligentes S.A., and Westport Fuel Systems Inc. Prior to forming Cartesian Capital, Mr. Yu founded and served as the President and Chief Executive Officer of AIGCP, a leading international private equity firm with over $4.5 billion in committed capital. Prior to founding AIGCP, Mr. Yu served President Bill Clinton as Director of the National Economic Council. A graduate of Harvard Law School, Mr. Yu served as President of the Harvard Law Review and as a law clerk on the U.S. Supreme Court. Mr. Yu received a bachelor's degree from Princeton University's Woodrow Wilson School.

Executive Officers

The following sets forth certain information, as of April 28, 2023, concerning the persons who serve as our executive officers:

Name	Position	Age
Michael Tiedemann	Chief Executive Officer and Director	51
Christine Zhao	Chief Financial Officer	50
Kevin Moran	Chief Operating Officer	45
Alison Trauttmansdorff	Chief Human Resources Officer	52
Laurie Birrittella (Jelenek)	Chief People Officer	56
Jed Emerson	Chief Impact Officer	64
Colleen Graham	Global General Counsel	57

Biographical information for Michael Tiedemann is set forth above under "— *Board of Directors*."

Christine Zhao. Ms. Zhao has served as our Chief Financial Officer since January 2023 and as Managing Director and Chief Financial Officer of our predecessor company Tiedemann Advisors since July 2021. Ms. Zhao has been a Board member of Jaguar Global Growth Corp I (Nasdaq: JGGC), a property tech focused special purpose acquisition company since February 2022. Most recently, she was Audit Committee Chair of D and Z Media Acquisition Corp. (NYSE: DNZ), a media and ed-tech focused special purpose acquisition company from January 2021 to February 2023, Governance & Nomination Committee Chair of bio-pharmaceutical company BeyondSpring Inc. (Nasdaq: BYSI), which develops innovative immunooncology cancer therapies, from October 2016 to January 2023, and CFO of Edoc Acquisition Corp. (Nasdaq: ADOC), a healthcare focused special purpose acquisition company, from November 2020 to October 2022. Previously, from November 2015

to December 2019, she served as Chief Financial Officer for two large PE-backed growth-stage companies, including Best Inc., a pre-IPO logistics technology company in China with major investors including Alibaba, Softbank, Goldman, and IFC among other large PE funds, which later priced its initial public offering at a valuation of over $3 billion (NYSE: BEST). Prior to this, Ms. Zhao served as a Managing Director of Bank of America Merrill Lynch and an Executive Director of JPMorgan, where she held senior positions at headquarters and global corporate and investment banking units, across a broad spectrum of functional areas including Treasury, liquidity products, capital management, and risk management, and acted as regional CFO/COO in transaction banking and corporate banking units. She also worked at American Express in various capacities including corporate strategic planning and venture investing from March 2003 to March 2008. Early in her career, Ms. Zhao worked in investment banking at Goldman Sachs and in corporate finance/ corporate development at FedEx. She has worked in New York, London, Singapore, Hong Kong and China, and has managed teams across four continents. Ms. Zhao is a Board member of several non-profit organizations, including Volunteers of America — Greater New York, founded in 1896 and one of America's largest faith-based social service organizations with an over $100 million annual budget, the Chinese Finance Association ("TCFA") with over 7,000 members worldwide, and Asian Pacific American Advocates ("OCA") Westchester & Hudson Valley Chapter. She's also a founding Board member of the American Chinese Unite Care ("ACUC"), a charity coalition of 159 community organizations which raised $5.8 million in funds and PPEs for the tri-state area medical workers and first-responders in COVID-19 relief between March-May 2020. Ms. Zhao received an MBA from Harvard Business School, master's degrees in Economics and Finance from University of Alabama and a bachelor's degree in Economics with distinction from Fudan University in China.

Kevin Moran. Mr. Moran has served as our Chief Operating Officer since January 2023. Mr. Moran began his career with Tiedemann Advisors in 2008 as General Counsel and Chief Compliance Officer and has served as the Chief Operating Officer and General Counsel of TWMH, Tiedemann Advisors and Tiedemann Trust Company since September 2017. He is also a member of the Executive Committee and the Chairman of the New Business Acceptance Committee for Tiedemann Advisors. Mr. Moran manages Tiedemann Advisors' Finance, Operations, Client Service, Technology, Legal, Compliance, Human Resources and Extended Family Office Services teams, and he oversees M&A activity for TWMH. Prior to joining Tiedemann Advisors, from October 2004 to April 2008, Mr. Moran was Associate General Counsel and Chief Compliance Officer of FRM Americas, LLC a subsidiary of Financial Risk Management. From September 2002 to October 2004, he was an associate in the Financial Service Group of the law firm Katten Muchin Zavis Rosenman. Mr. Moran earned a Juris Doctor degree from Boston University School of Law and received a Bachelor of Arts degree from Loyola University.

Alison Trauttmansdorff. Ms. Trauttmansdorff has served as our Chief Human Resources Officer since January 2023. Ms. Trauttmansdorff also serves as the Chief Human Resources Officer of Alvarium, which she joined in February 2022. Ms. Trauttmansdorff began her career in Human Resources with Goldman Sachs (NYSE: GS) in 1994, with whom she worked for 14 years in both Germany, where she helped grow the team to a significant office within the network, and in the UK in various HR roles including the Head of Graduate Recruitment for EMEA. She also served as a senior member of the human resources team for the Investment Banking Division as well as the Principal Investment Area. In 2008, Ms. Trauttmansdorff moved to Rothschild & Co as the HR Director based in London, overseeing both the central UK based team and HR teams globally. She was responsible for global client coverage of the Global Advisory and Merchant Banking businesses. Alongside her business coverage, she had a special focus on DE&I, people focused ESG issues and Wellbeing for the firm. She is a Director of the City HR Board since 2020, the professional body for HR in organizations and sectors that support the City of London. She has served on the main Council and Remuneration Committee of Aston University (where she graduated with a degree in International Business and Modern Languages) and also sat on the International Advisory Board of its Business School.

Laurie Birrittella (Jelenek). Ms. Birrittella has served as our Chief People Officer since January 2023. Ms. Birrittella is the Chief Administrative Officer of TIG and has served in that capacity since 2003. She joined TIG in 1991 and prior to becoming Chief Administrative Officer, she worked in various roles, including Office Manager, Investor Relations and Accounting. As Chief Administrative Officer, Ms. Birrittella is responsible for all administrative, human resources, business accounting and client services functions for TIG. Ms. Birrittella

currently serves as Treasurer on the Board of Directors of Ferncliff Manor Inc., a non-profit organization supporting the mission of a unique residential school located in Yonkers, New York, founded in 1935 for children with developmental disabilities. She also serves on the Board of Directors of Bethany Arts Community Inc., a non-profit artist community located in Ossining, New York dedicated to creating space and environment for artists of all ages to create and collaborate and supporting the Arts. Ms. Birrittella attended Hope College in Holland, Michigan and has undertaken further studies at Pace University in New York, adding to her professional knowledge of accounting and business law.

Jed Emerson. Mr. Emerson has served as Chief Impact Officer since January 2023. Mr. Emerson has served as a Managing Director and the Global Lead of Impact Investing of Tiedemann Advisors since June 2021. Prior to his appointment in this role, he served on Tiedemann Advisors' Impact Advisory Council from 2018 to 2021. Mr. Emerson oversees the strategy and implementation of Tiedemann Advisors Impact Investing practice and focuses on deepening the firm's expertise and capabilities as well as helping identify effective impact solutions. Mr. Emerson has founded or co-founded numerous national Impact Investing, venture philanthropy, community venture capital and social enterprises. He is Senior Fellow with ImpactAssets, a nonprofit financial services Firm. From 2011 to 2017, Mr. Emerson was also senior strategic advisor to five family offices with over $1.4 billion in total assets, each executing 100 percent impact/sustainable investment strategies with their total net worth. Mr. Emerson has authored numerous articles and papers on social entrepreneurship and investing, including "Impact Investing: Transforming How We Make Money While Making a Difference," winner of the 2012 Nautilus Gold Book Award and the first book on Impact Investing. In 2018, he released his eighth book, titled "The Purpose of Capital." Originator of the concept of Blended Value, Mr. Emerson has given presentations at The World Economic Forum, The Clinton Global Initiative, The Skoll World Forum and numerous other conferences and professional meetings around the world. He is a Senior Fellow with the Center for Social Investment at Heidelberg University (Germany) and has held faculty appointments with Oxford University, Harvard, Stanford and Kellogg business schools. Mr. Emerson received a Bachelor of Arts degree from Lewis and Clark College, a Master's degree in Social Work from University of Denver and an Master's degree in Business Administration from St. Mary's College of California.

Colleen Graham. Ms. Graham has served as our Global General Counsel since March 2023. Prior to joining AlTi, Ms. Graham served as Executive Vice President and General Counsel of Boston Private Financial Holdings from April 2019 to July 2021 and General Counsel and Chief Supervisory Officer of Boston Private's successor entity, SVB Private from July 2021 to February 2023 including overseeing Boston Private's $900 million acquisition by Silicon Valley Bank. Ms. Graham worked at Credit Suisse from August 1996 to February 2016 in various capacities, including as a Senior Lawyer, Head of Compliance, Chief of Staff and Managing Director, before joining Signac LLC, a joint venture between Credit Suisse and Palantir Technologies, from February 2016 to July 2017 as a Co-Founder, Co-CEO and member of its board of directors. Ms. Graham was also the Founder and CEO of NextGen Compliance LLC from July 2017 to April 2019. Ms. Graham started her career within the corporate law practice at Hughes Hubbard & Reed from 1991 to 1994, before joining the corporate practice of Thacher Proffitt & Wood from 1994 to 1996. Ms. Graham received her bachelor's degree in finance and marketing from Boston College, and her juris doctorate at St. John's University School of Law.

Independence of the Board of Directors

Our Board has determined that each of Ms. Lee, Mr. Kabat, Mr. Keaney, Ms. McNeilage, Ms. Warson and Mr. Yu are "independent directors" under the Nasdaq listing standards and applicable SEC rules. Our independent directors have scheduled meetings at which only independent directors are present. Any affiliated transactions will be on terms no less favorable to us than could be obtained from independent parties. Our Board will review and approve all affiliated transactions with any interested director abstaining from such review and approval.

Director Designation Rights

The Investor Rights Agreements provide certain of our shareholders with director designation rights. See the section entitled "*Certain Relationships and Related Person Transactions—Investor Rights Agreements*" beginning on page 262 for more information.

Committees of the Board of Directors

Our Board maintains an audit, finance and risk committee ("audit committee"), a human capital and compensation committee ("compensation committee") and an environmental, social, governance and nominating committee ("nominating committee"). The composition of each committee is set forth below.

Audit Committee

The audit committee's main function is to oversee our accounting and financial reporting processes and the audits of our financial statements. The audit committee's duties include, but are not limited to:

- maintain open communications with the independent accountants, internal auditors or other personnel responsible for the internal audit function (if applicable), outside valuation experts, executive management, and the Board;
- obtain and review a report, at least annually, from the independent registered public accounting firm describing (i) the independent registered public accounting firm's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm and any steps taken to deal with such issues and (iii) all relationships between the independent registered public accounting firm and us to assess the independent registered public accounting firm's independence;
- meet separately, from time to time, with management, internal auditors or other personnel responsible for the internal audit function (if applicable), and the independent accountants to discuss matters warranting attention by the audit committee;
- regularly report committee actions to the Board and make recommendations as the audit committee deems appropriate;
- review our enterprise risk management framework and major risk exposures (including, without limitation, an annual independent review of cyber risks and committee review of any known exposurse and remediation measures);
- review the financial results presented in all reports filed with the SEC;
- review reports issued by regulatory examinations and consider the results of those reviews to determine if any findings could have a material effect on our financial statements or its internal controls and procedures;
- discuss the Company's disclosure, oversight of and conformity with our code of business conduct and code of ethics, and matters that may have a material effect on our financial statements, operations, compliance policies, and programs;
- review and reassess the adequacy of the audit committee's charter at least annually and recommend any changes to the full Board; and
- take other actions required of the audit committee by law, applicable regulations, or as requested by the Board.

Our audit committee consists of Mr. Keaney, Ms. Lee, Ms. McNeilage and Mr. Yu, with Mr. Keaney serving as the chair of the committee. Under the rules of the SEC, members of the audit committee must also meet heightened independence standards. Our Board has determined that all of the members of the audit committee are independent directors as defined under the applicable rules and regulations of the SEC and Nasdaq with respect to audit committee membership. We also believe that Mr. Keaney qualifies as our "audit committee financial expert," as such term is defined in Item 401(h) of Regulation S-K.

Compensation Committee

The compensation committee's main function is to oversee the compensation policies, plans and programs and to review and determine the compensation to be paid to executive officers and other senior management, as appropriate. The compensation committee's duties include, but are not limited to:

- reviewing and approving on an annual basis the corporate goals and objectives relevant to our Chief Executive Officer's compensation, evaluating our Chief Executive Officer's performance in light of such goals and objectives and determining and approving the remuneration of our Chief Executive Officer based on such evaluation;
- reviewing and approving on an annual basis the compensation of all of our other officers;
- reviewing on an annual basis our executive compensation policies and plans;
- implementing and administering our incentive compensation equity-based remuneration plans;
- assisting management in complying with our proxy statement and annual report disclosure requirements;
- approving all special perquisites, special cash payments and other special compensation and benefit arrangements for our officers and employees;
- if required, producing a report on executive compensation to be included in our annual proxy statement; and
- reviewing, evaluating and recommending changes, if appropriate, to the remuneration for directors.

Our compensation committee consists of Ms. McNeilage, Ms. Brophy Warson Mr. Kabat, and Ms. Lee, with Ms. McNeilage serving as the chair of the committee. Our Board has determined that all of the members of the compensation committee are independent directors as defined under the applicable rules and regulations of the SEC and Nasdaq with respect to compensation committee membership.

Nominating Committee

The nominating committee's main function is to oversee our corporate governance policies and the composition of our Board and committees. The nominating committee's duties include, but are not limited to:

- identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for nomination for election at the annual meeting of stockholders or to fill vacancies on the Board;
- developing and recommending to the Board and overseeing implementation of our corporate governance guidelines;
- developing, reviewing and overseeing our environmental, social and governance strategy, initiatives, and policies, including matters related to environmental, health and safety and corporate responsibility;
- reviewing and overseeing our diversity, equity and inclusion strategy, initiatives and policies;
- coordinating and overseeing the annual self-evaluation of the Board, its committees, individual directors and management in our governance; and
- reviewing on a regular basis our overall corporate governance and recommending improvements as and when necessary.

Our nominating committee consists of Ms. Brophy Warson, Mr. Keaney, Mr. Yu and Mr. Kabat, with Ms. Brophy Warson serving as chair. Our Board has determined that all of the members of the nominating committee are independent directors as defined under the applicable rules and regulations of the SEC and Nasdaq with respect to nominating committee membership.

Code of Business Conduct and Ethics

We have adopted a code of business conduct and ethics that will apply to all of its employees, officers and directors, including those officers responsible for financial reporting. The code of business conduct and ethics is available on our website at *www.alti-global.com*. We expect that, to the extent required by law, any amendments to the code, or any waivers of its requirements, will be disclosed on our website.

Certain Anti-Takeover Provisions of Delaware Law

Authorized but Unissued Shares

The authorized but unissued shares of Common Stock and preferred stock are available for future issuance without stockholder approval, subject to any limitations imposed by the listing standards of Nasdaq. These additional shares may be used for a variety of corporate finance transactions, acquisitions and employee benefit plans. The existence of authorized but unissued and unreserved Common Stock and preferred stock could make more difficult or discourage an attempt to obtain control of us by means of a proxy contest, tender offer, merger or otherwise.

Stockholder Action; Special Meetings of Stockholders

The Charter provides that stockholders may not take action by written consent, but may only take action at annual or special meetings of stockholders. As a result, a holder controlling a majority of our capital stock would not be able to amend the Bylaws or remove directors without holding a meeting of stockholders called in accordance with the Bylaws. This restriction does not apply to actions taken by the holders of any series of preferred stock to the extent expressly provided in the applicable preferred stock designation. Further, the Charter provides that, subject to any special rights of the holders of preferred stock, only the Board acting pursuant to a resolution approved by the majority of the directors then in office may call special meetings of stockholders, thus prohibiting a holder of Common Stock from calling a special meeting. These provisions might delay the ability of stockholders to force consideration of a proposal or for stockholders controlling a majority of our capital stock to take any action, including the removal of directors.

Advance Notice Requirements for Stockholder Proposals and Director Nominations

The Bylaws provide that stockholders seeking to bring business before our annual meeting of stockholders, or to nominate candidates for election as directors at its annual meeting of stockholders, must provide timely notice. To be timely, a stockholder's notice will need to be delivered to, or mailed and received at, our principal executive offices not less than 90 days nor more than 120 days prior to the one-year anniversary of the preceding year's annual meeting, except in the case of a special meeting to nominate candidates for election as directors, timely notice will mean not earlier than 120 days prior to the special meeting and not later than the later of 90 days prior to the special meeting or the 10th day following the day on which we first make public disclosure of the date of the special meeting. In the event that no annual meeting was held in the preceding year, to be timely, a stockholder's notice must be so delivered, or mailed and received, not earlier than the close of business on 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or, if later, the 10th day following the day on which we first make public disclosure of the date of such annual meeting. In the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, to be timely, a stockholder's notice must be so delivered, or mailed and received, not later than the 90th day prior to such annual meeting or, if later, the 10th day following the day on which we first make public disclosure of the date of such annual meeting. The Bylaws will also specify certain requirements as to the form and content of a stockholders' notice. These provisions may preclude our stockholders from bringing matters before its annual meeting of stockholders or from making nominations for directors.

Amendment of Charter or Bylaws

The Bylaws may be amended or repealed by the Board or by the affirmative vote of the holders of at least 66 2/3% of the voting power of all of the shares of our capital stock entitled to vote in the election of directors, voting as one class; provided, that if the Board recommends that stockholders approve any such amendment or repeal at such meeting of stockholders, such amendment or repeal shall only require the affirmative vote of the majority of the outstanding shares of our capital stock entitled to vote in the election of directors, voting as one class. The affirmative vote of the holders of at least 66 2/3% of the voting power of the then outstanding shares of our capital stock entitled to vote generally in the election of directors, voting together as a single class, will be required to amend certain provisions of the Charter.

Board Vacancies

Any vacancy on the Board may be filled by a majority vote of the directors then in office, although less than a quorum, or by a sole remaining director, subject to any special rights of the holders of preferred stock. Any director chosen to fill a vacancy will hold office until the expiration of the term of the class for which he or she was elected and until his or her successor is duly elected and qualified or until their earlier death, resignation, disqualification or removal. Except as otherwise provided by law, in the event of a vacancy in the Board, the remaining directors may exercise the powers of the full Board until the vacancy is filled.

Exclusive Forum Selection

The Charter provides that unless we consent in writing to the selection of an alternative forum, Court of Chancery of the State of Delaware (or, if the Court of Chancery of the State of Delaware lacks jurisdiction over any such action or proceeding, then the Superior Court of the State of Delaware, or, if the Superior Court of the State of Delaware lacks jurisdiction over any such action or proceeding, then the United States District Court for the District of Delaware) will, to the fullest extent permitted by applicable law, be the sole and exclusive forum for (a) any derivative action or proceeding brought on our behalf, (b) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, or employees to us or our stockholders, (c) any action asserting a claim arising pursuant to any provision of the DGCL, the Charter or the Bylaws, or (d) any action asserting a claim governed by the internal affairs doctrine of the State of Delaware. In addition, the Charter designates the federal district courts of the United States of America as the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act or the Exchange Act. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock will be deemed to have notice of and consented to the exclusive forum provisions in the Charter.

Although we believe these provisions benefit us by providing increased consistency in the application of Delaware law in the types of lawsuits to which they apply, a court may determine that these provisions are unenforceable, and to the extent they are enforceable, the provisions may have the effect of discouraging lawsuits against our directors and officers, although our stockholders will not be deemed to have waived their compliance with federal securities laws and the rules and regulations thereunder.

Section 203 of the Delaware General Corporation Law

We are subject to the provisions of Section 203 of the DGCL. In general, Section 203 prohibits a Delaware corporation that is listed on a national securities exchange or held of record by more than 2,000 stockholders from engaging in a "business combination" with an "interested stockholder" for a three-year period following the time that such stockholder becomes an interested stockholder, unless the business combination is approved in a prescribed manner. A "business combination" includes, among other things, certain mergers, asset or stock sales or other transactions resulting in a financial benefit to the interested stockholder. An "interested stockholder" is a person who, together with affiliates and associates, owns, or did own within three years prior to the determination of interested stockholder status, 15% or more of the corporation's outstanding voting stock. Under Section 203, a business combination between a corporation and an interested stockholder is prohibited unless it satisfies one of the following conditions:

- before the stockholder became interested, the board of directors approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;

- upon consummation of the transaction which resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the voting stock outstanding, shares owned by persons who are directors and also officers, and employee stock plans, in some instances; or
- at or after the time the stockholder became interested, the business combination was approved by the board of directors of the corporation and authorized at an annual or special meeting of the stockholders by the affirmative vote of at least 66 2/3% of the outstanding voting stock which is not owned by the interested stockholder.

Under certain circumstances, Section 203 of the DGCL will make it more difficult for a person who would be an "interested stockholder" to effect various business combinations with a corporation for a three-year period. This provision may encourage companies interested in acquiring us to negotiate in advance with the Board because the stockholder approval requirement would be avoided if the Board approves either the business combination or the transaction which results in the stockholder becoming an interested stockholder. Section 203 of the DGCL also may have the effect of preventing changes in the Board and may make it more difficult to accomplish transactions which stockholders may otherwise deem to be in their best interests.

Limitation on Liability and Indemnification of Directors and Officers

The Charter provides that our directors and officers will be indemnified and advanced expenses by us to the fullest extent authorized or permitted by the DGCL as it now exists or may in the future be amended. In addition, the Charter provides that our directors will not be personally liable to us or our stockholders for monetary damages for breaches of their fiduciary duty as directors to the fullest extent permitted by the DGCL. Consequently, our directors will not be personally liable to us or our stockholders for damages as a result of an act or failure to act in his or her capacity as a director, unless:

- the presumption that directors are acting in good faith, on an informed basis, and with a view to our interests has been rebutted; and
- it is proven that the director's act or failure to act constituted a breach of his or her fiduciary duties as a director and such breach involved intentional misconduct, fraud or a knowing violation of law.

The Charter also permits us to purchase and maintain insurance on behalf of any of our officers, directors, employees or agents for any liability arising out of their status as such, regardless of whether the DGCL would permit indemnification.

These provisions may discourage stockholders from bringing a lawsuit against our directors for breach of their fiduciary duty. These provisions also may have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. Furthermore, a stockholder's investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. We believe that these provisions, the insurance and the indemnity agreements are necessary to attract and retain talented and experienced directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

EXECUTIVE COMPENSATION

Executive Officer and Director Compensation of Cartesian

None of Cartesian's executive officers or directors have received any cash compensation for services rendered to Cartesian. Since the consummation of the Initial Public Offering until the consummation of the Business Combination, Cartesian was required to reimburse the Sponsor for office space and secretarial and administrative services provided to Cartesian, in an amount not to exceed $10,000 per month. In addition, the Sponsor, executive officers and directors and their respective affiliates were reimbursed for any out-of-pocket expenses incurred in connection with activities conducted on Cartesian's behalf, such as identifying potential target businesses and performing due diligence on suitable business combinations. Cartesian's audit committee reviewed all payments that Cartesian made to the Sponsor, executive officers and directors and their respective affiliates on a quarterly basis. Any such payments prior to the Business Combination were made using funds held outside of Cartesian's trust account. Other than quarterly audit committee review of such reimbursements, Cartesian did not have any additional controls in place for governing reimbursement payments to its directors and executive officers for their out-of-pocket expenses incurred on behalf of Cartesian and in connection with identifying and consummating an initial business combination. Other than these payments and reimbursements, no compensation of any kind, including finder's and consulting fees, was paid by Cartesian to the Sponsor, executive officers and directors or any of their respective affiliates, prior to completion of the Business Combination.

Executive Officer and Director Compensation of Alvarium Tiedemann

Introduction

As an emerging growth company, we have opted to comply with the executive compensation disclosure rules applicable to "smaller reporting companies," as such term is defined in the rules promulgated under the Securities Act. This section discusses the material components of the executive compensation program for our executive officers who will be named executive officers ("Named Executive Officers") of the Company, which consist of our Chief Executive Officer and our two other most highly compensated executive officers. The determination of the two other most highly compensated executive officers is based upon the Company's expectations of total compensation for each of its executive officers, portions of which have not yet been finally determined. For the fiscal year ended December 31, 2022, our Named Executive Officers are Michael Tiedemann, Christine Zhao, and Kevin Moran.

Summary Compensation Table

The following table summarizes the total compensation paid to or earned by each of our Named Executive Officers in fiscal year 2022.

Name and Principal Position	Year	Salary($)	Bonus($)	Stock Awards($)(1)	All Other Compensation ($)	Total($)
Michael Tiedemann, *Chief Executive Officer*	2022	600,000(2)	457,000	193,000	12,500(3)	1,262,500
Christine Zhao, *Chief Financial Officer*	2022	375,000(4)	513,000	237,000	—	1,125,000
Kevin Moran, *Chief Operating Officer*	2022	375,000(5)	432,000	193,000	—	1,000,000

(1) The amounts in this column represent the aggregate grant date fair value of shares of common stock granted to each named executive officer pursuant to AlTi Global, Inc. 2023 Stock Incentive Plan, computed in accordance with FASB Accounting Standards Codification Topic 718.
(2) Represents base salary paid in respect of TWMH ($350,000) and the TIG Entities ($250,000).
(3) Represents profit share contributions in respect of the TIG entities ($12,500).
(4) Represents base salary paid in respect of TWMH.
(5) Represents base salary paid in respect of TWMH.

Employment Agreements

Tiedemann Employment Agreement

Effective upon the closing of the Business Combination, the Company, TIG Advisors, and Mr. Tiedemann entered into an amended and restated executive employment and restrictive covenant agreement (the "Tiedemann Employment Agreement") pursuant to which Mr. Tiedemann agreed to serve in the capacity of Chief Executive Officer of the Company, TIG Advisors and any of the other Company Entities (as defined in the Tiedemann Employment Agreement) designated by the Company for an initial term of five years from the Closing Date. For his services, Mr. Tiedemann will be (a) paid a base salary of $600,000 per annum, (b) eligible to receive a bonus with respect to each fiscal year during the Employment Term (as defined in the Tiedemann Employment Agreement) under our annual incentive compensation plan, program and/or arrangements applicable to senior-level executives as established and modified from time to time by the compensation committee; provided, however, that in no event shall the target bonus in any fiscal year (including any partial year in which the Tiedemann Employment Agreement is executed) be less than the 50th percentile of annual bonuses, determined based on the Benchmarking Methodology, and (c) entitled to an equity grant with respect to each fiscal year (including any partial year in which the Tiedemann Employment Agreement becomes effective) under any equity and/or equity-based compensation plan(s) adopted and maintained by the Company or TIG Advisors from time to time (if any) for the benefit of select employees of the Company Entities (which any Equity Awards (as defined in the Tiedemann Employment Agreement) granted to Mr. Tiedemann under the Executive Incentive Plan (as defined in the Tiedemann Employment Agreement), and the terms and conditions thereof, shall be determined by the compensation committee; provided, however, that in no event shall the terms and conditions thereof be any less favorable to Mr. Tiedemann than any other senior executive participating in an Executive Incentive Plan, and further provided that the value and vesting term for each Equity Award will not be less than the 50th percentile of incentive equity grants, determined based on the Benchmarking Methodology). The Base Compensation (as defined in the Tiedemann Employment Agreement) will be subject to annual review for increase, but not decrease, by the Board; provided, however, that such review may be delegated to the compensation committee. The "Benchmarking Methodology" is defined as: the results of a benchmarking study of executives of similar title and role to Executive at comparable public companies, based on a peer group of executives and companies to be agreed upon in advance in writing by the Company and Mr. Tiedemann, with such benchmarking study prepared by an independent third-party consulting firm that selected by the compensation committee after consultation with Mr. Tiedemann and engaged at our expense. Mr. Tiedemann's employment and employment term will terminate upon the earliest to occur of the following: (a) the date of Mr. Tiedemann's death; (b) a termination of Mr. Tiedemann's employment by TIG Advisors due to Mr. Tiedemann's Disability (as defined in the Tiedemann Employment Agreement); (c) Mr. Tiedemann's resignation without Good Reason; (d) a termination of Mr. Tiedemann's employment by TIG Advisors for Cause; (e) a termination of Mr. Tiedemann's employment by TIG Advisors without Cause; (f) the resignation of Mr. Tiedemann for Good Reason; or (g) the conclusion of the employment term in the event of non-renewal. Notwithstanding the foregoing, prior to the third anniversary of the Closing Date, TIG Advisors will not be entitled to terminate Mr. Tiedemann's employment without Cause unless the determination to do so is made by a unanimous vote of the Board (after Mr. Tiedemann has been given the opportunity to make a presentation to the Board in opposition to such determination, if he so desires), excluding Mr. Tiedemann and any members who affirmatively indicate, in writing, that they are abstaining or recusing themselves from voting and provided that following any such abstentions or recusals, a quorum exists as under the applicable corporate documents (such determination, an "Early TWOC"). None of TIG Advisors, Mr. Tiedemann, or any Board member will take any undue action (including but not limited to the use of financial incentives or disincentives) to encourage or induce any Board member to vote, abstain, or recuse themselves from voting on an Early TWOC. (x) "Good Reason" is defined as the occurrence of any of the following events without Mr. Tiedemann's consent: (a) a material reduction in Mr. Tiedemann's Base Compensation; (b) a material diminution in Mr. Tiedemann's duties, authority or responsibilities, or a change in Mr. Tiedemann's title or reporting line; (c) a relocation of more than 30 miles from Mr. Tiedemann's primary place of employment in New York, NY; or (d) the material breach of the Tiedemann Employment Agreement by the Company or TIG Advisors and (y) "Cause" is defined as: (a) a conviction of Mr. Tiedemann to a felony or other crime involving moral turpitude; (b) gross negligence or willful misconduct by Mr. Tiedemann resulting in

material economic harm to the Company and/or the Company Entities, taken as a whole; (c) a willful and continued failure by Mr. Tiedemann to carry out the reasonable and lawful directions of the Board issued in accordance with the Company's or TIG Advisor's Certificate of Formation, Certificate of Incorporation or other governing documents; (d) Mr. Tiedemann engaging in (A) fraud, (B) embezzlement, (C) theft or (D) knowing and material dishonesty resulting in material economic harm to the Company or any of the Company Entities. For the avoidance of doubt, subpart (C) of the preceding sentence is not intended to include any de minimis, incidental conduct by Mr. Tiedemann (e.g., taking office supplies home, etc.) or inadvertent actions such as accidental personal use of a Company credit card or accidental errors in mileage reimbursement or other accidental or inadvertent actions that are not materially injurious to the Company or any of the Company Entities; (e) a willful or material violation by Mr. Tiedemann of a material policy or procedure of the Company or any of the Company Entities; or (f) a willful material breach by Mr. Tiedemann of the Tiedemann Employment Agreement.

If Mr. Tiedemann's employment ends for any reason, Mr. Tiedemann will be entitled to the following: (a) any earned but unpaid Base Compensation through the Termination Date; (b) reimbursement for any unreimbursed business expenses incurred through the Termination Date; (c) any accrued but unused PTO (as defined in the Tiedemann Employment Agreement) in accordance with Cartesian policy; and (d) any other accrued and vested payments (measured as of the Termination Date), benefits or fringe benefits to which Mr. Tiedemann may be entitled under the terms of any applicable compensation arrangement, benefit or fringe benefit plan or program, including, without limitation, any earned yet unpaid bonuses or other incentive compensation relating to completed fiscal years prior to the Termination Date (collectively, the "Accrued Amounts").

If Mr. Tiedemann's employment is terminated by the Company without Cause or by Mr. Tiedemann with Good Reason, in addition to the Accrued Amounts, Tiedemann will be entitled to the following continued compensation (the "Continued Compensation"): (a) continuation of Mr. Tiedemann's then Base Compensation for the longer period of (i) the remaining duration of the Initial Term as of the Termination Date or (ii) 12 months (such longer period, the "Severance Period"), payable as and when those amounts would have been payable had the Employment Term not ended; (b) for each fiscal year (including any partial fiscal years) during the Severance Period, an amount equal to the Bonus payable for the fiscal year ending immediately prior to the Termination Date, payable in monthly installments over the Severance Period; (c) immediate vesting of all Equity Awards previously granted to Tiedemann; and (d) continuation of the health benefits provided to Mr. Tiedemann and his covered dependents, pursuant to COBRA, at our sole cost, for a period of 18 months.

If Mr. Tiedemann's employment terminates as a result of Mr. Tiedemann's death or Disability, in addition to the Accrued Amounts, Mr. Tiedemann will be entitled to a (a) continuation of Mr. Tiedemann's then Base Compensation for 12 months, payable as and when those amounts would have been payable had the Employment Term not ended; (b) an amount equal to the Bonus payable for the fiscal year ending immediately prior to the Termination Date, payable in monthly installments over 12 months; and (c) continuation of the health benefits provided to Mr. Tiedemann and his covered dependents, pursuant to COBRA, at our sole cost, for a period of 12 months.

If Mr. Tiedemann's employment terminates as a result of a non-renewal, Mr. Tiedemann will only be entitled to payment of the Accrued Amounts. Additionally, if Mr. Tiedemann's employment terminates as a result of non-renewal by either party, Mr. Tiedemann's post-employment non-competition and non-solicitation obligations will be immediately null and void.

The Continued Compensation will only be payable if Mr. Tiedemann complies with all terms and conditions of the Tiedemann Employment Agreement and Mr. Tiedemann (or his estate) executes and delivers to us a customary general release of claims in the form attached to the Tiedemann Employment Agreement.

If any dispute arises concerning the Tiedemann Employment Agreement or Mr. Tiedemann's employment or his termination, the parties will submit the dispute to arbitration at JAMS in New York, NY.

The Tiedemann Employment Agreement also includes certain restrictive covenants for Mr. Tiedemann, including a customary (a) 12-month non-compete (provided that if Mr. Tiedemann's employment is terminated (i) without Cause prior to the third anniversary of the Closing Date, the non-compete will end six months following the Termination Date or (ii) as a result of non-renewal of the Agreement, there will be no non-compete) (the "Restricted Period"), (b) non-interference and non-solicitation of our employees and clients (and prospective clients) during Mr. Tiedemann's employment and the Restricted Period, and confidentiality, company work product and intellectual property, cooperation and non-disparagement provisions. In addition, Mr. Tiedemann has agreed that the Company currently owns the rights to, uses, and may at its option continue to use, "Tiedemann" as a trade name and/or as trademark or service mark (or portion thereof) (the "Tiedemann Marks") and Mr. Tiedemann has agreed not to challenge the validity or enforceability of the Tiedemann Marks and, until such time as we (or, if the Tiedemann Marks are assigned along with substantially all the assets of our business, our successors or assigns) ceases to use the Tiedemann Marks, will not market, promote, distribute, or sell (or authorize others to market, promote, distribute or sell) to any third party, any private wealth or asset management services under the "Tiedemann" name or utilizing trademarks that are the same or similar to the Tiedemann Marks. Subject to the foregoing, nothing contained in the Tiedemann Employment Agreement will prohibit, limit or otherwise impair Tiedemann in using the "Tiedemann" name with respect to any activities following Tiedemann's employment with the Company.

Moran Employment Agreement

Effective upon the closing of the Business Combination, the Company and Tiedemann Advisors, LLC ("TA") entered into a new employment agreement with Kevin Moran (the "Moran Employment Agreement"), pursuant to which Mr. Moran is employed by TA and serves as the Company's Chief Operating Officer following the closing of the Business Combination. The Moran Employment Agreement provides that his initial annual base salary will be $375,000, and is subject to annual review by the compensation committee and may be increased but not decreased (other than as a result of an across the board reduction among the management team). In addition, the Moran Employment Agreement provides that, during each fiscal year during his employment under the Moran Employment Agreement, Mr. Moran is eligible to receive a bonus, provided that the target annual bonus in any fiscal year shall not be less than the 50th percentile of annual bonuses based upon a benchmarking study of executives of similar title role to Mr. Moran at comparable public companies. Mr. Moran is also eligible to participate in any equity or equity-based compensation maintained by the Company from time to time, and he is also eligible to participate in employee benefit plans generally in effect from time to time.

In the event of a termination of Mr. Moran's employment by the Company without "cause" (as defined in the Moran Employment Agreement) or by his resignation for "good reason" (as defined in the Moran Employment Agreement), subject to Mr. Moran's execution and non-revocation of a general release of claims in favor of the Company and its affiliates, Mr. Moran will be entitled to receive (i) base salary continuation for 12 months following his termination date (ignoring any reduction that constitutes good reason), (ii) any unpaid bonus with respect to the completed year prior to the year in which the termination occurs; (iii) an amount equal to Mr. Moran's prior year's bonus and (iv) subject to Mr. Moran's election to receive continued health benefits under COBRA and copayment of premium amounts at the active employees' rate, payment of remaining premiums for participation in our health benefit plans until the earlier of (A) twelve months following termination; and (B) the date he becomes eligible for group medical plan benefits under any other employer's group medical plan.

In the event of a termination of Mr. Moran's employment due to his death or disability, Mr. Moran will be entitled to (i) a lump sum payment equal to the sum of twelve months of Mr. Moran's base salary and the prior year's bonus (prorated for the portion of the year worked) plus (ii) continuation of the health benefits provided to Mr. Moran and his covered dependents at the Company's sole premium cost for a period of 12 months.

Director Compensation

Following the Business Combination, the Board approved the compensation for our non-employee directors for the fiscal year ending December 31, 2023, pursuant to which our non-employee directors will receive the following:

- Annual cash retainer of $100,000 for service on the Board;
- Additional annual cash retainers of $20,000 for service as the chair of the audit committee, $10,000 for service as the chair of the compensation committee and $10,000 for service as the chair of the nominating committee;
- Additional annual cash retainers of $10,000 for service as a member of the audit committee, $5,000 for service as a member of the compensation committee, and $5,000 for service as a member of the nominating committee;
- Annual equity grant of restricted stock under the 2023 Plan with a value of approximately $110,000; and
- Additional annual cash retainers of $40,000 and equity grant of $60,000 for service as chair of the Board. In addition, members of the Board were awarded a one-time pre-IPO cash remuneration of $100,000 ($140,000 for the chair of the Board) in the first quarter of 2023 and will be granted an initial listing equity grant of $110,000 ($170,000 for the chair of the Board).

MARKET INFORMATION, DIVIDENDS AND RELATED STOCKHOLDER MATTERS

Market Information of Class A Common Stock and Warrants

Our Class A Common Stock and Public Warrants currently trade on Nasdaq under the symbols "ALTI" and "ALTIW" respectively. Our Private Warrants are not listed on a securities exchange nor are they traded in an over-the-counter market. The closing price of our Class A Common Stock and Public Warrants on May 4, 2023 was $6.33 and $0.49, respectively.

As of April 28, we had 57,995,513 shares of Class A Common Stock outstanding held of record by approximately 392 holders, 55,032,961 shares of Class B Common Stock outstanding held of record by approximately 85 holders, outstanding Warrants to purchase 19,892,387 shares of Class A Common Stock, comprised of 10,992,453 Public Warrants held by approximately 1 holders of record and 8,899,934 Private Warrants held by 116 holders of record. Amounts do not include DTC participants or beneficial owners holding shares through nominee names.

Dividends

We have not paid any cash dividends on Common Stock to date. The payment of cash dividends in the future is dependent upon our revenues and earnings, if any, capital requirements, the terms of any indebtedness and general financial condition. The payment of any cash dividends will be within the discretion of the Board at such time. In addition, the Board is not currently contemplating and does not anticipate declaring any stock dividends in the foreseeable future.

Source and Amount of Funds

Because this transaction is an offer to warrant holders to exchange their existing Warrants for shares of our Class A Common Stock, there is no source of funds or other cash consideration being paid by us to, or to us from, those tendering warrant holders pursuant to the Offer, other than the amount of cash paid in lieu of a fractional share in the Offer. We estimate that the total amount of cash required to complete the transactions contemplated by the Offer and Consent Solicitation, including the payment of any fees, expenses and other related amounts incurred in connection with the transactions contemplated by the Offer and Consent Solicitation and the payment of cash in lieu of fractional shares will be approximately $426,000. We expect to have sufficient funds to complete the transactions contemplated by the Offer and Consent Solicitation and to pay fees, expenses, and other related amounts from our cash on hand.

Exchange Agent

Continental Stock Transfer & Trust Company has been appointed the exchange agent for the Offer and Consent Solicitation. The Letter of Transmittal and Consent and all correspondence in connection with the Offer should be sent or delivered by each warrant holder, or a beneficial owner's custodian bank, depositary, broker, trust company or other nominee, to the exchange agent at the address and telephone numbers set forth on the back cover page of this Prospectus/Offer to Exchange. We will pay the exchange agent reasonable and customary fees for its services and will reimburse it for its reasonable, out-of-pocket expenses in connection therewith.

Information Agent

Innisfree M&A Incorporated has been appointed as the information agent for the Offer and Consent Solicitation. Questions concerning tender procedures and requests for additional copies of this Prospectus/Offer to Exchange or the Letter of Transmittal and Consent should be directed to the information agent at the address and telephone numbers set forth on the back cover page of this Prospectus/Offer to Exchange. We will pay the information agent reasonable and customary fees for its services and will reimburse it for its reasonable out-of-pocket expenses in connection therewith.

Dealer Manager and Solicitation Agent

We have retained Oppenheimer & Co. Inc. to act as dealer manager and consent solicitation agent in connection with the Offer and Consent Solicitation and will pay the dealer manager a reasonable and customary fee as compensation for its services and will reimburse it for its reasonable out-of-pocket expenses in connection therewith. The obligations of the dealer manager to perform this function are subject to certain conditions. We have agreed to indemnify the dealer manager against certain liabilities, including liabilities under the federal securities laws. Questions about the terms of the Offer or Consent Solicitation may be directed to the dealer manager at its address and telephone number set forth on the back cover page of this Prospectus/Offer to Exchange.

The dealer manager and solicitation agent and its affiliates are full service financial institutions engaged in various activities, which may include sales and trading, commercial and investment banking, advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. The dealer manager and solicitation agent and its affiliates have provided, and may in the future provide, a variety of these services to us and to persons and entities with relationships with us, for which it has received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the dealer manager and solicitation agent and its affiliates, officers, directors and employees may purchase, sell or hold a broad array of investments and actively traded securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers, and such investment and trading activities may involve or relate to assets, securities and/or instruments of us (directly, as collateral securing other obligations or otherwise) and/or persons and entities with relationships with us. The dealer manager and solicitation agent and its affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments. In the ordinary course of its business, the dealer manager and solicitation agent or its affiliates may at any time hold long or short positions, and may trade for their own accounts or the accounts of customers, in our securities, including the Warrants, and, to the extent that the dealer manager and solicitation agent or its affiliates own Warrants during the Offer and Consent Solicitation, they may tender such Warrants under the terms of the Offer and Consent Solicitation.

Fees and Expenses

The expenses of soliciting tenders of the Warrants and the Consent Solicitation will be borne by us. The principal solicitations are being made by mail; however, additional solicitations may be made by facsimile, electronic communication, personally or by telephone or in person by the dealer manager and solicitation agent and the information agent, as well as by our officers and other employees and affiliates.

You will not be required to pay any fees or commissions to us, the dealer manager and solicitation agent, the exchange agent or the information agent in connection with the Offer and Consent Solicitation. If your Warrants are held through a broker, dealer, commercial bank, trust company or other nominee that tenders your Warrants on your behalf, your broker or other nominee may charge you a commission or service fee for doing so. You should consult your broker, dealer, commercial bank, trust company or other nominee to determine whether any charges will apply.

Transactions and Agreements Concerning Our Securities

Other than as set forth below or in the section of this Prospectus/Offer to Exchange titled “Description of Securities,” there are no agreements, arrangements or understandings between the Company, or any of its directors or executive officers, and any other person with respect to the Warrants.

Except as described above with respect to the Private Exchange and the Tender and Support Agreements, neither the Company, nor any of its directors, executive officers or controlling persons, or any executive officers, directors, managers or partners of any of our controlling persons, has engaged in any transactions in the Warrants in the last 60 days.

Tender and Support Agreement

As of May 4, 2023, we have entered into Tender and Support Agreements (the "Tender and Support Agreement") with certain holders of Warrants (each a "Supporting Warrantholder"), a copy of which is filed as an exhibit to the registration statement on Form S-4 of which this Prospectus/Offer to Exchange is a part. Pursuant to the Tender and Support Agreement, the Supporting Warrantholders, which collectively own approximately 36.7% of the Public Warrants and 66.3% of the Private Warrants, agreed to tender their Warrants in the Offer and consent to the Warrant Amendment in the Consent Solicitation. Accordingly, if the other conditions described herein are satisfied or waived, then the Warrant Amendment will be adopted.

Registration Under the Exchange Act

The Warrants currently are registered under the Exchange Act. This registration may be terminated upon application by us to the SEC if there are fewer than 300 record holders of the Warrants. We currently do not intend to terminate the registration of the Warrants, if any, that remain outstanding after completion of the Offer and Consent Solicitation. Notwithstanding any termination of the registration of our Warrants, we will continue to be subject to the reporting requirements under the Exchange Act as a result of the continuing registration of our Class A Common Stock under the Exchange Act.

Accounting Treatment

We expect to account for the exchange of warrants as a Class A Common Stock issuance and removal of the applicable portion of the warrant liabilities (at fair market value prior to the exchange) for no additional value. The par value of each share of Class A Common Stock issued in the Offer will be recorded as a credit to Class A Common Stock, the associated warrant liabilities will be debited and the remainder will be credited to additional paid-in capital. Any cash paid in lieu of fractional shares will be recorded as a credit to cash and a debit to additional paid-in capital. The Offer will not modify the current accounting treatment for the un-exchanged Warrants.

ERISA Considerations

The U.S. Employee Retirement Income Security Act of 1974, as amended ("ERISA"), imposes certain requirements on "employee benefit plans" (as defined in Section 3(3) of ERISA) subject to Title I of ERISA, on certain entities such as collective investment funds and insurance company separate accounts whose underlying assets include or are deemed to include the assets of such plans (collectively, "ERISA Plans"), and on those persons who are fiduciaries with respect to ERISA Plans. The acquisition and holding of Common Stock pursuant to the Offer by ERISA Plans are subject to ERISA's general fiduciary duties, including the duties of investment prudence and diversification. The prudence of a particular investment must be determined by the responsible fiduciary of an ERISA Plan by taking into account the ERISA Plan's particular circumstances and all of the relevant facts and circumstances of the investment. The responsible fiduciary of each ERISA Plan must determine whether to acquire and hold Common Stock pursuant to this Offer independently and acknowledges that it is not relying on any information provided by the Company, our affiliates or our agents, including the dealer managers, as advice or a recommendation in connection with such determination.

Section 406 of ERISA and Section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the "Code") prohibit certain transactions involving the assets of an ERISA Plan as well as those plans that are not

subject to ERISA but which are subject to Section 4975 of the Code, such as individual retirement accounts (together with ERISA Plans, "Plans"), and certain persons (referred to as "parties in interest" or "disqualified persons") having certain relationships to such Plans, unless a statutory or administrative exemption is applicable to the transaction. We or our affiliates may be considered a "party in interest" or "disqualified person" with respect to Plans that are invested in us. Each holder of Common Stock that is or may become a Plan should consult their own counsel and is responsible for determining whether its acquisition or holding of Common Stock will constitute or otherwise result in a non-exempt prohibited transaction under ERISA or Section 4975 of the Code, and otherwise for determining compliance with ERISA and Section 4975 of the Code. Each holder of Common Stock is deemed to represent and warrant that either (x) it is not a "benefit plan investor" within the meaning of Section 3(42) of ERISA or (y) its acquisition and holding of Common Stock do not and will not constitute a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code, assuming that the assets of the Company are not subject to Title I of ERISA or Section 4975 of the Code.

Absence of Appraisal or Dissenters' Rights

There are no appraisal or dissenters' rights under applicable law available to warrant holders in connection with the Offer and Consent Solicitation.

Material U.S. Federal Income Tax Consequences

This disclosure is limited to the U.S. federal income tax issues addressed herein. Additional issues may exist that are not addressed in this disclosure and that could affect the U.S. federal income tax treatment of the Offer. Warrant holders should seek their own advice based on their particular circumstances from an independent tax advisor.

The following summary describes the material U.S. federal income tax consequences of the receipt of shares of Class A Common Stock in exchange for the Warrants pursuant to the Offer or pursuant to the terms of the Warrant Amendment, the deemed exchange of Warrants not exchanged for shares of Class A Common Stock in the Offer for "new" Warrants as a result of the Warrant Amendment, and the ownership and disposition of shares of Class A Common Stock and unless otherwise noted in the following discussion (including statements of belief or intention made by us), is the opinion of Goodwin Procter LLP, our tax counsel. This discussion applies only to Warrants and, upon the exchange of the Warrants, shares of Class A Common Stock held as capital assets (generally, property held for investment) and does not describe all of the tax consequences that may be relevant to holders in light of their particular circumstances or to holders subject to special rules, such as:

- financial institutions or financial services entities;
- broker-dealers or traders in securities;
- taxpayers that are subject to the mark-to-market tax accounting rules;
- tax-exempt entities;
- governments or agencies or instrumentalities thereof;
- partnerships or other entities or arrangements treated as partnerships for U.S. federal income tax purposes (and investors therein);
- insurance companies;
- regulated investment companies;
- real estate investment trusts;
- expatriates or former long-term residents of the United States;

- persons that actually or constructively own five percent or more of our shares of Class A Common Stock;
- persons deemed to sell our shares of Class A Common Stock under the constructive sale provisions of the Code;
- persons that acquired our securities as compensation;
- persons that hold our securities as part of a straddle, constructive sale, hedge, conversion or other integrated or similar transaction;
- "qualified foreign pension funds" (within the meaning of Section 897(1)(2) of the Code) and entities, all of the interests of which are held by one or more qualified foreign pension funds;
- persons subject to special tax accounting rules as a result of any item of gross income with respect to Warrants or shares of Class A Common Stock being taken into account in an "applicable financial statement;" or
- U.S. Holders (as defined below) whose functional currency is not the U.S. dollar.

This discussion is based on the Code, proposed, temporary and final Treasury Regulations promulgated under the Code, and judicial and administrative interpretations thereof, all as of the date hereof. All of the foregoing is subject to change, which change could apply retroactively and could affect the tax considerations described herein. This discussion does not address U.S. federal taxes not pertaining to U.S. federal income taxation (such as estate or gift taxes), the alternative minimum tax or the Medicare tax on investment income, nor does it address any aspects of U.S. state or local or non-U.S. taxation.

We have not sought and do not intend to seek any rulings from the IRS regarding the tax consequences described below. There can be no assurance that the IRS will not take positions concerning the tax consequences of the transactions that are inconsistent with the considerations discussed below or that any such positions would not be sustained by a court.

As used herein, the term "U.S. Holder" means a beneficial owner of Warrants, and, upon the exchange of the Warrants, shares of Class A Common Stock, that is, for U.S. federal income tax purposes: (i) an individual who is a citizen or resident of the United States, (ii) a corporation (or other entity that is treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the U.S. or any state thereof (including the District of Columbia), (iii) an estate whose income is subject to U.S. federal income tax regardless of its source or (iv) a trust if (A) a U.S. court can exercise primary supervision over the trust's administration and one or more U.S. persons are authorized to control all substantial decisions of the trust; or (B) the trust has a valid election in effect under applicable Treasury regulations to be treated as a U.S. person.

As used herein, the term "Non-U.S. Holder" means a beneficial owner of Warrants, and upon the exchange of the Warrants, shares of Class A Common Stock, that is not a U.S. Holder or a partnership (or any entity or arrangement so characterized for U.S. federal income tax purposes).

If a partnership (or any entity or arrangement so characterized for U.S. federal income tax purposes) holds Warrants, the tax treatment of such partnership and a person treated as a partner of such partnership will generally depend on the status of the partner and the activities of the partner and the partnership. Partnerships holding any Warrants and persons that are treated as partners of such partnerships should consult their tax advisors as to the particular U.S. federal income tax consequences of the sale or other disposition of our securities.

THIS DISCUSSION IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT TAX ADVICE. WARRANT HOLDERS SHOULD CONSULT THEIR TAX ADVISORS WITH RESPECT TO THE APPLICATION OF THE U.S. FEDERAL INCOME TAX LAWS TO THEIR PARTICULAR SITUATIONS AS

WELL AS ANY TAX CONSEQUENCES OF THE OFFER, CONSENT SOLICITATION AND THE ACQUISITION, OWNERSHIP AND DISPOSITION OF SHARES OF CLASS A COMMON STOCK ARISING UNDER THE U.S. FEDERAL ESTATE OR GIFT TAX LAWS OR UNDER THE LAWS OF ANY STATE, LOCAL OR NON-U.S. TAXING JURISDICTION OR UNDER ANY APPLICABLE INCOME TAX TREATY.

U.S. Holders

Exchange of Warrants for Shares of Class A Common Stock

For those U.S. Holders of Warrants participating in the Offer and for any holders of Warrants subsequently exchanged for shares of Class A Common Stock pursuant to the terms of the Warrant Amendment, we intend to treat your exchange of Warrants for shares of Class A Common Stock as a "recapitalization" within the meaning of Section 368(a)(1)(E) of the Code, pursuant to which (i) you should not recognize any gain or loss on the exchange of Warrants for shares of Class A Common Stock (other than with respect to any cash received in lieu of a fractional share of Class A Common Stock), (ii) your aggregate tax basis in the shares of Class A Common Stock received in the exchange should equal your aggregate tax basis in your Warrants surrendered in the exchange (except to the extent of any tax basis allocated to a fractional share for which a cash payment is received in connection with the exchange), and (iii) your holding period for the shares of Class A Common Stock received in the exchange should include your holding period for the surrendered Warrants. Special tax basis and holding period rules apply to U.S. Holders that acquired different blocks of Warrants at different prices or at different times. You should consult your tax advisor as to the applicability of these special rules to your particular circumstances.

Any cash you receive in lieu of a fractional share of Class A Common Stock pursuant to the Offer should generally result in gain or loss to you equal to the difference between the cash received and your tax basis in the fractional share.

Because there is a lack of direct legal authority regarding the U.S. federal income tax consequences of an exchange of Warrants for shares of Common Stock, there can be no assurance in this regard, and alternative characterizations by the IRS or a court are possible, including ones that would require U.S. Holders to recognize taxable income on the exchange of Warrants for shares of Class A Common Stock. For example, if the IRS or a court were to view the exchange pursuant to the Offer as the issuance of shares of Class A Common Stock to an exchanging holder having a value in excess of the Warrants surrendered by such holder, such excess value could be viewed as a constructive dividend or a fee received in consideration for such holder consenting to the Warrant Amendment (which dividend or fee may be taxable to such holder and may be taxable as ordinary income). Alternatively, if the exchange of Warrants for shares of Class A Common Stock were not treated as a recapitalization for U.S. federal income tax purposes, exchanging U.S. Holders may be subject to taxation in a manner analogous to the rules applicable to dispositions of shares of Class A Common Stock described below under "*U.S. Holders—Gain or Loss on Sale, Taxable Exchange or Other Taxable Disposition of Shares of Class A Common Stock*."

If you exchange Warrants for shares of Class A Common Stock pursuant to the Offer, and if you hold Warrants and other securities of ours prior to the exchange with a tax basis of $1.0 million or more, you will be required to file with your U.S. federal income tax return for the year in which the exchange occurs a statement setting forth certain information relating to the exchange (including the fair market value, prior to the exchange, of the Warrants transferred in the exchange and your tax basis, prior to the exchange, in shares of Class A Common Stock or securities), and to maintain permanent records containing such information.

Warrants not Exchanged for Shares of Class A Common Stock

Although the issue is not free from doubt, we intend to treat all Warrants not exchanged for shares of Class A Common Stock in the Offer as having been exchanged for "new" Warrants pursuant to the Warrant

Amendment and to treat such deemed exchange as a "recapitalization" within the meaning of Section 368(a)(1)(E) of the Code, pursuant to which (i) you should not recognize any gain or loss on the deemed exchange of Warrants for "new" Warrants, (ii) your aggregate tax basis in the "new" Warrants deemed to be received in the exchange should equal your aggregate tax basis in your existing Warrants deemed surrendered in the exchange, and (iii) your holding period for the "new" Warrants deemed to be received in the exchange should include your holding period for the Warrants deemed surrendered. Special tax basis and holding period rules apply to holders that acquired different blocks of Warrants at different prices or at different times. You should consult your tax advisor as to the applicability of these special rules to your particular circumstances.

Because there is a lack of direct legal authority regarding the U.S. federal income tax consequences of a deemed exchange of Warrants for "new" Warrants such as that contemplated by the Warrant Amendment, there can be no assurance in this regard and alternative characterizations by the IRS or a court are possible, including ones that would require U.S. Holders to recognize taxable income. If our treatment of the deemed exchange of Warrants for "new" Warrants pursuant to the Warrant Amendment were successfully challenged by the IRS and such exchange were not treated as a recapitalization for U.S. federal income tax purposes, exchanging U.S. Holders may be subject to taxation in a manner analogous to the rules applicable to dispositions of shares of Class A Common Stock described below under "*U.S. Holders—Gain or Loss on Sale, Taxable Exchange or Other Taxable Disposition of Shares of Class A Common Stock*."

Taxation of Distributions on Shares of Class A Common Stock

A U.S. Holder generally will be required to include in gross income as dividends the amount of any cash distribution paid on shares of Class A Common Stock to the extent the distribution is paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles).

Distributions in excess of such earnings and profits generally will be applied against and reduce the U.S. Holder's basis in its shares of Class A Common Stock (but not below zero) and, to the extent in excess of basis, will be treated as gain from the sale or exchange of such shares of Class A Common Stock as described below under "*U.S. Holders—Gain or Loss on Sale, Taxable Exchange or Other Taxable Disposition of Shares of Class A Common Stock*."

With certain exceptions (including, but not limited to, dividends treated as investment income for purposes of investment interest deduction limitations), and provided certain holding period requirements are met, dividends we pay to a U.S. Holder that is not a taxable corporation may constitute "qualified dividends" that would be subject to tax at the maximum tax rate applicable to long-term capital gains. Such dividends will be taxable to a corporate U.S. Holder at regular U.S. federal corporate income tax rates but will be eligible (subject to applicable requirements and limitations) for the dividends-received deduction.

Gain or Loss on Sale, Taxable Exchange or Other Taxable Disposition of Shares of Class A Common Stock

A U.S. Holder generally will recognize capital gain or loss on the sale or other taxable disposition of shares of Class A Common Stock. Any such capital gain or loss generally will be long-term capital gain or loss if the U.S. Holder's holding period for shares of Class A Common Stock (which is expected to include the U.S. Holder's holding period in the Warrants exchanged for such shares of Class A Common Stock) so disposed of exceeds one year. Long-term capital gains recognized by non-corporate U.S. Holders will be eligible to be taxed at reduced rates. The deductibility of capital losses is subject to limitations.

The amount of gain or loss recognized on a sale or other taxable disposition generally will be equal to the difference between (i) the sum of the amount of cash and the fair market value of any property received in such disposition and (ii) the U.S. Holder's adjusted tax basis in its shares of Class A Common Stock so disposed of. Special tax basis and holding period rules apply to U.S. Holders that acquired different blocks of shares of Class A Common Stock at different prices or at different times. You should consult your tax advisor as to the applicability of these special rules to your particular circumstances.

Non-U.S. Holders

Exchange of Warrants for Shares of Class A Common Stock and Deemed Exchange of Warrants

A Non-U.S. Holder's exchange of Warrants for shares of Class A Common Stock pursuant to the Offer or the terms of the Warrant Amendment, and the deemed exchange of Warrants not exchanged for shares of Class A Common Stock in the Offer for "new" Warrants pursuant to the Warrant Amendment, should generally have the same tax consequences as described above for U.S. Holders. Subject to the exceptions set forth below under "*Non-U.S. Holders—Gain or Loss on Sale, Taxable Exchange or Other Taxable Disposition of Shares of Class A Common Stock*," assuming you are not engaged in the conduct of a trade or business within the U.S., capital gain or loss you recognize with respect to the receipt of cash in lieu of fractional shares should not be subject to U.S. federal income tax, and you should not be required to make any U.S. federal income tax filings solely on account of the exchange of Warrants for shares of Class A Common Stock or the receipt of cash in lieu of fractional shares of Class A Common Stock.

Taxation of Distributions on Shares of Class A Common Stock

If we make distributions of cash or property on shares of Class A Common Stock (other than certain distributions of our stock or rights to acquire our stock), such distributions will constitute dividends for U.S. federal income tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Amounts not treated as dividends for U.S. federal income tax purposes will constitute a return of capital and first be applied against and reduce a Non-U.S. Holder's adjusted tax basis in its shares of Class A Common Stock, but not below zero. Any excess will be treated as capital gain and will be treated as described below under "*Non-U.S. Holders—Gain or Loss on Sale, Taxable Exchange or Other Taxable Disposition of Shares of Class A Common Stock*."

Subject to the discussion below on effectively connected income, backup withholding and the Foreign Account Tax Compliance Act, dividends paid to a Non-U.S. Holder of shares of Class A Common Stock will be subject to U.S. federal withholding tax at a rate of 30% of the gross amount of the dividends (or such lower rate specified by an applicable income tax treaty, provided the Non-U.S. Holder furnishes to us or our paying agent prior to the payment of dividends a valid IRS Form W-8BEN or W-8BEN-E (or other applicable or successor form) certifying under penalty of perjury that such Non-U.S. Holder is not a "United States person" as defined in the Code and qualifies for a reduced treaty rate). A Non-U.S. Holder that does not timely furnish the required documentation, but that qualifies for a reduced treaty rate, may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS. Non-U.S. Holders should consult their tax advisors regarding their entitlement to benefits under any applicable income tax treaty.

If dividends paid to a Non-U.S. Holder are effectively connected with the Non-U.S. Holder's conduct of a trade or business within the U.S. (and, if required by an applicable income tax treaty, the Non-U.S. Holder maintains a permanent establishment in the U.S. to which such dividends are attributable), the Non-U.S. Holder will be exempt from the U.S. federal withholding tax described above. To claim the exemption, the Non-U.S. Holder must furnish to the applicable withholding agent a valid IRS Form W-8ECI (or a successor form), certifying that the dividends are effectively connected with the Non-U.S. Holder's conduct of a trade or business within the U.S. Any such effectively connected dividends will generally be subject to U.S. federal income tax at the rates and in the manner generally applicable to United States persons. A Non-U.S. Holder that is a corporation also may be subject to a branch profits tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) on its effectively connected earnings and profits (as adjusted for certain items), which will include such effectively connected dividends. Non-U.S. Holders should consult their tax advisors regarding any applicable tax treaties that may provide for different rules.

Gain or Loss on Sale, Taxable Exchange or Other Taxable Disposition of Shares of Class A Common Stock

Subject to the discussion below on backup withholding and the Foreign Account Tax Compliance Act, a Non-U.S. Holder generally will not be subject to U.S. federal income tax on any gain realized upon the sale or other taxable disposition of shares of Class A Common Stock unless:

- the gain is effectively connected with the Non-U.S. Holder's conduct of a trade or business within the U.S. (and, if required by an applicable income tax treaty, the Non-U.S. Holder maintains a permanent establishment in the U.S. to which such gain is attributable);
- the Non-U.S. Holder is a nonresident alien individual present in the U.S. for a period or periods aggregating 183 days or more during the taxable year of the sale or other taxable disposition and certain other requirements are met; or
- shares of Class A Common Stock constitute a U.S. real property interests ("USRPIs"), by reason of our status as a U.S. real property holding corporation ("USRPHC"), for U.S. federal income tax purposes.

Gain described in the first bullet point above generally will be subject to U.S. federal income tax at the rates and in the manner generally applicable to United States persons. A Non-U.S. Holder that is a corporation also may be subject to a branch profits tax at a rate of 30% on its effectively connected earnings and profits (as adjusted for certain items), which will include such effectively connected gain.

A Non-U.S. Holder described in the second bullet point above will be subject to U.S. federal income tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) on any gain derived from the sale or other taxable disposition, which may generally be offset by U.S. source capital losses of the Non-U.S. Holder for that taxable year (even though the individual is not considered a resident of the U.S.), provided the Non-U.S. Holder has timely filed U.S. federal income tax returns with respect to such losses.

Generally, a corporation is a USRPHC if the fair market value of its U.S. real property interests equals or exceeds 50% of the sum of the fair market value of its worldwide real property interests and its other assets used or held for use in a trade or business (all as determined for U.S. federal income tax purposes). With respect to the third bullet point above, we believe we currently are not, and do not anticipate becoming, a USRPHC. Because the determination of whether we are a USRPHC depends, however, on the fair market value of our USRPIs relative to the fair market value of our non-USRPIs and our other business assets, there can be no assurance we currently are not a USRPHC or will not become one in the future. Even if we are or were to become a USRPHC, gain arising from the sale or other taxable disposition by a Non-U.S. Holder of shares of Class A Common Stock will not be subject to U.S. federal income tax if shares of Class A Common Stock are "regularly traded," as defined by applicable Treasury Regulations, on an established securities market, and such Non-U.S. Holder owned, actually and constructively, five percent or less of shares of Class A Common Stock throughout the shorter of the five-year period ending on the date of the sale or other taxable disposition or the Non-U.S. Holder's holding period. If we were to become a USRPHC and shares of Class A Common Stock were not considered to be "regularly traded" on an established securities market during the calendar year in which the relevant sale or other taxable disposition by a Non-U.S. Holder occurs, such Non-U.S. Holder (regardless of the percentage of stock owned) would be subject to U.S. federal income tax on a sale or other taxable disposition of shares of Class A Common Stock and a 15% withholding tax would apply to the gross proceeds from such disposition.

Non-U.S. Holders should consult their tax advisors regarding potentially applicable income tax treaties that may provide for different rules.

Information Reporting and Backup Withholding

Distributions on shares of Class A Common Stock generally will not be subject to backup withholding, provided the applicable withholding agent does not have actual knowledge or reason to know the Non-U.S.

Holder is a United States person and the Non-U.S. Holder either certifies its non-U.S. status, such as by furnishing a valid IRS Form W-8BEN, W-8BEN-E or W-8ECI (or a successor form), or otherwise establishes an exemption. However, information returns are required to be filed with the IRS in connection with any distributions on shares of Class A Common Stock paid to the Non-U.S. Holder, regardless of whether any tax was actually withheld. In addition, proceeds of the sale or other taxable disposition of shares of Class A Common Stock within the U.S. or conducted through certain U.S.-related brokers generally will not be subject to backup withholding or information reporting if the applicable withholding agent receives the certification described above and does not have actual knowledge or reason to know that such Non-U.S. Holder is a United States person, or the Non-U.S. Holder otherwise establishes an exemption. If a Non-U.S. Holder does not provide the certification described above or the applicable withholding agent has actual knowledge or reason to know that such Non-U.S. Holder is a United States person, payments of distributions or of proceeds of the sale or other taxable disposition of shares of Class A Common Stock may be subject to backup withholding at a rate currently equal to 24% of the gross proceeds of such distributions, sale, or other taxable disposition. Proceeds of a sale or other disposition of shares of Class A Common Stock conducted through a non-U.S. office of a non-U.S. broker generally will not be subject to backup withholding or information reporting.

Copies of information returns that are filed with the IRS may also be made available under the provisions of an applicable treaty or agreement to the tax authorities of the country in which the Non-U.S. Holder resides, is established or is organized.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against a Non-U.S. Holder's U.S. federal income tax liability, provided the Non-U.S. Holder timely files the appropriate claim with the IRS and furnishes any required information to the IRS.

Non-U.S. Holders should consult their tax advisors regarding such information reporting and backup withholding rules.

Foreign Account Tax Compliance Act

Sections 1471 through 1474 of the Code (commonly referred to as the "Foreign Account Tax Compliance Act" or "FATCA") impose a U.S. federal withholding tax of 30% on certain payments, including dividends paid on, and (subject to the discussion below) the gross proceeds of a disposition of, shares of Class A Common Stock paid to a foreign financial institution (as specifically defined by applicable rules) unless such institution enters into an agreement with the U.S. government to withhold on certain payments and to collect and provide to the U.S. tax authorities substantial information regarding U.S. account holders of such institution (which includes certain equity holders of such institution, as well as certain account holders that are foreign entities with U.S. owners). FATCA also generally imposes a federal withholding tax of 30% on certain payments, including dividends paid on, and (subject to the discussion below) the gross proceeds of a disposition of, shares of Class A Common Stock to a non-financial foreign entity unless such entity provides the withholding agent with either a certification that it does not have any substantial direct or indirect U.S. owners or provides information regarding substantial direct and indirect U.S. owners of the entity. An intergovernmental agreement between the U.S. and an applicable foreign country may modify these requirements. The withholding tax described above will not apply if the foreign financial institution or non-financial foreign entity otherwise qualifies for an exemption from the rules.

The U.S. Treasury Department has released proposed regulations which, if finalized in their present form, would eliminate the federal withholding tax of 30% applicable to the gross proceeds of a disposition of shares of Class A Common Stock. In its preamble to such proposed regulations, the U.S. Treasury Department stated that taxpayers may generally rely on the proposed regulations until final regulations are issued. All holders should consult their tax advisors regarding the possible implications of FATCA on their investment in shares of Class A Common Stock.

Exchange Agent

The depositary and exchange agent for the Offer and Consent Solicitation is:

Continental Stock Transfer & Trust Company

Additional Information; Amendments

We are not aware of any U.S. state where the making of the Offer and the Consent Solicitation is not in compliance with applicable law. If we become aware of any U.S. state where the making of the Offer and the Consent Solicitation or the acceptance of the Warrants pursuant to the Offer is not in compliance with applicable law, we will make a good faith effort to comply with the applicable law. If, after such good faith effort, we cannot comply with the applicable law, the Offer and the Consent Solicitation will not be made to (nor will tenders be accepted from or on behalf of) the warrant holders. In making the Offer and Consent Solicitation, we will comply with the requirements of Rule 13e-4(f)(8) promulgated under the Exchange Act. In any U.S. state where the securities or blue sky laws require the Offer to be made by a licensed broker or dealer, the Offer shall be deemed to be made on our behalf by one or more registered brokers or dealers licensed under the laws of such U.S. state.

We have filed with the SEC a Tender Offer Statement on Schedule TO, of which this Prospectus/Offer to Exchange is a part. We recommend that warrant holders review the Schedule TO, including the exhibits, and our other materials that have been filed with the SEC before making a decision on whether to accept the Offer and Consent Solicitation.

Our Board recognizes that the decision to accept or reject the Offer and Consent Solicitation is an individual one that should be based on a variety of factors and warrant holders should consult with personal advisors if they have questions about their financial or tax situation.

We are subject to the information requirements of the Exchange Act and in accordance therewith file and furnish reports and other information with the SEC. All reports and other documents we have filed or furnished with the SEC, including the registration statement on Form S-4 relating to the Offer and Consent Solicitation, or will file or furnish with the SEC in the future, can be accessed electronically on the SEC's website at *www.sec.gov*. If you have any questions regarding the Offer and Consent Solicitation or need assistance, you should contact the information agent for the Offer and Consent Solicitation. You may request additional copies of this document, the Letter of Transmittal and Consent or the Notice of Guaranteed Delivery from the information agent. All such questions or requests should be directed to:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, NY, 10022
Warrantholders may call toll-free: (877) 456-3510
Banks and Brokers may call collect: (212) 750-5833

We will amend our offering materials, including this Prospectus/Offer to Exchange, to the extent required by applicable securities laws to disclose any material changes to information previously published, sent or given by us to warrant holders in connection with the Offer and Consent Solicitation.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

Introduction

The following unaudited pro forma condensed combined balance sheet as of December 31, 2022 gives effect to the Business Combination as if it was completed on December 31, 2022. The unaudited pro forma combined statement of operations for the year ended December 31, 2022 give pro forma effect to the Business Combination as if it were completed on January 1, 2022. The unaudited pro forma combined balance sheet does not purport to represent, and is not necessarily indicative of, what the actual financial condition of the combined company would have been had the Business Combination taken place on December 31, 2022, nor is it indicative of the financial condition of the combined company as of any future date. The unaudited pro forma combined statement of operations does not purport to represent, and is not necessarily indicative of, what the actual results of operations of the combined company would have been had the Business Combination taken place on January 1, 2022. The unaudited pro forma combined financial information has been prepared, in accordance with Article 11 of Regulation S-X, and is for informational purposes only. It is subject to several uncertainties and assumptions as described in the accompanying notes. The combined financial information presents the pro forma effects of the following:

- the sale and issuance of 16,936,715 shares of Class A Common Stock at $9.80 per share with a par value of $0.0001 from the Private Placements, inclusive of 100,000 additional shares of Class A Common Stock issued to the Alvarium PIPE Investors pursuant to the Side Letter;
- the conversion of the Class D-1 equity interest into an employment contract with the TIG Entities subsequent to the Business Combination;
- the settlement of the $7.8 million deferred underwriting commissions incurred in connection with Cartesian's IPO;
- the extinguishment of historical long-term debt and the issuance of new credit facilities in connection with the Business Combination;
- the Business Combination described further in Note 1 to the Unaudited Pro Forma Condensed Combined Financial Information (the "Business Combination Adjustments" and collectively with the Non-Business Combination Adjustments, the "Pro Forma Adjustments").

In addition, the Target Companies signed a credit agreement with lenders regarding the terms of a new credit facility, the proceeds of which were used to repay existing indebtedness of the Target Companies and to fund future business growth, including acquisitions.

Cartesian was formed on December 18, 2020. As a SPAC, the Company's purpose entails efforts to acquire one or more businesses through a merger, capital stock exchange, asset acquisition, stock purchase, recapitalization, reorganization or other similar business combination with one or more businesses or entities. Effective September 19, 2021, Cartesian, TWMH, the TIG Entities, and Alvarium entered into an agreement pursuant to which Cartesian intends to use cash and issue shares in exchange for the equity and/or assets of the Target Companies. On December 30, 2022, Cartesian redomiciled and became Alvarium Tiedemann Holdings, Inc. On April 19, 2023, Alvarium Tiedemann Holdings, Inc. changed its name to AlTi Global, Inc. AlTi Global, Inc. is sometimes referred to in this section as "Alvarium Tiedemann."

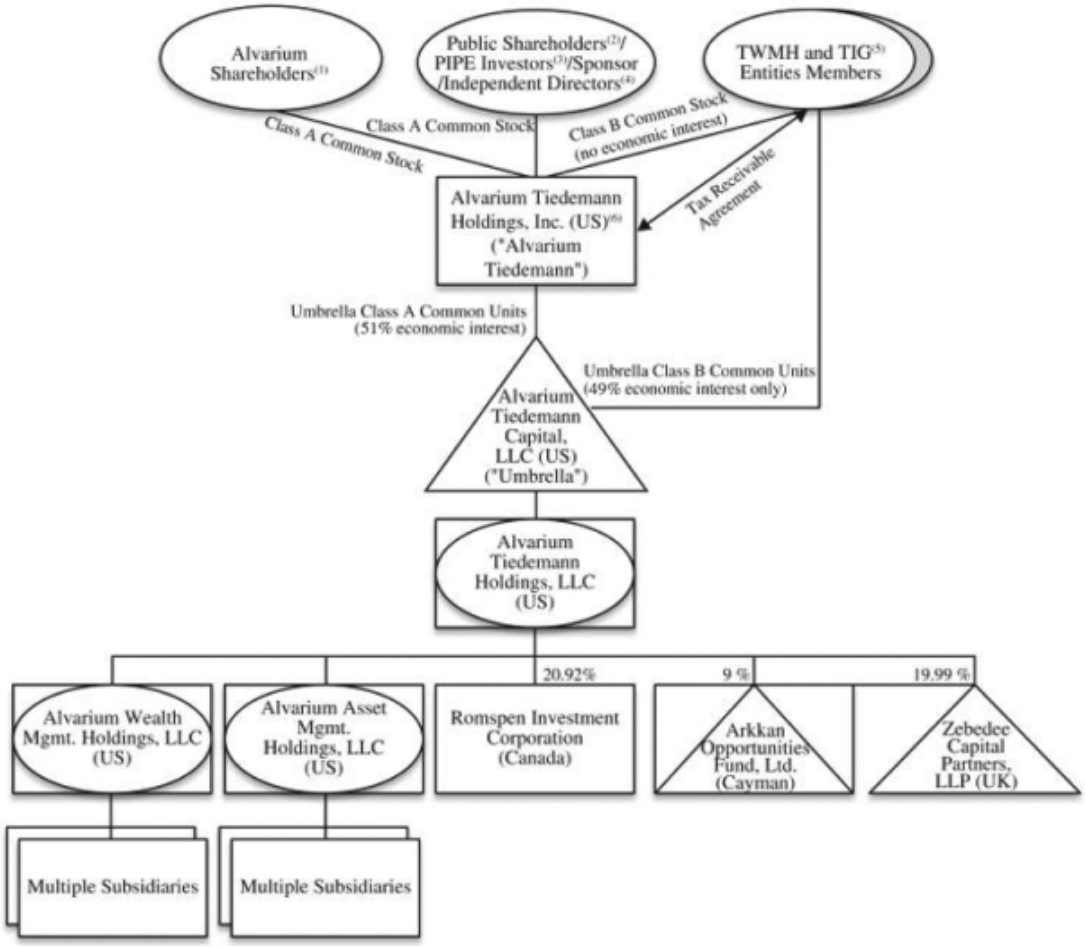
The following describes the three operating entities acquired in the Business Combination:

- TWMH is a premier, full-service wealth management firm focused on providing financial advisory and related family office services to high net worth individuals, families, endowments, and foundations. In addition to a wide range of investment capabilities, TWMH offers a full suite of complementary and customized family office services for families seeking comprehensive oversight of their financial affairs. The organic growth has been complemented by selective hiring and by two successfully

completed acquisitions, which have expanded not only the assets under management, but also TWMH's professional ranks, geographic footprint, and service capabilities. In addition, TWMH offers extensive Impact Investing advisory services and is a signatory of the Principles for Responsible Investing.

- The TIG Entities are an alternative investment management firm that manages approximately $3.0 billion of AUM within its internal strategies and with strategic investments with External Strategic Managers that have approximately $5.3 billion of AUM in aggregate as of December 31, 2022. The TIG Entities are focused on partnering with global alternative investment fund managers in order to unlock and achieve growth from both an asset and operational perspective. The TIG Entities have a strong track record of identifying managers that focus on sourcing uncorrelated investment opportunities in both public and private markets, utilizing the TIG Entities' long-standing operating platform to assist managers with growth. TIG Arbitrage and the TIG Entities' External Strategic Managers focus on capital preservation and uncorrelated returns, with alpha driven investment strategies that align with the needs of a diverse global investor base. As a growth-oriented partner, the TIG Entities work collaboratively with fund managers on marketing and business development.
- Alvarium is a global multi-family office and investment boutique that provides tailored solutions for families, foundations, and institutions. Alvarium has four principal business units: Investment group generally provides investment advisory services to high net worth clients globally, defined as investible assets between $30 million and more than $500 million. Alvarium specializes in being the trusted adviser to high net worth families and individuals, trusts, endowments, and foundations with complex needs, providing a completely tailored and independent approach. With the perspective of a global organization combined with local resources, Alvarium provides institutional quality advice, investment, and risk management services, combining deep expertise in alternative asset classes and co-investment opportunities to support high net worth client's needs, wherever they reside. Alvarium aims to ensure hard earned legacies become long-lasting legacies, with aligned partners and shareholders investing side-by-side with clients.

The diagram below depicts a simplified version of the Company's organizational structure as of January 3, 2023, immediately following the completion of the Business Combination (the "Closing").



(1) As of the Closing, the Alvarium Shareholders hold approximately 27% of the voting power and economic interests in the Company, taking into account the indirect economic interests of any Class B Common Units held by the TWMH Members and the TIG Entities Members.

(2) As of the Closing, Cartesian's Public Shareholders hold less than one percent of the voting power of and economic interests in the Company, taking into account any Class B Common Units held by the TWMH Members and the TIG Entities Members.

(3) As of the Closing, the PIPE Investors hold approximately 17% of the voting power of and economic interests in the Company, taking into account any Class B Common Units held by the TWMH Members and the TIG Entities Members.

(4) As of the Closing, the Sponsor and Independent Directors hold approximately 6% of the voting power of and economic interests in the Company, taking into account any Class B Common Units held by the TWMH Members and the TIG Entities Members.

(5) As of the Closing, the TWMH Members and the TIG Entities Members hold approximately 50% of the voting power and economic interests in the Company, taking into account the indirect economic interests of any Class B Common Units held by the TWMH Members and the TIG Entities Members.

(6) Cartesian Growth Corporation was renamed Alvarium Tiedemann Holdings, Inc. following the Domestication and the Business Combination (and, on April 19, 2023, was further renamed "AlTi Global, Inc.").

Notwithstanding the legal form of the Business Combination pursuant to the Business Combination Agreement, the Business Combination was accounted for in accordance with ASC Topic 805, Business Combination ("ASC 805"), using the acquisition method. For accounting purposes, the acquirer is the entity that has obtained control of another entity and, thus, consummated a business combination. The determination of whether control has been obtained begins with the evaluation of whether control should be evaluated based on the variable interest or voting interest model pursuant to ASC Topic 810, Consolidation ("ASC 810"). Alvarium Tiedemann has been determined to be the accounting acquirer based on evaluation of the following factors:

- Alvarium Tiedemann will hold 51%, while non-controlling shareholders will hold 49%;
- Umbrella, which will hold 100% of the equity of TWMH, the TIG Entities and Alvarium indirectly through its 100% interest in the equity of Alvarium Tiedemann Holdings, LLC, is a variable interest entity ("VIE"). Alvarium Tiedemann will be the sole managing member and primary beneficiary who has full and complete charge of all affairs of Umbrella, and the Class A units of Alvarium Tiedemann do not have substantive participating or kick out rights; and
- Prior to the close of the Business Combination, no single party had a controlling financial interest in each of the entities involved in the Business Combination. Therefore, the Business Combination is not considered a common control transaction.

The factors discussed above support the conclusion that Alvarium Tiedemann will acquire a controlling financial interest in Umbrella and will be the accounting acquirer. Alvarium Tiedemann is the primary beneficiary of Umbrella, which is a VIE, since it has the power to direct the activities of Umbrella that most significantly impact Umbrella's economic performance through its role as the sole managing member of Umbrella. Additionally, Alvarium Tiedemann's variable interests in Umbrella include ownership of Umbrella, which results in the right (and obligation) to receive benefits (and absorb losses) of Umbrella that could potentially be significant to Umbrella. Therefore, the Business Combination will be accounted for using the acquisition method. Under this method of accounting, Alvarium Tiedemann is treated as the acquirer and Umbrella is treated as the acquired company for financial statement reporting purposes. Upon the consummation of the Business Combination, the assets and liabilities of Umbrella are recognized at fair value, and any consideration in excess of the fair value of the net assets acquired (including identifiable intangible assets) is recognized as goodwill.

The Company has determined TWMH to be the predecessor entity to the Business Combination based on a number of considerations, including TWMH former management making up the majority of the senior under administration of the continuing operations of Alvarium Tiedemann. Therefore, the results of operations presented prior to the Business Combination will be those of TWMH. The unaudited pro forma condensed combined financial information should be read in conjunction with:

- the accompanying notes to the unaudited pro forma combined financial statements;
- the historical financial statements of Cartesian, as of, and for the fiscal year ended December 31, 2022, included elsewhere in this Prospectus/Offer to Exchange;
- the historical financial statements of TWMH, the TIG Entities and Alvarium, as of, and for the fiscal year ended December 31, 2022 included elsewhere in this Prospectus/Offer to Exchange;
- the sections of the Prospectus/Offer to Exchange entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations of Cartesian", "Management's Discussion and Analysis of Financial Condition and Results of Operations of TWMH", "Management's Discussion and Analysis of Financial Condition and Results of Operations of the TIG Entities" and "Management's Discussion and Analysis of Financial Condition and Results of Operations of Alvarium."

The following summarizes the ownership of Class A Common Stock of the Company and the total economic ownership of Alvarium Tiedemann (i.e., assuming each shareholder of Alvarium Topco exchanged his, her or its (a) ordinary shares of Alvarium Topco and (b) class A shares of Alvarium Topco for Class A Common Stock of Cartesian at the Closing) as of the Closing (not taking into account the impact of any Earn-Out Securities):

	Economic Interest in Alvarium Tiedemann (Class A Common Stock)(1)(2)		Voting Interest in Alvarium Tiedemann (Class A and Class B Common Stock)(1)	
	Alvarium Tiedemann Units	%	Alvarium Tiedemann Units	%
Alvarium Tiedemann Shareholders	542,051	1.0%	542,051	0.5%
Existing Alvarium Shareholders	30,576,435	53.2%	30,576,435	27.4%
PIPE Investors	18,996,474	33.0%	18,996,474	17.0%
Sponsor and Independent Directors	6,676,836	11.6%	6,676,836	5.1%
Existing TWMH and TIG Entities Members	696,272	1.2%	55,729,233	50.0%
Total	**57,488,068**	**100.0%**	**112,521,029**	**100.0%**

(1) The economic and voting interests in Alvarium Tiedemann included in the table give effect to secondary share purchases occurring after the Business Combination.

(2) The economic interests in Alvarium Tiedemann represent a 51% economic interest in Umbrella. The existing TWMH and TIG Rollover Shareholders will hold a 49% economic interest in Umbrella.

The table below illustrates the ownership of the controlling and noncontrolling interests in Umbrella as of the Closing (not taking into account the impact of any Earn-Out Securities):

	Alvarium Tiedemann Units	%
Umbrella Class A common units held by Alvarium Tiedemann	57,488,068	51%
Umbrella Class B common units held by TWMH and TIG Entities Members	55,032,961	49%
Total Umbrella units	**112,521,029**	**100%**

The unaudited pro forma condensed combined financial information is for illustrative purposes only. You should not rely on the unaudited pro forma condensed combined financial information as being indicative of the historical results that would have been achieved had the Business Combination occurred on the dates indicated or the future results that the Company will experience. The pro forma adjustments are based on the information currently available and the assumptions and estimates underlying the pro forma adjustments are described in the accompanying notes. Actual results may differ from the assumptions used to present the accompanying unaudited pro forma condensed combined financial statements.

UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET
As of December 31, 2022
(in thousands)

	Cartesian (Historical)	TWMH (Historical)	TIG Entities (Historical)	Alvarium (Historical) (Note 2)	Non-Business Combination Adjustments		Business Combination Adjustments		Pro Forma Combined
Assets									
Cash and cash equivalents	$ 86	$ 7,131	$ 1,592	$ 8,643	$ 165,000	(a)	$ (39,502)	(e)	$ 43,215
					(7,800)	(b)	349,984	(g)	
					3,101	(c)	(99,999)	(h)	
							(345,021)	(j)	
Restricted cash and cash equivalents	—	—	6,750	—	—		—		6,750
Investments at fair value	—	145	148,529	9	—		—		148,683
Cash and securities held in Trust Account	349,984	—	—	—	—		(349,984)	(g)	—
Equity method investments	—	52	—	8,399	—		—		8,451
Fees receivable	—	19,540	16,040	54,895			—		90,475
Intangible assets, net	—	20,578	—	106,266	—		448,160	(i)	575,004
Goodwill	—	25,464	—	53,547	—		455,182	(i)	534,193
Fixed assets, net	—	975	141	2,903			—		4,019
Other assets	—	8,008	6,980	328	2,164	(c)	—		17,480
Right-of-use assets	—	10,095	2,750	11,125	—		—		23,970
Total assets	$ 350,070	$ 91,988	$ 182,782	$ 246,115	$ 162,465		$ 418,820		$ 1,452,240
Liabilities and Shareholders' Equity									
Accrued compensation and profit sharing	$ —	$ 15,660	$ 9,392	$ —	$ 10,659	(d)	$ —		$ 35,711
Accrued member distributions payable	—	11,422	—	—	—		—		11,422
Accounts payable and accrued expenses	8,005	8,073	26,672	53,962	—		12,341	(f)	109,053
	—	—	—	—	—		(39,502)	(e)	(39,502)
Lease liabilities	—	10,713	2,823	13,911	—		—		27,447
Earn-in consideration, at fair value	—	1,519	—	—	—		—		1,519
Payable under delayed share purchase agreement	—	1,818	—	—	—		—		1,818
Debt	491	21,187	42,452	60,666	5,265	(c)	—		130,061
Deferred tax liability, net	—	82	—	25,965	(3,102)	(d)	46,796	(i)(vii)	69,741
Fair value of payout right	—	3,662	—	—	—		—		3,662
Deferred underwriting fee	7,800	—	—	—	(7,800)	(b)	—		—
Warrant liability	10,531	—	—	—	—		—		10,531
Earnout liability	—	—	—	—	—		74,999	(i)(iii)	74,999
TRA liability	—	—	—	—	—		9,500	(i)(iv)	9,500
Total liabilities	26,909	74,136	81,339	154,504	5,022		104,134		446,044
Commitments and contingencies:									
Class A ordinary shares subject to possible redemption	349,984	—	—	—	—		(349,984)	(j)(k)	—
Equity:									
Preference shares	—	—	—	—	—		—		—
Class A common stock	—	—	—	—	2	(a)	9	(j)	12
							1	(l)	
Class A ordinary shares	—	—	—	—	—		—		—
Class B ordinary shares	1	—	—	—	—		(1)	(l)	—
Members' capital – Class A	—	3	—	—	—		(3)	(i)(viii)	—
Members' capital – Class B	—	18,607	—	—	—		(18,607)	(i)(viii)	—
Total members' equity	—	—	101,443	—	(7,557)	(d)	(93,886)	(i)(viii)	—
Equity attributable to the owners of the parent company	—	—	—	91,606			(91,606)	(i)(viii)	—
Additional paid-in capital	1,201	—	—	—	164,998	(a)	—		476,922
							305,761	(i)(i)	
							99,998	(j)(ii)	
							(99,999)	(h)	
							4,963	(k)	
							(79,011)	(i)(ix)	
							79,011	(i)(ix)	
Retained earnings (accumulated deficit)	(28,025)	—	—	—			(12,341)	(f)	(28,025)
							12,341	(i)(x)	
Accumulated other comprehensive income (loss)	—	(1,077)	—	—	—		1,077	(i)(xi)	—
Non-controlling interest in subsidiaries	—	319	—	5	—		(324)	(i)(xii)	557,287
							282,469	(i)(v)	
							274,818	(i)(vi)	
Total shareholders' equity (deficit)	(26,823)	17,852	101,443	91,611	157,443		664,670		1,006,196
Total liabilities and shareholders' equity	$ 350,070	$ 91,988	$ 182,782	$ 246,115	$ 162,465		$ 418,820		$ 1,452,240

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
For the Year Ended December 31, 2022
(in thousands, except for share amounts)

	Cartesian (Historical)	TWMH (Historical)	TIG Entities (Historical)	Alvarium (Historical) (Note 2)	Non-Business Combination Adjustments		Business Combination Adjustments		Pro Forma Combined
Income:									
Management/Advisory fees	$ —	$ 76,872	$ 44,104	$ 90,696	—		$ —		$ 211,672
Incentive fees	—	—	15,440	3,529	—		—		18,969
Other income/fees	—	—	—	9,275	—		—		9,275
Total Income	—	76,872	59,544	103,500	—		—		239,916
Expenses:									
Compensation and employee benefits	—	51,234	20,165	86,907	10,659	(a)	—		168,965
Systems, technology, and telephone	—	6,331	2,454	4,176	—		—		12,961
Occupancy costs	—	4,503	1,406	4,151	—		—		10,060
Professional fees	8,563	9,401	8,659	20,401	—		12,341	(b)	59,365
Travel and entertainment	—	1,724	1,191	2,736	—		—		5,651
Marketing	—	1,170	—	516	—		—		1,686
Business insurance expenses	—	1,147	438	1,436	—		—		3,021
Education and training	—	39	—	1,146	—		—		1,185
Contributions, donations and dues	—	303	—	—	—		—		303
Depreciation expense	—	453	12	641	—		—		1,106
Amortization of intangible assets	—	1,886	172	6,462	—		148	(c)	8,668
Other operating expenses	296	—	876	4,138	—		—		5,310
Operating expenses	8,859	78,191	35,373	132,710	10,659		12,489		278,281
Operating income (loss)	(8,859)	(1,319)	24,171	(29,210)	(10,659)		(12,489)		(38,365)
Other income (expenses):									
Interest and dividend income	4,975	206	—	200	—		(4,975)	(d)	406
Interest expense	(32)	(633)	(2,593)	(7,208)	(1,281)	(e)	—		(11,747)
Other investment gain (loss), net	12,540	(97)	20,666	(2,041)	—		—		31,068
Change in fair value of payout right	—	(3,662)	—	—	—		—		(3,662)
Income from equity method investments	—	33	—	1,151	—		—		1,184
Earn-in consideration loss	—	(221)	—	—	—		—		(221)
Other-than-temporary gain (loss) on equity method investments	—	—	—	5,317	—		—		5,317
Change in fair value of interest rate swap	—	276	—	—	—		—		276
Change in fair value of conversion option liability	(41)	—	—	—	—		—		(41)
Other expenses	196	(54)	—	—	—		—		142
Income (loss) before taxes	8,779	(5,471)	42,244	(31,791)	(11,940)		(17,464)		(15,643)
Income tax (expense) benefit	—	(527)	(841)	5,939	3,475	(f)	(3,493)	(f)	4,553
Net income (loss)	8,779	(5,998)	41,403	(25,852)	(8,465)		(20,957)		(11,090)
Net income (loss) attributed to non-controlling interests in subsidiaries	—	(113)	—	(12)	(4,140)	(g)(i)	(2,162)	(g)(ii)	(6,427)
Net income (loss) attributable to Alvarium Tiedemann	$ 8,779	$ (5,885)	$ 41,403	$ (25,840)	$ (4,325)		$ (18,795)		$ (4,663)
Pro Forma Earnings Per Share									
Basic									$ (0.08)
Diluted									$ (0.08)
Pro Forma Number of Shares Used in Computing Earnings Per Share									
Basic (#)									57,488,068
Diluted (#)									57,488,068

NOTES TO THE UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS

Note 1—Description of the Business Combination

Description of the Business Combination

On September 19, 2021, Cartesian Growth Corporation entered into the Business Combination Agreement with, inter alios, TWMH, the TIG Entities, and Alvarium. Subject to the terms of the Business Combination Agreement, the consideration for the Business Combination will be funded through a combination of cash from Cartesian, proceeds from the proposed Private Placements and rollover equity from the Alvarium Tiedemann equity holders (refer to Estimated Sources and Uses below). As a result of the transaction, the Alvarium Tiedemann equity holders will collectively hold a majority of the equity of Umbrella (Alvarium Tiedemann Capital, LLC). The Business Combination was structured as a customary Up-C transaction, whereby Cartesian will directly or indirectly own equity in Umbrella and hold direct voting rights in Umbrella. Pursuant to and in connection with the Business Combination, the following transactions occurred:

- Cartesian changed its jurisdiction of incorporation by deregistering as an exempted company in the Cayman Islands and continuing and domesticating as a corporation under the laws of the State of Delaware, upon which Cartesian changed its name to "Alvarium Tiedemann Holdings, Inc." and adopted the Proposed Charter and the Proposed Bylaws;
- In conjunction with Cartesian's change in jurisdiction, (a) each outstanding Class A ordinary share automatically converted into one share of Alvarium Tiedemann Class A Common Stock, (b) each outstanding Class B ordinary share automatically converted into one share of Alvarium Tiedemann Class A Common Stock and (c) the outstanding Warrants to purchase Class A ordinary shares automatically became exercisable for shares of Alvarium Tiedemann Class A Common Stock.
- Alvarium Tiedemann formed Umbrella Merger Sub;
- TWMH and the TIG Entities' equity owners formed Umbrella;
- The TIG Entities distributed their interests in the External Strategic Managers in which they made strategic investments to Umbrella;
- Alvarium equity owners formed Alvarium TopCo where Alvarium is a wholly-owned subsidiary of Alvarium TopCo;
- Alvarium equity owners exchanged their equity interests in Alvarium for equity interests in Alvarium Tiedemann;
- Umbrella merged with Umbrella Merger Sub, pursuant to which Umbrella will survive;
- Alvarium Tiedemann contributed 100% of equity interest in Alvarium TopCo to Umbrella in exchange for equity interest in Umbrella;
- Alvarium Tiedemann, TWMH and the TIG Entities entered into a tax receivable agreement ("TRA") through which Alvarium Tiedemann made additional payments to the members of TWMH and the members of the TIG Entities for the tax benefits realized with the step-up in tax basis created as a result of the exchange of units of Umbrella for Alvarium Tiedemann stock or other consideration;
- Alvarium Tiedemann contributed cash to Umbrella;
- In exchange for the assets and businesses contributed to Umbrella and its subsidiaries, (a) the TWMH, TIG Entities, and Alvarium shareholders were paid an implied equity value of approximately $965 million, consisting of (i) $100.0 million of cash consideration for the secondary sale of units (subject to adjustment), (ii) shares of Alvarium Tiedemann Class A ordinary shares, and (iii) common units in Umbrella.
- Alvarium Tiedemann received all amounts at the Closing then available in the Trust Account (plus the proceeds of any equity financing received in connection with the Private Placements), net of amounts

required (a) to make the cash consideration payments as a result of the Business Combination and (b) to redeem any of the Public Shareholders exercising their respective redemption rights, and contributed any such amounts to Umbrella to pay the transaction expenses of Cartesian, TWMH, the TIG Entities and Alvarium and otherwise for general corporate purposes;

- Alvarium Tiedemann holds 51%, representing economic interests in Umbrella while non-controlling shareholders holds 49% representing economic interests in Umbrella;
- Approximately 2.1 million founders shares were forfeited by the Sponsor, and the remaining approximately 6.4 million founder shares were converted into an equal amount of shares of Class A Common Stock of Alvarium Tiedemann, which include up to approximately 0.8 million shares of Class A Common Stock which are held by Sponsor and subject to potential forfeiture based on a five-year post-closing earn-out, with (i) 50% of such shares being no longer subject to forfeiture if the volume weighted average price ("VWAP") of the shares equals or exceeds $12.50 and (ii) the remaining 50% of such shares no longer subject to forfeiture if the VWAP of the shares equals or exceeds $15.00; and
- Alvarium Tiedemann adopted an omnibus equity incentive plan for itself and its subsidiaries.

Pursuant to Cartesian's certificate of incorporation, Cartesian provided its shareholders with the opportunity to redeem their shares in conjunction with a shareholders vote on the transaction contemplated by the Business Combination Agreement, including the Business Combination.

Other related events in connection with the Business Combination

Other related events that occurred in connection with the Business Combination are summarized below:

- The issuance of 16.9 million shares of Class A Common Stock in the Private Placements to PIPE Investors.
- Subsequent to the Business Combination, the Class D-1 equity interest holder of TIG Entities will become an employee of the TIG Entities.
- The settlement of the $7.8 million deferred underwriting commissions incurred in connection with Cartesian's IPO.
- The extinguishment of Cartesian, TWMH, TIG Entities, and Alvarium's debt with a carrying value of $124.8 million.
- The issuance of new credit facilities in connection with the Business Combination ("New Debt"). This includes a $100.0 million term loan facility, net of $1.8 million in fees, bearing interest at SOFR plus a Credit Spread Adjustment ("CSA"). A 0.125% change in the estimated interest rate on the term loan facility, which has a variable interest rate, would result in a change in interest expense of approximately $0.1 million for year ended December 31, 2022. A revolving credit facility of $150.0 million, net of $2.8 million in fees bearing interest at the SOFR, plus a CSA, plus a commitment fee ("CF"). A 0.125% change in the estimated interest rate on the revolving credit facility, which has a variable interest rate, would result in an immaterial change in interest expense for the year ended December 31, 2022. The term loan facility matures on January 3, 2028 and the revolving credit facility matures on or such earlier date as the revolving credit commitments may be terminated pursuant to and in accordance with the terms of the Credit Agreement.

Equity Sale of Investment Adviser to Home REIT

On December 30, 2022, Alvarium RE Limited ("ARE"), an indirect wholly-owned subsidiary of Alvarium, entered into an agreement (the "Purchase Agreement") to sell 100% of the equity in AHRA, investment adviser to Home REIT, to a newly formed entity owned by the management of AHRA ("AHRA Holdco"), for aggregate consideration equal to approximately GBP 24 million (the "Purchase Price"), with such amount being the fair market value of AHRA as of December 30, 2022. The sale was completed concurrently with the execution and delivery of the Purchase Agreement.

AHRA Holdco paid the Purchase Price in the form of a promissory note with a fixed term, maturing on December 31, 2023 (the "Note"), subject to extension if mutually agreed upon by the parties thereto. According to the terms of the Purchase Agreement, AHRA Holdco shall use all of its available cash, being dividends it receives from AHRA, to repay principal on the Note. Additionally, ARE received a call option pursuant to which ARE has the right to repurchase AHRA prior to the repayment of the note for a purchase price equal to the loan balance then outstanding thereunder.

The consolidated financial statements and AUM/AUA figures include the accounts of AHRA. Subsidiaries are companies over which Alvarium has the power indirectly and/or directly to control the financial and operating policies so as to obtain benefits. In assessing control for accounting purposes, potential voting rights that are presently exercisable or convertible are taken into account. Although Alvarium does not presently have legal control of AHRA, it has a right to reacquire such legal control through the call option it holds and accordingly AHRA has been deemed to be a subsidiary for accounting purposes. As a result of the consolidation, the value of the Note is eliminated from Alvarium's balance sheet.

If AHRA ceases to be the investment adviser to Home REIT, AHRA Holdco will no longer have an income with which to service its obligations under the Note. On March 15, 2023, Home REIT announced that it would be seeking a new investment adviser. While the timing for the appointment of such new investment adviser and the termination of AHRA's appointment is currently unknown, payments due under the Note will cease at, or soon after, the finalization of such arrangements. Additionally, the arrangements which have resulted in AHRA's consolidation will unwind upon termination of AHRA's appointment by Home REIT, meaning that AHRA's revenues and expenditure will cease being included in AlTi's consolidated financial statements.

Sources and Uses of Funds for the Business Combination

The following tables summarize the sources and uses for funding the Business Combination which reflects actual redemptions of shares at a redemption price of $10 per share which is equal to the pro rata portion of the Trust Account.

Sources and Uses (in millions)

Sources	
Alvarium Shareholders Equity[1]	$ 306
TWMH Members Equity[2]	297
TIG Entities Members Equity[3]	262
Subtotal[5]	865
Cartesian Class B ordinary Shares held by Sponsor and Independent Directors[4]	58
Cash Held in Trust Account	5
Proceeds from PIPE	165
Total Sources	**$1,093**
Uses	
Equity Consideration to Alvarium Shareholders[1]	$ 306
Equity Consideration to TWMH Members[2]	297
Equity Consideration to TIG Entities Members[3]	262
Subtotal[5]	865
Conversion of Cartesian Class B ordinary Shares held by Sponsor and Independent Directors[6]	58
Secondary Share Purchases	100
Cash to Balance Sheet	8
Estimated Transaction Expenses	62
Total Uses	**$1,093**

(1) Represents the $297 million Alvarium Equity Value plus the $9 million Alvarium Closing Cash Adjustment.
(2) Represents the $312 million TWMH Equity Value less $30 million of Secondary Share Purchases plus the $15 million TWMH Closing Cash Adjustment.
(3) Represents the $325 million TIG Entities Equity Value less $70 million of Secondary Share Purchases plus the $7 million TIG Entities Closing Cash Adjustment.
(4) Represents Cartesian Class B ordinary shares held by the Sponsor and independent directors, assuming a per share price of $10.00. Excludes the effect of 2,116,878 shares of Class A Common Stock which was forfeited to PIPE Investors at Closing, and 754,968 shares of Class A Common Stock held by Sponsor based on a five year-post-closing earnout, with (i) 50% of such shares being no longer subject to forfeiture if the VWAP of the shares equals or exceeds $12.50 for any 20 trading days within any 30-trading day period and (ii) the remaining 50% of such shares no longer subject to forfeiture if the VWAP of the shares equals or exceeds $15.00 for any 20 trading days within any 30-trading day period.
(5) Represents the issuance of an aggregate of 86,305,668 shares of Class A Common Stock and Paired Interests to the Alvarium Shareholders and the TWMH Members and TIG Entities Members, as applicable, at an implied value of $10.00 per share or Paired Interest.
(6) Represents the conversion of Cartesian Class B ordinary shares held by the Sponsor and Independent Directors into Class A Common Stock, at an implied value of $10.00 per share.

Basis of presentation

The unaudited pro forma condensed combined balance sheet as of December 31, 2022 assumes that the Business Combination was completed on December 31, 2022. The unaudited pro forma condensed combined statement of operations for the fiscal year ended December 31, 2022 gives pro forma effects to the Business Combination as if it had occurred on January 1, 2022.

The unaudited pro forma condensed combined balance sheet as of December 31, 2022 has been prepared using the following:

- Cartesian's balance sheet;
- TWMH's statement of financial condition;
- TIG Entities' statement of financial position; and
- Alvarium Investments' statement of financial position

The unaudited pro forma condensed combined statement of operations for the fiscal year ended December 31, 2022 have been prepared using the following:

- Cartesian's statement of operations;
- Tiedemann Wealth Management Holdings' statement of operations;
- TIG Entities' statement of operations; and
- Alvarium Investments' statement of comprehensive income

The merger between Alvarium Tiedemann and Umbrella was accounted for as a business combination under ASC Topic 805 and 810, and was accounted for using the acquisition method. Under this method of accounting, Umbrella was treated as the "acquired" company for financial reporting purposes.

Under the acquisition method, the acquisition-date fair value of the gross consideration transferred to effect the business combination, as described in Note 3—Adjustments to Unaudited Pro Forma Condensed Combined Balance Sheet, is allocated to the assets acquired and liabilities assumed based on their estimated fair values. The Company has made significant estimates and assumptions in determining the preliminary allocation of the gross

consideration transferred in the unaudited pro forma condensed combined financial statements. As the unaudited pro forma condensed combined financial statements have been prepared based on these preliminary estimates, the final amounts recorded may differ materially from the information presented.

The unaudited pro forma condensed combined financial statements do not give effect to any anticipated operating efficiencies or cost savings that may be associated with the business combination. Certain reclassification adjustments have been made in the unaudited pro forma condensed combined financial statements to conform the Alvarium Tiedemann historical basis of presentation to that of TWMH, where applicable.

The pro forma adjustments reflecting the consummation of the Business Combination are based on certain estimates and assumptions. The unaudited pro forma adjustments may be revised as additional information becomes available. Therefore, it is likely that the actual adjustments will differ from the pro forma adjustments, and it is possible the difference may be material. Alvarium Tiedemann believes that assumptions made provide a reasonable basis for presenting all of the significant effects of the Business Combination contemplated based on information available to Alvarium Tiedemann at the time and that the pro forma adjustments give appropriate effect to those assumptions and are properly applied in the pro forma financial information. The unaudited pro forma condensed combined financial statements are not necessarily indicative of what the actual results of operations would have been had the business combination taken place on the date indicated, nor are they indicative of the future consolidated results of operations of the combined company. They should be read in conjunction with the historical consolidated financial statements and notes thereto of the Companies.

The historical financial statements have been adjusted in the unaudited pro forma condensed combined financial information to give effect to Pro Forma Adjustments, which are adjustments that depict in the pro forma condensed combined financial statements the accounting for the transactions required by U.S. GAAP.

The unaudited pro forma condensed combined provision for income taxes does not necessarily reflect the amounts that would have resulted had the Alvarium Tiedemann companies filed consolidated income tax returns during the period presented. The pro forma basic and diluted earnings per share amounts presented in the unaudited pro forma condensed combined statements of operations are based upon the number of the Alvarium Tiedemann shares outstanding, assuming the transaction occurred on January 1, 2021 and based upon the amount of redemptions.

Note 2—Accounting Policies

Upon consummation of the Business Combination, Alvarium Tiedemann will perform a comprehensive review of TWMH, the TIG Entities, and Alvarium's accounting policies. As a result of the review, Alvarium Tiedemann may identify differences between the accounting policies of the companies which, when conformed, could have a material impact on the combined financial statements. Based on its initial analysis, Alvarium Tiedemann has not identified any material differences in accounting policies that would have an impact on the unaudited pro forma condensed combined financial information.

Reclassifications

Certain historical balance sheet line items of Cartesian, the TIG Entities, and Alvarium were reclassified to arrive at the pro forma financial statement presentation. Alvarium's historical financial statements were prepared under UK GAAP. As part of the Business Combination, Alvarium has adjusted its financial statements to conform to US GAAP. The tables below display the adjustments made to the historical Alvarium financial statements to conform to US GAAP.

Alvarium Balance Sheet as of December 31, 2022

Alvarium Balance Sheet as of December 31, 2022 (amounts in thousands)	Alvarium Historical (UK GAAP) (GBP)	Alvarium Adjusted for UK to US GAAP Conversion (US GAAP) (GBP) [1]	Alvarium Foreign Currency Adjusted (USD) [2]
Assets			
Cash and cash equivalents	£ 7,153	£ 7,153	$ 8,643
Investments at fair value	7	7	9
Equity method investments	7,359	6,951	8,399
Fees receivable	47,003	45,431	54,895
Intangible assets, net	—	87,947	106,266
Goodwill	66,049	44,316	53,547
Fixed assets, net of accumulated depreciation/amortization	2,403	2,403	2,903
Other assets	271	271	328
Right-of-use assets	—	9,207	11,125
Total assets	£ 130,245	£ 203,686	$ 246,115
Liabilities and Shareholders' Equity			
Accounts payable and accrued expenses	46,128	44,659	53,962
Lease liabilities	—	11,513	13,911
Debt	50,207	50,207	60,666
Deferred tax liability, net	2,012	21,489	25,965
Total liabilities	98,347	127,868	154,504
Equity attributable to owners of the parent company	31,894	75,814	91,606
Non-controlling interests in subsidiaries	4	4	5
Total shareholders' equity	31,898	75,818	91,611
Total liabilities and shareholders' equity	£ 130,245	£ 203,686	$ 246,115

(1) Certain adjustments were made to Alvarium's historical balance sheet as a result of Alvarium's conversion from UK GAAP to US GAAP. For further information on the conversion adjustments, please refer to the "*Significant differences between generally accepted accounting policies in the United Kingdom (UK GAAP) and those of the United States (US GAAP)*" note within Alvarium's historical financial statements.

(2) Represents adjustments made to convert Alvarium balances from GBP to USD at a 1.0000 to 1.2083 conversion ratio.

Alvarium Income Statement for the Year Ended December 31, 2022

Alvarium Income Statement for the Year Ended December 31, 2022 (dollars in thousands)	Alvarium Historical (UK GAAP) (GBP)	Alvarium Adjusted for UK to US GAAP Conversion (US GAAP) (GBP) (1)	Alvarium Foreign Currency Adjusted (USD) (2)
Income:			
Management/Advisory fees	£ 72,009	£ 71,985	$ 90,696
Incentive fees	2,634	2,634	3,529
Other income/fees	6,981	7,617	9,275
Total income	81,624	82,236	103,500
Expenses:			
Compensation and employee benefits	89,760	69,346	86,907
Systems, technology, and telephone	3,329	3,329	4,176
Occupancy costs	3,320	3,320	4,151
Professional fees	16,500	16,500	20,401
Travel and entertainment	2,203	2,203	2,736
Marketing	425	425	516
Business insurance expenses	1,142	1,142	1,436
Education and training	908	908	1,146
Depreciation expense	510	510	641
Contributions, donations and dues	—	—	—
Amortization of intangible assets	8,812	5,291	6,462
Other operating expenses	3,497	3,435	4,138
Total operating expenses	130,406	106,409	132,710
Operating income (loss)	(48,782)	(24,173)	(29,210)
Other income (expenses):			
Interest and dividend income	159	159	200
Interest expense	(5,921)	(5,921)	(7,208)
Other investment gain (loss), net	(1,736)	(1,736)	(2,041)
Income from equity method investments	496	866	1,151
Other-than-temporary gain (loss) on equity method investments	4,499	4,225	5,317
Change in fair value of interest rate swap	—	—	—
Other expenses	—	—	—
Income (loss) before taxes	(51,285)	(26,580)	(31,791)
Income tax expense	4,770	5,017	5,939
Net income (loss)	(46,515)	(21,563)	(25,852)
Net income (loss) attributed to non-controlling interests in subsidiaries	(9)	(9)	(12)
Net income (loss) attributable to Alvarium Tiedemann	£ (46,506)	£ (21,554)	$ (25,840)

(1) Certain adjustments were made to Alvarium's historical income statement as a result of Alvarium's conversion from UK GAAP to US GAAP. For further information on the conversion adjustments, please refer to the "*Significant differences between generally accepted accounting policies in the United Kingdom (UK GAAP) and those of the United States (US GAAP)*" note within Alvarium's historical financial statements.

(2) Represents adjustments made to convert Alvarium balances from GBP to USD at a quarterly average rate for the quarters ended March 31, 2022, June 30, 2022, September 30, 2022, and December 31, 2022.

Note 3—Adjustments to Unaudited Pro Forma Condensed Combined Balance Sheet as of December 31, 2022

The adjustments included in the unaudited pro forma condensed combined balance sheet as of December 31, 2022 are as follows:

(a) Reflects the net proceeds of $165.0 million from the issuance of 16,936,715 shares of Class A Common Stock at $9.80 per share with a par value of $0.0001 from the Private Placements, inclusive of 100,000 shares of Class A Common Stock issued pursuant to the Side Letter for no cash consideration.

(b) Represents the $7.8 million cash payment in connection with Cartesian's IPO of $7.8 million of deferred underwriting commissions incurred.

(c) Represents the net proceeds from the issuance of New Debt. See below for a reconciliation table of the debt adjustments for the period presented.

	Cartesian	TWMH	TIG Entities	Alvarium	AITi Adjustments	Total
Historical debt balance	**$ 491**	**$ 21,187**	**$ 42,452**	**$ 60,666**	**$ —**	**$ 124,796**
Extinguishment of debt	(491)	(21,187)	(42,452)	(60,666)	—	(124,796)
New term loan debt	—	—	—	—	100,000	100,000
Term loan debt issuance costs	—	—	—	—	(1,841)	(1,841)
New revolver loan debt	—	—	—	—	32,500	32,500
Revolver debt issuance costs	—	—	—	—	(598)	(598)
Undrawn revolver debt issuance costs	—	—	—	—	(2,164)	(2,164)
Pro forma adjustment	(491)	(21,187)	(42,452)	(60,666)	127,897	3,101
Ending balance	**$ —**	**$ —**	**$ —**	**$ —**	**$ 127,897**	**$ 127,897**

(d) Represents the $10.7 million adjustment for the accrual of the Class D-1 distribution payable to the Class D-1 equity interest holder at the Closing of the Business Combination. The Class D-1 equity interest holder expense results in a $3.1 million decrease to the deferred tax liability. The Class D-1 equity interest holder will become an employee of the TIG Entities subsequent to the Business Combination.

(e) Represents the cash payment to settle transaction expenses at Closing of $39.5 million. See below for a reconciliation of transaction costs for the period presented (in millions):

Transaction Costs by Entity	Total Estimated Transaction Costs	Incremental Transaction Costs [1]	Actual Costs Incurred as of December 31, 2022 [2]	Transactions Costs Accrued and Paid at Closing	Accounting Treatment
TWMH	12.4	6.3	18.7	5.9	Seller transaction costs in accordance with ASC 805-10-25-21 [3]
TIG	9.1	7.2	16.3	9.4	Seller transaction costs in accordance with ASC 805-10-25-21 [3]
Alvarium	20.4	7.4	27.9	16.2	Seller transaction costs in accordance with ASC 805-10-25-21 [3]
Target Company transaction costs	**41.9**	**20.9**	**62.8**	**31.5**	
Cartesian	12.1	(1.8)	10.4	8.0	Buyer transaction costs in accordance with ASC 805-10-25-23
Total transaction costs related to Business Combination	**54.0**	**19.2**	**73.2**	**39.5**	
Settlement of Deferred Underwriting Fee in connection with Cartesian IPO	7.8	—	7.8	7.8	Buyer transaction costs in accordance with ASC 805-10-25-23
Total transaction costs	**61.8**	**19.2**	**81.0**	**47.3**	

(1) Represents incremental transaction costs incurred that relate to the Business Combination that are in excess of the $61.8 million of Estimated Transaction Expenses. The impact of the $19.2 million incremental transaction costs have been reflected in each of the Target Companies' Closing Cash Adjustment.

(2) Costs incurred have been included in the historical financial statements of the respective entities for the respective periods in accordance with SEC Staff Accounting Bulletin (SAB) Topic 1B.

(3) Seller transaction costs are reimbursed by Cartesian to TWMH, TIG and Alvarium through a cash transfer to the Target Companies that does not benefit the sellers. As such, these costs do not represent consideration transferred to the selling shareholders.

(f) Represents the accrual of $12.3 million of success fees contingent on the completion Business Combination.

(g) Reflects the reclassification of $350.0 million of cash and cash equivalents held in the Trust Account of Cartesian that will become available for transaction consideration, transaction expenses, and the operating activities in conjunction with the Business Combination.

(h) Reflects the use of $100.0 million representing the secondary purchase of partnership interests in Umbrella, or the Aggregate Cash Consideration to be distributed to the TIG Entities and TWMH Members. The TIG Entities Members are entitled to $70.2 million and the TWMH Members are entitled to $29.8 million of Aggregate Cash Consideration. The distribution of the Aggregate Cash Consideration to the members to the TIG Entities and TWMH occurs subsequent to the issuance of shares for net proceeds of $165.0 million referenced in footnote (a) on the closing date of the transaction, and results in a reduction of cash and equity.

(i) Represents the adjustment for the estimated preliminary purchase price allocation for the Business Combination. The preliminary calculation of total consideration is presented below as if the Business Combination was consummated on December 31, 2022.

	Fair Value (in millions)
Equity consideration to Alvarium Shareholders (i)	$ 305.8
Aggregate Cash Consideration to TWMH and TIG Entities Members (ii)	100.0
Fair value of Earn-Out Consideration (iii)	75.0
Tax receivable agreement (iv)	9.5
Equity consideration to TWMH Members (v)	282.5
Equity consideration to TIG Entities Members (vi)	274.8
Total consideration for allocation	1,047.6
Assets acquired:	
Cash and cash equivalents	24.1
Investments at fair value	148.7
Equity method investments	8.3
Fees receivable	90.5
Right-of-use assets	24.0
Intangible assets, net	575.0
Fixed assets, net of accumulated depreciation/amortization	4.0
Other assets	15.3
Total assets acquired	889.9
Liabilities assumed:	
Accrued compensation and profit sharing	35.7
Accrued member distributions payable	11.4
Accounts payable and accrued expenses	101.0
Lease liabilities	27.4
Earn-in consideration payable	1.5
Delayed share purchase agreement	1.8
Debt	124.3
Deferred tax liability, net	69.7
Fair value of payout right	3.7
Total liabilities assumed	376.5
Net assets acquired	513.4
Goodwill	534.2
Less: historical goodwill	79.0
Pro forma adjustment to goodwill	$ 455.2

(i) Represents $305.8 million of Class A Common Stock of Alvarium Tiedemann issued to the Alvarium Shareholders based on the fair value of the acquired business.

(ii) Represents the $29.8 million and the $70.2 million of Aggregate Cash Consideration transferred to the TWMH and TIG Entities Members, respectively, for the secondary purchase of partnership interests in Umbrella.

(iii) Represents $75.0 million of Earn-Out Consideration transferred to the Alvarium Shareholders, TWMH Members, and TIG Entities Members, which will be settled with shares of Class A Common Stock. The total value of the Earn-Out Consideration was determined by using a Monte Carlo simulation to forecast the future daily price per share of Class A common stock over a five-year time period. Inherent in a Monte Carlo simulation are assumptions related to expected stock-price volatility, expected life, risk-free interest

rate and dividend yield. The Alvarium Shareholders, the TWMH Members, and the TIG Entities Members Earn-Out Consideration is accounted for as contingent consideration under ASC 805 related to the Business Combination. The earnout liability represents an increase to the consideration owed and is not an assumed liability within purchase accounting.

(iv) Represents the estimated fair value of the Tax Receivable Agreement ("TRA"), which will provide for certain payments made to the TWMH Members, TIG GP Members, and the TIG MGMT Members. The TRA is accounted for as contingent consideration under ASC 805 related to the Business Combination. The $9.5 million increase to the TRA liability establishes the net present value of the contingent consideration owed to TWMH Members and the TIG Entities Members as part of the TRA. Upon completion of the Business Combination, Cartesian will be party to a TRA. As described under "*Certain Relationships and Related-Party Transactions—Tax Receivable Agreement*," in connection with this Business Combination, Cartesian will enter into the TRA with the TWMH Members and the TIG Entities Members. The agreement will require Cartesian to pay an amount equal to 85% of the net tax benefit, if any, that Cartesian realizes in certain circumstances as a result of (i) increases in tax basis resulting from the Business Combination, (ii) certain tax attributes of Umbrella existing prior to the Business Combination, and (iii) tax benefits attributable to payments made under this TRA, generating a liability (the "TRA liability"). The deferred tax asset and the TRA liability for the TRA assume: (A) only exchanges associated with this Business Combination, (B) a share price equal to $10 per share, (C) a constant income tax rate, (D) no material changes in tax law, € the ability to utilize tax attributes, (F) no adjustment for potential remedial allocations, and (G) future TRA payments.

(v) Represents $282.5 million of Umbrella Class B common units issued to TWMH Members based on the fair value of the acquired business. The Umbrella Class B common units represent economic-only interests held by the TWMH Members. Additionally, for each Umbrella Class B common units held, TWMH Members also hold a share of Alvarium Tiedemann Class B Common Stock, which provides one-for-one voting rights.

(vi) Represents $274.8 million of Umbrella Class B common units issued to TIG Entities Members based on the fair value of the acquired business. The Umbrella Class B common units represent economic-only interests held by the TIG Entities Members. Additionally, for each Umbrella Class B common units held, TIG Entities Members also hold a share of Alvarium Tiedemann Class B Common Stock, which provides one-for-one voting rights.

Intangible assets were identified that met either the separability criterion or the contractual-legal criterion described in ASC Topic 805. Adjustments were made to incorporate the step-up in basis to intangible assets from at the closing of the Business Combination. Below is a summary of the intangible assets acquired in the Business Combination:

	Historical Balance	Fair Value	Change in Estimated Fair Value
Trade Name	—	14,609	14,609
Trade Name – Alvarium Securities	—	121	121
Customer Relationships – TWMH	—	155,700	155,700
Customer Relationships – Investment Advisory	—	6,162	6,162
Customer Relationships – Family Office Services	—	2,054	2,054
Developed Technology – IWP	—	1,000	1,000
Investment Management Agreement – Co-Investment (Private Markets – Indefinite Lived)	—	1,329	1,329
Investment Management Agreement – Co-Investment (Private Markets – Finite Lived)	—	242	242
Investment Management Agreement – Co-Investment (Public Market)	—	146,083	146,083
Backlog– Merchant Banking	—	604	604
Investment Management Agreements – Merger Arbitrage	—	247,100	247,100
Historical Intangible Assets	126,844	—	(126,844)
Total Intangible Assets	126,844	575,004	448,160

Approximately $534.2 million have been allocated to goodwill. Goodwill represents the excess of the gross consideration over the fair value of the underlying net tangible and identifiable intangible assets acquired. Any difference between the fair value of the consideration transferred and the fair values of the assets acquired, and liabilities assumed is presented as goodwill. Qualitative factors that contribute to the recognition of goodwill include certain intangible assets that are not recognized as separate identifiable intangible assets. Goodwill represents future economic benefits arising from acquiring the Target Companies, primarily due to its strong market position, that are not individually identified and separately recognized as intangible assets.

In accordance with ASC Topic 350, Goodwill and Other Intangible Assets, goodwill will not be amortized, but instead will be tested for impairment at least annually or more frequently if certain indicators are present. In the event that the value of goodwill and/or intangible assets has become impaired, an accounting charge for impairment during the quarter in which the determination is made may be recognized.

In addition to the recognition of goodwill and intangibles, the following are adjustments made in connection with the Business Combination:

vii. A $46.8 million increase in deferred tax liabilities that results from the step-up for tax purposes of certain assets, including the deferred tax asset created as a result of payments resulting from the Tax Receivable Agreement.

viii. A $204.1 million decrease to historical equity accounts of TWMH, TIG Entities, and Alvarium.

ix. A $79.0 million decrease in goodwill and subsequent increase to additional paid-in capital to eliminate historical goodwill of TWMH and Alvarium.

x. A $12.3 million increase to retained earnings to eliminate the accrual of success fees in connection with the Business Combination.

xi. A $1.1 million increase to accumulated other comprehensive income to eliminate TWMH accumulated other comprehensive income in connection with the Business Combination.

xii. A $0.3 million decrease to non-controlling interest to reflect the non-controlling interest as a result of the Business Combination.

(j) Represents the cash payment made to redeeming Class A ordinary shareholders.

(k) Represents the $5.0 million conversion of all of the outstanding redeemable Ordinary Shares of Alvarium Tiedemann that were not redeemed and thus converted into shares of Class A Common Stock with an offset to additional paid-in capital

(l) Represents the conversion of all of the outstanding redeemable Ordinary Shares of Alvarium Tiedemann that were not redeemed and thus converted into shares of Class A Common Stock with an offset to additional paid-in capital as well as the automatic conversion on a one-for-one basis of the outstanding non-redeemable Ordinary Shares of Alvarium Tiedemann, which will then automatically convert into the right to receive shares of Class A Common Stock.

Note 4—Adjustments to Unaudited Pro Forma Condensed Combined Statement of Operations for the Year Ended December 31, 2022

The adjustments included in the unaudited pro forma condensed combined statement of operations for the Year ended December 31, 2022 are as follows:

(a) Represents the $10.7 million adjustment for the Class D-1 equity interest holder's compensation expense as the Class D-1 equity interest holder will become an employee of the TIG Entities subsequent to the Business Combination.

(b) Represents the pro forma adjustment to recognize $12.3 million of expenses related to success fees contingent on the Closing of the Business Combination.

(c) Represents adjustments to incorporate intangible asset amortization for the step-up in basis related to the Business Combination at the closing of the Business Combination. This pro forma adjustment has been calculated assuming the transaction occurred on January 1, 2022. The following table is a summary of information related to certain intangible assets acquired, including information used to calculate the pro forma amortization expense.

Identified Intangible Asset	Fair Value	Years of Amortization	Amortization for Period
Trade Name	$ 14,609	10	1,460
Trade Name – Alvarium Securities	121	1	121
Customer Relationships – TWMH	155,700	27	5,767
Customer Relationships – Investment Advisory	6,162	32	193
Customer Relationships – Family Office Services	2,054	20	103
Developed Technology – IWP	1,000	5	200
Investment Management Agreement – Co-Investment (Private Markets – Indefinite Lived)	1,329	Indefinite	—
Investment Management Agreement – Co-Investment (Private Markets – Finite Lived)	242	5	48
Investment Management Agreement – Co-Investment (Public Market)	146,083	Indefinite	—
Backlog – Merchant Banking	604	1	604
Investment Management Agreements – Merger Arbitrage	247,100	Indefinite	—
Historical Amortization			(8,348)
Total amortization expense			148

(d) Represents the pro forma adjustments to eliminate interest earned on cash and marketable securities held in the Trust Account.

(e) Represents the pro forma adjustments related to interest expense from the issuance of New Debt. See below for a reconciliation table of the debt adjustments for the period presented.

	Cartesian	TWMH	TIG Entities	Alvarium	AITi Adjustments	Total
Historical interest expense	$ 32	$ 633	$ 2,593	$ 7,208	$ —	$ 10,466
Eliminate interest expense	(32)	(633)	(2,593)	(7,208)	—	(10,466)
Term loan interest expense	—	—	—	—	7,975	7,975
Revolver loan interest expense	—	—	—	—	3,772	3,772
Pro forma adjustment	(32)	(633)	(2,593)	(7,208)	11,747	1,281
Total	**$ —**	**$ —**	**$ —**	**$ —**	**$ 11,747**	**$ 11,747**

(f) Prior to the Closing, Umbrella was treated as a partnership for U.S. federal and state income tax purposes. As such, Umbrella's profits and losses flowed through to its partners and were generally not subject to tax at the Umbrella level. Following the Closing, Umbrella is subject to U.S. federal, state, and local taxes.

As a result, we expect a portion of our income after our corporate reorganization to be taxable in jurisdictions in which it previously had not been taxable. We estimate that our allocable share of income or loss from the

partnership will be subject to an effective tax rate of 29%. Further, these pro forma income tax provisions are prepared as if the transaction occurred on January 1, 2022.

(g)(i) Represents the pro forma 49% economic interest the non-controlling shareholders will hold in Class B common units in Umbrella. The amount is determined by multiplying the sum of the total net income of TWMH, TIG Entities, Alvarium, and the net income of the Business Combination Adjustments by 49%.

(g)(ii) Represents the pro forma 49% economic interest the non-controlling shareholders will hold in Class B common units in Umbrella.

The amounts are calculated as follows (in thousands):

	For the Year Ended December 31, 2022
Income before taxes attributable to NCI	
TWMH	$ (5,471)
TIG Entities	42,244
Alvarium	(31,791)
	4,982
Pro forma economic interest percentage	48.91%
Pro forma income before taxes attributable to NCI	2,437
Pro forma adjustments	
Class D-1 Adjustment	(10,659)
Pro forma interest expense adjustment	(1,281)
Business combination adjustment (success fee)	(12,341)
Business combination adjustment (amortization expense)	(148)
	(24,429)
Pro forma economic interest percentage	48.91%
Pro forma amortization expense business combination adjustment attributable to NCI	(11,948)
Alvarium Income Tax Expense	5,939
Pro forma economic interest percentage	48.91%
Alvarium Income Tax Expense attributable to NCI	2,905
Alvarium amortization	4,983
Alvarium success fee	(6,928)
	(1,945)
UK Corporate Tax Rate	19.00%
Pro forma economic interest percentage	48.91%
Alvarium amortization tax add-back attributable to NCI	179
Net income attributed to NCI in subsidiaries Pro Forma Adjustment	**$ (6,427)**
TWMH	113
TIG Entities	—
Alvarium	12
Class D-1 Adjustment	3,696
Pro forma interest expense adjustment	444
Net income attributed to NCI in subsidiaries Business Combination Adjustment	**$ (2,162)**

Note 5—Earnings Per Share

Earnings per share is calculated using the historical weighted average shares outstanding, and the issuance of additional shares in connection with the Business Combination, assuming the shares were outstanding at January 1, 2022. As the Business Combination and related transactions are being reflected as if they had occurred at the beginning of the periods presented, the calculation of weighted average shares outstanding for basic and diluted net income per share assumes that the shares issuable relating to the Business Combination have been outstanding for the entire periods presented.

For the purposes of calculating the weighted average number of shares, the Class B shares have been excluded from the calculation as the shares represent voting only shares. The weighted average number of shares outstanding represents Class A shares outstanding, which are economic interest only shares. The following factors are considered, in each case based upon the pro forma shareholder redemption scenarios:

(a) Management determined that the economic shares include Class A common shares issued to:

a. SPAC Shareholders

i. 0.5 million shares issued.

b. SPAC Sponsor and Independent Directors

i. Approximately 5.8 million shares issued to SPAC Sponsor, which represent approximately 8.6 million shares less the approximately 2.1 million of Sponsor Shares forfeited, less the 0.7 million shares held by the Sponsor forfeited based on a five-year post-closing earn-out, with (i) 50% of such shares being no longer subject to forfeiture if the VWAP of the shares equals or exceeds $12.50 and (ii) the remaining 50% of such shares no longer subject to forfeiture if the VWAP of the shares equals or exceeds $15.00;

c. PIPE Investors

i. Approximately 19.0 million shares issued to PIPE Investors.

d. Alvarium Shareholders

i. Approximately 30.6 million shares issued to Alvarium Shareholders.

(b) Existing shareholders have rights to exchange the pre-existing voting units to Class A common shares on a one-for-one exchange basis. Upon full exchange, Class A common shares shall be increased by 55.0 million shares. The conversion effects are excluded in the diluted earnings per share calculation, as the result would be anti-dilutive for the year ended December 31, 2022.

(c) The 11.5 million of Public Warrants and 8.9 million of private Warrants with an exercise price at $11.50 are not converted to Class A Common Stock at the Closing of the Business Combination. The warrant effects are excluded from the diluted earnings per share calculation, as the result would be anti-dilutive for the year ended December 31, 2022.

(d) The 10.4 million of remaining earn-out shares will be allocated among the TWMH Members, the TIG Entities Members, the Alvarium Shareholders, and the Sponsor. Of the total earn-out shares, 2.5 million, will be allocated to Alvarium Shareholders and 0.8 million will be allocable to the Sponsor, which will vest into Class A Common Stock. Of the remaining earn-out shares, 3.6 million will be allocated to the TWMH Members and 3.5 million, will be allocated to the TIG Entities Members, which will vest into Class B Common Stock. The earn-out effects are excluded in the diluted earnings per share calculation, as the result would be anti-dilutive for the year ended December 31, 2022.

	For the Year Ended December 31, 2022
Numerator	
Net income	$ (11,090)
Less: net income (loss) attributable to noncontrolling interests	(6,427)
Net income attributable to holders of Class A Common Stock – basic	$ (4,663)
Denominator	
Weighted average shares of Class A Common Stock outstanding – basic	57,488,068
Weighted average shares of Class A Common Stock outstanding – diluted	57,488,068
Basic earnings per share	$ (0.08)
Diluted earnings per share	$ (0.08)

The pro forma book value per share information reflects the Business Combination as if it had occurred on December 31, 2022.

	Pro Forma Combined
Book Value Per Share (1)	$ 7.81

(1) Book value per share = total equity attributable to controlling interests/shares outstanding. For the pro forma combined book value per share, total equity attributable to controlling interests is derived using 57.5 million shares.

Certain Non-US GAAP Pro Forma Information

The unaudited pro forma condensed combined financial statements are reported in accordance with GAAP and Article 11 of SEC Regulation S-X. In addition, we have provided the following pro forma non-US GAAP financial information. We believe that this pro forma non-US GAAP financial measure provides useful information about the combined company's pro forma operating results.

This pro forma non-US GAAP financial measure is not an alternative to the unaudited pro forma condensed combined statement of operations prepared in accordance with GAAP and should be considered in addition to, and not as a substitute or superior to, such pro forma financial statement. Using only the pro forma non-US GAAP financial measure to analyze performance would have material limitations because its calculation is based on our subjective determination regarding the nature and classification of events and circumstances that investors may find significant. For these pro forma non-US GAAP financial measures, a reconciliation of the differences between the pro forma non-US GAAP measure and the most directly comparable pro forma GAAP measure has

been provided. Although other companies report non-US GAAP net income and diluted earnings per share, numerous methods may exist for calculating a company's non-US GAAP net income and diluted earnings per share. As a result, the method used to calculate the combined company's pro forma non-US GAAP financial measure may differ from the methods used by other companies to calculate their non-US GAAP measures.

Pro Forma Combined Adjusted Net Income ("Adjusted Net Income")

We define Adjusted Net Income as follows:

Net income (loss) from continuing operations before one-time extraordinary and certain non-cash items, including but not limited to:

- equity settled share-based payments;
- impairment of equity method investments;
- COVID-19 subsidies;
- one-time bonuses;
- transaction expenses,
- legal settlement;
- fair value adjustments to strategic investments;
- change in fair value of (gains) / losses on investments;
- Holbein compensatory earn-in;
- other one-time deal costs;
- long term incentive plan expenses;
- TWMH Partner's payout right;
- change in fair value of warrant liability;
- one-time fees and charges; and
- the income tax expense or benefit on the foregoing adjustments that are subject to income tax

Adjusted Net Income provides us with a measure of financial performance, independent of items that are beyond the control of management in the short-term. This metric measures our financial performance based on operational factors that management can impact in the short-term, namely the cost structure or expenses of the organization. Adjusted Net Income is one of the metrics we use to review the financial performance of our business on a monthly basis.

Adjusted Net Income is not a measurement of financial performance under GAAP and should not be considered in isolation or as an alternative to income from operations, net income (loss) or any other measure of performance or liquidity derived in accordance with GAAP. We believe this non-US GAAP measure, as we have defined it, is helpful in identifying trends in our day-to-day performance because the items excluded have little or no significance on our day-to-day operations. This measure provides an assessment of controllable expenses and affords management the ability to make decisions which are expected to facilitate meeting current financial goals as well as achieve optimal financial performance.

Pro Forma Combined Adjusted EBITDA ("Adjusted EBITDA")

We define Adjusted EBITDA as follows:

- Adjusted Net Income;

- adjustments related to joint ventures and associates;
- interest expense, net;
- income tax (benefit) expense;
- the income tax expense or benefit on adjustments to net income that are subject to income tax; and
- depreciation and amortization expense.

Adjusted EBITDA provides us with a measure of financial performance, independent of items that are beyond the control of management in the short-term, such as depreciation and amortization, taxation, non-cash impairments and interest expense associated with our capital structure. This metric measures our financial performance based on operational factors that management can impact in the short-term, namely the cost structure or expenses of the organization. Adjusted EBITDA is one of the metrics we use to review the financial performance of our business on a monthly basis.

Adjusted EBITDA is not a measurement of financial performance under GAAP and should not be considered in isolation or as an alternative to income from operations, net income (loss) or any other measure of performance or liquidity derived in accordance with GAAP. We believe this non-US GAAP measure, as we have defined it, is helpful in identifying trends in our day-to-day performance because the items excluded have little or no significance on our day-to-day operations. This measure provides an assessment of controllable expenses and affords management the ability to make decisions which are expected to facilitate meeting current financial goals as well as achieve optimal financial performance.

The following tables present our reconciliation of pro forma Adjusted Net Income and Adjusted EBITDA for the combined Company with the Pro Forma Condensed Combined Statements of Operations for the years ended December 31, 2022, December 31, 2021 and December 31, 2020:

(Amounts in thousands)	Year Ended December 31, 2022
Pro Forma Combined Adjusted Net Income and Combined Adjusted EBITDA	
Pro forma net income attributed to Alvarium Tiedemann	$ (4,663)
Pro forma net income attributed to non-controlling interests in subsidiaries	(6,427)
Pro forma net income	(11,090)
Income tax expense	(4,553)
Pro forma net income before taxes	(15,643)
Equity settled share based payments P&L (a)(i)	4,223
Transaction expenses (b)	49,499
Change in fair value of (gains) / losses on investments (c)	(225)
Fair value adjustments to strategic investments (d)	(19,454)
Change in fair value of warrant liability (e)	(12,562)
Change in fair value of conversion option liability (f)	41
One-time bonuses (g)	1,019
TWMH Partner's payout right (h)	3,662
Holbein compensatory earn-in (i)	1,858
Other one-time deal costs (j)	643
Long term incentive plan expenses (k)	13,170
Legal settlement (l)	7,092
Pro forma adjusted income before taxes	33,323
Adjusted income tax expense	(9,715)
Pro Forma Combined Adjusted Net Income	23,608
Net income attributed to non-controlling interests in subsidiaries	13,573
Pro Forma Combined Adjusted Net Income attributable to Alvarium Tiedemann	10,035
Net income attributed to non-controlling interests in subsidiaries	13,573
Adjustments related to joint ventures and associates (m)	2,029
Interest expense, net	11,340
Income tax expense	(4,553)
Adjusted income tax expense less income tax expense	14,268
Depreciation and amortization	9,783
Pro Forma Combined Adjusted EBITDA	$ 56,475
Pro Forma Earnings Per Share	
Basic	$ (0.08)
Diluted	$ (0.08)
Pro Forma Adjusted Net Income Per Share	
Basic	$ 0.17
Diluted	$ 0.15
Pro Forma Number of Shares Used in Computing Earnings Per Share and Adjusted Net Income Per Share	
Basic	57,488,068
Diluted – pro forma	57,488,068
Diluted – adjusted net income	67,895,822

(a) Represents add-back of the non-cash expense related to equity-based compensation to it employees.
(b) Represents adjustment for transaction expenses related to Cartesian's IPO and the Business Combination, in order to reflect our recurring performance. The amount represents $27.2 million of transaction expenses incurred by the Targets for the Year Ended December 31, 2022, $8.6 million of transaction expenses incurred by Cartesian for the Year Ended December 31, 2022, and a $12.3 million pro forma adjustment related to the recognition of success fees contingent on the closing of the Business Combination for the Year Ended December 31, 2022.
(c) Represents the change in unrealized gains/losses related primarily to the TWMH interest rate swap and Cartesian treasury bills.
(d) Represents add-back of unrealized (gains) / losses on strategic investments.
(e) Represents the change in the fair value of the warrant liability.
(f) Represents the change in the fair value of the conversion option liability.
(g) The amount is related to incremental compensation expense associated with the TIH acquisition as discussed in Note 3, "Variable Interest Entities and Business Combinations" of the Notes to the Consolidated Financial Statements of TWMH including the forgiveness of a promissory note.
(h) Represents the change in the TWMH Partner's payout related to the Business Combination.
(i) Add back of cash portion of the compensatory earn-ins related to the Holbein acquisition as discussed in Note 3, "Variable Interest Entities and Business Combinations" of the Notes to the Consolidated Financial Statements of TWMH. The $3.7 million of compensatory earn-ins is settled in 50% equity and 50% cash. Add back of equity portion of compensatory earn-ins of $1.9 million is included in the equity settled share-based payments combined EBITDA adjustment.
(j) Related to professional fees associated with an acquisition target. These costs are not related to the Business Combination.
(k) Represents adjustment for one-time payments made under long term incentive plan (LTIP).

(l) Represents adjustment for separation agreement expense recorded during the year ended December 31, 2022.
(m) Represents Alvarium's share of joint ventures and associates Adjusted EBITDA.

(Amounts in thousands)	Year Ended December 31, 2021
Pro Forma Combined Adjusted Net Income and Combined Adjusted EBITDA	
Pro forma net income attributed to Alvarium Tiedemann	$ 16,450
Pro forma net income attributed to non-controlling interests in subsidiaries	21,444
Pro forma net income	37,894
Income tax expense	6,553
Pro forma net income before taxes	44,447
Equity settled share based payments P&L(a)	5,533
Transaction expenses(b)	17,364
Legal settlement(c)	565
Impairment of equity method investment(d)	2,364
Change in fair value of (gains) / losses on investments (e)	(2)
Fair value adjustments to strategic investments(f)	(15,370)
Change in fair value of warrant liability(g)	(814)
Pro forma adjusted income before taxes	54,087
Adjusted income tax expense	(7,961)
Pro Forma Combined Adjusted Net Income	46,126
Net income attributed to non-controlling interests in subsidiaries	24,966
Pro forma Combined Adjusted Net Income attributable to Alvarium Tiedemann	21,160
Net income attributed to non-controlling interests in subsidiaries	24,966
Adjustments related to joint ventures and associates(h)	3,313
Interest expense, net	11,698
Income tax expense	6,553
Adjusted income tax expense less income tax expense	1,408
Depreciation and amortization	9,390
Pro Forma Combined Adjusted EBITDA	$ 78,489
Pro Forma Earnings Per Share	
Basic	$ 0.29
Diluted	$ 0.24
Pro Forma Adjusted Net Income Per Share	
Basic	$ 0.37
Diluted	$ 0.31
Pro Forma Number of Shares Used in Computing Earnings Per Share and Adjusted Net Income Per Share	
Basic	57,488,068
Diluted	67,895,822

(a) Represents add-back of the non-cash expense related to equity-based compensation to its employees.
(b) Represents adjustment for transaction expenses related to Cartesian's IPO and the Business Combination, in order to reflect our recurring performance. The amount represents $15.6 million of transaction expenses

incurred by the Targets for the Year Ended December 31, 2021 and $1.8 million of transaction expenses incurred by Cartesian for the Year Ended December 31, 2021.

(c) Represents legal fees incurred in connection with a legal action that was settled in July 2021. For further detail on the legal settlement, refer to Note 13, "Legal settlement," of the Notes to the Combined and Consolidated Financial Statements of the TIG Entities.

(d) Represents the adjustment to an other-than-temporary impairment of the Tiedemann Constantia AG equity method investment.

(e) Represents the change in unrealized gains/losses related primarily to the interest rate swap.

(f) Represents add-back of unrealized (gains) / losses on strategic investments.

(g) Represents the change in the fair value of the warrant liability.

(h) Represents Alvarium's share of joint ventures and associates Adjusted EBITDA.

(Amounts in thousands)	Year Ended December 31, 2020
Pro Forma Combined Adjusted Net Income and Combined Adjusted EBITDA	
Pro forma net income (loss) attributed to Alvarium Tiedemann	$ 4,840
Pro forma net income attributed to non-controlling interests in subsidiaries	6,243
Pro forma net income (loss)	11,083
Income tax expense	1,916
Pro forma net income before taxes	12,999
Equity settled share based payments P&L [(a)]	1,154
Covid subsidies[(b)]	(976)
One-time bonuses[(c)]	2,200
Legal settlement[(d)]	6,313
Change in fair value of (gains) / losses on investments [(e)]	266
Fair value adjustments to strategic investments[(f)]	(7,670)
One-time fees and charges[(g)]	181
Pro forma adjusted net income before taxes	14,467
Adjusted income tax expense	(1,679)
Pro Forma Combined Adjusted Net Income	12,788
Net income attributed to non-controlling interests in subsidiaries	7,494
Pro forma Combined Adjusted Net Income (loss) attributable to Alvarium Tiedemann	5,294
Net income attributed to non-controlling interests in subsidiaries	7,494
Adjustments related to joint ventures and associates [(h)]	7,615
Interest expense, net	11,683
Income tax expense	1,916
Adjusted income tax expense less income tax expense	(238)
Depreciation and amortization	9,311
Pro Forma Combined Adjusted EBITDA	$ 43,075
Pro Forma Earnings Per Share	
Basic	$ 0.08
Diluted	$ 0.07
Pro Forma Adjusted Net Income (loss) Per Share	
Basic	$ 0.09
Diluted	$ 0.08
Pro Forma Number of Shares Used in Computing Earnings Per Share and Adjusted Net Income (loss) Per Share	
Basic	57,488,068
Diluted	67,895,822

(a) Represents add-back of the non-cash expense related to equity-based compensation to its employees.
(b) Represents COVID-19 subsidies received from UK, USA, Hong Kong and Singaporean governments.
(c) Represents a one-time bonus payment made to certain members in 2020.
(d) Represents an accrual related to a legal action that was settled in July 2021. For further detail on the legal settlement, refer to Note 13, “Legal settlement,” of the Notes to the Combined and Consolidated Financial Statements of the TIG Entities.
(e) Represents the change in unrealized gains/losses related primarily to the interest rate swap.
(f) Represents the adjustment to add back unrealized (gains) / losses on strategic investments.
(g) Represents other one-time fees and charges that management believes are not representative of the operating performance.
(h) Represents Alvarium’s share of joint ventures and associates Adjusted EBITDA.

DESCRIPTION OF SECURITIES

The following summary of the material terms of our securities is not intended to be a complete summary of the rights and preferences of such securities. The descriptions below are qualified by reference to the actual text of our Charter and Bylaws. We advise you to read our Charter and Bylaws in their entirety for a complete description of the rights and preferences of our securities.

Authorized and Outstanding Capital Stock

The Charter authorizes two classes of Common Stock, Class A Common Stock and Class B Common Stock, each with a par value of $0.0001. As of April 14, 2023, there were 57,995,513 shares of Class A Common Stock issued and outstanding and 55,032,961 shares of Class B Common Stock issued and outstanding.

Each Class B Unit (a "Class B Unit") of Umbrella is paired with a share of Class B Common Stock (collectively, the "Paired Interests"). Pursuant to the Second Amended and Restated Limited Liability Agreement of Umbrella, dated as of January 3, 2023 (as amended from time to time, the "LLC Agreement"), a Paired Interest is exchangeable at any time for a share of Class A Common Stock on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the holder exchanges the Paired Interests pursuant to the LLC Agreement, the shares of Class B Common Stock included in the Paired Interests will automatically be canceled and the Class B Common Units included in the Paired Interests shall be automatically transferred to us and converted into and become an equal number of Class A Common Units in Umbrella.

As of April 28, 2023, we had 57,995,513 shares of Class A Common Stock, including 8,625,000 Founder Shares subject to vesting requirements, outstanding held of record by approximately 392 holders, 55,032,961 shares of Class B Common Stock outstanding held of record by approximately 85 holders, 19,892,387 Warrants outstanding to purchase the equal shares of Class A Common Stock, comprised of 10,992,453 Public Warrants held by approximately 1 holders of record and 8,899,934 Private Warrants held by 116 holders of record.

Voting Power

Except as otherwise required by law or as otherwise provided in any preferred stock designation, the holders of the Company's Common Stock possess all voting power for the election of the Company's directors and all other matters submitted to a vote of stockholders of the Company. Holders of the Company's Common Stock have one vote in respect of each share of stock held by such holder on matters to be voted on by stockholders. Except as otherwise required by law, holders of the Company's Common Stock, as such, are not be entitled to vote on any amendment to the Charter (including any preferred stock designation) that relates solely to the rights, powers, preferences (or the qualifications, limitations or restrictions thereof) or other terms of one or more outstanding series of the Company's preferred stock if the holders of such affected series of the Company's preferred stock are entitled to vote on such amendment pursuant to the Charter (including any preferred stock designation) or pursuant to the DGCL.

Dividends

Subject to applicable law and the rights and preferences of any holders of any outstanding series of preferred stock of the Company, holders of the Company's Class A Common Stock are entitled to receive dividends when, as and if declared by the Board, payable either in cash, in property or in shares of capital stock. Holders of the Company's Class B Common Stock shall be deemed to be a non-economic interest, and such holders are not be entitled to receive any dividends (including cash, stock or property) in respect of their shares of Class B Common Stock.

Liquidation, Dissolution and Winding Up

Upon the Company's liquidation, dissolution or winding up and after payment in full of all amounts required to be paid to creditors and to any holders of preferred stock having liquidation preferences, if any, the remaining assets of the Company of whatever kind available for distribution will be distributed to the holders of Class A Common Stock ratably in proportion to the number of shares of Class A Common Stock of the Company held by them and to the holders of any outstanding series of preferred stock of the Company entitled thereto. Holders of Class B Common Stock shall not be entitled to receive any assets or funds of the Company available for distribution to stockholders of the Company. The voluntary sale, conveyance, lease, exchange or transfer (for cash, shares of capital stock, securities or other consideration) of all or substantially all of the assets of the Company or a merger involving the Company and one or more other entities (whether or not the Company is the entity surviving such merger) will not be deemed to be a dissolution, liquidation or winding up of the affairs of the Company, except to the extent expressly provided for in any applicable preferred stock designation.

Preemptive or Other Rights

Subject to the preferential rights of any other class or series of stock, all shares of Class A Common Stock have equal dividend, distribution, liquidation and other rights, and have no preference or appraisal rights, except for any appraisal rights provided by the DGCL. Subject to the preferential rights of any other class or series of stock, all shares of Class B Common Stock have equal dividend, distribution, liquidation and other rights, and have no preference or appraisal rights, except for any appraisal rights provided by the DGCL. Furthermore, holders of Common Stock has no preemptive rights and there are no conversion, sinking fund or redemption rights, or rights to subscribe for any of the Company's securities. The rights, powers, preferences and privileges of holders of Common Stock are subject to those of the holders of any shares of preferred stock that the Board may authorize and issue in the future.

Election of Directors

Each director generally serves for a term of one year expiring at the annual meeting of stockholders. There is no cumulative voting with respect to the election of directors, with the result that the holders of more than 50% of the shares voted for the election of directors can elect all of the directors.

Preferred Stock

The Charter provides that shares of preferred stock may be issued from time to time in one or more series. The Board is authorized to establish the voting rights, if any, designations, preferences and relative, participating, optional or other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof, applicable to the shares of each series of preferred stock. The Board is able to, without stockholder approval, issue preferred stock with voting and other rights that could adversely affect the voting power and other rights of the holders of Common Stock and could have anti-takeover effects. The ability of the Board to issue preferred stock without stockholder approval could have the effect of delaying, deferring or preventing a change of control of the Company or the removal of existing management. As of the date hereof, we have no preferred stock outstanding.

Warrants

Public Warrants

Each whole warrant entitles the registered holder to purchase one Class A Common Stock at a price of $11.50 per share, subject to adjustment as discussed below, at any time commencing 30 days after the completion of the Business Combination. Pursuant to the Warrant Agreement, a warrant holder may exercise its Warrants only for a whole number of shares of Class A Common Stock. This means that only a whole warrant may be exercised at any given time by a warrant holder. The Warrants will expire five years after the date on which they first became exercisable, at 5:00 p.m., New York City time, or earlier upon redemption or liquidation.

We will not be obligated to deliver any shares of Class A Common Stock pursuant to the exercise of a warrant and will have no obligation to settle such warrant exercise unless a registration statement under the Securities Act with respect to the Class A Common Stock underlying the Warrants is then effective and a prospectus relating thereto is current, subject to our satisfying our obligations described below with respect to registration, or a valid exemption from registration is available. No warrant will be exercisable and we will not be obligated to issue Class A Common Stock upon exercise of a warrant unless the Class A Common Stock issuable upon such warrant exercise have been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the Warrants. In the event that the conditions in the two immediately preceding sentences are not satisfied with respect to a warrant, the holder of such warrant will not be entitled to exercise such warrant and such warrant may have no value and expire worthless. In no event will we be required to net cash settle any warrant.

On January 27, 2023, we filed with the SEC a registration statement for the registration, under the Securities Act, of the Class A Common Stock issuable upon exercise of the Warrants. We will use our commercially reasonable efforts to cause the same to become effective and to maintain the effectiveness of such registration statement, and a current prospectus relating thereto, until the expiration or redemption of the Warrants in accordance with the provisions of the Warrant Agreement. Notwithstanding the above, if our Class A Common Stock is at the time of any exercise of a warrant not listed on a national securities exchange such that it satisfies the definition of a "covered security" under Section 18(b)(1) of the Securities Act, we may, at our option, require holders of Warrants who exercise their Warrants to do so on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act and, in the event we so elect, we will not be required to file or maintain in effect a registration statement or register or qualify the shares under applicable blue sky laws to the extent an exemption is available.

Redemption of Warrants when the price per Class A Common Stock equals or exceeds $18.00. Once the Warrants become exercisable, we may redeem the outstanding Warrants:

- in whole and not in part;
- at a price of $0.01 per warrant;
- upon not less than 30 days' prior written notice of redemption to each warrant holder; and
- if, and only if, the last reported sale price of the Class A Common Stock equals or exceeds $18.00 per share (as adjusted for adjustments to the number of shares issuable upon exercise or the exercise price of a warrant as described under the heading "-Anti-dilution Adjustments") for any 20 trading days within a 30-trading day period ending three business days before we send the notice of redemption to the warrant holders.

In the event that we elect to redeem all of the redeemable Warrants as described above, we will fix a date for the redemption (the "Redemption Date"). Pursuant to the terms of the Warrant Agreement, notice of redemption will be mailed by first class mail, postage prepaid, by us not less than 30 days prior to the Redemption Date to the registered holders of the redeemable Warrants to be redeemed at their last addresses as they appear on the registration books. In addition, we will issue a press release and file a current report on Form 8-K with the SEC containing notice of redemption.

We are not contractually obligated to notify investors when the Warrants become eligible for redemption and do not intend to so notify investors upon eligibility of the Warrants for redemption, unless and until we elect to redeem such Warrants pursuant to the terms of the Warrant Agreement.

We will not redeem the Warrants as described above unless a registration statement under the Securities Act covering the issuance of the Class A Common Stock issuable upon exercise of the Warrants is then effective and a current prospectus relating to those shares of Class A Common Stock is available throughout the 30-day

redemption period. If and when the Warrants become redeemable by us, we may exercise our redemption right even if we are unable to register or qualify the underlying securities for sale under all applicable state securities laws.

We have established the last of the redemption criterion discussed above to prevent a redemption call unless there is at the time of the call a significant premium to the warrant exercise price. If the foregoing conditions are satisfied and we issue a notice of redemption of the Warrants, each warrant holder will be entitled to exercise his, her or its warrant prior to the scheduled redemption date. However, the price of the Class A Common Stock may fall below the $18.00 redemption trigger price (as adjusted for share splits, share dividends, rights issuances, subdivisions, reorganizations, recapitalizations and the like) as well as the $11.50 (for whole shares) warrant exercise price after the redemption notice is issued.

Redemption Procedures. A holder of a warrant may notify us in writing in the event it elects to be subject to a requirement that such holder will not have the right to exercise such warrant, to the extent that after giving effect to such exercise, such person (together with such person's affiliates), to the warrant agent's actual knowledge, would beneficially own in excess of 4.9% or 9.8% (as specified by the holder) of the Class A Common Stock outstanding immediately after giving effect to such exercise.

Anti-dilution Adjustments. If the number of outstanding shares of Class A Common Stock is increased by a dividend payable in Class A Common Stock, or by a split-up of Class A Common Stock or other similar event, then, on the effective date of such share dividend, split-up or similar event, the number of shares of Class A Common Stock issuable on exercise of each warrant will be increased in proportion to such increase in the outstanding ordinary shares. A rights offering to holders of ordinary shares entitling holders to purchase Class A Common Stock at a price less than the fair market value will be deemed a share dividend of a number of shares of Class A Common Stock equal to the product of (i) the number of shares of Class A Common Stock actually sold in such rights offering (or issuable under any other equity securities sold in such rights offering that are convertible into or exercisable for Class A Common Stock) multiplied by (ii) one minus the quotient of (a) the price per share of Class A Common Stock paid in such rights offering divided by (b) the fair market value. For these purposes (i) if the rights offering is for securities convertible into or exercisable for Class A Common Stock, in determining the price payable for Class A Common Stock, there will be taken into account any consideration received for such rights, as well as any additional amount payable upon exercise or conversion and (ii) fair market value means the volume weighted average price of Class A Common Stock as reported during the ten trading day period ending on the trading day prior to the first date on which the Class A Common Stock trades on the applicable exchange or in the applicable market, regular way, without the right to receive such rights.

In addition, if we, at any time while the Warrants are outstanding and unexpired, pay a dividend or make a distribution in cash, securities or other assets to the holders of Class A Common Stock on account of such Class A Common Stock (or other shares of our share capital into which the Warrants are convertible), other than (i) as described above or (ii) any cash dividends or cash distributions which, when combined on a per share basis with all other cash dividends and cash distributions paid on the Class A Common Stock during the 365-day period ending on the date of declaration of such dividend or distribution does not exceed $0.50 (as adjusted to appropriately reflect any other adjustments and excluding cash dividends or cash distributions that resulted in an adjustment to the exercise price or to the number of Class A Common Stock issuable on exercise of each warrant) but only with respect to the amount of the aggregate cash dividends or cash distributions equal to or less than $0.50 per share, then the warrant exercise price will be decreased, effective immediately after the effective date of such event, by the amount of cash and/or the fair market value of any securities or other assets paid on each share of Class A Common Stock in respect of such event.

If the number of outstanding shares of Class A Common Stock is decreased by a consolidation, combination, reverse share split or reclassification of Class A Common Stock or other similar event, then, on the effective date of such consolidation, combination, reverse share split, reclassification or similar event, the

number of shares of Class A Common Stock issuable on exercise of each warrant will be decreased in proportion to such decrease in outstanding Class A Common Stock.

Whenever the number of shares of Class A Common Stock purchasable upon the exercise of the Warrants is adjusted, as described above, the warrant exercise price will be adjusted by multiplying the warrant exercise price immediately prior to such adjustment by a fraction (i) the numerator of which will be the number of shares of Class A Common Stock purchasable upon the exercise of the Warrants immediately prior to such adjustment, and (ii) the denominator of which will be the number of shares of Class A Common Stock so purchasable immediately thereafter.

In case of any reclassification or reorganization of the outstanding Class A Common Stock (other than those described above or that solely affects the par value of such Class A Common Stock), or in the case of any merger or consolidation of us with or into another corporation (other than a consolidation or merger in which we are the continuing corporation and that does not result in any reclassification or reorganization of our outstanding ordinary shares), or in the case of any sale or conveyance to another corporation or entity of the assets or other property of us as an entirety or substantially as an entirety in connection with which we are dissolved, the holders of the Warrants will thereafter have the right to purchase and receive, upon the basis and upon the terms and conditions specified in the Warrants and in lieu of the Class A Common Stock immediately theretofore purchasable and receivable upon the exercise of the rights represented thereby, the kind and amount of shares or other securities or property (including cash) receivable upon such reclassification, reorganization, merger or consolidation, or upon a dissolution following any such sale or transfer, that the holder of the Warrants would have received if such holder had exercised their Warrants immediately prior to such event. If less than 70% of the consideration receivable by the holders of Class A Common Stock in such a transaction is payable in the form of shares in the successor entity that is listed for trading on a national securities exchange or is quoted in an established over-the-counter market, or is to be so listed for trading or quoted immediately following such event, and if the registered holder of the warrant properly exercises the warrant within thirty days following public disclosure of such transaction, the warrant exercise price will be reduced as specified in the Warrant Agreement based on the Black-Scholes value (as defined in the Warrant Agreement) of the warrant. The purpose of such exercise price reduction is to provide additional value to holders of the Warrants when an extraordinary transaction occurs during the exercise period of the Warrants pursuant to which the holders of the Warrants otherwise do not receive the full potential value of the Warrants.

The Warrants are issued in registered form under the Warrant Agreement between Continental Stock Transfer & Trust Company, as warrant agent, and us. You should review a copy of the Warrant Agreement, which is filed to our Current Report on Form 8-K, filed with the SEC on January 9, 2023, for a complete description of the terms and conditions applicable to the Warrants. The Warrant Agreement provides that the terms of the Warrants may be amended without the consent of any holder for the purpose of (i) curing any ambiguity or to correct any mistake, including to conform the provisions of the Warrant Agreement to the description of the terms of the Warrants and the Warrant Agreement set forth in this Prospectus/Offer to Exchange, or defective provision or (ii) adding or changing any provisions with respect to matters or questions arising under the Warrant Agreement as the parties to the Warrant Agreement may deem necessary or desirable and that the parties deem to not adversely affect the rights of the registered holders of the Warrants, provided that the approval by the holders of at least 65% of the then-outstanding Warrants is required to make any change that adversely affects the interests of the registered holders.

The Warrants may be exercised upon surrender of the warrant certificate on or prior to the expiration date at the offices of the warrant agent, with the exercise form on the reverse side of the warrant certificate completed and executed as indicated, accompanied by full payment of the exercise price (or on a cashless basis, if applicable), by certified or official bank check payable to us, for the number of Warrants being exercised. The warrant holders do not have the rights or privileges of holders of Common Stock and any voting rights until they exercise their Warrants and receive Common Stock. After the issuance of Class A Common Stock upon exercise of the Warrants, each holder will be entitled to one vote for each share held of record on all matters to be voted

on by shareholders. Warrants may be exercised only for a whole number of Class A Common Stock. No fractional shares will be issued upon exercise of the Warrants. If, upon exercise of the Warrants, a holder would be entitled to receive a fractional interest in a share, we will, upon exercise, round down to the nearest whole number of Class A Common Stock to be issued to the warrant holder.

Private Warrants

The Private Warrants (including the shares of Class A Common Stock issuable upon exercise of the Private Warrants) are not be transferable, assignable or saleable (except, among other limited exceptions as described under "*Certain Relationships and Related Person Transactions-Cartesian Related Person Transactions-Private Warrants*," to our officers and directors and other persons or entities affiliated with sponsor) and they are not redeemable by us so long as they are held by the Sponsor or its permitted transferees. Otherwise, the Private Warrants have terms and provisions that are identical to those of the Warrants sold as part of the units in the IPO. If the Private Warrants are held by holders other than the initial purchasers or their permitted transferees, the Private Warrants will be redeemable by us and exercisable by the holders on the same basis as the Public Warrants.

If holders of the Private Warrants elect to exercise them on a cashless basis, they would pay the exercise price by surrendering his, her or its Warrants for that number of shares of Class A Common Stock equal to the quotient obtained by dividing (i) the product of the number of shares of Class A Common Stock underlying the Warrants, multiplied by the difference between the exercise price of the Warrants and the "fair market value" (defined below) by (ii) the fair market value. The "fair market value" shall mean the average last reported sale price of the Class A ordinary shares for the ten trading days ending on the third trading day prior to the date on which the notice of warrant exercise is sent to the warrant agent. The Private Warrants are permitted to be exercisable on a cashless basis because it was not known at the time of the initial issuance thereof whether the Sponsor and its permitted transferees would be considered "affiliates" of our under the Securities Act following the Business Combination. Although certain of the transferees of the Private Warrants were not permitted transferees and do not have the right to exercise the Private Warrants on a cashless basis, the Sponsor may be deemed an affiliate because of its board representation. As an affiliate of the Company, the Sponsor's ability to sell our securities in the open market will be significantly limited. We expect to have policies in place that prohibit insiders from selling our securities except during specific periods of time. Even during such periods of time when insiders will be permitted to sell our securities, an insider cannot trade in our securities if he or she is in possession of material non-public information. Accordingly, unlike public stockholders who could exercise their Warrants and sell the Class A Common Stock received upon such exercise freely in the open market in order to recoup the cost of such exercise, the insiders could be significantly restricted from selling such securities. As a result, we believe that allowing the holders to exercise such Private Warrants on a cashless basis is appropriate.

In order to finance transaction costs in connection with an intended initial business combination, the Sponsor or an affiliate of the Sponsor or certain of our officers and directors may, but are not obligated to, loan us funds as may be required. Up to $1,500,000 of such loans may be convertible into Warrants at a price of $1.00 per warrant at the option of the lender. Such Warrants would be identical to the Private Warrants. As of the Closing Date, we had $500,000 outstanding under the Working Capital Loans (as defined below). Upon the consummation of the Business Combination, we repaid the Working Capital Loans.

The Sponsor has agreed, and any of its assignees or transferees will agree, not to transfer, assign or sell any of the Private Warrants (including the shares of Class A Common Stock issuable upon exercise of any of these Warrants) until the date that is 30 days after the Closing Date, except, among other limited exceptions as described under "Certain Relationships and Related Person Transactions-Additional Related Party Transactions," to our officers and directors and other persons or entities affiliated with the Sponsor.

Dividends

We have not paid any cash dividends to date. The payment of cash dividends in the future will be dependent upon our revenues and earnings, if any, capital requirements and general financial condition. The payment of any cash dividends will be within the discretion of the Board at such time. Our ability to declare dividends may also be limited by restrictive covenants pursuant to any debt financing agreements.

Listing of Securities

Our Class A Common Stock and Public Warrants are listed on Nasdaq under the symbols "ALTI" and "ALTIW," respectively.

Transfer Agent and Registrar

The transfer agent and registrar for our Common Stock is Continental Stock Transfer & Trust Company.

Certain Anti-Takeover Provisions of Delaware Law

Authorized but Unissued Shares

The authorized but unissued shares of Company Common Stock and preferred stock are available for future issuance without stockholder approval, subject to any limitations imposed by the listing standards of Nasdaq. These additional shares may be used for a variety of corporate finance transactions, acquisitions and employee benefit plans. The existence of authorized but unissued and unreserved Company Common Stock and preferred stock could make more difficult or discourage an attempt to obtain control of the Company by means of a proxy contest, tender offer, merger or otherwise.

Stockholder Action; Special Meetings of Stockholders

The Charter provides that stockholders may not take action by written consent, but may only take action at annual or special meetings of stockholders. As a result, a holder controlling a majority of the Company's capital stock would not be able to amend the Bylaws or remove directors without holding a meeting of stockholders called in accordance with the Bylaws. This restriction does not apply to actions taken by the holders of any series of preferred stock to the extent expressly provided in the applicable preferred stock designation. Further, the Charter provides that, subject to any special rights of the holders of preferred stock of the Company, only the Board acting pursuant to a resolution approved by the majority of the directors then in office may call special meetings of stockholders, thus prohibiting a holder of the Company's Common Stock from calling a special meeting. These provisions might delay the ability of stockholders to force consideration of a proposal or for stockholders controlling a majority of the Company's capital stock to take any action, including the removal of directors.

Advance Notice Requirements for Stockholder Proposals and Director Nominations

The Bylaws provide that stockholders seeking to bring business before the Company's annual meeting of stockholders, or to nominate candidates for election as directors at its annual meeting of stockholders, must provide timely notice. To be timely, a stockholder's notice will need to be delivered to, or mailed and received at, the Company's principal executive offices not less than 90 days nor more than 120 days prior to the one-year anniversary of the preceding year's annual meeting, except in the case of a special meeting to nominate candidates for election as directors, timely notice will mean not earlier than 120 days prior to the special meeting and not later than the later of 90 days prior to the special meeting or the 10th day following the day on which public disclosure of the date of the special meeting is first made by the Company. In the event that no annual meeting was held in the preceding year, to be timely, a stockholder's notice must be so delivered, or mailed and received, not earlier than the close of business on 120th day prior to such annual meeting and not later than the

close of business on the later of the 90th day prior to such annual meeting or, if later, the 10th day following the day on which public disclosure of the date of such annual meeting was first made by the Company. In the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, to be timely, a stockholder's notice must be so delivered, or mailed and received, not later than the 90th day prior to such annual meeting or, if later, the 10th day following the day on which public disclosure of the date of such annual meeting was first made by the Company. The Bylaws will also specify certain requirements as to the form and content of a stockholders' notice. These provisions may preclude the Company's stockholders from bringing matters before its annual meeting of stockholders or from making nominations for directors.

Amendment of Charter or Bylaws

Upon consummation of the Business Combination, the Bylaws may be amended or repealed by the Board or by the affirmative vote of the holders of at least 66 2/3% of the voting power of all of the shares of the capital stock of the Company entitled to vote in the election of directors, voting as one class; provided, that if the Board recommends that stockholders approve any such amendment or repeal at such meeting of stockholders, such amendment or repeal shall only require the affirmative vote of the majority of the outstanding shares of capital stock of the Company entitled to vote in the election of directors, voting as one class. The affirmative vote of the holders of at least 66 2/3% of the voting power of the then outstanding shares of capital stock of the Company entitled to vote generally in the election of directors, voting together as a single class, will be required to amend certain provisions of the Charter.

Board Vacancies

Any vacancy on the Board may be filled by a majority vote of the directors then in office, although less than a quorum, or by a sole remaining director, subject to any special rights of the holders of preferred stock. Any director chosen to fill a vacancy will hold office until the expiration of the term of the class for which he or she was elected and until his or her successor is duly elected and qualified or until their earlier death, resignation, disqualification or removal. Except as otherwise provided by law, in the event of a vacancy in the Board, the remaining directors may exercise the powers of the full Board until the vacancy is filled.

Exclusive Forum Selection

The Charter provides that unless the Company consents in writing to the selection of an alternative forum, Court of Chancery of the State of Delaware (or, if the Court of Chancery of the State of Delaware lacks jurisdiction over any such action or proceeding, then the Superior Court of the State of Delaware, or, if the Superior Court of the State of Delaware lacks jurisdiction over any such action or proceeding, then the United States District Court for the District of Delaware) will, to the fullest extent permitted by applicable law, be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Company, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, or employee of the Company to the Company or the Company's stockholders, (c) any action asserting a claim arising pursuant to any provision of the DGCL, the Charter or the Bylaws, or (d) any action asserting a claim governed by the internal affairs doctrine of the State of Delaware. In addition, the Charter designates the federal district courts of the United States of America as the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act or the Exchange Act. Any person or entity purchasing or otherwise acquiring any interest in shares of the Company's capital stock will be deemed to have notice of and consented to the exclusive forum provisions in the Charter.

Although Cartesian believes these provisions benefit the Company by providing increased consistency in the application of Delaware law in the types of lawsuits to which it applies, a court may determine that these provisions are unenforceable, and to the extent they are enforceable, the provisions may have the effect of discouraging lawsuits against our directors and officers, although the Company's stockholders will not be deemed to have waived its compliance with federal securities laws and the rules and regulations thereunder.

Section 203 of the Delaware General Corporation Law

The Company will be subject to the provisions of Section 203 of the DGCL. In general, Section 203 prohibits a Delaware corporation that is listed on a national securities exchange or held of record by more than 2,000 stockholders from engaging in a "business combination" with an "interested stockholder" for a three-year period following the time that such stockholder becomes an interested stockholder, unless the business combination is approved in a prescribed manner. A "business combination" includes, among other things, certain mergers, asset or stock sales or other transactions resulting in a financial benefit to the interested stockholder. An "interested stockholder" is a person who, together with affiliates and associates, owns, or did own within three years prior to the determination of interested stockholder status, 15% or more of the corporation's outstanding voting stock. Under Section 203, a business combination between a corporation and an interested stockholder is prohibited unless it satisfies one of the following conditions:

- before the stockholder became interested, the board of directors approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;
- upon consummation of the transaction which resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the voting stock outstanding, shares owned by persons who are directors and also officers, and employee stock plans, in some instances; or
- at or after the time the stockholder became interested, the business combination was approved by the board of directors of the corporation and authorized at an annual or special meeting of the stockholders by the affirmative vote of at least 662/3% of the outstanding voting stock which is not owned by the interested stockholder.

Under certain circumstances, Section 203 of the DGCL will make it more difficult for a person who would be an "interested stockholder" to effect various business combinations with a corporation for a three-year period. This provision may encourage companies interested in acquiring the Company to negotiate in advance with the Board because the stockholder approval requirement would be avoided if the Board approves either the business combination or the transaction which results in the stockholder becoming an interested stockholder. Section 203 of the DGCL also may have the effect of preventing changes in the Board and may make it more difficult to accomplish transactions which stockholders may otherwise deem to be in their best interests.

Limitation on Liability and Indemnification of Directors and Officers

The Charter provides that the Company's directors and officers will be indemnified and advanced expenses by the Company to the fullest extent authorized or permitted by the DGCL as it now exists or may in the future be amended. In addition, the Charter provides that the Company's directors will not be personally liable to the Company or its stockholders for monetary damages for breaches of their fiduciary duty as directors to the fullest extent permitted by the DGCL.

The Charter also permits the Company to purchase and maintain insurance on behalf of any officer, director, employee or agent of the Company for any liability arising out of his or her status as such, regardless of whether the DGCL would permit indemnification.

These provisions may discourage stockholders from bringing a lawsuit against the Company's directors for breach of their fiduciary duty. These provisions also may have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit the Company and its stockholders. Furthermore, a stockholder's investment may be adversely affected to the extent the Company pays the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. Cartesian believes that these provisions, the insurance and the indemnity agreements are necessary to attract and retain talented and experienced directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to the Company directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Investor Rights Agreements

At the Closing, we entered into an investor rights agreement with a shareholder of Alvarium, pursuant to which, among other things, the shareholder will have the right to designate one nominee to the Board (the "Shareholder Designee"), and any committee of the Board will include the Shareholder Designee as a member or, if the Shareholder Designee does not meet applicable independence requirements to serve on any of our audit, compensation or nominating committees, the Shareholder Designee will have the right to participate in such committee meetings as an observer (the "Shareholder IRA"). In addition, at the Closing, we entered into separate investor rights agreements with certain Voting Parties (as defined therein and which includes the Sponsor and Michael Tiedemann) pursuant to which, among other things, the Voting Party will agree to vote in favor of the election or re-election of the Shareholder Designee as a director (each, a "Voting IRA" and, collectively with the Shareholder IRA, the "Investor Rights Agreements").

The foregoing descriptions of the Investor Rights Agreements are not complete and are subject to and qualified in their entirety by reference to the full text of the Investor Rights Agreements, copies of which are filed as exhibits to the registration statement of which this Prospectus/Offer to Exchange forms a part and are incorporated herein by reference.

Umbrella LLC Agreement

Following the effective time of the Umbrella Merger, Umbrella adopted the Umbrella LLC Agreement in the form attached as an exhibit to the Business Combination Agreement. We are the sole manager of Umbrella. Certain of our directors and officers are members of Umbrella.

Provisions in the Umbrella LLC Agreement are intended to ensure that the total number of Umbrella's Class A Common Units outstanding is always equal to the total number of outstanding shares of Class A Common Stock. The shares of Class B Common Stock (which is solely voting stock with no economic rights) will be "paired" to Umbrella Class B Common Units (which are economic units pursuant to which the holders of Class B Common Units effectively receive the economics they would have received had they instead held Class A Common Stock), with the holders of Umbrella Class B Common Units holding one share of Class B Common Stock for each Class B Common Unit held.

The Umbrella LLC Agreement provides that transfers of the Class B Common Units may not be made without the Manager's consent except in the case of certain permitted transfers. The Umbrella LLC Agreement also provides for terms and conditions upon which holders of Umbrella Common Units can exchange one Umbrella Class B common unit and one share of Class B Common Stock for, at our option, either a number of shares of Class A Common Stock equal to the Exchange Rate (as defined therein) or (ii) cash in an amount based upon the sale price of Class A Common Stock in a private sale or the price to the public.

The foregoing description of the Umbrella LLC Agreement is not complete and is subject to and qualified in its entirety by reference to the full text of the Umbrella LLC Agreement, a copy of which is filed as an exhibit to the registration statement of which this Prospectus/Offer to Exchange forms a part and is incorporated herein by reference.

Tax Receivable Agreement

Umbrella has made or will make an election under Section 754 of the Code for the taxable year in which the Business Combination occurs, and such election will remain in effect for any future taxable year in which a Unit Exchange occurs. Such election is expected to result in increases to our allocable share of the tax basis of the assets of Umbrella at the time of the Business Combination transactions and any future Unit Exchange. Such increases in our allocable share of Umbrella's tax basis in its assets, may reduce the amount of tax that we would otherwise be required to pay in the future. Such increases in tax basis may also decrease gains (or increase losses) on future dispositions of certain capital assets to the extent tax basis is allocated to those capital assets.

At the Closing, we entered into the Tax Receivable Agreement with TWMH Members, the TIG GP Members, the TIG MGMT Members (including certain of our directors and officers) (collectively, the "TRA Recipients") that provides for the payment by us to the TRA Recipients of 85% of the amount of cash tax savings, if any, in U.S. federal, state, and local and foreign income tax that we actually realize (or are deemed to realize in the case of an early termination payment by us or a change in control, as discussed below) as a result of the increases in tax basis and certain other tax benefits related to our entering into the Tax Receivable Agreement. This payment obligation is our obligation and not the obligation of Umbrella. We will benefit from the remaining 15% of cash tax savings, if any, that we realize as a result of such tax attributes. For purposes of the Tax Receivable Agreement, the cash tax savings will be computed by comparing our actual income tax liability to the amount of such taxes that we would have been required to pay had there been no increase to the tax basis of our assets as a result of the Business Combination or the Unit Exchanges and had we not entered into the Tax Receivable Agreement *(calculated by making certain assumptions)*.

The term of the Tax Receivable Agreement will continue until all such tax benefits have been utilized or expired, unless we exercise our right to terminate the Tax Receivable Agreement for an amount based on the present value of the agreed payments remaining to be made under the Tax Receivable Agreement (as described in more detail below), there is a change of control (as described in more detail below) or we breach any of our material obligations under the Tax Receivable Agreement, in which case all obligations will generally be accelerated and due as if we had exercised our right to terminate the Tax Receivable Agreement. Estimating the amount of payments that may be made under the Tax Receivable Agreement is by its nature imprecise, as the calculation depends on a variety of factors. The actual increase in tax basis of the assets of Umbrella, as well as the amount and timing of any payments under the Tax Receivable Agreement, will vary depending upon a number of factors, including:

- the timing of Unit Exchanges and the price of our Class A Common Stock at the time of such Unit Exchanges-the increase in any tax deductions, as well as the tax basis increase in other assets or other tax attributes, is proportional to the price of our Class A Common Stock at the time of the Unit Exchange;
- the extent to which such Unit Exchanges are taxable-if an exchange is not taxable for any reason, an increase in the tax basis of the assets of Umbrella (and thus increased deductions) may not be available as a result of such Unit Exchange; and
- the amount and timing of our income-we will be required to pay 85% of the cash tax savings, if any, as and when realized.

If we do not have taxable income (determined without regard to the tax basis increase resulting from a Unit Exchange), we will generally not be required (absent a change of control or other circumstances requiring an early termination payment) to make payments under the Tax Receivable Agreement for that taxable year because no cash tax savings will have been actually realized. However, any cash tax savings that do not result in realized benefits in a given tax year may generate tax attributes that may be utilized to generate benefits in future tax years (with possibly some carry back potential to prior tax years for certain tax purposes). The utilization of such tax attributes will result in payments under the Tax Receivable Agreement.

Future payments under the Tax Receivable Agreement are expected to be substantial. It is possible that future transactions or events could increase or decrease the actual cash tax savings realized and the corresponding payments under the Tax Receivable Agreement. There may be a material negative effect on our liquidity if, as a result of timing discrepancies or otherwise, the payments under the Tax Receivable Agreement exceed the actual cash tax savings we realize and/or distributions to us by Umbrella are not sufficient to permit us to make payments under the Tax Receivable Agreement. The payments under the Tax Receivable Agreement are not conditioned upon the TRA Recipients' continued ownership of us or Umbrella.

In addition, the Tax Receivable Agreement provides that upon a change of control, our obligations under the Tax Receivable Agreement would be accelerated as if we had exercised our early termination right based on

certain assumptions, (as described below) including that we would have sufficient taxable income to fully utilize the deductions arising from the increased tax deductions and tax basis and other benefits related to entering into the Tax Receivable Agreement.

Furthermore, we may elect to terminate the Tax Receivable Agreement early by making an immediate payment equal to the present value of the anticipated future payments under the Tax Receivable Agreement. In determining such anticipated future payments, the Tax Receivable Agreement includes several assumptions, including (1) that any Umbrella common units that have not been redeemed are deemed redeemed for the market value of our Class A Common Stock and the amount of cash that would have been transferred if the redemption had occurred at the time of termination, (2) we will have sufficient taxable income in each future taxable year to fully utilize all relevant tax attributes subject to the Tax Receivable Agreement, (3) the tax rates for future years will be those specified in the law as in effect at the time of termination, and (4) certain non-amortizable, non-deductible assets are deemed disposed of within specified time periods. In addition, the present value of such anticipated future cash tax savings is discounted at a rate equal to SOFR plus 100 basis points.

As a result of the change in control provisions and the early termination right, we could be required to make payments under the Tax Receivable Agreement that are greater than or less than 85% of the actual cash tax savings that we realize in respect of the tax attributes subject to the Tax Receivable Agreement. In these situations, our obligations under the Tax Receivable Agreement could have a substantial negative impact on our liquidity.

Decisions made in the course of running our businesses may influence the timing and amount of payments that are received by the TRA Recipients under the Tax Receivable Agreement. For example, the earlier disposition of assets following an exchange or acquisition transaction will generally accelerate payments under the Tax Receivable Agreement and increase the present value of such payments, and the disposition of assets before an exchange or acquisition transaction will increase the tax liability of an exchanging holder without giving rise to any rights to payments under the Tax Receivable Agreement.

Payments under the Tax Receivable Agreement will be based on the tax reporting positions that we will determine. Although we are not aware of any issue that would cause the IRS to challenge an increase in the tax basis of the assets of Umbrella that would otherwise be subject to the Tax Receivable Agreement, we will not be reimbursed for any payments previously made under the Tax Receivable Agreement with respect to a tax basis increase that is successfully challenged. As a result, in certain circumstances, payments could be made under the Tax Receivable Agreement in excess of our cash tax savings.

The foregoing description of the Tax Receivable Agreement is not complete and is subject to and qualified in its entirety by reference to the full text of the Tax Receivable Agreement, a copy of which is filed as an exhibit to the registration statement of which this Prospectus/Offer to Exchange forms a part and is incorporated herein by reference.

Alvarium Exchange Agreement

Concurrently with the execution of the Business Combination Agreement, we, Alvarium and the Alvarium Shareholders entered into the Alvarium Exchange Agreement pursuant to which, at the Closing, the Alvarium Shareholders exchanged their ordinary shares of Alvarium Topco and Class A Shares of Alvarium Topco for that number and type of Class A Common Stock as is equal to each Alvarium Shareholders' portion of the Alvarium Shareholders Share Consideration as determined in accordance with the Business Combination Agreement.

The foregoing description of the Alvarium Exchange Agreement is not complete and is subject to and qualified in its entirety by reference to the full text of the Alvarium Exchange Agreement, a copy of which is filed as an exhibit to the registration statement of which this Prospectus/Offer to Exchange forms a part and is incorporated herein by reference.

Subscription Agreements

Concurrently with the execution of the Business Combination Agreement, we entered into Subscription Agreements, with the PIPE Investors pursuant to which, on the terms and subject to the conditions therein, the PIPE Investors collectively subscribed for 16,936,715 PIPE Shares at a purchase price of $9.80 per share, for an aggregate purchase price equal to $164,999,807. The Private Placement was consummated substantially concurrently with the closing of the Business Combination. Upon the Closing of the Private Placement, we simultaneously (i) canceled 2,118,569 Class A ordinary shares held by Sponsor, which number was equal to the number of Sponsor Redemption Shares and (ii) issued the PIPE Bonus Shares to the PIPE Investors.

IlWaddi (a greater than 5% beneficial owner of Common Stock) was issued 5,834,697 shares of Class A Common Stock in connection with the Private Placement. Sponsor was issued 2,861 shares of Class A Common Stock in connection with the Private Placement.

The foregoing description of the Subscription Agreements does not purport to be complete and is qualified in its entirety by reference to the full text of the form of the Subscription Agreement, a copy of which is filed as an exhibit to the registration statement of which this Prospectus/Offer to Exchange forms a part and is incorporated herein by reference.

Registration Rights and Lock-Up Agreement

On the Closing Date, we, certain of our shareholders (including the Sponsor), the Alvarium Shareholders, the TWMH Members, the TIG GP Members and the TIG MGMT Members (such shareholders and members, the "Holders") entered into the Registration Rights and Lock-Up Agreement (the "Registration Rights and Lock-Up Agreement"), pursuant to which, among other things, we are obligated to file a registration statement to register the resale of certain of our securities held by the Holders (including any outstanding Common Stock and any other equity security (including the Warrants and Common Stock issued or issuable upon the exercise or conversion of any other such equity security) held by a Holder immediately following the Closing (including any securities distributable pursuant to the Business Combination Agreement and any PIPE Shares) and any Common Stock or any other equity security issued or issuable, including in exchange for Umbrella Class B common units pursuant to the terms and subject to the conditions of the Umbrella LLC Agreement). The Registration Rights and Lock-Up Agreement also provides the Holders with "piggy-back" registration rights, subject to certain requirements and customary conditions.

Subject to certain customary exceptions, the Registration Rights and Lock-Up Agreement further provides for the Common Stock and any other equity securities convertible into or exercisable or exchangeable for Common Stock ("Lock-Up Shares") held by the Holders to be locked-up for a period of time, as follows:

(a) In relation to the SPAC Private Warrants (other than those held by specified individuals ("Director Holders")):

  i. One-third of the SPAC Private Warrants will be locked-up during the period beginning on the Closing Date and ending on the date that is two years after the Closing Date;

  ii. One-third of the SPAC Private Warrants will be locked-up during the period beginning on the Closing Date and ending on the date that is three years after the Closing Date; and

  iii. One-third of the SPAC Private Warrants will not be locked-up;

(b) The (x) Class B ordinary shares held by the Director Holders and the Common Stock received in exchange for such Class B ordinary shares (the "Director Shares") and (y) 50% of the shares of Common Stock, or Class B Units that are exchangeable into Common Stock pursuant to the Umbrella LLC Agreement, held by the Inactive Target Holders (as designated therein) (the "Inactive Target Holder Shares" and, together with the Director Shares, the "Director/Inactive Target Holder Shares") will be locked-up during the period beginning on the Closing Date and ending on the date that is one year after the Closing Date;

(c) The Option Shares (as defined in the Option Agreements) (the "Sponsor-Sourced Option Shares") will be locked-up for the period beginning on the Closing Date and ending on the earlier to occur of (x) one year after the date of the Closing Date or (y) such time, at least 150 days after the Closing Date, that the closing price of Common Stock equals or exceeds $12.00 per share (as adjusted for share splits, share

(d) In relation to the Lock-Up Shares (other than the SPAC Private Warrants, the Director/ Inactive Target Holder Shares and the Sponsor-Sourced Option Shares):

i. an amount equal to 40% (plus, in the case of the Sponsor, the Specified Amount (as defined in the Registration Rights and Lock-Up Agreement)) of such Lock-Up Shares will be locked-up during the period beginning on the Closing Date and ending on the date that is one year after the Closing Date;

ii. an amount equal to 30% (minus, in the case of the Sponsor, one-half of the Specified Amount) of such Lock-Up Shares will be locked-up during the period beginning on the Closing Date and ending on the date that is two years after the Closing Date; and

iii. an amount equal to 30% (minus, in the case of the Sponsor, one-half of the Specified Amount) of such Lock-Up Shares will be locked-up during the period beginning on the Closing Date and ending on the date that is three years after the Closing Date.

The foregoing description of the Registration Rights and Lock-Up Agreement is not complete and is subject to and qualified in its entirety by reference to the full text of the form of Registration Rights and Lock-Up Agreement, a copy of which is filed as an exhibit to the registration statement of which this Prospectus/Offer to Exchange forms a part and is incorporated herein by reference.

Additional Related Party Transactions Prior to the Business Combination

Founder Shares

On December 31, 2020, the Sponsor paid $25,000, or approximately $0.003 per share, to cover certain offering costs in consideration for 7,187,500 Class B ordinary shares. On February 23, 2021, we effectuated a recapitalization, and as a result, the initial shareholders held 8,625,000 Class B ordinary shares, including up to 1,125,000 Founder Shares which were subject to forfeiture by the Sponsor, if the over-allotment option was not exercised by the underwriters in full. As a result of the underwriters' election to fully exercise their over-allotment option on February 26, 2021, none of the Class B ordinary shares were subject to forfeiture any longer.

On the Closing Date, we consummated the Business Combination, pursuant to which, among other things, the Founder Shares were automatically converted into shares of Class A Common Stock. The initial shareholders, including the Sponsor, are subject to contractual restrictions on transfer of such shares of Class A Common Stock, as described more fully under "-*Registration Rights and Lock-Up Agreement*" above.

Private Warrants

Simultaneously with the closing of the Initial Public Offering, the Sponsor purchased an aggregate of 8,900,000 Private Warrants at a price of $1.00 per Private Placement Warrant, for an aggregate purchase price of $8,900,000, in a Private Placement. In connection with the Business Combination, all of the Private Warrants held by the Sponsor were cancelled.

Administrative Services

We agreed to pay the Sponsor $10,000 per month for office space, utilities, secretarial and administrative support services provided to members of the management team prior to the Business Combination. Upon completion of the Business Combination, we ceased paying these monthly fees.

Related Party Loans

On December 31, 2020, the Sponsor agreed to loan us up to $250,000 to be used for a portion of the expenses of the Initial Public Offering. These loans were non-interest bearing, unsecured and are due at the earlier of June 30, 2021 or the closing of the Initial Public Offering. As of February 26, 2021, we had borrowings of $144,890 under the promissory note, and on February 26, 2021, repaid the $144,890 from the proceeds of the Initial Public Offering. As of the Closing Date, we had no outstanding borrowings under the promissory note.

In addition, in order to finance transaction costs in connection with the Business Combination, the Sponsor or an affiliate of the Sponsor, or certain of our officers and directors had the option, but not the obligation to, loan us funds as may be required (such funds, the "Working Capital Loans"). Up to $1,500,000 of such Working Capital Loans may be convertible into SPAC Private Warrants at a price of $1.00 per warrant at the option of the lender. Such Warrants would be identical to the SPAC Private Warrants. As of the Closing Date, we had $500,000 outstanding under the Working Capital Loans. Upon the consummation of the Business Combination, we repaid the Working Capital Loans.

Related Person Transaction Policy

The Board has adopted a written related person transaction policy that sets forth the following policies and procedures for the review and approval or ratification of related person transactions.

A "Related Person Transaction" is a transaction, arrangement or relationship in which we or any of our subsidiaries was, is or will be a participant, the amount of which involved exceeds $120,000, and in which any related person had, has or will have a direct or indirect material interest.

A "Related Person" means:

- any person who is, or at any time during the applicable period was, one of our executive officers or a member of the Board;
- any person who is known by us to be the beneficial owner of more than 5% of its voting stock;
- any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, daughter-in-law, brother-in-law or sister-in-law of a director, officer or a beneficial owner of more than 5% of our voting stock, and any person (other than a tenant or employee) sharing the household of such director, executive officer or beneficial owner of more than 5% of our voting stock; and
- any firm, corporation or other entity in which any of the foregoing persons is a partner or principal or in a similar position or in which such person has a 10% or greater beneficial ownership interest.

We have also adopted policies and procedures designed to minimize potential conflicts of interest arising from any dealings it may have with its affiliates and to provide appropriate procedures for the disclosure of any real or potential conflicts of interest that may exist from time to time. For example, we have adopted a Code of Business Conduct and Ethics that generally prohibits our officers or directors from engaging in any transaction where there is a conflict between such individual's personal interest and our interests. Waivers to the Code of Business Conduct and Ethics will generally only be obtained from the audit committee, or if for an executive officer, by the Board, and are publicly disclosed as required by applicable law and regulations. In addition, the audit committee will be required to review and approve all related-party transactions (as defined in Item 404 of Regulation S-K).

Director Independence

Our Board has determined that each of Ms. Lee, Mr. Kabat, Mr. Keaney, Ms. McNeilage, Ms. Warson and Mr. Yu are "independent directors" under the Nasdaq listing standards and applicable SEC rules. Our independent directors have scheduled meetings at which only independent directors are present. Any affiliated transactions will be on terms no less favorable to us than could be obtained from independent parties. Our Board will review and approve all affiliated transactions with any interested director abstaining from such review and approval.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth beneficial ownership of Common Stock as of April 26, 2023 by:

- each person who is known to be the beneficial owner of more than 5% of shares of Common Stock;
- each of the Company's current named executive officers and directors; and
- all current executive officers and directors of the Company as a group.

Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power over that security, including options and warrants that are currently exercisable or exercisable within 60 days.

Percentage ownership of our voting securities is based on 113,028,474 shares of Common Stock issued and outstanding on April 26, 2023, consisting of 57,995,513 shares of Class A Common Stock and 55,032,961 shares of Class B common stock, par value $0.0001 per share of the Company (the "Class B Common Stock" and, together with the Class A Common Stock, the "Common Stock"), immediately following the consummation of the Business Combination and the PIPE Investment, and does not include 19,892,387 shares of Common Stock issuable upon the exercise of the Warrants that remain outstanding following the Business Combination.

Unless otherwise indicated, the Company believes that all persons named in the table below have sole voting and investment power with respect to the voting securities beneficially owned by them.

	Class A Common Stock Beneficially Owned		Class B Common Stock Beneficially Owned[2]		
Name of Beneficial Owner[1]	Shares	Percent	Shares	Percent	% of Ownership
Five Percent Holders					
CGC Sponsor LLC[3]	10,454,384	18.0%	—	—	9.2%
IlWaddi Cayman Holdings[4]	19,809,002	34.2%	—	—	17.5%
Global Goldfield Limited[5]	11,164,474	19.3%	—	—	9.9%
Drew Figdor[6]	1,032,108	1.8%	8,617,856	15.7%	8.5%
Citadel Advisors LLC[7]	2,929,301	5.1%			2.6%
Directors and Named Executive Officers					
Michael Tiedemann[8]	1,078,094	1.9%	9,930,041	18.0%	9.7%
Christine Zhao	100	*	—	—	*
Kevin Moran[9]	85,691	*	845,759	1.5%	*
Alison Trauttmansdorff	100	*	—	—	*
Laurie Birrittella (Jelenek)[10]	135,983	*	1,135,425	2.1%	1.1%
Jed Emerson	100	*	—	—	*
Colleen Graham	—	—	—	—	—
Craig Smith[11]	217,548	*	2,147,165	3.9%	2.1%
Spiros Maliagros[12]	456,457	*	3,811,306	6.9%	3.8%
Peter Yu[3]	10,454,384	18.0%	—	—	9.2%
Nancy Curtin	—	—	—	—	—
Ali Bouzarif[13]	797,073	1.4%	—	—	*
Kevin T. Kabat	—	—	—	—	—
Timothy Keaney	—	—	—	—	—
Tracey Brophy Warson	—	—	—	—	—
Hazel McNeilage	—	—	—	—	—
Judy Lee	—	—	—	—	—
All directors and executive officers as a group (17 individuals)	13,225,530	22.8%	17,869,696	32.5%	27.5%

* Indicates beneficial ownership of less than 1%.

1) Unless otherwise noted, the business address of each of the entities or individuals is 520 Madison Avenue, 21st Floor, New York, NY 10022.
2) Each Class B Unit (a "Class B Unit") of Umbrella is paired with a share of Class B Common Stock (collectively, the "Paired Interests"). Pursuant to the Umbrella LLC Agreement, a Paired Interest is exchangeable at any time for a share of Class A Common Stock on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the holder exchanges the Paired Interests pursuant to the Umbrella LLC Agreement, the shares of Class B Common Stock included in the Paired Interests will automatically be canceled and the Class B Common Units included in the Paired Interests shall be automatically transferred to us and converted into and become an equal number of Class A Common Units in Umbrella.
3) Consists of (i) 6,039,292 shares of Class A Common Stock held by the Sponsor, (ii) 374,429 shares of Class A Common Stock held by Pangaea Three, LP ("Pangaea"), the sole member of the Sponsor, and (iii) 4,040,663 shares of Class A Common Stock underlying Warrants exercisable within 60 days held by Pangaea. Pangaea is the sole member of the Sponsor, and both the Sponsor and Pangaea are controlled by Peter Yu. Consequently, each of Pangaea and Mr. Yu may be deemed to share voting and dispositive control over the securities held by the Sponsor and thus to share beneficial ownership of such securities, and Mr. Yu may be deemed to share voting and dispositive control over the securities held by the Sponsor and Pangaea and thus to share beneficial ownership of such securities. Mr. Yu disclaims beneficial ownership of the securities held by the Sponsor and Pangaea, except to the extent of his pecuniary interest therein. The business address of the Sponsor is 505 Fifth Avenue, 15th Floor, New York, NY 10017.
4) Consists of (i) 17,254,687 shares of Class A Common Stock, (ii) 1,104,315 shares of Class A Common Stock underlying Warrants exercisable within 60 days and (iii) options to purchase 1,450,000 shares of Class A Common Stock exercisable within 60 days held directly by ilWaddi Cayman Holdings ("ilWaddi"). H.E. Sheikh Jassim Abdulaziz J.H. Al-Thani is the sole owner of ilWaddi. Accordingly, Mr. Al-Thani may be deemed to have beneficial ownership of the shares held directly by ilWaddi. The business address of ilWaddi and Mr. Al-Thani is c/o Geller Advisors, 909 Third Avenue, New York, NY 10022.
5) Consists of (i) 10,180,060 shares of Class A Common Stock and (ii) 984,414 shares of Class A Common Stock underlying Warrants exercisable within 60 days held directly by Global Goldfield Limited ("GGL"). The sole owner of GGL is Jaywell Limited ("Jaywell"). The sole owner of Jaywell is Avanda Investments Limited ("Avanda"). The sole owner of Avanda is Peterson Alpha (PTC) Limited ("Peterson"). The sole owner of Peterson is Sai Hong Yeung. Accordingly, each of Jaywell, Avanda, Peterson and Mr. Yeung may be deemed to have beneficial ownership of the shares held directly by GGL. The business address of GGL, Jaywell, Avanda, Peterson and Mr. Yeung is 22/F South China Building, 1-3 Wyndham Street, Central, Hong Kong.
6) Consists of (i) 1,032,108 shares of Class A Common Stock underlying Warrants exercisable within 60 days and (ii) 8,617,856 shares of Class B Common Stock.
7) According to a Schedule 13G/A filed with the SEC on February 14, 2023 by Citadel Advisors LLC ("Citadel Advisors"), Citadel Advisors Holdings LP ("CAH"), Citadel GP LLC ("CGP"), Citadel Securities LLC ("Citadel Securities"), Citadel Securities Group LP ("CALC4"), Citadel Securities GP LLC ("CSGP") and Mr. Kenneth Griffin with respect to the shares owned by Citadel Multi-Strategy Equities Master Fund Ltd., a Cayman Islands company ("CM"), and Citadel Securities. Citadel Advisors is the portfolio manager for CM. CAH is the sole member of Citadel Advisors. CGP is the general partner of CAH. CALC4 is the non-member manager of Citadel Securities. CSGP is the general partner of CALC4. Mr. Griffin is the President and Chief Executive Officer of CGP, and owns a controlling interest in CGP and CSGP. Citadel Advisors, CAH and CGP share voting and dispositive power with respect to 2,921,917 of the shares. Citadel Securities, CALC4 and CSGP share voting and dispositive power with respect to 7,384 of the shares. Mr. Griffin shares voting and dispositive power with respect to 2,929,301 of the shares. The principal business address of each of Citadel Advisors, CAH, CGP, Citadel Securities, CALC4, CSGP and Mr. Griffin is Southeast Financial Center, 200 S. Biscayne Blvd., Suite 3300, Miami, Florida 33131.
8) Consists of (i) 585,198 shares of Class A Common Stock underlying Warrants exercisable within 60 days and 5,065,196 shares of Class B Common Stock held by Mr. Tiedemann, (ii) 253,307 shares of Class A Common Stock underlying Warrants exercisable within 60 days and 2,500,103 shares of Class B Common

Stock held by the Michael Glenn Tiedemann 2012 Delaware Trust ("MGT 2012 DE Trust") over which shares Mr. Tiedemann has investment discretion, (iii) 67,917 shares of Class A Common Stock underlying Warrants exercisable within 60 days and 670,334 shares of Class B Common Stock held by the CHT Family Trust Article 3rd fbo Michael G. Tiedemann ("CHT Fam Tst Ar 3rd fbo MGT") over which shares Mr. Tiedemann has investment discretion and (iv) 171,672 shares of Class A Common Stock underlying Warrants exercisable within 60 days and 1,694,408 shares of Class B Common Stock held by Chauncey Close, LLC, over which shares Mr. Tiedemann may be deemed to have beneficial ownership by virtue of being the managing member of Chauncey Close, LLC. Mr. Tiedemann disclaims beneficial ownership of the shares of Class B Common Stock held by the MGT 2012 DE Trust, the CHT Fam Tst Ar 3rd fbo MGT and Chauncey Close, LLC, except to the extent of any pecuniary interest he may have therein. The principal business address of MGT 2012 DE Trust is c/o Tiedemann Trust Company, 200 Bellevue Parkway, Suite 525, Wilmington, DE 19809.

9) Consists of (i) 85,691 shares of Class A Common Stock underlying Warrants exercisable within 60 days and (ii) 845,759 shares of Class B Common Stock.

10) Consists of (i) 135,983 shares of Class A Common Stock underlying Warrants exercisable within 60 days and (ii) 1,135,425 shares of Class B Common Stock. Does not include 203,329 shares of Class B Common Stock held by Chauncey Close, LLC, in which Ms. Birrittella (Jelenek) has a pecuniary interest. Ms. Birrittella (Jelenek) disclaims beneficial ownership of the shares of Class B Common Stock held by Chauncey Close, LLC, except to the extent of any pecuniary interest she may have therein.

11) Consists of (i) 217,548 shares of Class A Common Stock underlying Warrants exercisable within 60 days and (ii) 2,147,165 shares of Class B Common Stock.

12) Consists of (i) 456,457 shares of Class A Common Stock underlying Warrants exercisable within 60 days and (ii) 3,811,306 shares of Class B Common Stock. Does not include 440,547 shares of Class B Common Stock held by Chauncey Close, LLC, in which Mr. Maliagros has a pecuniary interest. Mr. Maliagros disclaims beneficial ownership of the shares of Class B Common Stock held by Chauncey Close, LLC, except to the extent of any pecuniary interest he may have therein.

13) Consists of (i) 732,040 shares of Class A Common Stock and (ii) 65,033 shares of Class A Common Stock underlying Warrants exercisable within 60 days.

LEGAL MATTERS

The validity of our Class A Common Stock covered by this Prospectus/Offer to Exchange has been passed upon for us by Goodwin Procter LLP, Boston, Massachusetts. Certain legal matters relating to the securities offered hereby will be passed upon for the dealer manager and solicitation agent by Milbank LLP, New York, New York.

EXPERTS

The financial statements of Cartesian Growth Corporation as of December 31, 2022, 2021 and 2020, and for the years ended December 31, 2022 and December 31, 2021 and the period from December 18, 2020 (inception) through December 31, 2020, appearing in this Prospectus/Offer to Exchange have been audited by Marcum LLP, independent registered public accounting firm, as set forth in their report thereon, appearing elsewhere in this Prospectus/Offer to Exchange, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The consolidated financial statements of Tiedemann Wealth Management Holdings, LLC and its subsidiaries as of December 31, 2022 and 2021, and for each of the years in the three-year period ended December 31, 2022, have been included herein, in reliance upon the report of KPMG LLP, independent registered public accounting firm, appearing elsewhere herein, and upon the authority of such firm as experts in accounting and auditing.

The combined and consolidated financial statements of TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries as of December 31, 2022 and 2021 and for each of the three years in the period ended December 31, 2022, appearing in this Prospectus/Offer to Exchange, have been audited by Citrin Cooperman & Company, LLP, independent registered public accounting firm, as set forth in their report appearing elsewhere herein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The consolidated financial statements of Alvarium Investments Limited and its subsidiaries as of December 31, 2022 and 2021, and for each of the years in the three-year period ended December 31, 2022, have been included in this Prospectus/Offer to Exchange in reliance upon the report of KPMG LLP, independent registered public accounting firm, appearing elsewhere herein, and upon the authority of said firm as experts in accounting and auditing. The audit report covering the consolidated financial statements states that the consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United Kingdom. The audit report also contains an emphasis of matter paragraph that draws attention to note 31 of the consolidated financial statements concerning the ongoing media allegations regarding Home REIT plc's operations.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. We have filed a registration statement on Form S-4 of which this Prospectus/Offer to Exchange is a part with the SEC in connection with the Offer and the Consent Solicitation. We may also file amendments to such registration statement. In addition, on the date of the initial filing of the registration statement on Form S-4 of which this Prospectus/Offer to Exchange is a part, we filed a Tender Offer Statement on Schedule TO with the SEC, together with exhibits, to furnish certain information about the Offer and Consent Solicitation. We may file amendments to the Schedule TO. As allowed by SEC rules, this Prospectus/Offer to Exchange does not contain all of the information in the registration statement or the Schedule TO or the exhibits to the registration statement or the Schedule TO. You may obtain copies of the registration statement on Form S-4 and Schedule TO (and any amendments to those documents) by contacting the information agent as directed elsewhere in this Prospectus/Offer to Exchange. Our SEC filings are available to the public on the internet at a website maintained by the SEC located at http://www.sec.gov.

You may request copies of these documents, at no cost to you, from our website *(www.alti-global.com*), or by writing or telephoning us at the following address:

AlTi Global, Inc.,
520 Madison Avenue, 26th Floor,
New York, New York 10022,
Attention: Secretary
Telephone: (305) 349-4100

Exhibits to these documents will not be sent, however, unless those exhibits have been specifically included into this Prospectus/Offer to Exchange.

FINANCIAL STATEMENTS

INDEX TO FINANCIAL STATEMENTS

ALTI GLOBAL, INC.
(FORMERLY AS CARTESIAN GROWTH CORPORATION)

TIEDEMANN WEALTH MANAGEMENT HOLDINGS, LLC AND SUBSIDIARIES

TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries

ALVARIUM INVESTMENTS LIMITED

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of
Alvarium Tiedemann Holdings, Inc. (formerly as Cartesian Growth Corporation)

Opinion on the Financial Statements

We have audited the accompanying balance sheets of Alvarium Tiedemann Holdings, Inc. (formerly as Cartesian Growth Corporation) (the "Company") as of December 31, 2022 and 2021, the related statements of operations, changes in shareholders' deficit and cash flows for the year ended December 31, 2022 and 2021, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for the year ended December 31, 2022 and 2021, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/S/ Marcum LLP

Marcum LLP

We have served as the Company's auditor since 2020**.**

West Palm Beach, FL
April 17, 2023

PCAOB ID Number 688

ALVARIUM TIEDEMANN HOLDINGS, INC.
(FORMERLY AS CARTESIAN GROWTH CORPORATION)
BALANCE SHEETS

	December 31, 2022	December 31, 2021
Assets		
Cash	$ 85,540	$ 551,258
Prepaid Expenses	—	70,406
Total current assets	**85,540**	**621,664**
Cash and marketable securities held in Trust Account	349,983,839	345,031,308
Total Assets	**$ 350,069,379**	**$ 345,652,972**
Liabilities, Redeemable Ordinary Shares and Shareholders' Deficit		
Accounts payable and accrued expenses	$ 8,004,647	$ 182,120
Total current liabilities	**8,004,647**	**182,120**
Deferred underwriting fee	7,800,000	12,075,000
Convertible promissory note – related party	490,814	—
Conversion option liability	82,107	—
Warrant liabilities	10,531,140	23,093,608
Total liabilities	**26,908,708**	**35,350,728**
Commitments and Contingencies		
Redeemable Ordinary Shares		
Class A ordinary shares subject to possible redemption, 34,500,000 shares, issued and outstanding, at redemption values of approximately $10.14 and $10.00 at December 31, 2022 and 2021, respectively	349,983,839	345,031,308
Shareholders' Deficit		
Preference shares, $0.0001 par value; 1,000,000 shares authorized; no shares issued and outstanding	—	—
Class A ordinary shares, $0.0001 par value; 200,000,000 shares authorized; no shares issued and outstanding (excluding 34,500,000 shares subject to possible redemption) at December 31, 2022 and 2021	—	—
Class B ordinary shares, $0.0001 par value; 20,000,000 shares authorized; 8,625,000 shares issued and outstanding at December 31, 2022 and 2021	863	863
Additional paid-in capital	1,200,788	—
Accumulated deficit	(28,024,819)	(34,729,927)
Total shareholders' Deficit	**(26,823,168)**	**(34,729,064)**
Total Liabilities, Redeemable Ordinary Shares and Shareholders' Deficit	**$ 350,069,379**	**$ 345,652,972**

The accompanying notes are an integral part of the financial statements.

ALVARIUM TIEDEMANN HOLDINGS, INC.
(FORMERLY AS CARTESIAN GROWTH CORPORATION)
STATEMENTS OF OPERATIONS

	For the Year Ended December 31,	
	2022	2021
Operating costs	$ 8,858,651	$ 1,012,448
Loss from operations	**(8,858,651)**	**(1,012,448)**
Other income (expense):		
Interest earned on cash and marketable securities held in Trust Account	4,974,899	31,308
Interest expense – debt discount	(32,145)	—
Offering costs allocated to Warrants	—	(868,131)
Excess of Private Warrants fair value over purchase price	—	(3,097,200)
Change in fair value of warrant liability	12,562,468	3,911,091
Unrealized loss – treasury bills	(22,368)	—
Change in fair value of conversion option liability	(40,776)	—
Other income	195,587	—
Total other income (expense)	**17,637,665**	**(22,932)**
Net income (loss)	**$ 8,779,014**	**$ (1,035,380)**
Basic and diluted weighted average shares outstanding; Class A ordinary shares subject to possible redemption	34,500,000	29,112,329
Basic and diluted net income (loss) per share, Class A ordinary shares subject to possible redemption	**$ 0.20**	**$ (0.03)**
Basic and diluted weighted average shares outstanding, Class B ordinary shares	8,625,000	8,449,315
Basic and diluted net income (loss) per share, Class B ordinary shares	**$ 0.20**	**$ (0.03)**

The accompanying notes are an integral part of the financial statements.

ALVARIUM TIEDEMANN HOLDINGS, INC.
(FORMERLY AS CARTESIAN GROWTH CORPORATION)
STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT
FOR THE YEAR ENDED DECEMBER 31, 2022 AND 2021

	Class B Ordinary Shares		Additional Paid-in Capital	Accumulated Deficit	Total Shareholders' Equity (Deficit)
	Shares	Amount			
Balance as of January 1, 2021	**7,187,500**	**$ 719**	**$ 24,137**	**$ (7,948)**	**$ 16,908**
Class B ordinary shares issued to Sponsor	1,437,500	144	—	—	144
Remeasurement of Class A ordinary shares subject to possible redemption	—	—	(24,137)	(33,686,599)	(33,710,736)
Net loss	—	—	—	(1,035,380)	(1,035,380)
Balance as of December 31, 2021	**8,625,000**	**863**	**—**	**(34,729,927)**	**(34,729,064)**
Waived deferred underwriting fee	—	—	4,079,413	—	4,079,413
Remeasurement of Class A ordinary shares subject to possible redemption	—	—	(2,878,625)	(2,073,906)	(4,952,531)
Net income	—	—	—	8,779,014	8,779,014
Balance as of December 31, 2022	**8,625,000**	**$ 863**	**$ 1,200,788**	**$ (28,024,819)**	**$ (26,823,168)**

The accompanying notes are an integral part of the financial statements.

ALVARIUM TIEDEMANN HOLDINGS, INC.
(FORMERLY AS CARTESIAN GROWTH CORPORATION)
STATEMENTS OF CASH FLOWS

	Year Ended December 31, 2022	Year Ended December 31, 2021
Cash flows from operating activities:		
Net income (loss)	$ 8,779,014	$ (1,035,380)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Interest earned on cash and marketable securities held in Trust Account	(4,974,899)	(31,308)
Other income	(195,587)	—
Offering costs allocated to warrants	—	868,131
Excess of private warrants fair value over purchase price	—	3,097,200
Change in fair value of warrant liability	(12,562,468)	(3,911,091)
Unrealized loss – treasury bills	22,368	—
Amortization of debt discount	32,145	—
Change in fair value of conversion option liability	40,776	—
Changes in operating assets and liabilities:		
Prepaid expenses	70,406	(70,406)
Accounts payable and accrued expenses	7,822,527	174,172
Net cash used in operating activities	**(965,718)**	**(908,682)**
Cash Flows from Investing Activities:		
Proceeds from sale of investment held in Trust Account	348,906,871	—
Investment of cash in Trust Account	(348,906,871)	(345,000,000)
Net cash used in investing activities	**—**	**(345,000,000)**
Cash Flows from Financing Activities:		
Proceeds from sale of Units, net of underwriting commissions	—	338,100,000
Proceeds from sale of Private Warrants	—	8,900,000
Proceeds from issuance of promissory note to Sponsor	500,000	144,890
Payment on promissory issued to Sponsor	—	(144,890)
Payment of deferred offering costs	—	(540,060)
Net cash provided by financing activities	**500,000**	**346,459,940**
Net change in cash	**(465,718)**	**551,258**
Cash, beginning of period	551,258	—
Cash, end of the period	**$ 85,540**	**$ 551,258**
Supplemental disclosure of cash flow information:		
Initial classification of Class A ordinary shares subject to possible redemption	$ —	$ 345,000,000
Remeasurement of Class A ordinary shares subject to possible redemption	$ 4,952,531	—
Deferred underwriting fee charged to additional paid-in capital	$ —	$ 12,075,000
Initial classification of warrant liability	$ —	$ 27,004,700
Waived deferred underwriting fee	$ (4,079,413)	$ —

The accompanying notes are an integral part of the financial statements.

NOTE 1. DESCRIPTION OF ORGANIZATION AND BUSINESS OPERATIONS

Cartesian Growth Corporation (now known as Alvarium Tiedemann Holdings, Inc.) (the "Company") was incorporated as a Cayman Islands exempted company on December 18, 2020. The Company was incorporated for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or engaging in any other similar business combination with one or more businesses (the "Business Combination").

As of December 31, 2022, the Company had not commenced any operations. All activity through December 31, 2022 relates to the Company's formation and its initial public offering (the "IPO") which is described below and identifying a target company for a Business Combination. The Company will not generate any operating revenues until after the completion of a Business Combination, at the earliest. The Company generates non-operating income in the form of interest income from the proceeds derived from the IPO.

The Company's sponsor is CGC Sponsor LLC, a Cayman Islands limited liability Company (the "Sponsor").

On February 26, 2021, the Company consummated the IPO, including the full exercise of the over-allotment option by the underwriters on February 23, 2021, of 34,500,000 units (the "Units" and, with respect to the Class A ordinary shares and warrants included in the Units, the "Class A ordinary shares" and "Public Warrants," respectively), at $10.00 per Unit, generating gross proceeds of $345,000,000, which is further discussed in Note 3. Each Unit consists of one Class A ordinary share and one-third of one redeemable warrant to purchase one Class A ordinary share at a price of $11.50 per whole share. The registration statements on Form S-1 (File Nos. 333-252784 and 333-253428) for the Company's IPO were declared effective by the U.S. Securities and Exchange Commission (the "SEC") on February 23, 2021.

Simultaneously with the closing of the IPO, the Company consummated the sale of 8,900,000 warrants (the "Private Warrants," and together with the "Public Warrants," the "Warrants"), at a price of $1.00 per Private Warrant, in a private placement to the Sponsor, generating gross proceeds of $8,900,000, which is further discussed in Note 4.

Transaction costs of the IPO amounted to $19,540,060, consisting of $6,900,000 of underwriting commission, $12,075,000 of deferred underwriting commission, and $565,060 of other offering costs.

Following the closing of the IPO on February 26, 2021, $345,000,000 (or $10.00 per Unit) of the net offering proceeds of the sale of the Units and the sale of the Private Warrants was placed in a trust account for the benefit of the Company's public shareholders (the "Trust Account"), with Continental Stock Transfer & Trust Company acting as trustee. The proceeds in the Trust Account may be invested in U.S. government treasury bills with a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a-7 under the Investment Company Act that invest only in direct U.S. government treasury obligations. Except with respect to interest earned on the funds held in the Trust Account that may be released to the Company to pay its taxes, if any, the funds held in the Trust Account will not be released from the Trust Account until the earliest to occur of: (i) the completion of an initial Business Combination, (ii) the redemption of the Class A ordinary shares if the Company is unable to complete its initial Business Combination by February 26, 2023, subject to applicable law, and (iii) the redemption of any Class A ordinary shares properly tendered in connection with a shareholder vote to amend the Company's amended and restated memorandum and articles of association (a) to modify the substance or timing of the Company's obligation to redeem 100% of the Class A ordinary shares if it does not complete its initial Business Combination by February 26, 2023 or (b) with respect to any other provision relating to shareholders' rights or pre-initial business combination activity.

The Company will provide the holders of its outstanding Class A ordinary shares (the "public shareholders") with the opportunity to redeem all or a portion of their Class A ordinary shares upon the completion of the initial Business Combination either (i) in connection with a general meeting called to approve the Business Combination or (ii) by means of a tender offer. The decision as to whether the Company will seek shareholder

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approval of a Business Combination or conduct a tender offer will be made by the Company, solely in its discretion, and will be based on a variety of factors such as the timing of the transaction and whether the terms of the transaction would require the Company to seek shareholder approval under the law or stock exchange listing requirement. The public shareholders will be entitled to redeem their shares at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account calculated as of two business days prior to the consummation of the initial Business Combination, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its taxes, if any, divided by the number of then outstanding Class A ordinary shares. The amount in the Trust Account is initially anticipated to be $10.00 per public share. The per share amount the Company will distribute to investors who properly redeem their shares will not be reduced by the deferred underwriting commissions the Company will pay to the underwriters.

The Company will have until February 26, 2023 to complete the initial Business Combination. If the Company is unable to complete the initial Business Combination by February 26, 2023, the Company will (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem 100% of the Class A ordinary shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account (less tax payable and up to $100,000 of interest to pay dissolution expenses), divided by the number of then outstanding Class A ordinary shares, which redemption will completely extinguish public shareholders' rights as shareholders (including the right to receive further liquidation distributions, if any), and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the Company's remaining shareholders and the Company's board of directors, liquidate and dissolve, subject in the case of clauses (ii) and (iii) to the Company's obligations under Cayman Islands law to provide for claims of creditors and in all cases subject to the other requirements of applicable law.

The Company's initial shareholders, officers and directors have agreed to (i) waive their redemption rights with respect to their Class B ordinary shares, par value of $0.0001 per share (the "founder shares") (as described in Note 3) and any Class A ordinary shares purchased during or after the IPO, in connection with the completion of the initial Business Combination, (ii) waive their rights to liquidating distributions from the Trust Account with respect to their founder shares if the Company fails to complete the initial Business Combination by February 26, 2023, although they will be entitled to liquidating distributions from the Trust Account with respect to any Class A ordinary shares they acquired during or after the IPO if the Company fails to complete the initial Business Combination within the prescribed time frame, and (iii) vote any founder shares held by them and any Class A ordinary shares purchased during or after the IPO (including in open market and privately-negotiated transactions) in favor of the initial Business Combination. The Sponsor has agreed that it will be liable to the Company if and to the extent any claims by a third party for services rendered or products sold to the Company, or a prospective target business with which the Company has discussed entering into a transaction agreement, reduce the amount of funds in the Trust Account.

This liability will not apply with respect to any claims by a third party who executed a waiver of any and all rights to seek access to the Trust Account and except as to any claims under the Company's indemnity of the underwriters of the IPO against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act"). Moreover, in the event that an executed waiver is deemed to be unenforceable against a third party, then the Sponsor will not be responsible to the extent of any liability for such third-party claims. The Company has not independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and the Company has not asked the Sponsor to reserve for such indemnification obligations. Therefore, the Company cannot assure you that the Sponsor would be able to satisfy those obligations. As a result, if any such claims were successfully made against the Trust Account, the funds available for the initial Business Combination and redemptions could be reduced to less than $10.00 per public share. In such event, the Company may not be able to complete the initial Business Combination, and the public shareholders would receive such lesser amount per share in connection with any redemption of the Class A ordinary shares. None of the Company's officers or directors will indemnify the Company for claims by third parties including, without limitation, claims by vendors and prospective target businesses.

The Business Combination

On September 19, 2021, the Company, Tiedemann Wealth Management Holdings, LLC, a Delaware limited liability company ("TWMH"), TIG Trinity GP, LLC, a Delaware limited liability company ("TIG GP"), TIG Trinity Management, LLC, a Delaware limited liability company ("TIG MGMT" and, together with TIG GP, the "TIG Entities"), Alvarium Investments Limited, an English private limited company ("Alvarium" and, together with TWMH and the TIG Entities, the "Target Companies"), Rook MS LLC, a Delaware limited liability company and Alvarium Tiedemann Capital, LLC, a Delaware limited liability company ("Umbrella") entered into a business combination agreement (as may be amended, supplemented, or otherwise modified from time to time, the "Business Combination Agreement"), pursuant to which the Company will hold Umbrella, a newly formed Delaware limited liability company for purposes of effecting the transactions contemplated by the Business Combination Agreement, which will hold the businesses of the Target Companies.

On February 11, 2022, the Company, TWMH, the TIG Entities, Alvarium, Umbrella Merger Sub and Umbrella entered into Amendment No. 1 to the Business Combination Agreement, solely to (a) amend Section 12.01(b) of the Business Combination Agreement for the purpose of extending the Outside Date, as such term is used in the Business Combination Agreement, to July 29, 2022 and (b) amend the form of Registration Rights and Lock-up Agreement attached as Exhibit F of the Business Combination Agreement for the purpose of providing that the General Lock-up Period, as such term is used in the Business Combination Agreement, will be (i) for an amount equal to forty percent (40%) of the Lock-up Shares, as such term is used in the Business Combination Agreement, one year from the closing of the Business Combination (the "Closing"), (ii) for an amount equal to thirty percent (30%)of the Lock-up Shares, two years from the Closing and (iii) for an amount equal to thirty percent (30%)of the Lock-up Shares, three years from the Closing.

On May 13, 2022, CGC, TWMH, the TIG Entities, Alvarium, Umbrella Merger Sub and Umbrella entered into Amendment No. 2 to the Business Combination Agreement, solely to amend the definitions of "Alvarium Closing Cash Adjustment," "Available Cash," "Companies Equity Value," "CFO Expenses," "Excess Transaction Expenses," "SHP Discretionary Banking Fee," "TIG Entities Closing Cash Adjustment," "Transaction Expenses" and "TWMH Closing Cash Adjustment," and to amend a certain schedule of each of the Alvarium Disclosure Schedule, the TIG Disclosure Schedule and the TWMH Disclosure Schedule.

On August 8, 2022, CGC, TWMH, the TIG Entities, Alvarium, Umbrella Merger Sub and Umbrella entered into Amendment No. 3 to the Business Combination Agreement, solely to (a) amend Section 3.07(a) of the Business Combination Agreement for the purpose of providing that 2,100,000 shares of the Alvarium Shareholders Earn-Out Consideration (as defined in the Business Combination Agreement) shall be issued at Closing and (b) amend Section 1.01 of the Business Combination Agreement to exclude from the definition of "Indebtedness" contained therein liabilities incurred or assumed by Alvarium (or the applicable subsidiary of Alvarium) in connection with the acquisition by Amalfi Bidco Limited of Prestbury Investment Partners Limited dated July 11, 2022.

On October 25, 2022, CGC, TWMH, the TIG Entities, Alvarium, Umbrella Merger Sub and Umbrella entered into an Amended & Restated Business Combination Agreement (the "A&R Business Combination Agreement"), pursuant to which, among other things, the Business Combination Agreement was amended and restated to provide that (i) at Closing, CGC shall, or shall cause Continental Stock Transfer & Trust Company to, simultaneously (a) cancel a number of Class A ordinary shares held by the Sponsor equal to the number of the Sponsor Redemption Shares (as defined in the A&R Business Combination Agreement) and (b) issue the Non-Redeeming Bonus Shares (as defined in the A&R Business Combination Agreement) on a pro rata basis by number of Non-Redeemed SPAC Class A Common Shares (as defined in the A&R Business Combination Agreement) to the holders of such Non-Redeemed SPAC Class A Common Shares (as defined in the A&R Business Combination Agreement); (ii) the term "Outside Date" shall mean January 4, 2023; (iii) 1,050,000 shares of the TWMH Members Earn-Out Consideration (as defined in the A&R Business Combination Agreement) and 1,050,000 shares of the TIG Entities Members Earn-Out Consideration (as defined in the A&R Business Combination Agreement) shall be issued at Closing (as defined in the (as defined in the

A&R Business Combination Agreement); (iv) a termination fee in an amount of $5,500,000 shall be payable by Alvarium (severally and not jointly) to CGC, and a termination fee in an aggregate amount of $11,000,000 shall be payable by the TIG Entities and TWMH (jointly and severally) to CGC, if CGC shall have terminated the A&R Business Combination Agreement pursuant to Section 12.01(b) thereof, as described more fully below under "Termination Fee"; (v) on the Closing Date (as defined in the A&R Business Combination Agreement), immediately following the Alvarium Exchange Effective Time (as defined in the A&R Business Combination Agreement) but prior to the Umbrella Merger, CGC shall contribute SPAC Class B Common Stock (as defined in the A&R Business Combination Agreement) and cash to a newly formed wholly owned Delaware corporation ("SPAC Holdings"), which SPAC Holdings shall then contribute to Umbrella Merger Sub; (vi) 11,788,132 shares of SPAC Class A Common Stock (as defined in the A&R Business Combination Agreement) shall be initially reserved for the post-combination company's equity incentive plan and 1,813,559 shares of SPAC Class A Common Stock shall be initially reserved for the post-combination company's employee stock purchase plan; and (vii) in addition, the form of Registration Rights and Lock-Up Agreement attached as Exhibit F to the A&R Business Combination Agreement was amended to reduce from 100% to 50% the percentage of Lock-Up Shares held by the Inactive Target Holders (as defined therein) that are restricted from transfer thereunder.

On January 3, 2023 (the "Closing Date"), Cartesian Growth Corporation, a Cayman Islands exempted company ("Cartesian" or the "Company"), consummated the previously announced business combination (the "Business Combination") pursuant to the terms of the Amended and Restated Business Combination Agreement, dated as of October 25, 2022 (as amended, supplemented, or otherwise modified from time to time, the "Business Combination Agreement"), by and among Cartesian, Rook MS LLC, a Delaware limited liability company ("Umbrella Merger Sub"), Tiedemann Wealth Management Holdings, LLC, a Delaware limited liability company ("TWMH"), TIG Trinity GP, LLC, a Delaware limited liability company ("TIG GP"), TIG Trinity Management, LLC, a Delaware limited liability company ("TIG MGMT" and, together with TIG GP, the "TIG Entities"), Alvarium Investments Limited, an English private limited company ("Alvarium" and, together with TWMH and the TIG Entities, the "Target Companies" and each a "Target Company"), and Alvarium Tiedemann Capital, LLC, a Delaware limited liability company ("Umbrella"). In connection with the Business Combination, Cartesian was renamed "Alvarium Tiedemann Holdings, Inc." (the "Company"). As used herein, the "Company" refers to Cartesian Growth Corporation as a Delaware corporation by way of continuation following the Domestication and the Business Combination, which in connection with the Domestication and simultaneously with the Business Combination, changed its corporate name to "Alvarium Tiedemann Holdings, Inc"
(see Note 10).

Prior to the Closing Date, the following transactions occurred pursuant to the terms of the Business Combination Agreement:

- On December 30, 2022 (the business day before the Closing Date), Cartesian effected a deregistration under the Cayman Islands Companies Act (As Revised) and a domestication under Section 388 of the Delaware General Corporation Law, pursuant to which Cartesian's jurisdiction of registration was changed from the Cayman Islands to the State of Delaware (the "Domestication"). As a result of and upon the effective time of the Domestication, among other things, each Class A ordinary share, par value $0.0001 per share, of Cartesian outstanding was converted into the right to receive one share of Class A common stock, par value $0.0001 per share, of Cartesian (the "Class A Common Stock"), and Cartesian was renamed "Alvarium Tiedemann Holdings, Inc."
- On January 3, 2023, TWMH and the TIG Entities effected a reorganization (the "TWMH/TIG Entities Reorganization") such that TWMH and the TIG Entities became wholly owned direct or indirect subsidiaries of Umbrella and Umbrella became owned solely by the members of TWMH (the "TWMH Members"), the members of TIG GP (the "TIG GP Members") and the members of TIG MGMT (the "TIG MGMT Members");
- On January 3, 2023, Alvarium effected a reorganization such that Alvarium became the wholly owned indirect subsidiary of an Isle of Man entity ("Alvarium Topco"), and Alvarium Topco became owned solely by the shareholders of Alvarium (the "Alvarium Reorganization"); and

On the Closing Date, the following transactions occurred pursuant to the terms of the Business Combination Agreement:

- TIG MGMT, TIG GP and Umbrella entered into a distribution agreement, pursuant to which (a) TIG MGMT distributed to Umbrella all of the issued and outstanding shares or partnership interests, as applicable, that it held through its strategic investments in External Strategic Managers, and (b) TIG GP distributed to Umbrella all of the issued and outstanding shares or interests that it held through its strategic investment in an External Strategic Manager;
- Each shareholder of Alvarium Topco exchanged his, her or its (a) ordinary shares of Alvarium Topco and (b) class A shares of Alvarium Topco for Class A Common Stock (the "Alvarium Exchange"). Upon the consummation of the Alvarium Exchange, Alvarium Topco became a direct wholly-owned subsidiary of Cartesian;
- Cartesian contributed shares of Class B Common Stock and cash to a newly formed wholly owned Delaware corporation ("Cartesian Holdco") and Cartesian HoldCo subsequently contributed all shares of Class B Common Stock and cash to Umbrella Merger Sub;
- Immediately following the effective time of the Alvarium Exchange, Umbrella Merger Sub merged with and into Umbrella, with Umbrella surviving such merger as an indirect subsidiary of Cartesian (the "Umbrella Merger");
- Immediately following the Alvarium Exchange and the Umbrella Merger, Cartesian and Umbrella entered into the Alvarium Contribution Agreement, pursuant to which (a) Cartesian contributed all of the issued and outstanding shares of Alvarium Topco that it held to Umbrella, (b) upon the consummation of the Alvarium Contribution, Alvarium Topco became a wholly-owned subsidiary of Umbrella; and
- In accordance with the Sponsor Support Agreement, Cartesian simultaneously (i) canceled a number of SPAC Class A Ordinary Shares held by Sponsor equal to the number of Sponsor Redemption Shares and (ii) issued the Non-Redeeming Bonus Shares to holders of Non-Redeemed Cartesian Class A Common Shares on a pro-rata basis based on the number of Non-Redeemed SPAC Class A Common Shares held by such holders. The effective issuance rate of Non-Redeeming Bonus Shares was 0.121617 Non-Redeeming Bonus Share per Non-Redeemed SPAC Class A Common Share. Any fractional shares were rounded down to the nearest whole share.

On January 3, 2023, following the Closing, Alvarium Holdings LLC (which was renamed Alvarium Tiedemann Holdings, LLC) became the wholly owned direct subsidiary of Umbrella.

Amended and Restated Business Combination Agreement

Pursuant to the A&R Business Combination Agreement, among other things, (i) prior to the closing of the A&R Business Combination Agreement, TWMH and the TIG Entities will take, or cause to be taken, all actions necessary to implement a reorganization such that TWMH and the TIG Entities shall be wholly owned direct or indirect subsidiaries of Umbrella and Umbrella shall be owned solely by the members of TWMH, the members of TIG GP and the members of TIG MGMT; (ii) prior to the Closing, Alvarium will take, or cause to be taken, all actions necessary to implement a reorganization such that Alvarium will be the wholly owned indirect subsidiary of a newly formed Isle of Man entity ("Alvarium Topco"), and Alvarium Topco will be owned solely by the shareholders of Alvarium; (iii) on the business day prior to the Closing Date, we will domesticate as a corporation formed under the laws of the State of Delaware and deregister as an exempted company incorporated under the laws of the Cayman Islands, pursuant to which each Class A ordinary share outstanding shall be converted into the right to receive one share of Class A Common Stock and we will be renamed "Alvarium Tiedemann Holdings, Inc."; (iv) at the Closing, TIG MGMT, TIG GP and Umbrella will enter into a Distribution Agreement, pursuant to which (a) TIG MGMT will distribute to Umbrella all of the issued and outstanding

shares or partnership interests, as applicable, that it holds through its strategic investments in External Strategic Managers (as defined in the A&R Business Combination Agreement), and (b) TIG GP will distribute to Umbrella all of the issued and outstanding shares or interests that it holds through its strategic investment in an External Strategic Manager; (v) at the Closing, (a) each Alvarium Shareholder (other than the Alvarium Class C Shareholder (as defined in the A&R Business Combination Agreement) will exchange his, her or its (1) ordinary shares of Alvarium Topco and (2) Class A Shares of Alvarium Topco and (b) the Alvarium Class C Shareholder will exchange his, her or its Alvarium Class C Share, and upon the consummation of the Alvarium Exchange (as defined in the A&R Business Combination Agreement) and the Alvarium Class C Shareholder Exchange (as defined in the A&R Business Combination Agreement), Alvarium Topco will become our direct wholly-owned subsidiary; (vi) at the Closing, we will contribute shares of Class B Common Stock and cash to a newly formed wholly owned Delaware corporation; (vii) at the Closing, immediately following the effective time of the Alvarium Exchange, Umbrella Merger Sub will merge with and into Umbrella, with Umbrella surviving such merger as our direct subsidiary; (viii) at the Closing, following the Alvarium Exchange and the Umbrella Merger, we and Umbrella will enter into the Alvarium Contribution Agreement, pursuant to which (a) we will contribute all of the issued and outstanding shares of Alvarium Topco that we hold to Umbrella, (b) upon the consummation of the Alvarium Contribution (as defined in the A&R Business Combination Agreement), Alvarium Topco will become a wholly-owned subsidiary of Umbrella, and (c) following the Closing, Alvarium Topco will be liquidated, whereupon Alvarium Holdings LLC (to be renamed Alvarium Tiedemann Holdings, LLC) will become the wholly owned direct subsidiary of Umbrella (collectively, the "Proposed Business Combination").

The consummation of the transactions contemplated by the Business Combination Agreement is subject to customary conditions, representations and warranties, covenants and closing conditions in the Business Combination Agreement, including, but not limited to, approval by our shareholders of the Business Combination Agreement, the effectiveness of a registration statement on Form S-4 (File No. 333-262644), which was initially filed with the SEC on February 11, 2022, in connection with the Proposed Business Combination, and other customary closing conditions, including the receipt of certain regulatory approvals. The transaction is expected to close materially before our mandatory liquidation date. The Company filed amendments to the Form S-4 with the SEC on May 13, 2022, June 27, 2022, July 25, 2022 and August 8, 2022. On October 17, 2022, the SEC declared effective the Form S-4 and the Company commenced mailing the definitive proxy statement/prospectus relating to the Company's extraordinary general meeting to be held on November 17, 2022 in connection with the Business Combination.

Subscription Agreements

Concurrently with the execution of the Business Combination Agreement, we entered into subscription agreements (the "PIPE Subscription Agreements") with certain investors (each a "PIPE Investor") to purchase, following the Domestication, Class A Common Stock (such shares, collectively, "PIPE Shares") in an aggregate value of $164,999,807, representing 16,936,715 PIPE Shares at a price of $9.80 per share.

The closing of the sale of PIPE Shares (the "PIPE Closing") will occur immediately prior to the Closing. The PIPE Closing will be subject to customary conditions, including, but not limited to:

i. all representations and warranties of us and the PIPE Investor contained in the relevant PIPE Subscription Agreement will be true and correct in all material respects (other than representations and warranties that are qualified as to materiality or Material Adverse Effect (as defined in the PIPE Subscription Agreements), which representations and warranties will be true in all respects) at, and as of, the PIPE Closing;

ii. all conditions precedent to the Closing will have been satisfied or waived; and

iii. without the consent of the PIPE Investor, the Business Combination Agreement cannot be amended, modified or waived in a manner that reasonably would be expected to materially and adversely affect the economic benefits the PIPE Investor reasonably would expect to receive under the PIPE Subscription Agreement.

Pursuant to the PIPE Subscription Agreements, we agreed that, within 45 calendar days after the consummation of the Proposed Business Combination, we will file with the SEC a registration statement registering the resale of the PIPE Shares, and we will use our commercially reasonable efforts to have such registration statement declared effective as soon as practicable after the filing thereof; provided, however, that our obligations to include the shares held by a PIPE Investor in such registration statement will be contingent upon the respective PIPE Investor furnishing in writing to us such information regarding the PIPE Investor, the securities held by such PIPE Investor and the intended method of disposition of the shares, as will be reasonably requested by us to effect the registration of such shares, and will execute such documents in connection with such registration, as us may reasonably request that are customary of a selling shareholder in similar situations.

Each PIPE Subscription Agreement will terminate upon the earlier to occur of (i) such date and time as the Business Combination Agreement is terminated in accordance with its terms, (ii) upon the mutual written agreement of each of the parties to the PIPE Subscription Agreement; or (iii) if any of the conditions to PIPE Closing set forth in Sections 3.2 and 3.3 of such PIPE Subscription Agreement are not satisfied on or prior to the Closing Date and, as a result thereof, the transactions contemplated by such PIPE Subscription Agreement are not consummated at the PIPE Closing.

On October 25, 2022, we amended each of the PIPE Subscription Agreements, solely to redefine "Subscribed Shares" in the PIPE Subscription Agreements to refer to the sum of the Base Share Number (as defined therein) plus a number of Shares (as defined in the Sponsor Support Agreement dated September 19, 2021 (the "Original Sponsor Support Agreement")) forfeited pursuant to Section 3 of the Original Sponsor Support Agreement, multiplied by (b) a fraction (i) the numerator of which is the Base Share Number and (ii) the denominator of which is the sum of the number of the Non-Redeemed SPAC Class A Common Shares and the number of Private Placement Shares (each as defined therein).

Registration Statement on Form S-4

The Company filed a registration statement on Form S-4 (File No. 333-262644) (the "Form S-4") with the SEC on February 11, 2022, in connection with the Business Combination Agreement. The consummation of the transactions contemplated by the Business Combination Agreement is subject to customary conditions, representations and warranties, covenants and closing conditions in the Business Combination Agreement, including, but not limited to, approval by the Company's shareholders of the Business Combination Agreement, the effectiveness of the Form S-4, and other customary closing conditions, including the receipt of certain regulatory approvals. The transaction is expected to close materially before the Company's mandatory liquidation date. The Company filed amendments to the Form S-4with the SEC on May 13, 2022, June 27, 2022, July 25, 2022 and August 8, 2022. On October 17, 2022, the SEC declared effective the Form S-4 and the Company commenced mailing the definitive proxy statement/prospectus relating to the Company's extraordinary general meeting to be held on November 17, 2022 in connection with the Business Combination.

On November 17, 2022, Cartesian Growth Corporation (the "Company") held an extraordinary general meeting of shareholders (the "Special Meeting") in connection with the Business Combination Agreement, relating to a proposed business combination between inter alios, the Company, Tiedemann Wealth Management Holdings, LLC, a Delaware limited liability company ("TWMH"), TIG Trinity GP, LLC, a Delaware limited liability company ("TIG GP"), TIG Trinity Management, LLC, a Delaware limited liability company ("TIG MGMT" and, together with TIG GP, the "TIG Entities"), Alvarium Investments Limited, an English private limited company ("Alvarium" and, together with TWMH and the TIG Entities, the "Companies"), Rook MS LLC, a Delaware limited liability company ("Umbrella Merger Sub"), and Alvarium Tiedemann Capital, LLC, a Delaware limited liability company ("Umbrella"), as described in the proxy statement filed by the Company with the SEC on October 17, 2022 (the "Proxy Statement"). Present at the Special Meeting were holders of 33,707,929 of the Company's Ordinary Shares (the "Ordinary Shares") in person or by proxy, representing 78.163% of the voting power of the Ordinary Shares as of August 31, 2022, the record date for the Special Meeting (the "Record Date"), and constituting a quorum for the transaction of business. As of the Record Date, there were 43,125,000 Ordinary Shares issued and outstanding.

At the Special Meeting, the Company's shareholders approved the Business Combination Proposal, the Domestication Proposal, the Organizational Documents Proposal, the Stock Issuance Proposal, the Equity Incentive Plan Proposal, the Employee Stock Purchase Plan Proposal and the Election of Directors Proposal, in each case as defined and described in greater detail in the Proxy Statement. The Advisory Charter Proposals, as defined and described in greater detail in the Proxy Statement, contained seven non-binding advisory proposals. The Adjournment Proposal, as defined and described in greater detail in the Proxy Statement, was not presented to the Company's shareholders as the Business Combination Proposal, the Domestication Proposal, the Organizational Documents Proposal, the Stock Issuance Proposal, the Equity Incentive Plan Proposal, the Employee Stock Purchase Plan Proposal and the Election of Directors Proposal each received a sufficient number of votes for approval.

PIPE Investment

As previously announced, on September 19, 2021, concurrently with the execution of the Business Combination Agreement, Cartesian entered into subscription agreements, as amended on October 25, 2022 (each, as amended, supplemented, or otherwise modified from time to time, a "Subscription Agreement") with certain investors (collectively, the "PIPE Investors") pursuant to which, on the terms and subject to the conditions therein, the PIPE Investors collectively subscribed for 16,936,715 shares of Class A Common Stock (the "PIPE Shares") at a purchase price of $9.80 per share, for an aggregate purchase price equal to $164,999,807 (the "PIPE Investment"). The PIPE Investment was consummated substantially concurrently with the closing of the Business Combination. Upon the closing of the PIPE Investment, Cartesian simultaneously (i) canceled a number of SPAC Class A Ordinary Shares held by Sponsor equal to the number of Sponsor Redemption Shares and (ii) issued to the PIPE Investors an amount of shares equal to the number of PIPE Shares, divided by the sum of the number of the Non-Redeemed SPAC Class A Common Shares and the number of PIPE Shares, on a pro-rata basis based on the number of PIPE Shares held by such PIPE Investors (the "PIPE Bonus Shares") (see Note 10).

Risks and Uncertainties

Management continues to evaluate the impact of the COVID-19 pandemic and has concluded that while it is reasonably possible that the COVID-19 pandemic could have a negative effect on the Company's financial position, results of operations and/or its ability to consummate an initial Business Combination, the specific impact is not readily determinable as of the date of these financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The military conflict commenced in February 2022 by the Russian Federation in Ukraine has created and is expected to create further global economic consequences, including but not limited to the possibility of extreme volatility and disruptions in the financial markets, diminished liquidity and credit availability, declines in consumer confidence, declines in economic growth, increases in inflation rates and uncertainty about economic and political stability. Such global consequences may materially and adversely affect the Company's ability to consummate an initial Business Combination, or the operations of a target business with which the Company ultimately consummates an initial Business Combination. In addition, the Company's ability to consummate an initial Business Combination may be dependent on the ability to raise equity and debt financing which may be impacted by these events, including as a result of increased market volatility, or decreased market liquidity in third-party financing being unavailable on terms acceptable to the Company or at all. The impact of this action and related sanctions on the global economy and the specific impact on the Company's financial position, results of operations and/or ability to consummate an initial Business Combination are not yet determinable. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

On August 16, 2022, President Biden signed into law the Inflation Reduction Act of 2022 (the "Inflation Reduction Act"), which, among other things, imposes a 1% excise tax on any domestic corporation that repurchases its stock after December 31, 2022 (the "Excise Tax"). The Excise Tax is imposed on the fair market value of the repurchased stock, with certain exceptions. Because the combined company will be a Delaware

corporation and the Company's securities are expected to trade on Nasdaq following the Business Combination, the Company will be a "covered corporation" within the meaning of the Inflation Reduction Act following the Business Combination. While not free from doubt, absent any further guidance from Congress, the Excise Tax may apply to any redemptions of its Class A ordinary shares after December 31, 2022, including redemptions in connection with the Business Combination, unless an exemption is available.

Issuances of securities in connection with the Business Combination are expected to reduce the amount of the Excise Tax in connection with redemptions occurring in the same calendar year, but the number of securities redeemed may exceed the number of securities issued. Consequently, the Excise Tax may make a transaction with the Company less appealing to potential business combination targets. Further, the application of the Excise Tax in the event of a liquidation is uncertain.

Liquidity

As of December 31, 2022, the Company had $85,540 in its operating bank account and working capital deficit of $7,919,107.

On January 3, 2023, the Company consummated its Business Combination therefore substantial doubt about the Company's ability to continue as a going concern was alleviated.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements are presented in conformity with accounting principles generally accepted in the United States of America ("GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC").

Emerging Growth Company

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Use of Estimates

The preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting periods.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the financial statements, which management considered in formulating its estimate, could change in the near term due to one or more future confirming events. One of the more significant accounting estimates included in these financial statements is the determination of the fair value of the warrant liabilities. Such estimates may be subject to change as more current information becomes available and accordingly, the actual results could differ significantly from those estimates.

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had cash of $85,540 and $551,258 as of December 31, 2022 and 2021, respectively. The Company did not have any cash equivalents as of December 31, 2022 and 2021.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of a cash account in a financial institution, which, at times, may exceed the Federal Deposit Insurance Corporation coverage. The Company has not experienced losses on this account.

Cash and Marketable Securities Held in Trust Account

Through December 29, 2022 and at December 31, 2021, substantially all of the assets held in the Trust Account were held in money market funds which invest in U.S. Treasury securities. At December 31, 2022, substantially all of the assets held in the Trust account were transferred and held in the cash in preparation for the Business Combination closing date.

Convertible Debt

The Company accounts for promissory note that feature conversion options in accordance with Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") Topic 815, "Derivatives and Hedging" ("ASC 815"). ASC 815 requires companies to bifurcate conversion options from their host instruments and account for them as freestanding derivative financial instruments according to certain criteria. These criteria include circumstances in which (i) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (ii) a promissory note that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable GAAP with changes in fair value reported in earnings as they occur and (iii) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

Warrant Liabilities

The Company evaluates the Warrants (which are discussed in Note 3, Note 4 and Note 9), in accordance with FASB ASC Topic 815-40, "Derivatives and Hedging, Contracts in Entity's Own Equity" ("ASC 815-40") and concluded that a provision in its warrant agreement related to certain tender or exchange offers precludes the

Warrants from being accounted for as components of equity. As the Warrants meet the definition of a derivative as contemplated in ASC 815-40, the Warrants are recorded as derivative liabilities on the balance sheets and measured at fair value at inception (the date of the IPO) and at each reporting date in accordance with FASB ASC Topic 820, "Fair Value Measurement," with changes in fair value recognized in the statements of operations in the period of change.

Offering Costs Associated with the Initial Public Offering

The Company complies with the requirements of the FASBASC 340-10-S99-1. Offering costs consisted of legal fees, accounting fees, underwriting fees and other costs incurred through the IPO that were directly related to the IPO. Offering costs are allocated to the separable financial instruments issued in the IPO based on a relative fair value basis, compared to total proceeds received. Offering costs associated with warrant liabilities are expensed as incurred, presented as non-operating expenses in the statements of operations. Offering costs associated with the Class A ordinary shares were charged to temporary equity upon the completion of the IPO.

Class A Ordinary Shares Subject to Possible Redemption

The Company accounts for its Class A ordinary shares subject to possible redemption in accordance with the guidance in ASC Topic 480 "Distinguishing Liabilities from Equity" (ASC 480). Ordinary shares subject to mandatory redemption (if any) are classified as a liability instrument and measured at fair value. Conditionally redeemable ordinary shares (including ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. All of the 34,500,000 Class A ordinary shares contain a redemption feature which allows for the redemption of such Class A ordinary shares in connection with the Company's liquidation, if there is a shareholder vote or tender offer in connection with the Business Combination and in connection with certain amendments to the Company's amended and restated memorandum and articles of association. In accordance with the SEC and its staff's guidance on redeemable equity instruments, which has been codified in ASC 480-10-S99, redemption provisions not solely within the control of the Company require ordinary shares subject to redemption to be classified outside of permanent equity. Ordinary liquidation events, which involve the redemption and liquidation of all of the entity's equity instruments, are excluded from the provisions of ASC 480. Accordingly, at December 31, 2022 and 2021, all Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders' deficit section of the Company's balance sheets.

The Company recognizes changes in redemption value immediately as they occur and adjusts the carrying value of redeemable ordinary shares to equal the redemption value at the end of each reporting period. Increases or decreases in the carrying amount of redeemable ordinary shares are affected by charges against additional paid in capital and accumulated deficit.

As of December 31, 2022 and 2021, the Class A ordinary shares subject to redemption reflected on the balance sheets are reconciled in the following table:

Gross Proceeds	$ 345,000,000
Less:	
Proceeds allocated to Public Warrants	(15,007,500)
Class A ordinary shares issuance costs	(18,671,929)
Plus:	
Remeasurement of carrying value to redemption value	33,679,429
Interest earned on Trust Account	31,308
Class A ordinary shares subject to possible redemption at December 31, 2021	**$ 345,031,308**
Interest earned on Trust Account	4,952,531
Class A ordinary shares subject to possible redemption at December 31, 2022	**$ 349,983,839**

Income Taxes

The Company accounts for income taxes under ASC 740, "Income Taxes" ("ASC 740"). ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statement and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carry forwards. ASC 740 additionally requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized.

ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of December 31, 2022 and 2021. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

There is currently no taxation imposed on income by the government of the Cayman Islands. In accordance with Cayman Islands income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's financial statements. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

Fair Value of Financial Instruments

The Company follows the guidance in FASB ASC Topic 820, "Fair Value Measurement," for its financial assets and liabilities that are re-measured and reported at fair value at each reporting period, and non-financial assets and liabilities that are re-measured and reported at fair value at least annually.

The fair value of certain of the Company's financial assets and liabilities reflects management's estimate of amounts that the Company would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. In connection with measuring the fair value of its assets and liabilities, the Company seeks to maximize the use of observable inputs (market data obtained from independent sources) and to minimize the use of unobservable

inputs (internal assumptions about how market participants would price assets and liabilities). The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

Level 1 –Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Valuation adjustments and block discounts are not being applied. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.

Level 2 –Valuations based on (i) quoted prices in active markets for similar assets and liabilities, (ii) quoted prices in markets that are not active for identical or similar assets, (iii) inputs other than quoted prices for the assets or liabilities, or (iv) inputs that are derived principally from or corroborated by market through correlation or other means.

Level 3 –Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

See Note 9 for additional information on assets and liabilities measured at fair value.

Net Income (Loss) per Share

The Company complies with the accounting and disclosure requirements of FASB ASC Topic 260, "Earnings Per Share." Net (loss) income per share is computed by dividing net (loss) income by the weighted average number of ordinary shares outstanding during the period. The Company has two classes of shares, Class A ordinary shares and Class B ordinary shares. Earnings and losses are shared pro rata between the two classes of shares. The Company has not considered the effect of the 20,400,000 Class A ordinary shares underlying the 11,500,000 Warrants and the 8,900,000 Private Warrants, in the calculation of diluted net (loss) income per share, since the exercise of the Warrants is contingent upon the occurrence of future events. As a result, diluted net (loss) income per ordinary share is the same as basic net (loss) income per ordinary share for the period presented.

The Company's statements of operations apply the two-class method in calculating net (loss) income per share. Basic and diluted net (loss) income per Class A ordinary share and Class B ordinary share is calculated by dividing net (loss) income attributable to the Company by the weighted average number of Class A ordinary shares and Class B ordinary shares outstanding, allocated proportionally to each class of shares.

Reconciliation of Net (Loss) Income per Share

The Company's net (loss) income is adjusted for the portion of net (loss) income that is allocable to each class of shares. The allocable net (loss) income is calculated by multiplying net (loss) income by the ratio of weighted average number of shares outstanding attributable to Class A ordinary shares and Class B ordinary shares to the total weighted average number of shares outstanding for the period. Remeasurement of the carrying value of Class A ordinary shares to redemption value is excluded from net (loss) income per ordinary share because the redemption value approximates fair value.

Accordingly, basic and diluted (loss) income per ordinary share is calculated as follows:

	For the Year Ended December 31, 2022	For the Year Ended December 31, 2021
Class A Ordinary Shares		
Numerator: Net income (loss) allocable to Class A ordinary shares		
Net income (loss)	$ 8,779,014	$ (1,035,380)
Less: Allocation of net income (loss) to Class B ordinary shares	(1,755,803)	(232,904)
Proportionate share of net income (loss)	$ 7,023,211	$ (802,476)
Denominator: Weighted Average Class A ordinary shares		
Basic and diluted weighted average shares outstanding	34,500,000	29,112,329
Basic and diluted net income (loss) per share	$ 0.20	$ (0.03)
Class B Ordinary Shares		
Numerator: Net income (loss) allocable to Class B ordinary shares		
Net income (loss)	$ 8,779,014	$ (1,035,380)
Less: Allocation of net income (loss) to Class A ordinary shares	(7,023,211)	(802,476)
Proportionate share of net income (loss)	$ 1, 755,803	$ (232,904)
Denominator: Weighted Average Class B ordinary shares		
Basic and diluted weighted average shares outstanding	8,625,000	8,449,315
Basic and diluted net income (loss) per share	$ 0.20	$ (0.03)

Recent Accounting Pronouncements

The Company's management does not believe that any other recently issued, but not effective, accounting standards, if currently adopted, would have a material effect on the accompanying financial statements.

NOTE 3. INITIAL PUBLIC OFFERING

Public Units

On February 26, 2021, upon the consummation of the IPO, the Company sold 34,500,000 Units, which includes the full exercise by the underwriters of the over-allotment option to purchase an additional 4,500,000 Units, at a purchase price of $10.00 per Unit. Each Unit consists of one Class A ordinary share, and one-third of one redeemable Warrant to purchase one Class A ordinary share.

Public Warrants

Each whole Public Warrant entitles the holder to purchase one Class A ordinary share at a price of $11.50 per share, subject to adjustment as discussed herein. The Public Warrants will become exercisable on the later of 12 months from the closing of the IPO or 30 days after the completion of its initial Business Combination and will expire five years after the completion of the Company's initial Business Combination, at 5:00 p.m., New York City time, or earlier upon redemption or liquidation.

In addition, if (i) the Company issues additional Class A ordinary shares or equity-linked securities for capital raising purposes in connection with the closing of the initial Business Combination at an issue price or effective issue price of less than $9.20 per Class A ordinary share (with such issue price or effective issue price to be determined in good faith by the Company's board of directors and in the case of any such issuance to the Sponsor or its affiliates, without taking into account any founder shares held by the Sponsor or its affiliates, as applicable, prior to such issuance) (the "Newly Issued Price"), (ii) the aggregate gross proceeds from such issuances represent more than 60% of the total equity proceeds, and interest thereon, available for the funding of the initial Business Combination on the date of the consummation of the initial Business Combination (net of redemptions), and (iii) the volume weighted average trading price of the Company's Class A ordinary shares during the 20 trading day period starting on the trading day prior to the day on which the Company consummates its initial Business Combination (such price, the "Market Value") is below $9.20 per share, then the exercise price of the warrants will be adjusted (to the nearest cent) to be equal to 115% of the higher of the Market Value and the Newly Issued Price, and the $18.00 per share redemption trigger price described adjacent to "Redemption of warrants when the price per ordinary share equals or exceeds $18.00" will be adjusted (to the nearest cent) to be equal to 180% of the higher of the Market Value and the Newly Issued Price, respectively.

The Company has agreed that as soon as practicable, but in no event later than fifteen (15) business days after the closing of the initial Business Combination, it will use its commercially reasonable efforts to file with the SEC a registration statement for the registration, under the Securities Act, of the Class A ordinary shares issuable upon exercise of the Warrants. The Company will use its commercially reasonable efforts to cause the same to become effective and to maintain the effectiveness of such registration statement, and a current prospectus relating thereto, until the expiration or redemption of the Warrants in accordance with the provisions of the warrant agreement. Notwithstanding the above, if the Class A ordinary shares are at the time of any exercise of a Warrant not listed on a national securities exchange such that it satisfies the definition of a "covered security" under Section 18(b)(1) of the Securities Act, the Company may, at its option, require holders of Public Warrants who exercise their Warrants to do so on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act and, in the event the Company so elects, it will not be required to file or maintain in effect a registration statement or register or qualify the shares under applicable blue sky laws to the extent an exemption is available.

Redemption of Warrants When the Price per Class A Ordinary Share Equals or Exceeds $18.00

Once the Warrants become exercisable, the Company may redeem the outstanding Warrants (except as described herein with respect to the Private Warrants):

- in whole and not in part;
- at a price of $0.01 per Warrant;
- upon not less than 30 days' prior written notice of redemption (the "30-day redemption period") to each Warrant holder;
- if, and only if, the last sale price of the Class A ordinary shares equals or exceeds $18.00 per share (as adjusted for share splits, share dividends, reorganizations. and recapitalizations), for any 20 trading days within a 30-trading day period ending on the third business day prior to the notice of redemption to the Warrant holders; and
- if, and only if, there is a current registration statement in effect with respect to the Class A ordinary shares underlying the Warrants.

NOTE 4. PRIVATE PLACEMENT

Simultaneously with the closing of the IPO, the Sponsor purchased an aggregate of 8,900,000 Private Warrants at a price of $1.00 per Private Warrant, for an aggregate purchase price of $8,900,000, in a private placement. A portion of the proceeds from the sale of the Private Warrants was added to the proceeds from the IPO held in the Trust Account.

The Private Warrants are identical to the Public Warrants, except that the Private Warrants, so long as they are held by the Sponsor or its permitted transferees, (i) will not be redeemable by the Company, (ii) may not (including the Class A ordinary shares issuable upon exercise of these Private Warrants), subject to certain limited exceptions, be transferred, assigned or sold by the holders until 30 days after the completion of the Company's initial Business Combination, (iii) may be exercised by the holders on a cashless basis and (iv) will be entitled to certain registration rights. If the Private Warrants are held by holders other than the Sponsor or its permitted transferees, the Private Warrants will be redeemable by the Company and exercisable by the holders on the same basis as the Public Warrants.

The initial shareholders, officers, directors and independent directors have agreed to waive their redemption rights with respect to any Class A ordinary shares they may acquire during or after the IPO, in connection with the completion of the initial Business Combination. If the Company does not complete the initial Business Combination within the applicable time period, the proceeds of the sale of the Private Warrants will be used to fund the redemption of the Class A ordinary shares.

NOTE 5. RELATED PARTY TRANSACTIONS

Founder Shares

On December 31, 2020, the Company issued an aggregate of 7,187,500 founder shares to the Sponsor for an aggregate purchase price of $25,000, or approximately $0.003 per share, in cash. In February 2021, the Sponsor transferred an aggregate of 75,000 founder shares to its independent directors. On February 23, 2021, the Company effectuated a recapitalization, and as a result, the initial shareholders held 8,625,000 founder shares, including up to 1,125,000 founder shares which were subject to forfeiture by the Sponsor, if the over-allotment option was not exercised by the underwriters in full. As a result of the underwriters' full exercise of their over-allotment option on February 26, 2021, none of the Class B ordinary shares are subject to forfeiture any longer.

The initial shareholders have agreed not to transfer, assign or sell any of the founder shares (except to certain permitted transferees) until the earlier of (i) one year after the date of the completion of the initial Business Combination or earlier if, subsequent to the initial Business Combination, the last reported sale price of the Class A ordinary shares equals or exceeds $12.00 per share (as adjusted for share splits, share dividends, reorganizations and recapitalizations) for any 20 trading days within any30-tradingday period commencing at least 150 days after the initial Business Combination, or (ii) the Company consummates a subsequent liquidation, merger, capital stock exchange or other similar transaction which results in all of the shareholders having the right to exchange their ordinary shares for cash, securities or other property.

Promissory Note

On December 31, 2020, the Sponsor issued to the Company an unsecured promissory note to borrow up to $250,000 to be used for a portion of the expenses of the IPO. These loans were non-interest bearing, unsecured and were due at the earlier of September 30, 2021 or the closing of the IPO. As of February 26, 2021, the Company had borrowings of $144,890 under the promissory note, and on February 26, 2021, repaid the $144,890 from the proceeds of the IPO.

Working Capital Loans

In order to fund working capital deficiencies or finance transaction costs in connection with an initial Business Combination, the Sponsor, the Company's officers, directors or their affiliates may, but are not obligated to, loan the Company funds from time to time as may be required (the "Working Capital Loans"). If the Company completes the initial Business Combination, the Company will repay the Working Capital Loans out of the proceeds of the Trust Account released to the Company. In the event that the initial Business Combination does not close, the Company may use a portion of the working capital held outside the Trust Account to repay the

Working Capital Loans but no proceeds from the Trust Account would be used to repay the Working Capital Loans. Up to $1,500,000 of such Working Capital Loans may be convertible into Private Warrants at a price of $1.00 per warrant at the option of the lender. Such warrants would be identical to the Private Warrants.

On May 25, 2022, the Company issued an unsecured promissory note (the "Working Capital Note") in the principal amount of $500,000 to the Sponsor, which was funded in its entirety by the Sponsor upon execution of the Working Capital Note. The Working Capital Note does not bear interest and the principal balance will be payable on the earlier to occur of (i) the date on which the Company consummates its initial Business Combination and (ii) the date that the winding up of the Company is effective (such earlier date, the "Maturity Date"). In the event the Company consummates its initial Business Combination, the Sponsor has the option, on the Maturity Date, to convert all or any portion of the principal outstanding under the Working Capital Note into that number of warrants ("Working Capital Warrants") equal to the portion of the principal amount of the Working Capital Note being converted, divided by $1.00, rounded up to the nearest whole number. The terms of the Working Capital Warrants, if any, would be identical to the terms of the Private Warrants, including the transfer restrictions applicable thereto. The Working Capital Note is subject to customary events of default, the occurrence of certain of which automatically triggers the unpaid principal balance of the Working Capital Note and all other sums payable with regard to the Working Capital Note becoming immediately due and payable. The issuance of the Working Capital Note was made pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act of 1933, as amended.

As of December 31, 2022 and 2021, the Company had $490,814 and $0 borrowings under the Working Capital Note, net of debt discount of $32,145 and $0, respectively.

On January 3, 2023, the outstanding working capital Note was paid in full (see Note 10).

Administrative Services Agreement

The Company agreed to pay the Sponsor $10,000 per month for office space, utilities, secretarial support and administrative services. The Company began incurring these fees on February 23, 2021 and will continue to incur these fees monthly until the earlier of the completion of an initial Business Combination and the Company's liquidation. For the year ended December 31, 2022 and 2021, the Company has paid $120,000 and $100,000 in such fees, respectively.

NOTE 6. COMMITMENTS AND CONTINGENCIES

Underwriting Agreement

The underwriter had a 45-day option from the date of the IPO to purchase up to an aggregate of 4,500,000 additional Units at the public offering price less the underwriting commissions. On February 26, 2021, the underwriter fully exercised its over-allotment option.

Upon consummation of the IPO on February 26, 2021, the underwriters were paid a cash underwriting fee of 2.0% of the gross proceeds of the IPO, or $6,900,000 in the aggregate.

The underwriters of the IPO are entitled to a deferred underwriting commission of 3.5% of the gross proceeds of the IPO, or $12,075,000 in the aggregate. Subject to the terms of the underwriting agreement, the deferred underwriting commission will be payable to the underwriters from the amounts held in the Trust Account solely in the event that the Company completes an initial Business Combination, and the deferred underwriting commission will be waived by the underwriters in the event that the Company does a Business Combination.

On November 14, 2022, the Company and underwriter executed a deferred underwriting commission modification letter confirming the underwriter's forfeiture collectively of $4,275,000 of the $12,075,000 of

deferred underwriting commission that would otherwise be payable to it at the closing of Business Combination. As a result, the Company recognized $195,857 of other income and $4,079,413 was recorded to additional paid-in capital in relation to the forfeiture of a portion of underwriting fee commission in the accompanying financial statements. As of December 31, 2022 and 2021, the outstanding deferred underwriting fee payable were $7,800,000 and $12,075,000, respectively.

On January 3, 2023, the outstanding deferred underwriting fee totaling to $7,800,000 was paid in full (see Note 10).

Registration Rights

On February 23, 2021, the Company entered into a registration rights agreement with respect to the Founder Shares, the Private Warrants and warrants that may be issued upon conversion of the Working Capital Loans (and any Class A ordinary shares issuable upon the exercise of the Private Warrants and warrants that may be issued upon conversion of Working Capital Loans), which requires the Company to register such securities for resale (in the case of the Founder Shares, only after conversion to Class A ordinary shares).

Pursuant to such registration rights agreement, the holders of the majority of these securities will be entitled to make up to three demands, excluding short form demands, that we register such securities. In addition, the holders will have certain "piggy-back" registration rights with respect to registration statements filed subsequent to the completion of the Company's initial Business Combination and rights to require the Company to register for resale such securities pursuant to Rule 415 under the Securities Act. The Company will bear the expenses incurred in connection with the filing of any such registration statements.

Financial Advisor Engagements and Resignations

On September 19, 2021, the Company engaged BofA Securities, Inc. ("BofA") as its financial (M&A) advisor in connection with the Business Combination. Pursuant to this engagement, the Company agreed to pay to BofA an advisory fee of $3,000,000, contingent and payable upon the closing of a Business Combination. On May 13, 2022, BofA resigned from its role as financial (M&A) advisor to the Company and waived any fees to which it was entitled pursuant to its engagement, and BofA and the Company mutually terminated the engagement letter entered into in connection therewith.

On September 19, 2021, the Company engaged BofA as its capital markets advisor in connection with the Business Combination. Pursuant to this engagement, the Company will pay no additional compensation to BofA. On May 13, 2022, BofA resigned from its role as capital markets advisor to the Company for which it was not entitled to any fee, and BofA and the Company mutually terminated the engagement letter entered into in connection therewith.

NOTE 7. CLASS A ORDINARY SHARE SUBJECT TO POSSIBLE REDEMPTION

Class A Ordinary Shares— The Company is authorized to issue up to 200,000,000 Class A ordinary shares with a par value of $0.0001 per share. At each of December 31, 2022 and 2021 there were 34,500,000 issued and outstanding. Of the 34,500,000 issued and outstanding Class A ordinary shares, 34,500,000 shares are subject to possible redemption at December 31, 2022 and 2021 and, therefore, classified outside of permanent equity. At December 31, 2022 and 2021, all Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders' deficit section of the Company's balance sheets.

NOTE 8. SHAREHOLDERS' DEFICIT

Preference Shares— The Company is authorized to issue 1,000,000 preference shares with a par value of $0.0001 per share, with such designations, voting and other rights and preferences as may be determined from time to time by the Company's board of directors. At December 31, 2022 and 2021, there were no preference shares issued or outstanding.

Class B Ordinary Shares— The Company is authorized to issue 20,000,000 Class B ordinary shares with a par value of $0.0001 per share. At December 31, 2022 and 2021, there were 8,625,000 Class B ordinary shares issued and outstanding. On February 23, 2021, the Company effectuated a recapitalization resulting in the initial shareholders holding 8,625,000 Class B ordinary shares, including up to 1,125,000 founder shares which were subject to forfeiture by the Sponsor, if the over-allotment option was not exercised by the underwriters in full. As a result of the underwriters' full exercise of their over-allotment option on February 26, 2021, none of the Class B ordinary shares are subject to forfeiture any longer.

Prior to an initial Business Combination, only holders of Class B ordinary shares will be entitled to vote on the appointment of directors and may remove a member of the Company's board of directors for any reason prior to the consummation of an initial Business Combination. Holders of Class A ordinary shares and Class B ordinary shares will vote together as a single class on all other matters submitted to a vote of the Company's shareholders except as required by law. Unless specified in the Company's amended and restated memorandum and articles of association, or as required by applicable provisions of the Companies Act (As Revised) of the Cayman Islands, as amended from time to time, or applicable share exchange rules, the affirmative vote of a majority of the Company's ordinary shares that are voted is required to approve any such matter voted on by its shareholders.

The Class B ordinary shares will automatically convert into Class A ordinary shares at the time of the Company's initial Business Combination or earlier at the option of the holders thereof at a ratio such that the number of Class A ordinary shares issuable upon conversion of all founder shares will equal, in the aggregate, on an as-converted basis, 20%ofthe sum of (i) the total number of the Company's ordinary shares issued and outstanding upon completion of the IPO, plus (ii) the total number of Class A ordinary shares issued or deemed issued or issuable upon conversion or exercise of any equity-linked securities (as defined herein) or rights issued or deemed issued by the Company in connection with or in relation to the completion of the initial Business Combination, excluding any Class A ordinary shares or equity-linked securities exercisable for or convertible into Class A ordinary shares issued, deemed issued, or to be issued, to any seller of a target business in the initial Business Combination and any warrants issued upon conversion of Working Capital Loans. In no event will the Class B ordinary shares convert into Class A ordinary shares at a rate of less than one-to-one.

NOTE 9. FAIR VALUE MEASUREMENTS

The following tables present information about the Company's assets and liabilities that are measured at fair value on a recurring basis at December 31, 2022 and 2021, and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value:

	December 31, 2022	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Assets:				
Cash held in Trust Account	$349,983,839	$ 349,983,839	$ —	$ —
Liabilities:				
Public Warrants Liability	$ 5,882,250	$ 5,882,250	$ —	$ —
Private Warrants Liability	4,648,890	—	—	4,648,890
	$ 10,531,140	$ 5,882,250	$ —	$ 4,648,890

	December 31, 2021	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Assets:				
U.S. Money Market held in Trust Account	$345,031,308	$ 345,031,308	$ —	$ —
Liabilities:				
Public Warrants Liability	$ 12,765,000	$ 12,765,000	$ —	$ —
Private Warrants Liability	10,328,609	—	—	10,328,609
	$ 23,093,609	$ 12,765,000	$ —	$ 10,328,609

The Warrants are accounted for as liabilities in accordance with ASC 815-40 and are presented within warrant liabilities on the balance sheets. The warrant liabilities are measured at fair value at inception and on a recurring basis, with changes in fair value presented within change in fair value of warrant liabilities in the statements of operations.

The Company established the initial fair value of the Public Warrants and Private Warrants on February 26, 2021, the date of the Company's IPO, using a Monte Carlo simulation model. As of December 31, 2022 and 2021, the fair value for the Private Warrants was estimated using a Monte Carlo simulation model, and the fair value of the Public Warrants by reference to the quoted market price. The Public Warrants and Private Warrants were classified as Level 3 at the initial measurement date, and the Private Warrants were classified as Level 3 as of December 31, 2022 and 2021 due to the use of unobservable inputs. For the period ended December 31, 2021, the Public Warrants were reclassified from a Level 3 to a Level 1 classification due to the use of the observed trading price of the separated Public Warrants. For the year ended December 31, 2022, there were no transfers between Levels 1, 2 or 3.

The following table presents the changes Level 3 liabilities for the year ended December 31, 2022:

Fair Value at January 1, 2022	$ 10,328,609
Change in fair value	(5,679,719)
Fair Value at December 31, 2022	$ 4,648,890

The following table presents the changes Level 3 liabilities for the year ended December 31, 2021:

Fair Value at January 1, 2021	$ —
Initial fair value of Public Warrants and Private Warrants	27,004,700
Transfer of Public Warrants to Level 1	(15,007,500)
Change in fair value	(1,668,591)
Fair Value at December 31, 2021	$ 10,328,609

The key inputs into the Monte Carlo simulation model as of December 31, 2022 and 2021 were as follows:

	December 31, 2022	December 31, 2021
Risk-free interest rate	4.70%	1.30%
Expected term remaining (years)	0.46	5.49
Expected volatility	22.5%	17.5%
Trading stock price	$ 10.91	$ 9.88

The Company utilizes a Monte Carlo simulation model to estimate the fair value of the conversion feature of the Working Capital Note, which is required to be recorded at its initial fair value on the date of issuance and each balance sheet date thereafter. Changes in the estimated fair value of the conversion feature of the Working Capital Note are recognized as non-cash gains or losses in the statements of operations.

The key assumptions in the Monte Carlo simulation model relate to the expected trading share-price volatility of the Class A ordinary shares, risk-free interest rate, strike price – warrants and debt conversion, expected term of the warrants and the probability of consummation of a Business Combination. The expected trading share-price volatility of the Class A ordinary shares is based on the average trading share price volatility of shares of special purpose acquisition companies (SPACs) that are searching for a target to consummate a business combination. The risk-free interest rate is based on interpolation of U.S. Treasury yields with a term commensurate with the term of the warrants. The Company anticipates the dividend yield to be zero. The expected term of the warrants is assumed to be the timing and likelihood of consummating a Business Combination.

The estimated fair value of the conversion feature of the Working Capital Note as of issuance and for the period ended May 25, 2022 and December 31, 2022 are $41,331 and $82,107, respectively.

The following are the primary assumptions used for the valuation of the conversion feature of the Working Capital Note:

	May 25, 2022	December 31, 2022
Warrant Valuation Terms		
Risk-free interest rate	2.72%	4.70%
Expected term remaining (years)	5.32	0.46
Expected volatility	10.9%	22.5%
Trading share price	$ 9.77	$ 10.91

	May 25, 2022	December 31, 2022
Compound Option Terms		
Strike price – debt conversion	$ 1.00	$ 1.00
Strike price – warrants	$ 11.50	$ 11.50
Term – debt conversion	0.32	0.01
Term – warrant conversion	5.32	5.01
Probability of consummation of a Business Combination	90%	99%
Probability of consummation of a Business Combination – Target Date 11/30/2022 and 1/4/2023	90%	99%
Probability of consummation of a Business Combination – Target Date 2/28/2023 and 1/31/2023	10%	1%

The following table presents the changes in the fair value of the Level 3 conversion option:

Fair value at May 25, 2022 (date of issuance)	$41,331
Change in fair value	40,776
Fair value at December 31, 2022	$82,107

There were no transfers in or out of Level 3 from other levels in the fair value hierarchy during the period ended December 31, 2022 for the conversion feature of the Working Capital Note.

NOTE 10. SUBSEQUENT EVENTS

The Company evaluated subsequent events and transactions that occurred after the balance sheet date up to the date that the financial statements were issued. Based upon this review, other than the below, the Company did not identify any subsequent events that would have required adjustment or disclosure in the financial statements.

The Business Combination

On January 3, 2023 (the "Closing Date"), Cartesian Growth Corporation, a Cayman Islands exempted company ("Cartesian" or the "Company"), consummated the previously announced business combination (the "Business Combination") pursuant to the terms of the Amended and Restated Business Combination Agreement, dated as of October 25, 2022 (as amended, supplemented, or otherwise modified from time to time, the "Business Combination Agreement"), by and among Cartesian, Rook MS LLC, a Delaware limited liability company ("Umbrella Merger Sub"), Tiedemann Wealth Management Holdings, LLC, a Delaware limited liability company ("TWMH"), TIG Trinity GP, LLC, a Delaware limited liability company ("TIG GP"), TIG Trinity Management, LLC, a Delaware limited liability company ("TIG MGMT" and, together with TIG GP, the "TIG Entities"), Alvarium Investments Limited, an English private limited company ("Alvarium" and, together with TWMH and the TIG Entities, the "Target Companies" and each a "Target Company"), and Alvarium Tiedemann Capital, LLC, a Delaware limited liability company ("Umbrella"). In connection with the Business Combination, Cartesian was renamed "Alvarium Tiedemann Holdings, Inc." (the "Company"). As used herein, the "Company" refers to Cartesian Growth Corporation as a Delaware corporation by way of continuation following the Domestication and the Business Combination, which in connection with the Domestication and simultaneously with the Business Combination, changed its corporate name to "Alvarium Tiedemann Holdings, Inc."

Prior to the Closing Date, the following transactions occurred pursuant to the terms of the Business Combination Agreement:

- On December 30, 2022 (the business day before the Closing Date), Cartesian effected a deregistration under the Cayman Islands Companies Act (As Revised) and a domestication under Section 388 of the Delaware General Corporation Law, pursuant to which Cartesian's jurisdiction of registration was changed from the Cayman Islands to the State of Delaware (the "Domestication"). As a result of and upon the effective time of the Domestication, among other things, each Class A ordinary share, par value $0.0001 per share, of Cartesian outstanding was converted into the right to receive one share of Class A common stock, par value $0.0001 per share, of Cartesian (the "Class A Common Stock"), and Cartesian was renamed "Alvarium Tiedemann Holdings, Inc."
- On January 3, 2023, TWMH and the TIG Entities effected a reorganization (the "TWMH/TIG Entities Reorganization") such that TWMH and the TIG Entities became wholly owned direct or indirect subsidiaries of Umbrella and Umbrella became owned solely by the members of TWMH (the "TWMH Members"), the members of TIG GP (the "TIG GP Members") and the members of TIG MGMT (the "TIG MGMT Members"); and
- On January 3, 2023, Alvarium effected a reorganization such that Alvarium became the wholly owned indirect subsidiary of an Isle of Man entity ("Alvarium Topco"), and Alvarium Topco became owned solely by the shareholders of Alvarium (the "Alvarium Reorganization").

On the Closing Date, the following transactions occurred pursuant to the terms of the Business Combination Agreement:

- TIG MGMT, TIG GP and Umbrella entered into a distribution agreement, pursuant to which (a) TIG MGMT distributed to Umbrella all of the issued and outstanding shares or partnership interests, as applicable, that it held through its strategic investments in External Strategic Managers, and (b) TIG GP distributed to Umbrella all of the issued and outstanding shares or interests that it held through its strategic investment in an External Strategic Manager;

- Each shareholder of Alvarium Topco exchanged his, her or its (a) ordinary shares of Alvarium Topco and (b) class A shares of Alvarium Topco for Class A Common Stock (the "Alvarium Exchange"). Upon the consummation of the Alvarium Exchange, Alvarium Topco became a direct wholly-owned subsidiary of Cartesian;
- Cartesian contributed shares of Class B Common Stock and cash to a newly formed wholly owned Delaware corporation ("Cartesian Holdco") and Cartesian HoldCo subsequently contributed all shares of Class B Common Stock and cash to Umbrella Merger Sub;
- Immediately following the effective time of the Alvarium Exchange, Umbrella Merger Sub merged with and into Umbrella, with Umbrella surviving such merger as an indirect subsidiary of Cartesian (the "Umbrella Merger");
- Immediately following the Alvarium Exchange and the Umbrella Merger, Cartesian and Umbrella entered into the Alvarium Contribution Agreement, pursuant to which (a) Cartesian contributed all of the issued and outstanding shares of Alvarium Topco that it held to Umbrella, (b) upon the consummation of the Alvarium Contribution, Alvarium Topco became a wholly-owned subsidiary of Umbrella; and
- In accordance with the Sponsor Support Agreement, Cartesian simultaneously (i) canceled a number of SPAC Class A Ordinary Shares held by Sponsor equal to the number of Sponsor Redemption Shares and (ii) issued the Non-Redeeming Bonus Shares to holders of Non-Redeemed Cartesian Class A Common Shares on a pro-rata basis based on the number of Non-Redeemed SPAC Class A Common Shares held by such holders. The effective issuance rate of Non-Redeeming Bonus Shares was 0.121617 Non-Redeeming Bonus Share per Non-Redeemed SPAC Class A Common Share. Any fractional shares were rounded down to the nearest whole share.

On January 3, 2023, following the Closing, Alvarium Holdings LLC (which was renamed Alvarium Tiedemann Holdings, LLC) became the wholly owned direct subsidiary of Umbrella.

PIPE Investment

As previously announced, on September 19, 2021, concurrently with the execution of the Business Combination Agreement, Cartesian entered into subscription agreements, as amended on October 25, 2022 (each, as amended, supplemented, or otherwise modified from time to time, a "Subscription Agreement") with certain investors (collectively, the "PIPE Investors") pursuant to which, on the terms and subject to the conditions therein, the PIPE Investors collectively subscribed for 16,936,715 shares of Class A Common Stock (the "PIPE Shares") at a purchase price of $9.80 per share, for an aggregate purchase price equal to $164,999,807 (the "PIPE Investment"). The PIPE Investment was consummated substantially concurrently with the closing of the Business Combination. Upon the Closing of the PIPE Investment, Cartesian simultaneously (i) canceled a number of SPAC Class A Ordinary Shares held by Sponsor equal to the number of Sponsor Redemption Shares and (ii) issued to the PIPE Investors an amount of shares equal to the number of PIPE Shares, divided by the sum of the number of the Non-Redeemed SPAC Class A Common Shares and the number of PIPE Shares, on a pro-rata basis based on the number of PIPE Shares held by such PIPE Investors (the "PIPE Bonus Shares").

Working Capital Loans

On January 3, 2023, the outstanding working capital Note was paid in full.

Underwriting Agreement

On January 3, 2023, the outstanding deferred underwriting fee totaling to $7,800,000 was paid in full.

TIEDEMANN WEALTH MANAGEMENT HOLDINGS, LLC
AND SUBSIDIARIES

Consolidated Financial Statements

December 31, 2022, 2021 and 2020

TIEDEMANN WEALTH MANAGEMENT HOLDINGS, LLC
AND SUBSIDIARIES

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KPMG LLP
1601 Market Street
Philadelphia, PA 19103-2499

Report of Independent Registered Public Accounting Firm

To the Managing Board and Members
Tiedemann Wealth Management Holdings, LLC:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial condition of Tiedemann Wealth Management Holdings, LLC and subsidiaries (the Company) as of December 31, 2022 and 2021, the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for each of the years in the three-year period ended December 31, 2022, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2022, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the relevant ethical requirements relating to our audits.

We conducted our audits in accordance with the auditing standards of the PCAOB and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We have served as the Company's auditor since 2000.

Philadelphia, Pennsylvania
March 31, 2023

TIEDEMANN WEALTH MANAGEMENT HOLDINGS, LLC
AND SUBSIDIARIES

Consolidated Statements of Financial Condition

December 31, 2022 and December 31, 2021

Assets	2022	2021
Cash and cash equivalents	$ 7,130,936	8,040,237
Investments at fair value	144,905	1,045,272
Equity method investments	51,600	1,563,918
Fees receivable	19,539,591	20,018,781
Right-of-use assets	10,095,042	—
Intangible assets, net	20,578,203	15,483,147
Goodwill	25,464,386	22,184,797
Fixed assets, net	974,961	1,217,659
Notes receivable from members	1,161,303	1,701,994
Related party receivable	4,005,329	2,532,828
Other assets	2,601,184	1,268,212
Fair value of interest rate swap	241,225	—
Total assets	$ 91,988,665	75,056,845
Liabilities and Members' Capital		
Accrued compensation and profit sharing	$ 15,659,763	13,214,485
Accrued member distributions payable	11,421,836	4,000,000
Accounts payable and accrued expenses	8,073,238	4,439,168
Lease liabilities	10,712,588	—
Earn-in consideration, at fair value	1,519,400	—
Payable to equity method investees	—	1,042,608
Payable under delayed share purchase agreement	1,818,440	—
Term notes, line of credit and promissory notes	21,187,122	11,697,122
Fair value of payout right	3,661,576	—
Fair value of interest rate swap	—	34,502
Deferred tax liability, net	82,270	106,988
Deferred rent	—	500,912
Total liabilities	74,136,233	35,035,785
Commitments and contingencies (Note 11)		
Members' capital – Class A	2,548	5,711
Members' capital – Class B	18,607,325	39,582,385
Total members' capital	18,609,873	39,588,096
Accumulated other comprehensive income	(1,077,289)	—
Non-controlling interest	319,848	432,964
Total equity	17,852,432	40,021,060
Total liabilities and equity	$ 91,988,665	75,056,845

See accompanying notes to consolidated financial statements.

TIEDEMANN WEALTH MANAGEMENT HOLDINGS, LLC
AND SUBSIDIARIES

Consolidated Statements of Income

Years ended December 31, 2022, December 31, 2021 and December 31, 2020

	2022	2021	2020
Income:			
Trustee, investment management, and custody fees	$ 76,871,726	75,703,246	64,389,302
Total income	76,871,726	75,703,246	64,389,302
Operating expenses:			
Compensation and employee benefits	51,234,339	47,412,792	42,163,726
Systems, technology, and telephone	6,331,267	5,070,338	4,008,405
Occupancy costs	4,503,328	3,498,052	3,623,826
Professional fees	9,400,587	6,881,887	2,020,162
Travel and entertainment	1,723,970	566,102	245,723
Marketing	1,170,308	931,120	872,649
Business insurance and taxes	1,147,484	1,235,126	592,285
Education and training	38,582	34,764	36,726
Contributions, donations and dues	302,501	254,193	147,126
Depreciation and amortization	452,531	695,274	690,448
Amortization of intangible assets	1,886,396	1,356,267	1,223,923
Total operating expenses	78,191,293	67,935,915	55,624,999
Operating (loss) income	(1,319,567)	7,767,331	8,764,303
Other income (expenses)			
Interest and dividend income	206,482	56,588	33,408
Interest expense	(633,178)	(454,406)	(417,412)
Other investment (loss) gain, net	(96,609)	62,054	(221,844)
Change in fair value of payout right	(3,661,576)	—	—
Income (loss) on equity method investments (Note 6)	32,876	(3,051,619)	(404,430)
Earn-in consideration loss	(220,532)	—	—
Variable interest entity loss on investment (Note 3)	—	(146,264)	—
Change in fair value of interest rate swap	275,727	177,565	(212,067)
Other expense	(54,761)	(105,087)	(58,762)
Income before taxes	(5,471,138)	4,306,162	7,483,196
Income tax expense	(526,625)	(515,400)	(496,697)
Net (loss) income for the year	(5,997,763)	3,790,762	6,986,499
Net loss attributable to noncontrolling interest	113,116	148,242	—
Net (loss) income for the year attributable to the Company	$ (5,884,647)	3,939,004	6,986,499

See accompanying notes to consolidated financial statements.

TIEDEMANN WEALTH MANAGEMENT HOLDINGS, LLC
AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

Years ended December 31, 2022, December 31, 2021 and December 31, 2020

	2022	2021	2020
Net (loss) income for the period	$ (5,997,763)	3,790,762	6,986,499
Other comprehensive income:			
Foreign currency translation adjustments	(1,077,289)	—	—
Comprehensive (loss) income	$ (7,075,052)	3,790,762	6,986,499

See accompanying notes to consolidated financial statements.

TIEDEMANN WEALTH MANAGEMENT HOLDINGS, LLC
AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the Years December 31, 2022, December 31, 2021 and December 31, 2020

	Class A	Class B	Total Members' Capital	Accumulated other comprehensive income	Non-controlling Interest	Total Equity
Equity as of January 1, 2020	$ 8,393	40,064,634	**40,073,027**	—	—	**40,073,027**
Member capital distributions	(496)	(4,811,876)	**(4,812,372)**	—	—	**(4,812,372)**
Reallocation of book capital as a result of member transactions	(866)	866	**—**	—	—	**—**
Loans to members	—	(625,778)	**(625,778)**	—	—	**(625,778)**
Repurchase of member units	—	(4,256,742)	**(4,256,742)**	—	—	**(4,256,742)**
Restricted unit compensation	36	1,145,348	**1,145,384**	—	—	**1,145,384**
Operations:						
Net income for the year	699	6,985,800	**6,986,499**	—	—	**6,986,499**
Equity as of December 31, 2020	$ 7,766	38,502,252	**38,510,018**	—	—	**38,510,018**
Equity as of January 1, 2021	$ 7,766	38,502,252	**38,510,018**	—	—	**38,510,018**
Reclassification of loans to members to notes receivable from members (Note 12a)	—	625,778	**625,778**	—	—	**625,778**
Non-controlling interest shareholders' equity	—	—	**—**	—	581,206	**581,206**
Member capital distributions	(2,281)	(9,016,634)	**(9,018,915)**	—	—	**(9,018,915)**
Reallocation of book capital as a result of member transactions	(1,127)	1,127	**—**	—	—	**—**
Restricted unit compensation	791	5,531,420	**5,532,211**	—	—	**5,532,211**
Operations:						
Net income (loss) for the year	562	3,938,442	**3,939,004**	—	(148,242)	**3,790,762**
Equity as of December 31, 2021	$ 5,711	39,582,385	**39,588,096**	—	432,964	**40,021,060**
Equity as of January 1, 2022	5,711	39,582,385	**39,588,096**	—	432,964	**40,021,060**
Member capital distributions	(2,374)	(17,456,405)	**(17,458,779)**	—	—	**(17,458,779)**
Reallocation of book capital as a result of member transactions	(287)	287	**—**	—	—	**—**
Restricted unit compensation	338	2,364,865	**2,365,203**	—	—	**2,365,203**
Operations:						
Net income (loss) for the year	(840)	(5,883,807)	**(5,884,647)**	—	(113,116)	**(5,997,763)**
Other comprehensive loss for the year	—	—	**—**	(1,077,289)	—	**(1,077,289)**
Equity as of December 31, 2022	$ 2,548	18,607,325	**18,609,873**	(1,077,289)	319,848	**17,852,432**

See accompanying notes to consolidated financial statements.

TIEDEMANN WEALTH MANAGEMENT HOLDINGS, LLC
AND SUBSIDIARIES

Consolidated Statements of Cash Flows

Years ended December 31, 2022, December 31, 2021 and December 31, 2020

	2022	2021	2020
Cash flows from operating activities:			
Net (loss) income for the year	$ (5,997,763)	3,790,762	6,986,499
Adjustments to reconcile net income to net cash provided by operating activities:			
Amortization of intangible assets	1,886,396	1,356,267	1,223,923
Depreciation and amortization	452,531	695,274	690,448
Losses (gains) on investments	96,609	(51,472)	168,070
Loss on earn-in	220,532	—	—
(Income) loss on equity method investments	(32,876)	3,050,350	399,137
Increase in fair value of payout right	3,661,576	—	—
(Increase) in fair value of interest rate swap	(275,727)	(177,565)	212,067
Restricted unit compensation	2,365,203	5,532,211	1,145,384
Deferred income tax (benefit)	(101,145)	(92,510)	60,271
Forgiveness of debt shareholder loan	618,750	—	—
Forgiveness of debt of notes receivable from members	263,055	—	—
Changes in operating assets and liabilities:			
Decrease (increase) in fees receivable	1,336,489	(2,648,439)	(1,707,970)
(Increase) decrease in other assets	(1,019,308)	1,019,184	(846,997)
Increase in related party receivable	(1,472,501)	(2,532,828)	—
Operating cash flow from operating leases	617,546	—	—
(Decrease) increase in deferred rent	(500,912)	132,925	82,075
Increase in accrued compensation and profit sharing	2,459,713	6,736,280	(1,129,665)
Decrease in payable to equity method investees	—	(297,842)	—
Increase in accounts payable and accrued expenses	2,279,226	2,373,690	627,337
Net cash provided by operating activities	6,857,394	18,886,287	7,910,579
Cash flows from investing activities:			
Cash acquired from consolidation of variable interest entity	470,923	5,900	—
Loss on assets acquired	—	146,265	—
Purchase of Holbein	(8,096,949)	—	—
Purchase of TIH shares	(381,560)	—	—
Receipt of payments of notes receivable from members	428,276	—	—
Loans to members	(300,542)	(1,076,216)	(583,356)
Purchases of investments	(223,858)	(1,138,722)	(1,030,665)
Purchases of equity method investments	(265)	(1,236,076)	(1,213,030)
Cash payment associated with TG contigent consideration	—	—	(6,434,493)
Distributions from investments	4,170	36,773	4,511
Sales of investments	1,027,596	778,636	2,138,699
Purchases of fixed assets	(156,337)	(2,056)	(485,839)
Net cash used in investing activities	(7,228,546)	(2,485,496)	(7,604,173)

TIEDEMANN WEALTH MANAGEMENT HOLDINGS, LLC
AND SUBSIDIARIES

Consolidated Statements of Cash Flows

Years ended December 31, 2022, December 31, 2021 and December 31, 2020

	2022	2021	2020
Cash flows from financing activities:			
Member distributions	(9,835,345)	(8,581,947)	(3,250,205)
Payments on term notes and line of credit	(2,810,000)	(7,060,000)	(8,120,000)
Borrowings on term notes and lines of credit	12,300,000	6,500,000	13,800,000
Payments on promissory notes	—	(2,786,293)	(3,151,831)
Net cash used in financing activities	(345,345)	(11,928,240)	(722,036)
Effect of exchange rate changes on cash	(192,804)	—	—
Net (decrease) increase in cash	(909,301)	4,472,551	(415,630)
Cash and cash equivalents at beginning of the year	8,040,237	3,567,686	3,983,316
Cash and cash equivalents at end of the year	$ 7,130,936	8,040,237	3,567,686
Supplemental disclosure of cash flow information:			
Cash paid during the period for:			
Income taxes	$ 605,853	618,721	311,958
Interest payments on term notes and line of credit	622,344	297,808	327,236
Supplemental disclosure of noncash investing activities:			
Non-cash purchase of equity method investment	—	297,842	—
Non-cash delayed share purchase agreement	1,818,440	—	—
Supplemental disclosure of noncash financing activities:			
Non-cash equity issuance	—	2,505,153	5,568,480
Non-cash repurchase of units with notes payable	—	6,000	2,797,552
Non-cash repayment of notes receivable in lieu of cash member distribution	201,599	—	—

See accompanying notes to consolidated financial statements.

TIEDEMANN WEALTH MANAGEMENT HOLDINGS, LLC
AND SUBSIDIARIES

Notes to Consolidated Financial Statements

December 31, 2022, December 31, 2021 and December 31, 2020

(1) Description of the Business

Tiedemann Wealth Management Holdings, LLC ("the Company") was incorporated in the state of Delaware on December 5, 2007, as a limited liability company. The Company's members' capital consists of Class A shares (voting) and Class B shares (nonvoting). The Company was formed for the purpose of serving as a holding company for its two main subsidiaries, Tiedemann Trust Company ("TTC") and Tiedemann Advisors, LLC ("TA") and to serve as a platform to build out the operating presence of these Tiedemann businesses. At December 31, 2022 the Company's consolidated financial statements also include the subsidiaries Tiedemann Wealth Management Holdings, Inc., TWMH Investments, Inc., Tiedemann Wealth Management GP, LLC, Integrated Wealth Platform, Inc., Holbein Partners, LLP and Tiedemann International Holdings, AG.

TTC acts as a limited purpose trust company, conducting business principally in a trust or fiduciary capacity. TTC provides highly qualified investment and trust services, and objectively allocates all trust assets to independent, individual managers around the world. TTC's primary regulator is the Delaware Office of the State Bank Commissioner ("the Commission") and has its offices in Wilmington, Delaware. The Commission has communicated to the Company that it has established a policy that all trust companies have a minimum of 0.25% of managed assets in capitalization.

TA is a Registered Investment Advisor with the Securities and Exchange Commission. TA currently has offices in New York, New York; San Francisco, California; Seattle, Washington; Palm Beach, Florida; Dallas, Texas; Bethesda, Maryland; Portland, Oregon and Aspen, Colorado.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying consolidated financial statements have been prepared under the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (GAAP) and conforms to prevailing practices within the financial services industry, as applicable to the Company.

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant items subject to estimates and assumptions include the useful lives of fixed assets and intangibles, the valuation of investments, deferred tax assets, deferred tax liabilities, share based compensation, income tax uncertainties, and other contingencies. All significant intercompany balances and transactions have been eliminated in consolidation.

(b) Goodwill

Goodwill represents the excess of the purchase price in a business combination over the fair value of the tangible and intangible assets acquired and the liabilities assumed. Under ASC 350, "Intangible—Goodwill and Other", goodwill is not amortized, but rather is subject to an annual impairment test.

The Company tests goodwill for impairment as of October 1 of each year, or more frequently if events or changes in circumstances indicate that this asset may be impaired. For the purposes of impairment testing, the Company has determined that it has one reporting unit. The Company's test of goodwill impairment starts with a qualitative assessment to determine whether it is necessary to perform a quantitative goodwill impairment test. If qualitative factors indicate that the fair value of the reporting unit is more likely than not equal to or more than its carrying amount, then no additional steps are

necessary. If qualitative factors indicate that the fair value of the reporting unit is more likely than not less than its carrying amount, then a quantitative goodwill impairment test is performed. For the quantitative analysis, the Company compares the fair value of its reporting unit to its carrying value. If the estimated fair value exceeds its carrying value, goodwill is considered not to be impaired and no additional steps are necessary. However, if the fair value of the reporting unit is less than book value, then under the second step the carrying amount of the goodwill is compared to its implied fair value.

(c) Intangible assets other than goodwill, net

Other intangible assets are amortized over their estimated useful lives using the straight-line method. Customer relationships have estimated useful lives ranging from 11 to 20 years. Computer software has a useful life of 5 years. Trade names have estimated useful lives of 0.8 years.

(d) Impairment of long-lived assets

The Company's long-lived assets and identifiable intangibles that are subject to amortization are reviewed for impairment in accordance with ASC 360, "Accounting for the Impairment or Disposal of Long-Lived Assets" whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment indicators include any significant changes in the manner of the Company's use of the assets and significant negative industry or economic trends.

Upon determination that the carrying value of a long-lived asset may not be recoverable based upon a comparison of aggregate undiscounted projected future cash flows to the carrying amount of the asset, an impairment charge is recorded for the excess of the carrying amount over fair value.

The Company evaluates its long-lived assets, including property and equipment and intangible assets with finite lives, for impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable in accordance with ASC 360. Factors considered important that could result in an impairment review include significant underperformance relative to expected historical or projected future operating results, significant changes in the manner of use of acquired assets, significant negative industry or economic trends, and a significant decline in the Company's stock price for a sustained period of time. The Company recognizes impairment based on the difference between the fair value of the asset and its carrying value. Fair value is generally measured based on either quoted market prices, if available, or a discounted cash flow analysis.

(e) Revenue Recognition

The Company accounts for revenue in accordance with ASC 606, "Revenue from Contracts with Customers." Revenues from contracts with customers consist of investment management, trustee, and custody fees. All trustee, investment management and custody fees are earned in the United States. Pursuant to ASC 606, the Company recognizes revenue at the time of transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Under this standard, revenue is based on a contract with a determinable transaction price and a distinct performance obligation with probable collectability. Revenue is not recognized until the performance obligation is satisfied and control is transferred to the customer.

Investment management, trustee and custody fees are recognized over the period in which the investment management services are performed, using a time-based output method to measure progress. The amount of revenue varies from one reporting period to another as levels of assets under

advisement ("AUA") change (from inflows, outflows, and market movements) and as the number of days in the reporting period change. No judgment or estimates by management are required to record revenue related to these transactions and pricing is clearly identified within the contract.

For services provided to each client account, the Company charges an investment management, inclusive of custody, and/or trustee fee based on the fair value of the AUA of such account representing a single performance obligation. For assets for which valuations are not available on a daily basis, the most recent valuation provided to the Company is used as the fair value for the purpose of calculating the quarterly fee. In certain circumstances, fixed fees are charged to customers on a monthly basis. The nature of the Company's performance obligation is to provide a series of distinct services in which the customer receives the benefits of the services over time. The Company's performance obligation is satisfied at the end of each month or quarter, as applicable to the contract with the customer. Therefore, none of the transaction price is allocated to an unsatisfied performance obligation as of December 31, 2022 and December 31, 2021.

Fees are charged quarterly in arrears based upon the market value at the end of the quarter. Receivable balances from contracts with customers are included in the fees receivable line in the Consolidated Statement of Financial Condition. The Company assesses impairment of fees receivable on a quarterly basis for receivables over 90 days. There were no impairment losses on such Fees Receivable as of December 31, 2022 and December 31, 2021.

Contract assets typically result from contracts when revenue recognized exceeds the amount billed to the customer, and right to payment is not just subject to the passage of time. Contract assets are transferred to fees receivable when the rights become unconditional. The Company had no contract assets as of December 31, 2022 and December 31, 2021.

Contract liabilities (deferred revenue) typically results from fees invoiced or paid by the Company's customers for which the associated performance obligations have not been satisfied and revenue has not been recognized. The Company had no contract liabilities as of December 31, 2022 and December 31, 2021.

The Company does not incur any incremental costs related to obtaining a contract with a customer that it would not have incurred if the contract had not been obtained. Therefore, no such costs have been capitalized in the Consolidated Statements of Financial Condition as of December 31, 2022 and December 31, 2021.

The Company recognizes and records interest income on the accrual basis when earned. Dividend income is recorded on the ex-dividend date.

(f) Cash and Cash Equivalents

Cash and cash equivalents consist of non-interest bearing balances on deposit, an interest-bearing money market mutual fund, and a mutual fund.

At December 31, 2022 and December 31, 2021, substantially all cash was held in checking accounts at a major financial institution which management believes is creditworthy. Cash held at financial institutions may exceed the amount insured by the Federal Deposit Insurance Corporation.

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(g) Investments

The Company holds marketable securities at fair value in accordance with ASC 321, "Investments – Equity Securities". Changes in fair value are recorded in Other investment gain (loss), net in the Consolidated Statements of Income.

During the years ended December 31, 2022 and 2021, the Company held interests in various affiliated limited partnerships and limited liability companies whose purpose is to achieve capital appreciation through investments in financial instruments and investment vehicles. The Company has concluded that these entities are variable interest entities and the Company determined it was not the primary beneficiary. Therefore, in accordance with ASC 810, "Consolidations", the Company does not consolidate these entities, and accounts for their financial interests under the equity method of accounting.

In accordance with ASC 323, "Investments – Equity Method and Joint Ventures", the Company accounts for investments in which it has significant influence but not a controlling financial interest using the equity method of accounting (see Note 6).

(h) Compensation and Employee Benefits

Compensation consists of (a) salary and bonus, and benefits paid and payable to employees and members and (b) stock-based compensation associated with the grants of restricted units to employees. Compensation cost relating to the grant of restricted Class B units is expensed on a straight-line basis over the vesting period of the award, which is generally between three and five years, or in certain cases, grants vest immediately. The fair value of restricted units is estimated based on a multiple of prior year revenue. The Company recognizes forfeitures as they occur.

(i) Fixed Assets

Equipment and furniture are stated at cost and depreciated using the straight-line method over the estimated useful lives of five years. Leasehold improvements are stated at cost and amortized using the straight-line method over the remaining term of the lease.

(j) Income Taxes

The Company is a limited liability company. Accordingly, at the Company level, federal, state, and local income taxes are the responsibility of its members. However, some of the Company's corporate subsidiaries account for income taxes under the provisions of Financial Accounting Standards Board Accounting Standard Codification Topic 740, *Income Taxes*. Deferred income taxes are provided based upon the net tax effects of temporary differences between the financial reporting and tax bases of assets and liabilities. In addition, deferred income taxes are determined using the enacted tax rates and laws, which are expected to be in effect when the related temporary differences are expected to be reversed.

In accordance with GAAP, the Company is required to evaluate the uncertainty in tax positions taken or expected to be taken in the course of preparing the Company's consolidated financial statements to determine whether the tax positions are "more likely than not" of being sustained by the applicable tax authority. Tax positions with respect to tax deemed not to meet the "more-likely than-not" threshold would be recorded as a tax expense in the current year. The Company has concluded that there is no provision for uncertain tax positions required in the Company's consolidated financial statements. However, the Company's conclusions regarding this evaluation are subject to review and may be

adjusted at a later date based on factors including, but not limited to, ongoing analyses of tax laws, regulations, and interpretations thereof.

(k) Other Assets

Other assets include prepaid expenses, miscellaneous receivables and software licenses. The Company amortizes assets over their respective useful lives, as applicable.

(l) Derivative Financial Instruments

The Company accounts for derivative financial instruments in accordance with ASC 815, "Derivatives and Hedging," which requires the Company to recognize all derivative instruments on the balance sheet as either assets or liabilities and to measure them at fair value each reporting period unless they qualify for a normal purchase normal sale exclusion. Normal purchases and normal sales contracts are those that provide for the purchase or sale of something other than a financial instrument or derivative instrument that will be delivered in quantities expected to be used or sold by a reporting entity over a reasonable period in the normal course of business. The Company uses an interest rate swap to manage its interest rate exposure on its long term debt, which is not designated as a cash flow hedge. Changes in the fair value of non-hedge derivatives are immediately recognized in earnings. See Note 15, "Accounting for Derivative Instruments and Hedging Activities" for more information.

(m) Segment Reporting

The Company measures its financial performance and allocates resources in a single segment. Therefore, the Company considers itself to be in a single operating and reportable segment structure. Accordingly, all significant operating decisions are based upon analysis of the Company as one operating segment. All of the Company's long-lived assets were located in, and all revenues from external customers were attributed to the United States, as of and for years ended December 31, 2022 and 2021.

(n) Leases

Effective January 1, 2022, the Company adopted ASC Topic 842, Leases ("ASC 842") using the optional transition method and applied the standard only to leases that existed at that date. Under the optional transition method, the Company does not need to restate the comparative periods in transition and will continue to present financial information and disclosures for periods before January 1, 2022 in accordance with ASC Topic 840. The Company has elected the package of practical expedients allowed under ASC Topic 842, which permits the Company to account for its existing operating leases as operating leases under the new guidance, without reassessing the Company's prior conclusions about lease identification, lease classification and initial direct cost. As a result of the adoption of the new lease accounting guidance on January 1, 2022, the Company recognized no cumulative adjustment to members' capital.

The Company determines the initial classification and measurement of its right-of-use assets and lease liabilities at the lease commencement date and thereafter if modified. The lease term includes any renewal options and termination options that the Company is reasonably assured to exercise. The present value of lease payments is determined by using the interest rate implicit in the lease, if that rate is readily determinable; otherwise, the Company uses its incremental borrowing rate. The incremental borrowing rate is determined by using the rate of interest that the Company would pay to borrow on a collateralized basis an amount equal to the lease payments for a similar term and in a similar economic environment.

The Company has elected the practical expedient to not separate lease and non-lease components. The Company's non-lease components are primarily related to maintenance, insurance and taxes, which varies based on future outcomes and is thus recognized in lease expense when incurred.

(o) New Accounting Standards recently adopted by the Company

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-02, Leases. Under ASC 842, the Company determines whether an arrangement is a lease at inception. Lease liabilities and their corresponding right-of-use assets are recorded based on the present value of lease payments over the expected lease term. In determining the present value of lease payments, the Company uses its incremental borrowing rate based on the information available at the lease commencement date if the rate implicit in the lease is not readily determinable. The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record right-of-use assets and lease liabilities for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less may be accounted for similar to existing guidance for operating leases today and are not recorded on the Company's balance sheet. For non-public entities, ASU 2016-02 is effective for annual reporting periods beginning after December 15, 2021, including interim periods within those fiscal years, and early adoption is permitted. The Company adopted the new standard as of January 1, 2022 on a modified retrospective basis with no cumulative adjustment to members' capital as of the adoption date. The Company elected to take the practical expedient to not separate lease and non-lease components as part of the adoption. Lease agreements entered into after the adoption of Topic 842 that include lease and non-lease components are accounted for as a single lease component. Beginning on January 1, 2022, the Company's operating leases, excluding those with terms less than 12 months, were discounted and recorded as assets and liabilities on the Company's balance sheet. As of December 31, 2022, the Company had operating lease right-of-use assets of $10,095,042 and operating lease liabilities of $10,712,588 related to the leases recorded on its Consolidated Statements of Financial Condition.

In December 2019, the FASB issued ASU 2019-12, Simplifying the Accounting for Income Taxes. ASU 2019-12 eliminates certain exceptions related to the approach for intra-period tax allocation, the methodology for calculating income taxes in an interim period and the recognition of deferred tax liabilities for outside basis differences. It also clarifies and simplifies other aspects of the accounting for income taxes. This guidance is effective for public business entities for fiscal years beginning after December 15, 2020, and interim periods within those fiscal years. For all other entities, it is effective for fiscal years beginning after December 15, 2021, and interim periods within fiscal years beginning after December 15, 2022. Early adoption is permitted, including in interim periods. The Company adopted this standard on January 1, 2022. The adoption of this standard did not have a material impact on the Company's operations or financial position.

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(3) Variable Interest Entities and Business Combinations

(a) Integrated Wealth Platform, Inc

On January 15, 2021 ("the closing date"), the Company entered into a shareholder agreement to acquire a 25% interest in Integrated Wealth Platform, Inc (IWP). In accordance with ASC 810-50, Consolidation, the Company determined that IWP met the criteria for a variable interest entity, and the Company acquired a controlling financial interest due to the Company's control of IWP's Board of Directors. The Company acquired 40% of the outstanding common shares and 25% of the fully diluted shares, in exchange for $340,000 on the closing date. The fully diluted shares of IWP consist of common stock and Stock Option Appreciation Rights (SOARs) that were fully vested as of the closing date. The SOARs allow the holder to acquire shares of IWP common stock upon exercise for a de minimis amount. As of December 31 , 2022, no SOARs have been exercised. The SOARs expire 15 years after the grant date. The fair value of intangible assets related to the acquired IWP software at acquisition date was $689,822. The operating results of IWP from January 15, 2021 through December 31, 2021 and January 1, 2022 through December 31, 2022 are included in the Consolidated Statements of Income, and adjusted for the noncontrolling interest portion.

The acquired intangible asset, software, is being amortized on a straight-line basis over the estimated useful life of 5 years, which approximates the pattern in which the economic benefits of the intangible asset are expected to be realized. The amortization of software as a result of the IWP variable interest entity asset acquisition is included in the Company's Consolidated Statements of Income and was $138,092 and $132,344 for the years ended December 31, 2022 and 2021, respectively.

(b) Tiedemann International Holdings, AG

As discussed in Note 6, the Company owned 40% of Tiedemann International Holdings, AG ("TIH") as of December 31, 2021. TIH did not meet the criteria for a VIE under ASC 810-50 and was accounted for under equity method of accounting as of December 31, 2021. On January 7, 2022 ("the closing date"), the Company purchased an additional 9.9% of TIH shares from certain shareholders in exchange for $381,560 for a total interest of 49.9%. In addition, the Company entered into an agreement to purchase the remaining 50.1% of shares of TIH in exchange for a fixed consideration of $1,818,440 (the "Delayed Share Purchase") on or before December 31, 2022. The Company concluded that the additional purchase of shares required that a reevaluation of the previous VIE analysis of TIH be performed. In accordance with ASC 810-50, Consolidation, the Company determined that TIH met the criteria for a variable interest entity, and the Company acquired a controlling financial interest due to the Company bearing the risk of the outstanding equity and due to its financial support of TIH's operations and business ventures.

The financial operating results of TIH, converted from Swiss Francs to USD, are included in the Company's consolidated financial statements from the closing date. The Company has allocated the purchase price to the net assets acquired, including identifiable intangible assets acquired, and liabilities assumed, based on their estimated fair market values at the closing date. The excess of the purchase price over the fair value of the net assets acquired is recorded as goodwill. The fair value of the total purchase consideration was $3,741,309, calculated as follows:

Cash consideration	$ 381,560
Delayed Share Purchase	1,818,440
Fair value of non-controlling interest previously held by the Company	1,541,309
Total purchase consideration transferred	$ 3,741,309

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The Company recognized a gain of $41,309 on its previously-held NCI (See Note 5). The fair value was calculated using a discounted cash flow model and market multiples of comparable companies.

The following tables sets forth the fair values of the assets acquired and liabilities assumed in connection with the acquisition of TIH:

	Acquisition date fair value
Cash and cash equivalents	$ 274,682
Accounts receivable	31,382
Prepaid expenses	214,854
Other assets	1,674,333
Fixed assets	2,067
Goodwill	1,889,134
Intangible assets	990,717
Total assets	$ 5,077,169
Accounts payable and accrued expenses	1,259,434
Deferred tax liabilities, net	76,426
Total liabilities assumed	1,335,860
Total purchase consideration	$ 3,741,309

Goodwill is comprised of expected synergies for the combined operations and the assembled workforce acquired, which does not qualify as a separately recognized intangible asset. Below is a summary of the intangible assets acquired:

Intangible Asset	Fair value	Estimated useful life
Customer Relationships	$979,830	20 years
Trade Names	10,887	0.8 years
	$990,717	

Not included in total purchase consideration is the forgiveness of a promissory note of a certain shareholder upon the sale of his shares to the Company. The promissory note was related to the shareholder's original investment in TIH. The Company recognized an expense of $618,750 for the forgiveness of debt during the year ended December 31, 2022, which is included in Compensation and employee benefits in the Consolidated Statements of Income.

On December 22, 2022, the Company and TIH amended the Delayed Share Purchase Agreement. The amendment extended the consideration due date to January 31, 2023, or to such other date as the parties may agree, removed the Company's option to pay in shares, and increased the payment amount from $1,818,440 to $2,218,440. The $400,000 increase in the payment amount is compensatory in nature and is reflected in Compensation expense on the Consolidated Statements of Income, and in Accrued compensation and profit sharing on the Consolidated Statements of Financial Condition.

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(c) Holbein Partners, LLP

Concurrently on the closing date, the Company issued a loan of $8,096,949 to TIH for the initial cash consideration of its acquisition of Holbein Partners, LLP ("HP"). The financial operating results of HP are included in the Company's consolidated financial statements from the closing date, due to its consolidation with HP's parent company, TIH.

The Company has allocated the purchase price to the net assets acquired, including identifiable intangible assets acquired, and liabilities assumed, based on their estimated fair market values at the closing date. The excess of the purchase price over the fair value of the net assets acquired is recorded as goodwill. The fair value of the total purchase consideration was $9,367,571 calculated as follows:

Cash consideration	$ 8,096,949
Earn-in consideration	1,270,622
Total purchase consideration transferred	$ 9,367,571

Included in total purchase consideration is contingent consideration which is payable to the selling shareholders based on revenue levels in 2023 and 2024. The contingent consideration was measured at fair value using estimates of future revenues as of the closing date and recorded as a liability of $1,270,622. The contingent consideration is expected to be paid in a combination of cash and the Company's equity on the second and third anniversaries of the closing date.

The following tables sets forth the fair values of the assets acquired and liabilities assumed in connection with the acquisition of HP:

	Acquisition date fair value
Cash and cash equivalents	$ 196,241
Accounts receivable	825,916
Prepaid expenses	303,371
Fixed assets	62,280
Goodwill	1,570,330
Intangible assets	6,698,835
Total assets	$ 9,656,973
Accounts payable and accrued expenses	289,402
Total liabilities assumed	289,402
Total purchase consideration	$ 9,367,571

Goodwill is comprised of expected synergies for the combined operations and the assembled workforce acquired, which does not qualify as a separately recognized intangible asset. Below is a summary of the intangible assets acquired:

Intangible Asset	Fair value	Estimated useful life
Customer Relationships	$6,631,170	15 years
Trade Names	67,665	0.8 years
	$6,698,835	

Not included in total purchase consideration is contingent compensatory earn-ins, which are payable to the selling shareholders that maintain certain service agreements through the second and third anniversary dates of the closing date. The compensatory earn-ins were measured at fair value using estimates of future revenues as of the closing date. The earn-ins are expected to be paid in a combination of cash and the Company's equity on the second and third anniversaries of the closing date. The Company recognized an expense of $3,715,754 for the earn-ins during the year ended December 31, 2022, which is included in Compensation and employee benefits in the Consolidated Statements of Income.

As part of the TIH and HL acquisitions, the Company incurred $117,118 and $0 of acquisition costs in the years ended December 31, 2022 and 2021, respectively, which are included in Professional Fees in the Consolidated Statements of Income.

(4) Amortization and impairment of intangible assets and goodwill

Total amortization of customer relationships for the years ended December 31, 2022, 2021 and 2020 was $1,675,177, $1,223,923 and $1,223,923 respectively. Total amortization of trade names for the years ended December 31, 2022, 2021 and 2020 was $73,127, $0 and $0, respectively. Total amortization of software for the years ended December 31, 2022, 2021 and 2020 was $138,092, $132,344 and $0, respectively.

	December 31, 2022			
	Weighted average amortization period	Gross carrying amount	Accumulated amortization	Net carrying amount
Intangible assets				
Amortizing intangible assets:				
Customer relationships	17.3	$27,900,920	(7,743,395)	20,157,525
Trade names	0.8	71,300	(71,300)	—
Software	5.0	691,743	(271,065)	420,678
Total		28,663,963	(8,085,760)	20,578,203
Total intangible assets		$28,663,963	(8,085,760)	20,578,203

	December 31, 2021			
	Weighted average amortization period	Gross carrying amount	Accumulated amortization	Net carrying amount
Intangible assets				
Amortizing intangible assets:				
Customer relationships	17.8	$21,000,000	(6,075,623)	14,924,377
Software	5.0	691,743	(132,973)	558,770
Total		21,691,743	(6,208,596)	15,483,147
Total intangible assets		$21,691,743	(6,208,596)	15,483,147

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During the years ended December 31, 2022, 2021 and 2020, no triggering events were identified, and no impairment charge was recognized on goodwill from acquisitions and intangible assets.

	2022	2021
Balance as of January 1:		
Gross goodwill	$ 22,184,797	22,184,797
Accumulated impairment losses	—	—
Net goodwill as of January 1:	22,184,797	22,184,797
Goodwill acquired during the year	3,279,589	—
Impairment expense	—	—
	3,279,589	—
Balance:		
Gross goodwill	25,464,386	22,184,797
Accumulated impairment losses	—	—
Net goodwill:	$ 25,464,386	22,184,797

(5) Investments at fair value

Investments at fair value as of December 31, 2022 and December 31, 2021 are presented below:

	2022		2021	
	Cost	Fair Value	Cost	Fair Value
Investments at fair value:				
Mutual Funds	$ 73,210	44,437	700,233	611,513
Exchange-traded funds	114,534	100,468	354,862	433,759
	$ 187,744	144,905	1,055,095	1,045,272

(6) Equity Method Investments

Equity method investments as of December 31, 2022 and December 31, 2021 are presented below:

	2022		2021	
	Cost	Carrying Value	Cost	Carrying Value
Equity method investments:				
TTC Multi-Strategy Fund, QP, LLC	$ 9,160	10,121	11,630	13,137
TTC Global Long/Short Fund QP, LP	3,939	4,136	4,439	5,264
Energy Infrastructure & Utility Fund QP, LP	739	2,713	1,609	3,169
TTC World Equity Fund QP, LP	12,286	15,363	13,086	21,109
Municipal High Income Fund QP, LP	4,456	4,785	3,701	4,132
TWM Partners Fund, LP	9,330	14,482	9,330	17,107
Tiedemann International Holdings AG	—	—	4,950,000	1,500,000
	$39,910	51,600	4,993,795	1,563,918

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Tiedemann International Holdings AG

On October 24, 2019 ("the closing date"), the Company entered into a shareholder agreement to acquire 40% of the common stock of Tiedemann Constantia AG ("TC") in exchange for both cash and non-cash consideration in the amount of $4,950,000, as discussed further below. In accordance with ASC 810, *Consolidation,* the Company determined that TC did not meet the criteria for a variable interest entity, and the Company did not acquire a controlling financial interest. As the Company's investment provided the ability to exercise significant influence over operating and financial policies of TC, the Company accounted for the investment under the equity method of accounting.

In January 2021, all the ownership interest of TC was transferred to Tiedemann International Holdings AG ("TIH"), including the Company's 40% ownership interest. TIH owns the operating entity TC. In accordance with ASC 810, the Company determined that TIH did not meet the criteria for a variable interest entity, and the Company did not acquire a controlling financial interest. As the Company's investment provided the ability to exercise significant influence over operating and financial policies of TIH, the Company accounted for the investment under the equity method of accounting.

In consideration for a portion of the interest in TC, the Company has agreed to make $3,000,000 in cash payments to fund TC's operating expenses. The Company made payments totaling $1,236,076 against this liability in the year ended December 31, 2021. As of January 7, 2022 the Company consolidates TIH (see below and Note 3); therefore, any payments to TIH including the corresponding reductions in the payable to TIH are not reflected in the year ended December 31, 2022. The cash payments in 2021 are included in the "Purchases of equity method investments" line item within investing activities in the Consolidated Statement of Cash Flows.

In consideration for a portion of the interest in TC, the Company has also entered into a five-year professional services agreement with TC, to provide services with an aggregate value of $1,200,000. The Company consolidates TIH beginning on January 7, 2022 (see below and Note 3); therefore, any services provided to TIH and corresponding reductions to the payable to TIH are not reflected in the year ended December 31, 2022. The Company billed TC $300,225 for professional services in the year ended December 31, 2021. This non-cash reduction to this payable is included in the "(Decrease) in payable to equity method investees" line item within operating activities in the Consolidated Statement of Cash Flows and presented as a supplementary non-cash investing activity on the Statement of Cash Flows.

In July 2021, TIH entered into a Business Combination Agreement with a London-based multi-family office, Holbein Partners LLP. On January 7, 2022, the TIH and Holbein business combination was closed. The Company loaned TIH the total cost of the business transaction, £5,966,021, which translated to $8,096,949. On January 31, 2022, the Company purchased stock from certain shareholders of TIH, bringing its total ownership of TIH to 49.9%. See Note 3 for more information.

In December 2021, the Company began discussions with a significant shareholder of TIH, to purchase additional TIH shares, at which time a valuation was performed, and it was concluded the Company's investment in TIH was impaired. At December 31, 2021, the Company's investment in TIH was valued at $1,500,000 and the Company recorded an impairment loss of $2,363,530.

The Company's share of income and losses and recognition of other-than-temporary impairments are non-cash adjustments to net income. Such income, losses, and impairments are included in the line item 'Income (loss) on equity method investments' within operating activities in the Consolidated Statement of Cash Flows. As of January 7, 2022, TIH is no longer accounted for under the equity method of accounting and is consolidated as a variable interest entity. See Note 3 for more information.

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The Company's original carrying value of the investment in TC was $4,950,000, which included the cash contribution agreement of $3,000,000, the professional services agreement of $1,200,000, and equity in the Company valued at $750,000. The current carrying value of the investment was $1,500,000 as of December 31, 2021. The following table presents the changes in the carrying value of the TC and TIH investment as of January 7, 2022 and December 31, 2021.

Carrying value as of December 31, 2020	$ 4,556,452
Company share of net income (loss) during 2021	(694,191)
2021 Foreign currency translation adjustment	1,269
Other-than-temporary impairment	(2,363,530)
Carrying value as of December 31, 2021	1,500,000
Fair value adjustment	41,309
Purchase of additional TIH shares	381,560
Delayed share purchase agreement remaining TIH shares	1,818,440
Carrying value as of January 7, 2022*	$ 3,741,309

* *Carrying value consolidated with TIH equity as of January 7, 2022, see Note 3b*

At December 31, 2021, the excess carrying value over the Company's share of net assets of equity method investees was $1,106,804, calculated as follows:

Carrying value of equity method investments as of December 31, 2021	$ 1,500,000
Company 40% share of net assets	(393,196)
Equity method goodwill as of December 31, 2021	$ 1,106,804

The Company elected not to amortize the equity method goodwill.

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Summary unaudited financial information for TIH as of December 31, 2021 and 2020 is as follows:

	USD *	
	2021	**2020**
Financial Position:		
Current assets	$ 507,579	375,055
Financial assets	1,697,105	3,243,172
Fixed assets	2,624	21,554
Total assets	**$ 2,207,308**	**3,639,781**
Current liabilities	$ 1,224,318	996,990
Total liabilities	1,224,318	996,990
Stockholder's equity	2,595,997	4,095,357
Results of operations:		
Net operating (loss) profit	(1,613,007)	(1,452,566)
Total stockholder's equity	982,990	2,642,791
Total liabilities and stockholder's equity	**$ 2,207,308**	**3,639,781**

* The underlying financial statements for TIH were reported in Swiss Franc (CHF). The Company converted to USD using the average FX rate for each year.

(7) Fixed Assets

Fixed assets on December 31, 2022 and December 31, 2021 consisted of the following:

	2022	**2021**
Office equipment	$ 2,894,641	2,747,696
Less accumulated depreciation	(2,425,723)	(2,184,021)
Office equipment, net	468,918	563,675
Leasehold improvements	2,571,791	2,437,716
Less accumulated amortization	(2,065,748)	(1,783,732)
Leasehold improvements, net	506,043	653,984
Fixed assets, net	$ 974,961	1,217,659

Depreciation and amortization expense for the years ending December 31, 2022, 2021 and 2020 amounted to $452,531, $695,274 and $690,448, respectively.

(8) Fair Value Measurements

The Company classifies its fair value measurements using a three-tiered fair value hierarchy. The basis of the tiers is dependent upon the various "inputs" used to determine the fair value of the Company's assets and liabilities. Fair value is considered the value using the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs reflect the Company's assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The inputs are summarized in the three broad levels listed below:

- Level 1 – Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.
- Level 2 – Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
- Level 3 – Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The following is a summary categorization, as of December 31, 2022 and December 31, 2021, of the Company's financial instruments based on the inputs utilized in determining the value of such financial instruments:

	December 31, 2022			
	Level 1 Quoted prices	Level 2 Observable inputs	Level 3 Unobservable inputs	Total
Assets:				
Mutual funds	$ 44,437	—	—	44,437
Exchange-traded funds	100,468	—	—	100,468
Interest rate swap	—	241,225	—	241,225
Liabilities:				
Earn-in consideration			1,519,400	1,519,400
Payout right			3,661,576	3,661,576
Total	$ 144,905	241,225	5,180,976	5,567,106

	December 31, 2021			
	Level 1 Quoted prices	Level 2 Observable inputs	Level 3 Unobservable inputs	Total
Assets:				
Mutual funds	$ 611,513	—	—	611,513
Exchange-traded funds	433,760	—	—	433,760
Liabilities:				
Interest rate swap	—	34,502	—	34,502
Total	$ 1,045,273	34,502	—	1,079,775

Derivative instruments consisting of interest rate swaps are recorded at fair value on the Company's consolidated balance sheets on a recurring basis and are classified as Level 2 within the fair value hierarchy as the fair value can be determined based on observable values of underlying interest rates. For further discussion of interest rate swaps, see Note 15, "Accounting for Derivative Instruments and Hedging Activities".

The fair value of earn-in consideration is based on expected future revenues discounted at the revenue discount rate less the risk-free rate of return, which approximated 6.8% as of December 31, 2022. It is classified as Level 3 within the fair value hierarchy. As of December 31, 2022, carrying value approximates fair value. For further discussion of earn-in consideration, see Note 3, "Variable Interest Entities and Business Combinations".

The fair value of the payout right is based on expected future payments weighted on the probability of a successful company sale transaction, discounted at the estimated term to transaction closing less the risk-free rate, which approximated 100% as of December 31, 2022. For further discussion and definition of the payout right, see Note 15, "Accounting for Derivative Instruments and Hedging Activities".

The following is a summary of the activity within Level 3 investments for the year ended December 31, 2022:

December 31, 2022			
	Liabilities		
	Earn-in consideration	Payout right	Total
Transfers into Level 3	—	—	—
Transfers out of Level 3	—	—	—
Purchases	—	—	—
Issuances	$ 1,519,400	3,661,576	5,180,976
Total	$ 1,519,400	3,661,576	5,180,976

There was no Level 3 investments or activity for the year ended December 31, 2021.

(9) Income Taxes

Income tax expense for the years ended December 31, 2022, 2021 and 2020 comprised the following:

	2022	2021	2020
Current tax expense			
Federal	$ 319,623	318,208	188,098
Foreign	84,182		
State and local	203,978	251,046	248,412
Total current tax expense	607,784	569,254	436,510
Deferred tax expense			
Federal	(64,116)	(42,945)	60,187
Foreign	(5,660)		
State and local	(11,382)	(10,909)	—
Total deferred tax benefit	(81,158)	(53,854)	60,187
Total	$ 526,625	515,400	496,697

The earnings and losses of the Company for federal and certain state tax jurisdictions are reported on the tax returns of the individual members. However, certain subsidiaries of the Company are taxpaying entities. During 2022, 2021 and 2020, the Company made distributions totaling $7,606,752, $5,012,912 and

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$1,812,372, respectively, for the purpose of the members' estimated federal, state, and local tax payments. The Company's state and local tax expense noted above is comprised of income taxes the Company and its subsidiaries are subject to in federal and state jurisdictions, including U.S. Federal Income Tax, Switzerland Income Tax, Maryland Income Tax, New York City Unincorporated Business Tax, Delaware Franchise Tax and Texas Franchise Tax. The Company also is subject to certain local and state gross receipts taxes, which are included in Business Licenses and Taxes on the Consolidated Statements of Income.

The Company's current net income tax and gross receipts tax payable was $186,020 and $188,547 as of December 31, 2022 and 2021, respectively, which is included in accounts payable and accrued expenses.

A reconciliation of the net deferred tax liability for the years ended December 31, 2022 and 2021, respectively, is presented below:

	2022	2021
Deferred tax assets		
Earn-in compensation	$ 920,102	—
Net operating loss carryforward	846,765	59,061
Capital Gains/Losses	46,375	23,936
Unrealized gains & losses, net	14,612	25,162
Book versus tax depreciation	18,229	15,493
Total deferred tax assets, gross	1,846,083	123,652
Less: valuation allowance	(1,761,600)	—
Net deferred tax assets	84,483	123,652
Deferred tax liabilities		
Book versus tax amortization	(112,461)	(153,439)
Compensation expense for employee unit awards	(51,159)	(74,936)
Other	(3,133)	(2,265)
Total deferred tax liabilities, gross	(166,753)	(230,640)
Deferred tax liabilities, net	$ (82,270)	(106,988)

At December 31, 2022, the Company has net operating loss carryforwards for federal income tax purposes of $284,649, which are available to offset future federal taxable income, if any, indefinitely. At December 31, 2022, the Company has net operating loss carryforwards for foreign income tax purposes of $6,403,638 which are available to offset future foreign taxable income, if any, between 2026 and 2029.

The Company evaluates the realizability of its deferred tax assets on a quarterly basis and may recognize or adjust any valuation allowance when it is more likely than not that all or a portion of the deferred tax asset may not be realized. As of December 31, 2022, the Company has not recognized a valuation allowance for expiring capital loss carryforwards, as the current carryforwards do not expire until December 31, 2025. As of December 31, 2022, the Company has recognized a valuation allowance of $727,575 for net operating loss carryforwards that it does not reasonably expect to fully recoup, due to three years of cumulative tax losses and the expiration of its oldest NOL carryforward on December 31, 2026. As of December 31, 2022, the Company has recognized a valuation allowance of $113,923 for book to tax differences of intangible asset amortization that it does not reasonably expect to recoup. As of December 31, 2022, the Company has recognized a valuation allowance of $920,102 for earn-in compensation expense that is expected to be

treated as consideration when paid and not expected to be realized. As of and prior to December 31, 2022, the Company has not recognized any liability for uncertain tax positions.

The Company files its tax returns as prescribed by the tax laws of the jurisdictions in which it operates. In the normal course of business, the tax years that remain open under the statute of limitations will be subject to examination by the appropriate tax authorities. The Company is generally no longer subject to federal, state, or local examinations by tax authorities for tax years prior to 2019.

The Company had an effective tax rate of (10%), 12% and 7% for the years ended December 31, 2022, 2021, and 2020, respectively. The effective tax rates differ from the corporate statutory rate of 21.00% primarily due to the portion of losses and earnings attributable to pass-through entities, foreign domiciled entities, permanent differences and discrete state and local income taxes. A reconciliation of the U.S. federal income tax rate of 21.0% to the consolidated financial statements total tax expense for the year ended December 31, 2022, 2021 and 2020 is presented below:

	2022 Tax Effect
Pre-Tax book income for consolidated entity	21%
Pass-through entities	1%
Effect of foreign operations	-2%
Change in valuation allowances	-25%
State and local for non taxable entity	-2%
State and local	-1%
Other	-1%
	-10%

	2021 Tax Effect
Pre-Tax book income for consolidated entity	21%
Pass-through entities	-15%
State and local for non taxable entity	4%
Other	2%
	12%

	2020 Tax Effect
Pre-Tax book income for consolidated entity	21%
Pass-through entities	-18%
State and local for non taxable entity	3%
Other	1%
	7%

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(10) Retirement Plans

The Company sponsors a defined–contribution 401(k) plan for the benefit of its employees. The plan allows employees to contribute up to 15% of salary subject to certain limitations on a pretax basis. At its discretion, the Company can make profit sharing plan contributions to the participants' accounts.

The Company accrued profit sharing contributions of $737,906, $719,711 and $611,411 during the years ended December 31, 2022, 2021 and 2020, respectively, which are included in Compensation and employee benefits on the Consolidated statements of income.

(11) Commitments and Contingencies

As of December 31, 2022, future minimum rental operating leases that have initial or non-cancelable lease terms of one year or greater aggregate to $11,614,688 are payable as follows:

	Total
2023	$ 2,851,762
2024	2,863,247
2025	2,221,949
2026	1,549,901
Thereafter	2,127,829
	11,614,688

As of December 31, 2022, future minimum printer, computer, and other non-cancelable technology leases that have initial terms of one year or greater aggregate to $188,013 and are payable as follows:

	Total
2023	$ 104,170
2024	73,040
2025	10,803
2026	—
	188,013

From time to time in the ordinary course of business, the Company may become subject to various legal proceedings. Some of these proceedings may seek relief or damages in amounts that may be substantial. Because these proceedings are complex, many years may pass before they are resolved, and it is not feasible to predict their outcomes. Some of these proceedings involve claims that the Company believes may be covered by insurance, and the Company advises its insurance carriers accordingly. There are no outstanding or pending litigations as of December 31, 2022.

(12) Related Party Transactions

(a) Loans to Members

As discussed in Note 13 and in conjunction with the grant of restricted units, certain employee members of the Company were offered promissory notes to pay their estimated federal, state and local withholding taxes owed by such members on the restricted unit compensation, which constitute loans

to members. On December 31, 2020, promissory notes totaling $625,778 were issued by the Company, and bear interest at an annual rate of three and one quarter percent (3.25%). If at each of the first five one-year anniversaries of February 15, 2022, if the members' employment relationship has not been terminated for any reason, an amount equal to twenty percent (20%) of the principal and accrued interest, shall be forgiven. Upon termination of employment, any outstanding amount of loan not forgiven becomes due within 30 days.

In conjunction with the grant of restricted units in April 2021, certain employee members of the Company were offered $1,076,216 in promissory notes to pay their estimated federal, state and local withholding taxes owed by such members on these issuances. The April 2021 promissory notes accrued interest at an annual rate of 3.25%, and per the initial terms were due on February 15, 2022, or earlier in the event of a sale of the Company. On February 1, 2022, certain promissory notes were amended. Promissory notes totaling $1,367,673 were amended to be forgiven over five years beginning February 15, 2023, so long as the member is still an employee of the Company. Additionally, loans to members totaling $389,643 were amended to become due by December 31, 2022. These loans will be due on or before the closing date of the transaction discussed in Note 21.

On May 1, 2022, the Company issued and increased the promissory notes to certain employee members of the company. The increase in the promissory notes totaled $300,542.

For the years ended December 31, 2022 and 2021, the Company recognized $279,875 and $0, respectively, of forgiveness of principal debt and accrued interest as compensation expense.

The promissory notes are full legal recourse and have applicable default provisions, which allow the Company to enforce collection against all assets of the note holder, including Class B units which have been pledged as collateral. These loans are presented as Notes receivable from members on the Consolidated Statements of Financial Condition as of December 31, 2022 and December 31, 2021.

(b) Tiedemann Investment Group

The Company makes payments for the New York office leases to Tiedemann Investment Group ("TIG"), a related party. Total payments for the years ended December 31, 2022, 2021 and 2020 were $1,383,620, $1,070,240 and $1,126,055, respectively and are included in the Consolidated Statements of Income in occupancy expense. TIG is also a related party of Alvarium Tiedemann Capital LLC, discussed in Note 21. In 2021, the Company entered into a shared costs agreement with TIG, where certain transaction costs identified between the parties that are equally allocable are to be paid by the Company and treated as a receivable of the Company from TIG for its allocated share and reimbursed by TIG. Total costs paid by the Company for the years ended December 31, 2022 and 2021 that are allocable to TIG were $1,914,424 and $1,243,795, respectively. TIG made payments of $750,000 and $17,500 in the years ended December 31, 2022 and 2021, respectively, against this receivable. Total costs paid by TIG for the years ended December 31, 2022 and 2021 that are allocable to the Company were $865,593 and $0, respectively. The net receivable from TIG of $1,525,125 and $1,226,295 as of December 31, 2022 and 2021, respectively, is reported in Related party receivable on the Consolidated Statements of Financial Condition.

(c) Alvarium Investments Limited

Alvarium Investments Limited ("Alvarium") is a related party of Alvarium Tiedemann Capital LLC, discussed in Note 21. In 2021, the Company entered into a shared costs agreement with Alvarium, where certain transaction costs identified between the parties that are equally allocable are to be paid in

full by the Company and treated as a receivable of the Company from Alvarium for its allocated share and reimbursed by Alvarium. Total costs paid by the Company for the years ended December 31, 2022 and 2021 that are allocable to Alvarium were $2,058,480 and $1,223,795, respectively. Total costs paid by Alvarium for the years ended December 31, 2022 and 2021 that are allocable to the Company were $754,281 and $0, respectively. Alvarium made payments of $299,982 and $217,984 in the years ended December 31, 2022 and 2021, respectively, against this receivable. The net receivable from Alvarium of $2,010,028 and $1,005,811 as of December 31, 2022 and 2021, respectively, is reported in Related party receivable on the Consolidated Statements of Financial Condition.

(d) Cartesian Growth Corporation

Cartesian Growth Corporation ("Cartesian") is a related party of Alvarium Tiedemann Capital LLC, discussed in Note 21. In 2021, the Company entered into a shared costs agreement with Cartesian, where certain transaction costs are to be paid in full by the Company and treated as a receivable of the Company from Cartesian for its allocated share and reimbursed by Cartesian. Total costs paid by the Company for the years ended December 31, 2022 and 2021 that are allocable to Cartesian were $169,453 and $300,722, respectively. Cartesian did not make any payments against this receivable in these years. The net receivable from Cartesian of $470,176 and $300,722 as of December 31, 2022 and 2021, respectively, is reported in Related party receivable on the Consolidated Statements of Financial Condition.

(13) Restricted Unit Grants

The Company amortizes the grant-date fair value of restricted unit grants on a straight-line basis over the vesting period of the award. The awards have certain terms that trigger immediate vesting, including a change in control. A change in control occurred at the close of the business transaction discussed in Note 21. In the years ended December 31, 2022, 2021 and 2020, the Company recorded $2,365,203. $5,532,211 and $1,145,383, respectively of stock-based compensation expense from restricted unit grants. As of December 31, 2022, the unrecognized compensation cost related to unvested restricted units was $4,240,610.

A summary of the Company's restricted grant units for the year ended December 31, 2022 is presented below:

	Number of Unvested Units	Remaining Unrecognized Grant-Date Fair Value
Unvested balance at January 1, 2022	446	$ 6,605,813
Granted		—
Vested	(161)	(2,365,203)
Unvested balance at December 31, 2022	285	$ 4,240,610

The Company has the right, but not the obligation, to repurchase vested restricted units at fair value upon resignation of any member who is employed by the Company. The repurchase price may be paid over three consecutive annual payments in the form of a Promissory Note. The Promissory Notes are interest bearing and are subject to prepayment without premium or penalty. The Company's annual payment obligation for

all outstanding Promissory Notes is limited to 30% of the Company's net income; payment obligations exceeding this amount are deferred to future years. See Note 14, "Term Notes, Lines of Credit & Promissory Notes", for additional information.

(14) Term Notes, Line of Credit & Promissory Notes

(a) Term Notes

In March 2020, the Company entered into a $12,800,000 Commercial Loan identified as "Term Note B" with an unaffiliated national bank. The interest rate on this note is variable 1-month LIBOR plus 1.50%. In March 2020, the Company drew down the entire $12,800,000, utilizing $6,434,493 for the Threshold Group, LLC contingent consideration payment and paydown of the Company's previous term note, with the remaining amount deposited into the Company's bank account. There is no prepayment penalty on Term Note B. As of December 31, 2022 and 2021, $5,760,000 and $8,320,000 was outstanding under Term Note B, respectively. The estimated fair value of the long-term portion of Term Note B as of December 31, 2022 and 2021 was $5,760,000 and $3,200,000, respectively.

In March 2020, the Company entered into an Interest Rate Swap Agreement, with a notional value of $12,800,000 with the same unaffiliated national bank, which converted the variable rate of interest to a fixed rate of 2.60% on $12,800,000 of borrowings under the Commercial Loan. Term Note B requires $640,000 quarterly principal repayments, plus accrued interest which began in June 2020 and will continue for twenty quarters, ending with the last repayment on March 15, 2025.

In addition to standard operating covenants, the Company is subject to a Minimum Fixed Charge Coverage Ratio, a Minimum Tangible Net Worth Ratio, and a Maximum Leverage Ratio. The Company was temporarily in breach of the covenants during the year ended December 31, 2022, as a result of the transaction costs associated with the transaction discussed in Note 21, and debt, goodwill and intangible assets associated with the TIH and HL acquisitions discussed in Note 3. There are no financial penalties associated with this breach of compliance. The Term Note may be called or accelerated in the event of a change of control if the unaffiliated national bank does not provide its consent for the change in control.

(b) Line of Credit

In July 2021, the Company amended its $6,500,000 Revolving Line of Credit into a $7,500,000 Amended and Restated Revolving Line of Credit identified as "Line of Credit". The interest rate on the Line of Credit will remain a variable 1-month LIBOR plus 1.50%.

In November 2021, the Company amended its $7,500,000 Revolving Line of Credit into a $14,500,000 Amended and Restated Revolving Line of Credit identified as "Line of Credit". The interest rate on the Line of Credit was amended to the Daily Bloomberg Short-Term Bank Yield Index rate ("BSBY") plus 1.50%.

On March 9, 2022, the Company's Revolving Line of Credit expiration date was extended to March 13, 2023. On March 31, 2022, the Company's Revolving Line of Credit was increased from $14.5 million to $15.5 million. In 2022, the Company drew $12,300,000 from and repaid $250,000 on the Revolving Line of Credit.

At December 31, 2022 and December 31, 2021, the estimated fair value of the long-term portion of the Line of Credit was $0 and $2,000,000, respectively. The estimated fair value of the long-term portion

of the Line of Credit is $0 as of December 31, 2022 because it is considered short-term debt due to its current expiration date of March 13, 2023. At December 31, 2022 and 2021, $14,050,000 and $2,000,000 was outstanding on the Line of Credit, respectively.

(c) Promissory Notes

In November 2020, the Company issued a promissory note in exchange for Class B units from a certain member of the Company valued at $2,065,682. The Company will make principal payments, plus accrued interest at 3.25% per annum, which commenced on February 1, 2021. The remaining principal payments will be made at closing of the business transaction discussed in Note 21. As of December 31, 2022 and 2021, the estimated fair value of the long-term portion of the Promissory Notes was $0 and $688,561, respectively. At December 31, 2022 and 2021, $1,377,122 and $1,377,122 was outstanding on the Promissory Note, respectively.

The fair value of long-term debt is based on expected future cash flows discounted at current interest rates for similar instruments with equivalent credit quality and is classified as Level 3 within the fair value hierarchy. The current interest rate is based on the period-end LIBOR rate plus an applicable margin, which totaled 5.90% as of December 31, 2022 and 1.59% as of December 31, 2021. The fair value of the line of credit approximates carrying value because the credit facility has variable interest rates based on elected short term market rates. The fair value of the promissory note approximates carrying value because the note is due in less than 3 and 12 months as of December 31, 2022 and December 31, 2021, respectively.

A summary of the balances of the notes and lines of credit discussed above are presented below as of December 31, 2022 and 2021. Interest expense for these notes and lines of credit for the years ended December 31, 2022 and 2021 were $654,422 and $454,406, respectively, and are recorded in interest expense on the Consolidated Statements of Income.

	December 31, 2022			
	Carrying Value	Fair Value		
		Level 1 Quoted prices	Level 2 Observable inputs	Level 3 Unobservable inputs
Term Note B	$ 5,760,000	—	—	5,091,351
Promissory Notes	1,377,122	—	1,377,122	—
Line of Credit	14,050,000	—	14,050,000	—
	$ 21,187,122	—	15,427,122	5,091,351

	December 31, 2021			
	Carrying Value	Fair Value		
		Level 1 Quoted prices	Level 2 Observable inputs	Level 3 Unobservable inputs
Term Note B	$ 8,320,000	—	—	8,105,376
Promissory Notes	1,377,122	—	1,377,122	—
Line of Credit	2,000,000	—	2,000,000	—
	$ 11,697,122	—	3,377,122	8,105,376

The aggregate maturities of debt for each of the five years subsequent to December 31, 2022 are: $17,987,122 in 2023, $2,560,000 in 2024, $640,000 in 2025 and $0 in 2026.

(15) Accounting for Derivative Instruments and Hedging Activities

(a) Interest Rate Swap

In accordance with the amended and restated credit agreement described in note 14, Term Notes and Line of Credit, the Company has a fixed for floating interest rate swap for 100% of the outstanding commercial loan amount, intended to hedge the risks associated with floating interest rates. The Company pays its counterparty the equivalent of a fixed interest payment on a predetermined notional value, and quarterly the Company receives the equivalent of a floating interest payment based on a one-month LIBOR plus 1.5% from the effective date through the termination date. As of December 31, 2022 and 2021, the Company had a derivative asset of $241,225 and a derivative liability of $34,502, respectively, which was included in the Fair value of interest rate swap on the Consolidated Statements of Financial Condition.

(b) Payout Right

In the event of a Company Sale or Initial Public Offering, the Company partnership agreement entitles its non-employee and employee members who have had their membership units repurchased by the Company to participate in any equity valuation upside that occurs, specifically, if a definitive agreement is entered into with respect to such Company Sale within one year of a repurchase of units, such former members are entitled to an additional payment equal to the amount they would have received as part of such Company Sale less any amounts they were previously paid (the “Payout Right”).

In accordance with ASC 815, the Company treats the Payout Right as a derivative. As of December 31, 2022 and 2021, the fair value of the Payout Rights were $3,661,576 and $0, respectively.

(c) Impact of Derivative Instruments on the Consolidated Statement of Income

The effect of interest rate hedges is recorded to change in fair value of interest rate swap. For the years ended December 31, 2022 and 2021 the impact to the Consolidated Statements of Income was a gain of $275,727 and $177,565, respectively.

The effect of derivative instruments is recorded to change in fair value of payout right. For the years ended December 31, 2022 and 2021 the impact the Consolidated Statements of Income was a loss of $3,661,576 and $0, respectively.

(16) Earnings Per Unit

Basic and diluted income per unit amounts are calculated using the weighted-average number of units outstanding for the period. As discussed in Note 3, the earn-in consideration and compensation for the acquisition of Holbein requires 50% of the earn-in to be completed with units of the Company. These contingent units are not included in the computation of diluted earnings per unit because to do so would be antidilutive for the year ended December 31, 2022.

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The following table reconciles net income and the weighted average units outstanding used in the computations of basic and diluted income per unit (in thousands, except for units and per unit data):

	2022	2021	2020
Net (Loss) Income attributed to the Company	$ (5,885)	$ 3,939	$ 6,986
Denominator:			
Weighted average units outstanding - basic and diluted	7,007	6,956	6,536
Per unit:			
Basic and diluted per unit	$(839.91)	$566.24	$1,068.85

(17) Equity

The Company has employee and non-employee members. Non-employee members have certain put options. At least 90 days prior to the end of each fiscal year ("Notice Year"), non-employee members may provide a put notice to the Company of the member's intent to exercise their put right to require the Company to purchase all or any of the Class B units held by the member. The total of any put notices received will be limited to 10% of the outstanding Class B Units.

The Company may deliver a voluntary call notice to its non-employee members, beginning 90 days after each Notice Year and ending 105 days after each Notice Year. The Company can call up to 20% of the outstanding Class B units.

As of December 31, 2022, there was 1 Class A share outstanding, and 7,006 Class B shares outstanding. As of December 31, 2021, there was 1 Class A share outstanding, and 7,006 Class B shares outstanding. There were no put notices placed by non-employee members in the years ended December 31, 2022 and 2021. There were no call notices placed by the Company in the years ended December 31, 2022 and 2021.

(18) Revenue

Under ASC 606, Revenue from Contracts with Customers, revenue is recognized when control of the promised goods or services is transferred to the customer, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. The following table represents the Company's revenue disaggregated by fee type for each of the years ended December, 2022, 2021 and 2020:

	2022	2021	2020
Income			
Investment management fees	$ 67,155,580	65,800,518	55,595,094
Trustee fees	6,734,440	6,950,064	5,577,239
Custody fees	2,981,706	2,652,439	3,216,969
Other	—	300,225	—
Total income	$ 76,871,726	75,703,246	64,389,302

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(19) Leases

The Company determines whether an arrangement is a lease at inception. The Company has operating leases for office facilities. As of December 31, 2022, leases generally have remaining lease terms of up to 3 years, some of which include options to extend the lease term for up to 5 years. The Company considers these options in determining the lease term used to establish our right-of use assets and lease liabilities. The lease agreements do not contain any material residual guarantees or material restrictive covenants.

The Company recognizes lease liabilities at the present value of the contractual fixed lease payments discounted using our incremental borrowing rate, as the rate implicit in the lease is typically not readily determinable, as of the lease commencement date or upon modification of the lease.

The Company has lease agreements that contain both lease and non-lease components, and accounts for lease components together with non-lease components (e.g., common-area maintenance).

The components of lease expense for the year ended December 31, 2022 was as follows:

	2022
Operating Lease expense	$ 2,974,065
Variable lease expense	1,353,524
Short-term lease expense	143,723
Total lease expense	$ 4,471,312

Supplemental balance sheet information related to operating leases is as follows:

	Balance Sheet Classification	Dec 31, 2022
Right-of-use assets	Right-of-use Asset	$ 10,095,042
Current lease liabilities	Lease liabilities	2,531,210
Non-current lease liabilities	Lease liabilities	8,181,378

Weighted-average remaining lease term and discount rate for operating leases are as follows:

	Dec 31, 2022
Weighted-average remaining lease term	4.61%
Weighted-average discount rate	3.43%

As of December 31, 2022, the future minimum lease payments for the Company's operating leases for each of the year's ending December 31 were as follows:

2023	$ 2,851,762
2024	2,863,247
2025	2,221,949
2026	1,549,901
2027	890,877
2028 and beyond	1,236,952
Total lease payments	11,614,688
Less: Imputed Interest	(902,100)
Present value of lease liabilities	$ 10,712,588

TIEDEMANN WEALTH MANAGEMENT HOLDINGS, LLC
AND SUBSIDIARIES

Notes to Consolidated Financial Statements

December 31, 2022, December 31, 2021 and December 31, 2020

(20) Interim Financial Data (Unaudited)

During the fourth quarter of 2022, we determined that errors existed in our interim consolidated financial statements. Specifically, we identified a promissory note which was forgiven in connection with the acquisition of Tiedemann International Holdings, which should have been recognized as compensation expense in accordance with ASC 710. Additionally, we identified a payout right liability (discussed in Note 15) related to the probable consummation of the de-SPAC transaction (discussed in Note 21) which should have been recognized in accordance with ASC 815. The errors were evaluated under the U.S. Securities and Exchange Commission's ("SEC's") authoritative guidance on evaluating the materiality of prior period misstatements to the Company's financial statements. We evaluated the error and concluded that it was not quantitatively or qualitatively material to the previously reviewed interim consolidated financial statements.

The following tables provide unaudited consolidated interim financial data for all the periods in the year ended December 31, 2022, which have been revised to correct for an immaterial error in prior periods affected as detailed below:

Consolidated Statements of Financial Condition	Year-to-date 3/31/2022	Year-to-date 6/30/2022	Year-to-date 9/30/2022
Other assets	4,413,113	4,907,579	6,687,066
Total assets	**89,596,660**	**88,122,726**	**86,603,778**
Fair value of payout right	184,074	182,970	364,228
Total liabilities	**54,294,235**	**55,511,675**	**57,831,925**

Consolidated Statements of Income	Year-to-date 3/31/2022	Year-to-date 6/30/2022	Year-to-date 9/30/2022
Compensation and employee benefits expense	13,559,743	25,420,933	37,468,444
Total operating expenses	**18,795,457**	**36,608,716**	**55,570,290**
Change in fair value of payout right	184,074	182,969	364,227
Net income for the year	**886,110**	**1,798,025**	**1,102,033**

(21) Subsequent Events

Based on management's evaluation there are no events subsequent to December 31, 2022 that require adjustment to or disclosure in the consolidated financial statements, except as noted below. Management evaluated events and transactions through and including March 31, 2023, the date these financial statements were available to be issued.

On September 19, 2021, the Company entered into a Business Combination Agreement ("the Transaction") by and among Cartesian Growth Corporation ("SPAC"), Rook MS LLC, Alvarium Investments Limited ("Alvarium"), TIG Trinity GP, LLC, TIG Trinity Management LLC (TIG Trinity GP, LLC together with TIG Trinity Management LLC, the "TIG Entities"), and Alvarium Tiedemann Capital, LLC. Pursuant to the reorganization plan of the Business Combination Agreement, the Company, TIG Entities and Alvarium became the wholly owned subsidiaries of Alvarium Tiedemann Capital, LLC, which is the direct subsidiary of SPAC. Alvarium Tiedemann Capital, LLC, will receive the shares of SPAC upon closing and the SEC public registration. The successful completion of the Transaction closed on January 3, 2023.

TIEDEMANN WEALTH MANAGEMENT HOLDINGS, LLC
AND SUBSIDIARIES

Notes to Consolidated Financial Statements

December 31, 2022, December 31, 2021 and December 31, 2020

On January 3, 2023, Alvarium Tiedemann Holdings, LLC, a subsidiary of Alvarium Tiedemann Capital, LLC, entered into a credit agreement with BMO Harris Bank N.A., (the "Credit Agreement"). The Credit Agreement repaid in full all obligations outstanding under the Term Note and Line of Credit discussed in Note 14.

On January 3, 2023, Alvarium Tiedemann Holdings, LLC repaid the promissory note discussed in Note 14.

Upon consummation of the Transaction on January 3, 2023, the Company settled the Payout Right discussed in Note 15.

Prior to the closing of the Transaction on January 3, 2023, Tiedemann Trust Company ("TTC") was a consolidated entity of the Company. The change in control of TTC requires regulatory approval, which is expected in 2023. Since regulatory approval was not expected prior to the successful completion of the Transaction, TTC was required to be removed from the deal perimeter of the transaction. The Company entered into a zero-strike forward contract ("Forward Contract"). Under the terms of the Forward Contract, 100% of the equity interests of TTC will transfer to the Company in exchange for no additional consideration once regulatory approval for a change in control is received. Since the Forward Contract is an asset owned by the Company, inherently it was included in the net assets acquired by Alvarium Tiedemann Holdings in the Transaction.

Combined and Consolidated Financial Statements of

TIG Trinity Management, LLC and Subsidiary and
TIG Trinity GP, LLC and Subsidiaries

Years ended December 31, 2022, 2021 and 2020

TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries

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Years ended December 31, 2022, 2021, and 2020

TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries

Independent Auditors Report

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Members
TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries

Opinion on the Financial Statements

We have audited the accompanying combined and consolidated statements of financial position of TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries (collectively the "Company") as of December 31, 2022 and 2021, and the related combined and consolidated statements of operations, changes in members' equity and cash flows for each of the three years in the period ended December 31, 2022, and the related notes (collectively referred to as the "combined and consolidated financial statements"). In our opinion, the combined and consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

Change in Accounting Principle

As discussed in Note 3 to combined and consolidated financial statements, the Company has changed its method of accounting for leases in 2022 due to adoption of Financial Accounting Standards Board Accounting Standards Codification Topic 842, *Leases*.

Basis for Opinion

These combined and consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's combined and consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined and consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the combined and consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the combined and consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the combined and consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Citrin Cooperman & Company, LLP

We have served as the Company's auditor since 2021.
New York, New York
April 14, 2023

TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries

Combined and Consolidated Statements of Financial Position

As of December 31, 2022 and December 31, 2021
(Expressed in United States Dollars)

	December 31, 2022	December 31, 2021
Assets		
Current assets:		
Cash and cash equivalents	$ 1,592,407	$ 8,269,886
Restricted cash	6,749,971	—
Investments at fair value (Affiliated funds)	2,398,912	18,124,708
Fees receivable	16,040,100	38,364,976
Due from affiliated funds	4,030,000	—
Other receivable	140,000	—
Prepaid expenses	409,609	—
Total current assets	31,360,999	64,759,570
Non-current assets:		
Investments at fair value (Unaffiliated management companies, cost $102,850,052 as of December 31, 2022 and December 31, 2021)	146,130,520	125,904,375
Fixed assets, net of accumulated depreciation/amortization of $719,490 and $651,853 as of December 31, 2022 and December 31, 2021, respectively	140,654	208,291
Due from TIG/TMG	1,831,956	—
Lease right-of-use assets — operating	2,749,744	
Other assets	567,811	887,737
Total non-current assets	151,420,685	127,000,403
Total assets	$ 182,781,684	$ 191,759,973
Liabilities		
Current liabilities:		
Accrued compensation and profit sharing	$ 9,391,563	$ 8,387,350
Accounts payable and accrued expenses	9,131,708	4,641,964
Distributions due to members	17,540,857	—
Term loan, current portion	9,000,000	9,000,000
Lease liabilities — operating, current portion	1,183,882	—
Total current liabilities	46,248,010	22,029,314
Non-current liabilities:		
Term loan (net of current portion of debt issuance costs $298,423 and $339,151 as of December 31, 2022, and December 31, 2021, respectively)	33,451,577	33,410,849
Lease liabilities — operating, net of current portion	1,638,933	—
Due to TIG/TMG	—	2,207,280
Total non-current liabilities	35,090,510	35,618,129
Total liabilities	81,338,520	57,647,443
Total members' equity	101,443,164	134,112,530
Total liabilities and members' equity	$ 182,781,684	$ 191,759,973

See accompanying notes to the combined and consolidated financial statements

TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries

Combined and Consolidated Statements of Operations

Years ended December 31, 2022, 2021, and 2020
(Expressed in United States Dollars)

	December 31,		
	2022	**2021**	**2020**
Income:			
Incentive fees	$ 15,440,175	$ 42,110,201	$ 31,454,756
Management fees	44,103,544	44,503,127	35,674,081
Total income	59,543,719	86,613,328	67,128,837
Expenses:			
Compensation and employee benefits	18,704,341	17,650,647	15,370,636
Occupancy costs	1,406,241	1,351,776	1,310,686
Systems, technology, and telephone	2,454,291	2,625,512	2,238,433
Professional fees	2,984,071	4,465,190	1,539,659
Depreciation and amortization	184,650	164,958	164,958
Business insurance expenses	436,120	308,691	229,262
Interest expense	2,593,062	2,239,608	2,363,144
Travel and entertainment	1,191,416	454,351	323,505
Merger expenses	7,135,319	1,963,795	—
Other business expense	876,122	826,863	7,952,424
Total expense	37,965,633	32,051,391	31,492,707
Other income:			
Other investment gains	20,665,876	15,444,183	7,670,306
Income before taxes	42,243,962	70,006,120	43,306,436
Income tax expense	(841,285)	(1,456,647)	(748,000)
Net income	$ 41,402,677	$ 68,549,473	$ 42,558,436

See accompanying notes to the combined and consolidated financial statements

TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries

Combined and Consolidated Statements of Changes in Members' Equity

Years ended December 31, 2022, 2021, and 2020
(Expressed in United States Dollars)

Members' equity, beginning of 2020	$ 96,099,756
Member equity distributions	(54,745,665)
Member equity contributions	3,871,468
Net income	42,558,436
Members' equity, end of 2020	$ 87,783,995
Member equity distributions	(38,391,137)
Member equity contributions	16,170,199
Net income	68,549,473
Members' equity, end of 2021	$ 134,112,530
Member equity distributions	(74,072,043)
Member equity contributions	—
Net income	41,402,677
Members' equity, end of 2022	$ 101,443,164

See accompanying notes to the combined and consolidated financial statements

TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries

Combined and Consolidated Statements of Cash Flows

Years ended December 31, 2022, 2021, and 2020
(Expressed in United States Dollars)

	December 31,		
	2022	2021	2020
Cash flows from operating activities:			
Net income	$ 41,402,677	$ 68,549,473	$ 42,558,436
Adjustments to reconcile net income to net cash provided by operating activities:			
Other investment gains	(20,665,876)	(15,444,183)	(7,670,306)
Depreciation and amortization	184,650	164,958	164,958
Non-cash lease expense	1,108,520	—	—
Increase/decrease in operating assets and liabilities:			
Decrease/(increase) in fees receivable	22,324,876	(14,886,645)	(8,342,540)
Decrease/(increase) in other receivable	(140,000)	1,150,000	(1,150,000)
Decrease/(increase) in other assets	319,926	(523,932)	125,203
Increase in due from TIG/TMG	(1,831,956)	—	—
Increase in prepaid expenses	(409,609)	—	—
Increase in due to TIG/TMG	(2,207,280)	(4,823,944)	(202,284)
Increase in accrued compensation and profit sharing	1,004,213	2,333,389	6,701,176
Decrease in operating lease liabilities	(1,035,449)	—	—
Increase/(decrease) in accounts payable and accrued expenses	4,489,744	(3,383,952)	(2,096,436)
Net cash provided by operating activities	44,544,436	33,135,164	30,088,207
Cash flows from investing activities:			
Purchases of investments (affiliated funds)	(4,970,846)	(16,088,668)	(10,428,903)
Purchases of investments (unaffiliated management companies)	—	(13,925,652)	(27,000,000)
Sales of investments (affiliated funds)	17,106,373	11,451,845	38,887,560
Sales of investments (unaffiliated management companies)	—	75,600	—
Net cash provided by (used in) investing activities	12,135,527	(18,486,875)	1,458,657
Cash flows from financing activities:			
Member distributions	(56,531,186)	(38,391,137)	(54,745,665)

See accompanying notes to the combined and consolidated financial statements

TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries

Combined and Consolidated Statements of Cash Flows (continued)

Years ended December 31, 2022, 2021, and 2020
(Expressed in United States Dollars)

Member contributions	—	16,170,199	3,871,468
Decrease in due from members	—	4,136,780	204,383
Drawdown of term loan	—	—	23,750,000
Repayment of term loan	—	(2,250,000)	—
Payment of debt issuance costs	(76,285)	—	(110,450)
Net cash used in financing activities	(56,607,471)	(20,334,158)	(27,030,264)
Net increase (decrease) in cash, cash equivalents and restricted cash	72,492	(5,685,869)	4,516,600
Cash, cash equivalents and restricted cash at beginning of year	8,269,886	13,955,755	9,439,155
Cash, cash equivalents, and restricted cash at end of year	$ 8,342,378	$ 8,269,886	$ 13,955,755
Supplemental disclosures of non-cash information:			
Current period recognition of operating lease right-of-use asset	$ 3,858,264	—	—
Current period recognition of operating lease liability	$ 3,858,264	—	—
Supplemental disclosures for non-cash financing activities:			
Additions to distributions payable	$ 17,540,857	—	—
Supplemental Cash Flow Information:			
Cash Paid for Taxes	$ 1,600,583	$ 199,960	$ 1,622,997
Cash Paid for Interest	$ 2,314,783	$ 2,250,383	$ 1,406,790
Reconciliation of cash, cash equivalents and restricted cash:			
Cash and cash equivalents	$ 1,592,407	$ 8,269,886	$ 13,955,755
Restricted cash	$ 6,749,971	—	—
	$ 8,342,378	$ 8,269,886	$ 13,955,755

See accompanying notes to the combined and consolidated financial statements

TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries

Notes to the Combined and Consolidated Financial Statements

Years ended December 31, 2022, 2021, and 2020
(Expressed in United States Dollars)

1. Reporting Organization

TIG Trinity Management, LLC and TIG Trinity GP, LLC were formed in the State of Delaware on August 23, 2018 and became operationally active on November 1, 2018. TIG Trinity Management, LLC offers investment advisory services to its clients which currently include private investment funds and separately managed accounts (the "Funds"). TIG Trinity GP, LLC acts as the general partner to certain funds. Certain subsidiaries listed in Note 2 (b) have formation dates prior to August and November 2018.

2. Basis of Preparation

(a) Basis of Presentation

The accompanying combined and consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP").

(b) Basis of Combination and Consolidation

The combined and consolidated financial statements include TIG Trinity Management, LLC, and its wholly owned subsidiary, TIG Advisors LLC. TIG Trinity Management, LLC and its wholly owned subsidiary are combined with TIG Trinity GP, LLC and its wholly owned subsidiaries, TFI Partners LLC and TIG SL Capital LLC (collectively, the "Company"). TIG Trinity Management, LLC, TIG Trinity GP, LLC and Subsidiaries' financial statements have been combined for presentation purposes. The financial position, results of operations and cash flows presented herein do not represent those of a single legal entity. These entities share common ownership, control, and management. All inter-company balances have been eliminated in consolidation. All significant inter-company accounts and transactions have been eliminated in combination.

The Company evaluates its relationships with other entities to identify whether they are variable interest entities ("VIEs") as defined by Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 810, *Consolidation* ("ASC 810") and assesses whether the Company is the primary beneficiary of such entities as defined under ASC 810. If the determination is made that the Company is the primary beneficiary, the entity in question is included in the combined and consolidated financial statements of the Company. Based on management's analysis of the Company's relationship with the private investment funds, the private investment funds are VIEs of the Company, but the Company is not the primary beneficiary of the private investment funds; therefore, the private investment funds have not been consolidated by the Company.

(c) Use of Estimates and Judgments

The preparation of combined and consolidated financial statements in conformity with U.S. GAAP requires management to make judgments, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

3. Significant Accounting Policies

The accounting policies as set out below have been applied consistently by the Company during the relevant years.

TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries

Notes to the Combined and Consolidated Financial Statements

Years ended December 31, 2022, 2021, and 2020
(Expressed in United States Dollars)

3. Significant Accounting Policies (continued)

The significant accounting policies applied by the Company are as follows:

(a) Cash and Cash Equivalents

Cash comprises cash deposited with the bank which, at times, may exceed federally insured limits. The Company is subject to credit risk to the extent any financial institution with which it conducts business is unable to fulfill contractual obligations on its behalf. Management monitors the financial condition of such financial institutions and does not anticipate any losses from these counterparties. At December 31, 2022, cash is primarily held at Texas Capital Bank and J.P. Morgan in a U.S. noninterest-bearing checking account, which is Federal Deposit Insurance Corporation ("FDIC") insured up to $250,000.

(b) Restricted Cash

Restricted cash represents cash required to be held as a collateral reserve amount related to the term loan and is not available for general liquidity needs.

(c) Income Taxes

For income tax purposes, the Company reports income and expenses on an accrual basis and is treated as a partnership for federal and state income tax purposes. The individual owners (the "Members") are required to report their respective shares of the Company's taxable income or loss in their individual income tax returns and are personally liable for any related taxes thereon. Accordingly, no provision for federal income taxes is made in the combined and consolidated financial statements of the Company. The Company is subject to 4% New York City Unincorporated Business Tax.

The Company is subject to ASC 740, *Accounting for Uncertainty in Income Taxes*. This standard defines the threshold for recognizing the benefits of tax-return positions in the financial statements as "more-likely-than-not" to be sustained by the taxing authority and requires measurement of a tax position meeting the more-likely-than-not criterion, based on the largest benefit that is more than 50 percent likely to be realized. Management has analyzed the Company's tax positions taken with respect to applicable income tax issues for all open tax years (in each respective jurisdiction) and has concluded that no provision for income tax is required in the Company's combined and consolidated financial statements.

(d) Fixed Assets

Equipment and furniture are recorded at cost and depreciated using the straight-line method over the estimated useful lives of five years. Leasehold improvements are stated at cost and amortized using the straight-line method over the remaining term of the lease.

(e) Fair Value of Assets and Liabilities

Due to their nature, the carrying values of the Company's financial assets such as fees receivable, other receivable, due from members and financial liabilities such as accounts payable and accrued compensation and due to TIG/TMG approximate their fair values.

3. Significant Accounting Policies (continued)

(f) Leases

Effective January 1, 2022, the Company adopted ASC Topic 842, *Leases* ("ASC 842") using the modified retrospective approach and applied the standard only to leases that existed at that date. Under the modified retrospective method, the Company does not need to restate the comparative periods in transition and will continue to present financial information and disclosures for periods before January 1, 2022 in accordance with ASC Topic 840. The Company has elected the package of practical expedients allowed under ASC Topic 842, which permits the Company to account for its existing operating leases as operating leases under the new guidance, without reassessing the Company's prior conclusions about lease identification, lease classification and initial direct cost. As a result of the adoption of the new lease accounting guidance on January 1, 2022, the Company recognized no cumulative adjustment to members' equity.

The Company determines the initial classification and measurement of its right-of-use assets and lease liabilities at the lease commencement date and thereafter if modified. The lease term includes any renewal options and termination options that the Company is reasonably assured to exercise. The present value of lease payments is determined by using the interest rate implicit in the lease, if that rate is readily determinable; otherwise, the Company uses its incremental borrowing rate. The incremental borrowing rate is determined by using the rate of interest that the Company would pay to borrow on a collateralized basis an amount equal to the lease payments for a similar term and in a similar economic environment.

The Company has elected the practical expedient to not separate lease and non-lease components. The Company's non-lease components are primarily related to maintenance, insurance and taxes, which varies based on future outcomes and is thus recognized in lease expense when incurred.

(g) Income Recognition & Fees Receivable

Management fees and incentive fees are accounted for as contracts with customers. Under the guidance for contracts with customers, an entity is required to (a) identify the contract(s) with a customer, (b) identify the performance obligations in the contract, (c) determine the transaction price, (d) allocate the transaction price to the performance obligations in the contract and (e) recognize revenue when (or as) the entity satisfies a performance obligation. In determining the transaction price, an entity may include variable consideration only to the extent that it is probable that a significant reversal in the amount of the cumulative revenue recognized would not occur when the uncertainty associated with the variable consideration is resolved.

Management Fees – The Company is entitled to receive management fees as compensation for administering and managing the affairs of the Funds. Management fees are normally received in advance each quarter and recognized monthly as services are rendered. The management fees for our affiliated funds are calculated using approximately 0.75% to 1.5% of the net asset value of the funds' underlying investments. The management fees for our unaffiliated management companies are calculated using approximately 0.75% to 1.75% of the net asset value of the funds' underlying investments. There are customer contracts that require the Company to provide investment services, which represents a performance obligation that the Company satisfies over time. All management fees are a form of variable consideration because the amount to which the Company is entitled varies based

(Expressed in United States Dollars)

3. Significant Accounting Policies (continued)

on fluctuations in the basis for the management fee. Management fees recognized for the years ended December 31, 2022, 2021, and 2020, totaled $44,103,544, $44,503,127, and $35,674,081 respectively, of which the Company recognized $31,762,911, $29,593,661, and $28,237,395 from its affiliated funds and $12,340,633, $14,909,466, and $7,436,686, from its profit and revenue-share investments in unaffiliated management companies for the years ended December 31, 2022, 2021, and 2020, respectively.

Incentive Fees – The Company is entitled to receive incentive fees if certain targeted returns have been achieved as stipulated in the governing documents. Incentive fees are normally received and recognized annually. The incentive fees for our affiliated funds are calculated using 15% to 20% of the net profit/income. The incentive fees for our unaffiliated management companies are calculated using 15% to 20% or 15% to 35%, subject to a 10% hurdle, of the net profit/income.. Incentive fees recognized for the years ended December 31, 2022, 2021, and 2020 totaled $15,440,175, $42,110,201, and $31,454,756, respectively, of which the Company recognized $7,311,553, $37,662,457, and $24,468,911, from its affiliated funds and $8,128,622, $4,447,744, and $6,985,845, from its profit and revenue-share investments in unaffiliated management companies for the years ended December 31, 2022, 2021, and 2020, respectively. All incentive fees are recognized when it is determined that they are no longer probable of significant reversal. Given the nature of each fee arrangement, contracts with customers are evaluated on an individual basis to determine the timing of revenue recognition. Significant judgement is involved in making such determination.

Fees receivable includes management and incentive fees earned during the years ended December 31, 2022 and 2021. The Company evaluates its fees receivable and establishes an allowance for doubtful accounts based on history of past write offs and collections. Fees receivable as of December 31, 2022, and 2021, totaled $16,040,100, and $38,364,976, respectively. There was no allowance at December 31, 2022 and 2021.

Unaffiliated management companies or external strategic managers are global alternative asset managers, with whom the Company makes strategic minority investments in and actively participates in order to leverage the collective resources and synergies to facilitate the growth of the respective businesses.

	Management Fees		
	Years Ended December, 31		
	2022	2021	2020
Affiliated Funds	$ 31,762,911	$ 29,593,661	$ 28,237,395
Unaffiliated Management Companies	12,340,633	14,909,466	7,436,686
Total Management Fees	$ 44,103,544	$ 44,503,127	$ 35,674,081

	Incentive Fees		
	Years Ended December, 31		
	2022	2021	2020
Affiliated Funds	$ 7,311,553	$ 37,662,457	$ 24,468,911
Unaffiliated Management Companies	8,128,622	4,447,744	$ 6,985,845
Total Incentive Fees	$ 15,440,175	$ 42,110,201	$ 31,454,756

(Expressed in United States Dollars)

3. Significant Accounting Policies (continued)

The table below presents our Total income by type and strategy for the years ended December 31, 2022, 2021 and 2020.

	Years Ended December, 31		
	2022	2021	2020
Management Fees:			
TIG Arbitrage	$ 31,762,911	$ 29,593,661	$ 28,237,395
Unaffiliated Management Companies:			
Real Estate Bridge Lending Strategy	6,691,889	10,713,629	5,565,930
European Equities	3,988,135	2,904,056	1,870,756
Asian Credit and Special Situations	1,660,609	1,291,781	—
Unaffiliated Management Companies Subtotal	12,340,633	14,909,466	7,436,686
Total Management Fees	$ 44,103,544	$ 44,503,127	$ 35,674,081
Incentive Fees:			
TIG Arbitrage	$ 7,311,553	$ 37,662,457	$ 24,468,911
Unaffiliated Management Companies:			
European Equities	8,094,405	2,540,170	6,985,845
Asian Credit and Special Situations	34,217	1,907,574	—
Unaffiliated Management Companies Subtotal	8,128,622	4,447,744	6,985,845
Total Incentive Fees	$ 15,440,175	$ 42,110,201	$ 31,454,756
Total Income	$ 59,543,719	$ 86,613,328	$ 67,128,837

(h) Other Investment Gains

Other investment gains include the unrealized and realized gains and losses on the Company's principal investments. Unrealized Income (Loss) on Investments results from changes in the fair value of the underlying investment, as well as the reversal of unrealized gains (losses) at the time an investment is realized.

(i) Investments & Fair Value Measurement

The Company elected to carry investments at fair value. Fair value is an estimate of the exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants (i.e., the exit price at the measurement date). Fair value measurements are not adjusted for transaction costs. A fair value hierarchy provides for prioritizing inputs to valuation techniques used to measure fair value into three levels:

Level 1-Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2- Inputs other than quoted market prices that are observable, either directly or indirectly, and reasonably available. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability and are developed based on market data obtained from sources independent of the Company.

3. Significant Accounting Policies (continued)

Level 3-Pricing inputs are unobservable for the investment and include situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgement or estimation. Investments that are included in this category generally include privately held investments with no liquidity.

An asset's or liability's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Availability of observable inputs can vary and is affected by a variety of factors. The Members' use judgment in determining fair value of assets and liabilities and Level 3 assets and liabilities involve greater judgment than Level 1 or Level 2 assets or liabilities. Investments are classified within Level 3 of the fair value hierarchy because they trade infrequently (or not at all) and therefore have little or no readily available pricing. Investments in private operating companies are classified within Level 3 of the fair value hierarchy. The Company has procedures in place to determine the fair value of the Company's Level 3 investments. Such procedures are designed to ensure that the applicable valuation approach is appropriate and that values included in these combined and consolidated financial statements are based on observable inputs when possible or that unobservable valuation inputs are reasonable.

Certain investments are measured at fair value using the net asset value (or its equivalent) practical expedient. U.S. GAAP permits the Company, as a practical expedient, to estimate fair value of an investment in an investment entity based on net asset value ("NAV") of the investment entity which is calculated in a manner consistent with the measurement principles of ASC Topic 946 *Financial Services-Investment Companies*. The Company's investments in investment companies represent interests in private investment companies that do not trade in an active market and represent investments that may require a lock up or future capital contributions based on existing commitments. The Members have elected to value the investment companies using the NAV of each investment company as reported by the investment company without adjustment, unless it is probable that the investment will be sold at a value significantly different than the reported NAV. If the reported NAV of an investment company is not calculated in a manner consistent with the measurement of accounting principles for investment companies generally accepted in the United States, then the Members adjust the reported NAV to reflect the impact of those measurement principles.

The Company does not have any commitments to the underlying investment companies, and redemptions are permitted on a monthly basis and require 30 days' notice. The strategies of the investment companies comprise is a broad range of investment techniques to achieve its primary objective of capital appreciation through all market cycles.

(j) Recent Accounting Pronouncements

In March 2020, FASB issued Accounting Standards Update ("ASU") No. 2020-04, *Reference Rate Reform: Facilitation of the Effects of Reference Rate Reform on Financial Reporting*. The new guidance primarily intends to provide relief to companies that will be impacted by the expected change in benchmark interest rates at the end of 2021, when participating banks will no longer be required to submit London Interbank Offered Rate (LIBOR) quotes by the UK Financial Conduct Authority (FCA). The new guidance allows companies to account for modifications as a continuance of the existing contract without additional analysis as long as the changes to existing contracts are limited to changes to an approved benchmark interest rate. For new and existing contracts, the Company may

3. Significant Accounting Policies (continued)

elect to apply the amendments as of March 12, 2020, through December 31, 2022. The Company is currently assessing the potential impact of the new guidance on the Company's combined and consolidated financial statements and related disclosures.

In September 2016, the FASB issued ASU No. 2016-13, *Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which amends the FASB's guidance on the impairment of financial instruments. The ASU adds to U.S. GAAP an impairment model (known as the current expected credit loss ("CECL") model) that is based on expected losses rather than incurred losses. Under the new guidance, an entity recognizes as an allowance its estimate of lifetime expected credit losses, which the FASB believes will result in more timely recognition of such losses. The ASU is also intended to reduce the complexity of U.S. GAAP by decreasing the number of credit impairment models that entities use to account for debt instruments. Further, the ASU makes targeted changes to the impairment model for available-for-sale debt securities. The new CECL standard is effective for annual reporting periods beginning after December 15, 2022, and interim periods therein. The Company is in the process of evaluating the potential impact that this guidance will have on the combined and consolidated financial statements and related disclosures.

(k) Expenses

The Company will pay for all ordinary and extraordinary expenses incurred by it or on its behalf in connection with the management and operation of the Company, including without limitation, mailing, insurance, legal, auditing, reporting and accounting expenses, taxes, interest on borrowed monies, merger expenses, and third-party out-of-pocket expenses. Merger expenses include compensation, technology, and professional fees, such as but not limited to legal, audit, marketing, and consulting costs associated with the Business Combination detailed in Note 14. Expenses are recorded on an accrual basis.

(l) Subsequent events

The Company evaluates events and transactions that occur subsequent to December 31, 2022, but prior to the issuance of it's combined and consolidated financial statements that may require adjustment or disclosure in the statements. For any events or transactions that provide additional evidence with respect to conditions that existed as of December 31, 2022, 2021, and 2020 including the estimates inherent in the process of preparing financial statements, the Company recognizes such subsequent events through adjustment to the combined and consolidated financial statements. For any events that provide evidence with respect to conditions that did not exist as of, but arose subsequent to, December 31, 2022, 2021, and 2020, the Company considers whether disclosure of the event in Note 14 is appropriate but does not recognize such subsequent events through adjustment to the combined and consolidated financial statements.

TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries

Notes to the Combined and Consolidated Financial Statements

Years ended December 31, 2022, 2021, and 2020
(Expressed in United States Dollars)

4. Investments

	December 31, 2022	December 31, 2021
Investment in Affiliated Funds:		
TIG Arbitrage Associates Master Fund LP (TFI Partners LLC)	$ 213,905	$ 1,668,116
TIG Arbitrage Enhanced Master Fund LP (TFI Partners LLC)	178,617	14,668,140
TIG Arbitrage Enhanced, LP (TIG Advisors LLC)	1,895,465	1,611,065
TIG Sunrise Fund LP (TIG SL Capital LLC)	—	20,190
Arkkan Opportunities Feeder Fund, Ltd. (TIG Advisors LLC)	110,925	109,691
TIG Securitized Asset Master Fund LP (TIG SL Capital LLC)	—	47,506
	2,398,912	18,124,708
Investment in Unaffiliated Management Companies:		
Romspen Investment Corporation	72,523,098	74,496,906
Arkkan Capital Management Limited	16,691,692	15,887,115
Zebedee Asset Management	56,915,730	35,520,354
	146,130,520	125,904,375
Total Investments	$ 148,529,432	$ 144,029,083

The following table summarizes the valuation of the Company's investments by level within the ASC 820 fair value hierarchy as of December 31, 2022:

	Level 1	Level 2	Level 3	Total
Investment - Unaffiliated Management Companies	$ —	$ —	$146,130,520	$146,130,520
Investments - Affiliated Funds (i)				2,398,912
Total				$148,529,432

The following table summarizes the valuation of the Company's investments by level within the ASC 820 fair value hierarchy as of December 31, 2021:

	Level 1	Level 2	Level 3	Total
Investment - Unaffiliated Management Companies	$ —	$ —	$125,904,375	$125,904,375
Investments - Affiliated Funds (i)				18,124,708
Total				$144,029,083

(i) Certain investments that are measured at fair value using the net asset value (or its equivalent) practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in this

(Expressed in United States Dollars)

4. Investments (continued)

table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the combined and consolidated statements of financial position.

There were purchases of $0 and $13,925,652 of Level 3 investments during the years ended December 31, 2022, and 2021, respectively. There were no transfers in or transfers out of Level 1, 2, or 3 for the years ended December 31, 2022, and 2021.

The following provides information on the valuation techniques and nature of significant unobservable inputs used to determine the value of Level 3 assets and liabilities. The inputs are not indicative of the unobservable inputs that may have been used for an individual asset or liability.

Quantitative Information about Level 3 Fair Value Measurements

Investments in Securities	Fair Value December 31, 2022	Valuation Methodology and Techniques	Unobservable Inputs	Range / Weighted Average
Investment in Unaffiliated Management Companies	$148,529,432	Discounted cash flow	Discount rate	16%-50% (32%)
			Long-term growth rate	3%

Investments in Securities	Fair Value December 31, 2021	Valuation Methodology and Techniques	Unobservable Inputs	Range
Investment in Unaffiliated Management Companies	$125,904,375	Discounted cash flow	Discount rate	26%-30% (28%)
			Long-term growth rate	3%

The primary unobservable inputs in the discounted cash flow methodology are the selected discount rate and the long-term growth rate. The discount rate selection for each investment was calibrated using the implied internal rate of return as of the original investment date, adjusted for certain market- and company-specific factors. A decrease to the unobservable discount rate input would have a corresponding increase to the fair value of the investment. The selected long-term growth rate for each investment was based on long-term GDP growth rates in the geographic locations of the underlying Unaffiliated Investment Manager, with consideration for general growth in the asset management industry. An increase to the unobservable growth rate input would have a corresponding increase to the fair value of the investment. There is not a specific interrelationship between these two unobservable inputs.

	Investments – Affiliated Funds	
	Years Ended December, 31	
	2022	2021
Balance at beginning of year	$ 18,124,708	$ 12,997,025
Gains/(losses) recognized in other income	439,731	490,860
Purchases	4,970,846	16,088,668
Sales	(21,136,373)	(11,451,845)
Balance at end of year	$ 2,398,912	$ 18,124,708

TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries

Notes to the Combined and Consolidated Financial Statements

Years ended December 31, 2022, 2021, and 2020
(Expressed in United States Dollars)

4. Investments (continued)

	Investments – Unaffiliated Management Companies	
	Years Ended December, 31	
	2022	2021
Balance at beginning of year	$ 125,904,375	$ 97,101,000
Gains/(losses) recognized in other income	20,226,145	14,953,323
Purchases	—	13,925,652
Sales	—	(75,600)
Balance at end of year	$ 146,130,520	$ 125,904,375

5. Fixed Assets

Fixed assets at December 31, 2022 and 2021, consisted of the following:

	December 31,	
	2022	2021
Office equipment	$139,520	$139,520
Less accumulated depreciation	139,520	128,220
Office equipment, net	—	11,300
Leasehold improvements	720,624	720,624
Less accumulated amortization	579,970	523,633
Leasehold improvements, net	140,654	196,991
Fixed assets, net	$140,654	$208,291

Depreciation and amortization expense was $184,650 for the year ended December 31, 2022, and $164,958 for the years ended December 31, 2021 and 2020.

6. Retirement Plans

The Company sponsors a defined contribution 401(k) plan for the benefit of its employees. The plan allows employees to contribute a percentage of their salary subject to certain limitations, set forth by the Internal Revenue Service, on a pretax basis. At its discretion, the Company can make profit sharing plan contributions to the participants' accounts. The Company's contributions for the years ended December 31, 2022, 2021, and 2020 were $284,462, $256,850, and $282,430, respectively, all of which was payable at year end and is included in accounts payable and accrued expenses on the combined and consolidated statements of financial position.

7. Related Party Transactions

Due from Members represents amounts advanced to Members for various expenses. This amount has no stated interest rate or repayment terms.

Due from/to TIG/TMG represents amounts owed to or from entities which are related to TIG Trinity Management, LLC such as Tiedemann Investment Group ("TIG") and Tiedemann Management Group

(Expressed in United States Dollars)

7. Related Party Transactions (continued)

("TMG"). The amounts are loaned between entities with no specific payment terms and no stated interest rate, as necessary.

As of January 1, 2022, the Company shares office space with Tiedemann Advisors, LLC, an entity which shares a common owner with TIG Trinity Management, LLC and TIG Trinity GP, LLC. The Company makes the total payment for use of the office space on a monthly basis and is reimbursed by Tiedemann Advisors, LLC for its proportional share within the same period. For the year ended December 31, 2022, TIG's share of the rent expense was approximately $1,124,000 and was included as occupancy costs on the combined and consolidated statement of operations.

In the prior year, the Company shared office space with Tiedemann Wealth Management, an entity which shares a common owner with TIG Trinity Management, LLC and TIG Trinity GP, LLC. The Company paid Tiedemann Wealth Management for use of the office space on a monthly basis. For the year ended December 31, 2021, the total rent expense was $1,400,000 and was included as occupancy costs on the combined and consolidated statement of operations. For the year ended December 31, 2020, the total rent expense was approximately $1,300,000 and was included as occupancy costs on the combined and consolidated statements of operations.

8. Leases

The Company determines whether an arrangement is a lease at inception. The Company has operating leases for one office location and various office equipment. As of December 31, 2022, our leases generally have remaining lease terms of up to 2 years. The Company has considered renewal options in determining the lease term used to establish our right-of use assets and lease liabilities. Our lease agreements do not contain any material residual guarantees or material restrictive covenants.

The Company recognizes lease liabilities at the present value of the contractual fixed lease payments discounted using our incremental borrowing rate, as the rate implicit in the lease is typically not readily determinable, as of the lease commencement date or upon modification of the lease. The Company has elected the short-term lease practical expedient, in which all leases with lease terms below 12 months are expensed accordingly.

The Company has lease agreements that contain both lease and non-lease components, and the Company accounts for lease components together with non-lease components (e.g., common-area maintenance).

The components of lease expense for the year ended December 31, 2022 was as follows:

Operating lease expense	$ 1,208,412
Variable lease expense	358,363
Short-term lease expense	9,660
Total lease expense	$ 1,576,435

(Expressed in United States Dollars)

8. Leases (continued)

Supplemental cash flow information and non-cash activity related to our operating leases are as follows:

	Year ended December 31, 2022
Adjustments to reconcile net income to net cash provided by operating activities:	
Non-cash lease expense	1,108,520
Operating cash flow information:	
Decrease in lease liabilities — operating	(1,035,449)

Supplemental balance sheet information related to our operating leases is as follows:

	Balance Sheet Classification	Year ended December 31, 2022
Right-of-use-assets	Lease right-of-use assets	$ 2,749,744
Current lease liabilities	Lease liabilities, current portion	$ 1,183,882
Non-current lease liabilities	Lease liabilities	$ 1,638,933

Weighted-average remaining lease term and discount rate for our operating leases are as follows:

	Year ended December 31, 2022
Weighted-average remaining lease term	2.3 years
Weighted-average discount rate	3.0%

As of December 31, 2022, the future minimum lease payments for the Company's operating leases for each of the years ending December 31 were as follows:

2023	$ 1,250,123
2024	1,250,123
2025	420,173
Total lease payments	2,920,419
Less: Imputed interest	97,604
Present value of lease liabilities	$ 2,822,815

TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries

Notes to the Combined and Consolidated Financial Statements

Years ended December 31, 2022, 2021, and 2020
(Expressed in United States Dollars)

9. Commitments

As of December 31, 2021, the Company's affiliate (Tiedemann Wealth Management) leases its office under an operating lease which commenced in April 2010 and expires in April 2025. Future minimum rent payments paid by the affiliate for the next five years are approximately as follows:

Year ending December 31	
2022	$ 1,841,680
2023	1,841,680
2024	1,841,680
2025	460,420
Total	$ 5,985,460

The Company's rent expense amounted to approximately $1,400,000 for the year ended December 31, 2021 and $1,300,000 for the year ended December 31, 2020 and is included as a component of occupancy costs on the accompanying combined and consolidated statement of operations.

10. Term Loan

The Company entered into a credit agreement with Texas Capital Bank, National Association, a national banking association lender located in Dallas, TX on March 23, 2018 and revised on April 3, 2020, with a total available amount of $45,000,000 and a maturity date of April 3, 2026 (the "Term Loan"). As part of the credit agreement, Texas Capital Bank will serve as the administrative agent of the loan on behalf of other lenders. The credit agreement includes $15,000,000 which was lent by Cross First Bank. The main purpose of the Term Loan is to borrow in order to acquire minority-share purchases in asset management companies. In accordance with the credit agreement, the Company may request additional term loans.

There were no guarantees by Members of the Company. The balance of the loan was $42,750,000 and $45,000,000, as of December 31, 2022 and 2021, respectively. There were debt issuance costs of $671,043 and $594,758 as of December 31, 2022 and 2021, respectively, with a balance of $298,423, and $339,151, remaining as of December 31, 2022 and 2021, respectively, included in the Term Loan, long term balance in the combined and consolidated statements of financial position and amortization expense of $117,013 during the year ended December 31, 2022, and $80,718 during the years ended December 31, 2021 and 2020, respectively.

The interest rate on the loan is calculated based on the LIBOR rate plus 4%. Interest on the indebtedness evidenced by this note shall be computed on the basis of a three hundred sixty (360) day year and shall accrue on the actual number of days elapsed for any whole or partial month in which interest is being calculated.

Interest expense for the years ended December 31, 2022, 2021, and 2020, was $2,593,062, $2,239,608, and $2,363,144, respectively.

(Expressed in United States Dollars)

10. Term Loan (continued)

The Term Loan and interest are payable quarterly in twenty equal installments beginning on July 1, 2021. As of December 31, 2021, the minimum payments under the loan are as follows:

Year ending December 31,	
2022	$ 9,000,000
2023	9,000,000
2024	9,000,000
2025	9,000,000
2026	6,750,000
Total	**$ 42,750,000**

11. Members' Capital

Pre-tax net profits or losses of the Company are to be allocated to all Members in proportion to their agreed upon ownership percentages. Net profits or losses of the Company, excluding those net profits or losses associated with the TIG Arbitrage Strategy, are allocated to all Members in proportion to their agreed upon ownership percentages.

With respect to the TIG Arbitrage Strategy, each class of Members have certain rights to net profits or losses. Following the payment of the Class I Member revenue share, the remaining net profits or losses of the strategy are divided amongst the Class A, B, C, and D-1 members with 49.37% of the remaining net profits allocated to the Class D-1 Member and the balance allocated to Class A, Class B, and Class C Members in proportion to their agreed upon ownership percentages.

12. Risk Factors

The significant types of financial risks to which the Company is exposed include, but are not limited to, performance risk, liquidity risk, and other additional risks. Market risk represents the potential loss that can be caused by increases or decreases in the fair value of investments resulting from market fluctuations. In addition, the market risk could adversely affect the business of underlying companies and their associated entities in many ways, including by reducing the value of assets under management and negatively affecting the underlying companies' ability to attract future capital commitments, any of which could materially reduce the value of the Company. Liquidity risk is the risk that the Company will not be able to raise funds to fulfill its commitments, including its inability to sell investments quickly or at close to fair value. In the ordinary course of business, the Company enters into contracts that contain a variety of indemnifications. The Company's maximum exposure under these arrangements is unknown. However, the Company has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote. The extent of the impact of the coronavirus ("COVID-19") outbreak on the financial performance of the Company's investments will depend on future developments, including the duration and spread of the outbreak and related advisories and restrictions and the impact of COVID-19 on the financial markets and the overall economy, all of which are highly uncertain and cannot be predicted. If the financial markets and/or the overall economy are impacted for an extended period, the Company's investment results may be materially adversely affected.

TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries

Notes to the Combined and Consolidated Financial Statements

Years ended December 31, 2022, 2021, and 2020
(Expressed in United States Dollars)

13. Legal settlement

In July 2021, the Company entered into a confidential settlement agreement with respect to an outstanding legal action. As of July 31, 2021, there was no remaining outstanding liability related to this legal action, and the Company does not expect to accrue any additional amounts with respect to the settlement agreement.

14. Subsequent Events

Based on management's evaluation, there are no events subsequent to December 31, 2022, that require adjustment to or disclosure in the combined and consolidated financial statements, except as noted below and in Note 15. Management has evaluated events and transactions through and including March XX, 2023, the date these combined and consolidated financial statements were available to be issued.

On September 19, 2021, the Company executed a definitive business combination agreement with, inter alios, Cartesian Growth Corporation ("Cartesian"), Tiedemann Wealth Management Holdings, LLC ("TWMH"), and Alvarium Investments Limited ("Alvarium") whereby the Company, TWMH, and Alvarium will merge to form Alvarium Tiedemann Holdings, LLC, a multi-disciplinary financial services business and a wholly owned subsidiary of Alvarium Tiedemann Capital, LLC ("Umbrella"). Umbrella will become publicly listed through a business combination with Cartesian, a special purpose acquisition company, which will be renamed "Alvarium Tiedemann Holdings, Inc." upon the completion of the transaction. The successful completion of the transaction closed January 3, 2023. The Company and the related affiliates are evaluating the accounting policies for the transaction.

15. Recent Events Relating to the Disruptions in the U.S. Banking System

In March 2023, the shut-down of certain financial institutions raised economic concerns over disruptions in the U.S. banking system. The U.S. government took certain actions to strengthen public confidence in the U.S. banking system. However, there can be no certainty that the actions taken by the U.S. government will be effective in mitigating the effects of financial institution failures on the economy and restoring public confidence in the U.S. banking system. Additional financial institution failures may occur in the near term that may limit access to short-term liquidity or have adverse impacts to the economy. As disclosed in Note 3, the Company maintains cash amounts in excess of federally insured limits in the aggregate amount of $7,840,612, as of December 31, 2022, and has certain concentrations in credit risk that expose the Company to risk of loss if the counterparty is unable to perform as a result of future disruptions in the U.S. banking system or economy. In March 2023, the Company transferred most cash balances to a large money center bank and the remaining balances with other banks are below FDIC limits.

Alvarium Investments Limited

Consolidated Financial Statements for
years ended
31 December 2022, 2021 and 2020

Alvarium Investments Limited

Consolidated Financial Statements

Alvarium Investments Limited

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors

Alvarium Investments Limited:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of Alvarium Investments Limited and subsidiaries (the Company) as of December 31, 2022 and 2021, the related consolidated statements of comprehensive income, cash flows, and changes in equity for each of the years in the three-year period ended December 31, 2022, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2022, in conformity with generally accepted accounting principles in the United Kingdom.

Differences from U.S. Generally Accepted Accounting Principles

Accounting principles generally accepted in the United Kingdom vary in certain significant respects from United States (U.S.) generally accepted accounting principles. Information relating to the nature and effect of such differences is presented in Note 36 to the consolidated financial statements.

Emphasis of matter – uncertain outcome of allegations regarding Home REIT Plc

We draw attention to note 31 to the financial statements concerning the ongoing media allegations regarding Home REIT plc's operations, triggered by a report issued by a short seller, and that cite certain group subsidiaries, Alvarium Home REIT Advisors Limited (AHRA) and Alvarium Fund Managers (UK) Limited, which act as investment advisor and alternative investment fund manager, respectively, to Home REIT plc. It has been announced that current and former investors may potentially bring claims in connection with the allegations.

No provision for any liability that may result has been made in the financial statements, however any claims or other actions may be material and the outcome is uncertain.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We have served as the Company's auditor since 2021.

London, United Kingdom
Date: April 17, 2023

Alvarium Investments Limited

Consolidated Statement of Comprehensive Income

	Note	2022 £	2021 £	2020 £
Turnover	**4**	**81,625,144**	75,164,498	52,263,050
Cost of sales		**(91,525,454)**	(50,415,876)	(40,032,428)
Gross profit		**(9,900,310)**	24,748,622	12,230,622
Administrative expenses		**(30,069,601)**	(19,983,039)	(12,629,478)
Government grant income		**—**	—	759,664
Gains/(losses) on investments	**5**	**2,108**	(452,591)	165,014
Amortisation of goodwill		**(3,330,261)**	(3,429,870)	(3,488,827)
Amortisation of other intangible assets		**(5,482,048)**	(2,293,872)	(2,334,873)
Operating loss	**6**	**(48,780,112)**	(1,410,750)	(5,297,878)
(Loss)/Gain on impairment or disposal of operations		**(107,277)**	—	577,795
Loss on financial assets at fair value through profit or loss		**(105,606)**	(54,136)	—
Loss from disposal of investment in associate	**7**	**(54,615)**	—	—
Gain on disposal of investment in joint venture	**8**	**4,660,861**	—	—
Share of profit of associates	**15**	**760,372**	1,410,850	459,284
Share of (loss)/profit of joint ventures	**15**	**(264,317)**	2,898,485	1,925,289
Income from other fixed asset investments	**9**	**10,349**	547,789	3,158
Interest receivable	**10**	**158,460**	204,070	249,084
Amounts written off loans and investments receivable	**15**	**(1,642,997)**	(373,425)	(879,498)
Interest payable	**11**	**(5,920,704)**	(1,811,470)	(729,588)
(Loss)/profit before taxation		**(51,285,586)**	1,411,413	(3,692,354)
Taxation on ordinary activities	**12**	**4,770,378**	536,461	315,163
(Loss)/profit for the financial year		**(46,515,208)**	1,947,874	(3,377,191)
Share of other comprehensive income/(loss) of joint ventures		**23,969**	(507,667)	(112,050)
Foreign currency retranslation		**1,686,817**	(678,566)	951,843
Other comprehensive income/(loss) for the year		**1,710,786**	(1,186,233)	839,793
Total comprehensive (loss)/income for the year		**(44,804,422)**	761,641	(2,537,398)
(Loss)/profit for the financial year attributable to:				
The owners of the parent company		**(46,505,793)**	1,126,029	(4,845,399)
Non-controlling interests		**(9,415)**	821,845	1,468,208
		(46,515,208)	1,947,874	(3,377,191)
Total comprehensive (loss)/income for the year attributable to:				
The owners of the parent company		**(44,795,363)**	(57,666)	(4,010,562)
Non-controlling interests		**(9,059)**	819,307	1,473,164
		(44,804,422)	761,641	(2,537,398)

All the activities of the group are from continuing operations.

These Consolidated financial statements were approved by the board of directors and authorised for issue on 17 April 2023, and are signed on behalf of the board by:

Mr E P Shave
Director

The notes from page 9 onwards form part of these Consolidated financial statements.

Alvarium Investments Limited

Consolidated Statement of Financial Position

	Notes	2022 £	2021 £
Fixed assets			
Intangible assets	**13**	**66,049,421**	33,642,087
Tangible assets	**14**	**2,402,852**	758,152
Investments:	**15**		
Investments in associates		**1,856,641**	2,729,247
Investments in joint-ventures		**5,502,555**	10,096,077
Other fixed asset investments		**271,317**	1,972,169
		76,082,786	49,197,732
Current assets			
Debtors	**16**	**47,002,705**	37,003,398
Investments	**17**	**7,446**	4,254
Cash and cash equivalents		**7,152,898**	12,961,870
		54,163,049	49,969,522
Creditors: amounts falling due within one year	**18**	**(96,335,091)**	(40,903,852)
Net current (liabilities)/assets		**(42,172,042)**	9,065,670
Total assets less current liabilities		**33,910,744**	58,263,402
Creditors: amounts falling due after more than one year		**—**	—
Provisions			
Taxation including deferred tax	**21**	**(2,011,960)**	(1,958,233)
Net assets		**31,898,784**	56,305,169
Capital and reserves			
Called up share capital	**27**	**7,433**	7,433
Share premium account	**28**	**32,105,520**	32,105,520
Other reserves	**28**	**23,001,035**	23,001,035
Profit and loss account	**28**	**(23,219,621)**	1,177,705
Equity attributable to the owners of the parent company		**31,894,367**	56,291,693
Non-controlling interests		**4,417**	13,476
		31,898,784	56,305,169

These Consolidated financial statements were approved by the board of directors and authorised for issue on 17 April 2023, and are signed on behalf of the board by:

Mr E P Shave
Director

The notes from page 9 onwards form part of these Consolidated financial statements.

Alvarium Investments Limited

Consolidated Statement of Changes in Equity

	Called up share capital £	Share premium account £	Other reserves £	Profit and loss account £	**Equity attributable to the owners of the parent company £**	Non-controlling interests £	**Total £**
At 1 January 2020	6,880	20,276,656	23,001,035	20,098,773	**63,383,344**	259,825	**63,643,169**
(Loss)/income for the year	—	—	—	(4,845,399)	**(4,845,399)**	1,468,208	**(3,377,191)**
Other comprehensive (loss)/income for the year:							
Share of other comprehensive loss of joint ventures	—	—	—	(112,050)	**(112,050)**	—	**(112,050)**
Foreign currency retranslation	—	—	—	946,887	**946,887**	4,956	**951,843**
Total comprehensive (loss)/income for the year	—	—	—	(4,010,562)	**(4,010,562)**	1,473,164	**(2,537,398)**
Issue of shares	68	1,411,372	—	—	**1,411,440**	—	**1,411,440**
Dividends paid and payable	—	—	—	—	**—**	(137,112)	**(137,112)**
Equity-settled share-based payments	—	—	—	7,296	**7,296**	—	**7,296**
Total investments by and distributions to owners	68	1,411,372	—	7,296	**1,418,736**	(137,112)	**1,281,624**
At 31 December 2020	6,948	21,688,028	23,001,035	16,095,507	**60,791,518**	1,595,877	**62,387,395**

The consolidated statement of changes in equity
continues on the following page.

The notes from page 9 onwards form part of these Consolidated financial statements.

Alvarium Investments Limited

Consolidated Statement of Changes in Equity *(continued)*

	Called up share capital £	Share premium account £	Other reserves £	Profit and loss account £	**Equity attributable to the owners of the parent company £**	Non-controlling interests £	**Total £**
At 1 January 2021	6,948	21,688,028	23,001,035	16,095,507	**60,791,518**	1,595,877	**62,387,395**
Income for the year	—	—	—	1,126,029	**1,126,029**	821,845	**1,947,874**
Other comprehensive income for the year:							
Share of other comprehensive loss of joint ventures	—	—	—	(507,667)	**(507,667)**	—	**(507,667)**
Foreign currency retranslation	—	—	—	(676,028)	**(676,028)**	(2,538)	**(678,566)**
Total comprehensive (loss)/income for the year	—	—	—	(57,666)	**(57,666)**	819,307	**761,641**
Issue of shares	506	10,417,492	—	—	**10,417,998**	—	**10,417,998**
Dividends paid and payable	—	—	—	—	**—**	(901,103)	**(901,103)**
Cancellation of subscribed capital	(21)	—	—	—	**(21)**	—	**(21)**
Equity-settled share-based payments	—	—	—	(1,333)	**(1,333)**	—	**(1,333)**
Increase in shareholding in subsidiary company	—	—	—	(14,858,803)	**(14,858,803)**	(1,500,605)	**(16,359,408)**
Total investments by and distributions to owners	485	10,417,492	—	(14,860,136)	**(4,442,159)**	(2,401,708)	**(6,843,867)**
At 31 December 2021	7,433	32,105,520	23,001,035	1,177,705	**56,291,693**	13,476	**56,305,169**

The consolidated statement of changes in equity continues on the following page.

The notes from page 9 onwards form part of these Consolidated financial statements.

Alvarium Investments Limited

Consolidated Statement of Changes in Equity *(continued)*

	Called up share capital £	Share premium account £	Other reserves £	Profit and loss account £	**Equity attributable to the owners of the parent company £**	Non-controlling interests £	**Total £**
At 1 January 2022	7,433	32,105,520	23,001,035	1,177,705	**56,291,693**	13,476	**56,305,169**
Loss for the year				(46,505,793)	**(46,505,793)**	(9,415)	**(46,515,208)**
Other comprehensive income for the year:							
Share of other comprehensive loss of joint ventures	—	—	—	23,969	**23,969**	—	**23,969**
Foreign currency retranslation	—	—	—	1,686,461	**1,686,461**	356	**1,686,817**
Total comprehensive (loss)/income for the year	—	—	—	(44,795,363)	**(44,795,363)**	(9,059)	**(44,804,422)**
Equity-settled share-based payments	—	—	—	20,413,653	**20,413,653**	—	**20,413,653**
Increase in shareholding in subsidiary company	—	—	—	(15,616)	**(15,616)**	—	**(15,616)**
Total investments by and distributions to owners	—	—	—	20,398,037	**20,398,037**	—	**20,398,037**
At 31 December 2022	7,433	32,105,520	23,001,035	(23,219,621)	**31,894,367**	4,417	**31,898,784**

The notes from page 9 onwards form part of these Consolidated financial statements.

Alvarium Investments Limited

Consolidated Statement of Cash Flows

	2022 £	2021 £	2020 £
Cash flows from operating activities			
(Loss)/profit for the financial year	**(46,515,208)**	1,947,874	(3,377,191)
Adjustments for:			
Depreciation of tangible assets	**510,283**	552,293	536,319
Amortisation of intangible assets	**8,812,309**	5,723,742	5,823,700
Amounts written off investments	**1,642,997**	373,425	879,498
Loss on financial assets at fair value through profit or loss	**105,606**	54,136	—
Loss from disposal of investment in associate	**54,615**	—	—
Gain on disposal of investment in joint venture	**(4,660,861)**	—	—
Share of (profit) of associates	**(760,372)**	(1,410,850)	(459,284)
Share of loss/(profit) of joint ventures	**264,317**	(2,898,485)	(1,925,289)
Income from other fixed asset investments	**(10,349)**	(547,789)	(3,158)
Interest receivable	**(158,460)**	(204,070)	(249,084)
Interest payable	**5,920,704**	1,811,470	729,588
Gain on impairment or disposal of operations	**107,277**	—	(577,795)
Equity-settled share-based payments	**20,413,653**	(1,333)	7,298
Unrealised foreign currency (gains)/losses	**(467,917)**	(46,570)	256,619
Taxation on ordinary activities	**(4,770,378)**	(536,461)	(315,163)
Gain on disposal of other investments	**(2,108)**	—	(222,222)
Loss on disposal and restructuring of interests in joint ventures	**—**	452,591	57,206
Changes in:			
Trade and other debtors	**(64,282)**	(7,920,849)	(3,058,969)
Trade and other creditors	**13,142,346**	15,154,004	4,038,604
Cash generated from operations	**(6,435,828)**	12,503,128	2,140,677
Dividends received	**3,267,065**	3,109,589	2,351,142
Tax paid	**(699,086)**	(1,160,931)	(1,161,396)
Net cash (used in)/from operating activities	**(3,867,849)**	14,451,786	3,330,423
Cash flows from investing activities			
Purchase of tangible assets	**(2,120,903)**	(415,228)	(381,522)
Cash advances and loans granted	**(1,412,152)**	(2,741,467)	(1,799,350)
Cash receipts from the repayment of advances and loans	**1,503,170**	615,512	404,677
Acquisition of subsidiaries net of cash acquired	**—**	—	71,157
Acquisition of interests in associates and joint ventures	**(7,327)**	(6,208)	(85)
Proceeds from sale of interests in associates and joint ventures	**4,677,161**	10,206	—
Purchases of other investments	**(37,269)**	(170,210)	(78,904)
Proceeds from sale of other investments	**30,564**	102,740	224,361
Interest received	**134,459**	43,210	59,402
Deferred consideration paid on acquisition	**(192,461)**	(859,107)	(999,081)
Outflow of cash balances on disposal of subsidiary	**—**	—	(2,934)
Transaction with equity holders	**(15,615)**	(6,326,146)	—
Cash receipts pursuant to asset acquisition	**1,031,366**	—	—
Net cash from/(used in) investing activities	**3,590,993**	(9,746,698)	(2,502,279)

The consolidated statement of cash flows
continues on the following page.

The notes from page 9 onwards form part of these Consolidated financial statements.

Alvarium Investments Limited

Consolidated Statement of Cash Flows *(continued)*

	2022 **£**	2021 £	2020 £
Cash flows from financing activities			
Proceeds from issue of ordinary shares	**—**	—	1,411,440
Proceeds from borrowings	**—**	1,675,460	—
Payments of finance lease liabilities	**(127,174)**	(240,336)	(222,793)
Interest paid	**(5,881,242)**	(912,769)	(628,992)
Dividends paid	**—**	(561,103)	(137,112)
Net cash (used in)/from financing activities	**(6,008,416)**	(38,748)	422,543
Net (decrease)/increase in cash and cash equivalents	**(6,285,272)**	4,666,340	1,250,687
Cash and cash equivalents at beginning of year	**12,961,870**	8,298,069	7,057,488
Exchange gain/(losses) on cash and cash equivalents	**476,300**	(2,539)	(10,106)
Cash and cash equivalents at end of year	**7,152,898**	12,961,870	8,298,069

The notes from page 9 onwards form part of these Consolidated financial statements.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements

1. General information

Alvarium Investments Limited (the Company) is a private company limited by shares, registered in England and Wales. The address of the registered office is 10 Old Burlington Street, London, W1S3AG, England. This report contains the consolidated results of Alvarium Investments Limited and its subsidiaries, joint ventures and associates (together the Group).

2. Statement of compliance

These financial statements prepared in accordance with FRS 102 ("UK GAAP") differ in certain significant respects from financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). Details of the significant differences between US GAAP and UK GAAP are set out in note 36 to these financial statements.

3. Accounting policies

Basis of preparation

The financial statements have been prepared for the sole purpose of inclusion in SEC filings on behalf of Alvarium Tiedemann Holdings Inc. ("ALTi") (formerly Cartesian Growth Corporation) under the United States securities laws and regulations regarding the business combination of Alvarium Investments Limited, Tiedemann Advisors, LLC and TIG Advisors.

The financial information set out above does not constitute the Company's statutory accounts for the years ended 31 December 2022, 2021 or 2020. Statutory accounts for 2022 were approved on 17 April 2023. Statutory accounts for 2021 and 2020 have been delivered to the registrar of companies.

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group and company accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

The financial statements are presented in UK pounds sterling, which is the functional currency of the Group.

Going concern

On 3 January 2023 the business combination and public listing with Cartesian Growth Corporation (now "Alvarium Tiedemann Holdings, Inc.") announced on 20 September 2021 became effective.

The Group reported a loss for the year ending 31 December 2022. Expenses related to the merger transaction, including legal and professional fees of £8.7M contributed significantly to the Group's loss position. In addition, the Group settled, in cash, payments owed to employees through its Long-Term Incentive Plan (LTIP) at an amount of £10.5M. The group also recognised an equity settled share-based payment of £20.4m awarded to LTIP participants. Whilst these awards impacted the group's loss position, they are a non cash award and will not result in any future cash outflow.

The Group had current liabilities in excess of current assets as at 31 December 2022. As a result of the merger, Alvarium Tiedemann Holdings obtained a $250M senior secured credit facility. Subsequent to year end, the facility was utilised by Alvarium Tiedemann Holdings to repay the subordinated shareholder loan (£40m) and bank loan (£10m) on its behalf by way of capital contribution, as part of the terms of the business combination agreement. This reduced the Group's current liability position by £50m.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Going concern *(continued)*

The facility remains $113M undrawn as at 31 March 2023 and could be made available, subject to covenant compliance and approval of Alvarium Tiedemann Holdings, for utilisation to fund operations and for the group to meet its liabilities as they fall due.

The Group had current liabilities in excess of current assets as at 31 December 2022. As a result of the merger, Alvarium Tiedemann Holdings obtained a $250M senior secured credit facility. Subsequent to year end, the facility was utilised by Alvarium Tiedemann Holdings to repay the subordinated shareholder loan (£40m) and bank loan (£10m) on its behalf by way of capital contribution, as part of the terms of the business combination agreement. This reduced the Group's current liability position by £50m. The facility remains $113M undrawn as at 31 March 2023 and could be made available, subject to covenant compliance and approval of Alvarium Tiedemann Holdings, for utilisation to fund operations and for the group to meet its liabilities as they fall due.

The directors do not anticipate a plausible scenario in which the change in control environment would change the regulatory capital requirement to a level that would impact the Group's ability to comply. While there are changes to the existing legal entity group structure post-acquisition, all existing business lines continue to operate.

The Group currently meets its day to day working capital requirements from cash reserves and recurring revenue streams. The directors have prepared budgets which indicate that the Group will be profitable and have sufficient funds to meet its liabilities as they fall due for at least the next 12 months from date of approval of these financial statements. The base case scenario assumes that transactional revenue in Co-Investments and Merchant banking will continue as projected in the latest rolling forecasts. Under this scenario, the normal recurring revenue streams and divisional cash flows adequately cover the operating cost base. This does not account for any future adverse market movements which is outside management control. The base case forecasts also assume that any legal expenses incurred in relation to any claims or other actions discussed in note 31 would be recoverable from insurers.

The directors have also considered a severe but plausible scenario in their budgets. This assumed a reduction of 5% within investment advisory and family office services divisions and a 50% reduction in co-investment and merchant banking divisions. Furthermore, discretionary bonuses were reduced to nil and other discretionary costs such as travel, entertaining and compensation related expenses were reduced. Under this scenario, the diversified mix of recurrent income provides sufficient coverage to meet any obligations as and when they fall due. No amounts are included in respect of any claims or other actions.

The Directors have also considered the longer-term impact of any claims or other actions and are confident that any outflows can be met from existing or additional shareholder support/facilities available and/or insurance if needed.

In conjunction with this assessments above and the availability of senior debt facility, the Directors believe the Company has sufficient reserves to address any potential financial impact arising from plausible downside scenarios considered and consequently, the Directors have concluded that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Consolidation

The Group consolidated financial statements include the financial statements of the Company and all of its subsidiary undertakings together with the Group's share of the results of associates and joint ventures made up to 31 December 2022.

A subsidiary is an entity controlled by the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Where the Group owns less than 50% of the voting powers of an entity but controls the entity by virtue of an agreement with other investors which gives it control of the financial and operating policies of that entity, the Group accounts for that entity as a subsidiary.

Where the Group controls more than 50% of the voting powers of an entity but restrictions exist to entitlement of profit which would comprise a severe long term restriction, such entities are not consolidated. See the 'significant judgement' section on page 13 for more information.

Where a subsidiary has different accounting policies to the Group, adjustments are made to those subsidiary financial statements to apply the Group's accounting policies when preparing the consolidated financial statements.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the Group holds a long-term interest and where the Group has significant influence. The Group considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate. The results of associates are accounted for using the equity method of accounting.

Accounting for joint ventures and associates uses financial information provided by management of those entities. This is the best available information at the time of reporting and consolidated using the equity method appropriately in our Group results. Where information is received post year-end regarding conditions that existed at the year-end, this is treated as a type one adjusting event.

Any subsidiary undertakings or associates sold or acquired during the year are included up to, or from, the dates of change of control or change of significant influence respectively.

Where control of a subsidiary is lost, the gain or loss is recognised in the consolidated income statement. The cumulative amounts of any exchange differences on translation, recognised in equity, are not included in the gain or loss on disposal and are transferred to retained earnings. The gain or loss also includes amounts included in other comprehensive income that are required to be reclassified to profit or loss but excludes those amounts that are not required to be reclassified.

Where control of a subsidiary is achieved in stages, the initial acquisition that gave the Group control is accounted for as a business combination. Thereafter where the Group increases its controlling interest in the subsidiary the transaction is treated as a transaction between equity holders. Any difference between the fair value of the consideration paid and the carrying amount of the non-controlling interest acquired is recognised directly in equity. No changes are made to the carrying value of assets, liabilities or provisions for contingent liabilities.

The Company historically held investments in two associates (Alvarium PO (Payments) Ltd and Alvarium Investment Management Ltd) where additional interests were subsequently purchased giving the company control and resulting in consolidation of a subsidiary undertaking. In accordance with FRS 102.A.3.21, and in order to give a true and fair view, goodwill was calculated as the sum of the goodwill arising on each purchase of shares in these entities, being the difference at the date of each purchase between the fair value of the consideration given and the fair value of the identifiable assets and liabilities attributable to the

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Consolidation *(continued)*

interest purchased. This represents a departure from the method set out in FRS 102, under which goodwill is calculated as the difference between the total acquisition cost of acquiring 100% of these entities and the fair value of the identifiable assets and liabilities of these entities on the date that they each became a subsidiary. The statutory method would not give a true and fair view because it would result in the group's share of these entities' retained reserves, during the period that it was an associate, being re-characterised as goodwill.

The effect of this departure at 31 December 2022, 31 December 2021, 31 December 2020 and 1 January 2020 is to:

- decrease profit for the year by £34,266 (2021: £34,266, 2020: £34,266)
- increase the revaluation reserve by £133,722 (2021: £133,722) (1 Jan 2021 £133,722) (1 Jan 2020: £133,722)
- decrease retained profits by £65,189 (2021: decrease £30,923) (1 Jan 2021: increase £3,343) (1 Jan 2020: £37,609); and
- increase goodwill by £68,533 (2021: £102,799) (1 Jan 2021: £137,065) (1 Jan 2020: £171,332)

The statutory method would not give a true and fair view because it would result in the financial statements portraying LJ GP Ltd as the acquirer, when in fact the shareholders of LJ Capital Ltd have obtained control of the combined group. Applying the statutory method would result in the loss of the financial history of LJ Capital Ltd.

All intra-Group transactions, balances, income and expenses are eliminated on consolidation. Adjustments are made to eliminate the profit or loss arising on transactions with associates to the extent of the Group's interest in the entity.

Non-controlling interests

Minority interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity. Minority interests consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination.

The proportions of profit or loss and changes in equity allocated to the owners of the parent and to the minority interests are determined on the basis of existing ownership interests and do not reflect the possible exercise or conversion of options or convertible instruments.

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Significant judgements

The judgements (apart from those involving estimations) that management has made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in the financial statements are as follows:

Equity method investees

There are certain of our joint venture and associates partners in equity method investees that, since the investment was entered into, have become related parties of the Group as a result of holding executive management positions in one or more Group members or subsidiary. An assessment was performed and determined that this does not give the Group control of the relevant equity method investee as each related party's holding in the relevant equity method investee is unrelated to their employment by the Group member to which they are related and the relevant related parties are not bound by any contractual or other agreement to vote in the same way as Alvarium in connection with their holdings in the relevant equity method investee. Furthermore, in each instance, the equity method investee also has an unrelated third party member and, as a result of governance provisions in the relevant equity method agreement, the equity method investee is controlled jointly by all of its members and not by Alvarium alone.

Entities excluded from consolidation due to limited economic rights

In the case of LJ Maple Limited, LJ Maple Circus Limited, LJ Maple Hamlet Limited, LJ Maple Hill Limited, LJ Maple Belgravia Limited, LJ Maple St Johns Wood Limited, LJ Maple Kew Limited, LJ Maple Chelsea Limited, LJ Maple Tofty Limited, LJ Green Lanes Holdings Limited, LJ Maple Kensington Limited, LJ Maple Nine Elms Limited, LJ Maple Duke Limited and LJ Maple Abbey Limited, the group control 100% of the voting rights (aside from reserved matters) by virtue of their holding of a certain class of shares.

These entities have all issued a separate class of shares to third party investors and raised finance from them, which has then been invested, indirectly, in one or more underlying real estate transactions. These classes of shares do not have any voting rights but are entitled to the vast majority of the economic returns from the investment. The Group is entitled to ongoing fees from the entities for monitoring and reporting on the underlying real estate transactions and also, potentially, when the underlying real estate transactions are exited and funds returned to investors, to performance based fees which are calculated as a percentage of the total profits from each underlying deal which exceed a defined return to the third party investors. The Group is not an investor itself and does not otherwise participate in distributions from these entities.

While the Group controls the ordinary voting rights of these entities, these entities are excluded from consolidation because of severe long-term restrictions on the Group's ability to actually exercise control over them. These restrictions are contained in the articles of association and shareholders' agreements of the relevant entities and they relate to the substantive business activities (including the financial and operating policies) of the entities and include reserved matters contained in the shareholders' agreements which are substantive as regards the activities of the entities and which require the approval of 75% of all shareholders (including the investor share class). As a result of these restrictions and the Group's limited economic rights in the entities, the Group does not have the power to govern the financial and operating policies of the entities so as to obtain a benefit from the entities' activities and, accordingly, the entities are not controlled by the Group for the purposes of FRS 102 and are excluded from consolidation on this basis.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Significant judgements *(continued)*

Each entity has instead been classified as a fixed asset investment at cost less impairment, with any distributions recognised upon receipt. Details concerning the financial performance and position of these entities can be found in note 15 of these financial statements.

Limited economic rights over entities owned by the group

The group owns 100% of the share capital of LJ London Holdings Limited. The company was incorporated to invest in a property joint venture. To fund this, loan funding was obtained by LJ London Holdings Limited from a third party. Under the terms of the loan the vast majority of the profits from the venture revert to the lender, with the group entitled to a promote fee at conclusion. The group had no financial exposure to the venture.

The group considers the terms of the loan to demonstrate a severe long term restriction over rights to income from LJ London Holdings Limited. It has therefore been classified as a fixed asset investment at cost less impairment, with any dividends recognised upon receipt. In the absence of the terms of the loan, it would otherwise have been classified as a subsidiary.

Key sources of estimation uncertainty

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

Convertible loan note receivable

The Group has determined that one of its investments, which has historically been measured at fair value, is no longer recoverable, and has therefore fully written off this investment in the year, as shown in note 15. This investment is an asset without an active observable market that can be used to infer a fair value, and has historically been valued based on the limited market data available.

The Group notes that the recoverability of this asset is dependent on an exit, repayment scenario or significant change in the company's financial operations as the company is an early-stage company which does not generate cash flow from operations and is highly leveraged. In the continued absence of any detailed financial information for this investment—and considering the decline in global market conditions—the Group has concluded that this asset is irrecoverable and has written it off in full.

Useful economic lives and impairment of intangible assets

The annual amortisation charge for intangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually.

The group also considers whether intangible assets are impaired. Where an indication of impairment is identified the estimation of recoverable value requires estimation of the recoverable value of the cash generating units (CGUs). See note 13 for the carrying amount of the intangible assets, and note 3 for the useful economic lives for each class of asset.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Key sources of estimation uncertainty *(continued)*

The Group performed a full quantitative impairment assessment over the LXI REIT intangible in relation to the newly acquired investment management agreement which has been fully absorbed into LXI REIT Advisors Limited. The assessment was triggered due to an impairment indicator being identified as at year end. The recoverable amount was determined by assessing the fair value less cost to sell for the LXI REIT CGU. The fair value less cost to sell was determined using a blended methodology of using both an income approach, specifically the discounted cash flow ("DCF") approach and a market approach.

The overall fair value less cost to sell was greater than the carrying value and hence no impairment charge has been recognised. The key assumptions used in determining the DCF value was expected aggregated cash flows which was extrapolated using a long- term terminal growth rate of 3.0% and a discount rate of 18.5%. The market approach applied a selected multiple based on a guideline public company analysis which considered the company's size, growth and profitability relative to the guideline companies. Management have performed a sensitivity analysis as of 31 December 2022 and established that the discount rate would need to increase to more than 20.5% before an impairment of the LXI REIT CGU would be required. The long-term terminal growth rate of 3% would need to reduce by more than 2% before an impairment of the LXI REIT CGU would be required. Management however notes that the changes in assumptions leading to an impairment are not considered plausible.

Impairment tests for goodwill December 2022

The Group has determined that it has a single CGU in relation to asset management for the purposes of assessing the carrying value of goodwill. This determination is made on the basis that the Group's structure is highly interconnected, with shared management, directors and clients. As a result, the Group is deemed to be the smallest identifiable group of assets that generates cash inflows that are largely independent.

In line with Section 27 of FRS 102, Impairment of Assets, a full impairment review was undertaken as at 31 December 2022. The recoverable amount within the fund management CGU was determined by assessing the value-in-use using long-term cash flow projections for the CGU.

Data for the explicit forecast period of 2023-2028 is based on the 2023-24 budget and forecasts for 2025-2028. Increases in operating costs have been taken into account and include assumed new business volumes. All relevant risks, including market risk and competitor risk has been built into these forecasts. Cash flows beyond the explicit forecast period are extrapolated using a long term terminal growth rate of 3.0%. To arrive at the net present value, cash flows have been discounted using a discount rate of 16%.

The overall value-in-use was greater than the carrying value and hence no impairment charge has been recognised. The key assumptions used in determining this amount were expected aggregated fund flows and the discount rate.

Management have performed a sensitivity analysis as of 31 December 2022 and established that the discount rate would need to increase to more than 200% before an impairment of goodwill would be required. The average annual growth rate for expected fund flows over the forecast period is 11.6% and would need to reduce to more than -20% per annum before an impairment of goodwill would be required.

Impairment tests for goodwill December 2021

The Group has determined that it has a single CGU in relation to asset management for the purposes of assessing the carrying value of goodwill. This determination is made on the basis that the Group's structure

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Key sources of estimation uncertainty *(continued)*

is highly interconnected, with shared management, directors and clients. As a result, the Group is deemed to be the smallest identifiable group of assets that generates cash inflows that are largely independent.

In line with Section 27 of FRS 102, Impairment of Assets, a full impairment review was undertaken as at 31 December 2021. The recoverable amount within the fund management CGU was determined by assessing the value-in-use using long-term cash flow projections for the CGU.

Data for the explicit forecast period of 2022-2026 is based on the 2022 budget and forecasts for 2022-2026. Increases in operating costs have been taken into account and include assumed new business volumes. Cash flows beyond the explicit forecast period are extrapolated using a long term terminal growth rate of 3.0%. To arrive at the net present value, cash flows have been discounted using a discount rate of 12.5%.

The overall value-in-use was greater than the carrying value and hence no impairment charge has been recognised. The key assumptions used in determining this amount were expected aggregated fund flows and the discount rate.

Management have performed a sensitivity analysis as of 31 December 2021 and established that the discount rate would need to increase to more than 95% before an impairment of goodwill would be required. The average annual growth rate for expected fund flows over the forecast period is 4.0% and would need to reduce to more than -40% per annum before an impairment of goodwill would be required.

Impairment tests for goodwill December 2020

The Group has determined that it has a single CGU in relation to asset management for the purposes of assessing the carrying value of goodwill. This determination is made on the basis that the Group's structure is highly interconnected, with shared management, directors and clients. As a result, the Group is deemed to be the smallest identifiable group of assets that generates cash inflows that are largely independent.

In line with Section 27 of FRS 102, Impairment of Assets, a full impairment review was undertaken as at 31 December 2020. The recoverable amount within the fund management CGU was determined by assessing the value-in-use using long-term cash flow projections for the CGU.

Data for the explicit forecast period of 2021-2026 is based on the 2021 budget and forecasts for 2021-2026. Increases in operating costs have been taken into account and include assumed new business volumes. Cash flows beyond the explicit forecast period are extrapolated using a long-term terminal growth rate of 3.0%. To arrive at the net present value, cash flows have been discounted using a discount rate of 18.0%.

The overall value-in-use was greater than the carrying value and hence no impairment charge has been recognised. The key assumptions used in determining this amount were expected aggregated fund flows and the discount rate.

Management have performed a sensitivity analysis as of 31 December 2020 and established that the discount rate would need to increase to more than 80% before an impairment of goodwill would be required.

The average annual growth rate for expected fund flows over the forecast period is 8.0% and would need to reduce to more than -30% per annum before an impairment of goodwill would be required.

Impairment tests for equity method investees December 2022

The group has considered whether there are any indications that its investments in joint ventures and associates may be impaired at 31 December 2022, and has noted one joint venture where impairment

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Key sources of estimation uncertainty *(continued)*

indicators exist. In line with Section 27 of FRS 102, Impairment of Assets, a detailed value in use calculation has therefore been produced for this asset.

Data for the explicit forecast period of 2023-2027 is based on the 2023 budget. Cash flows beyond the explicit forecast period are extrapolated using a long term terminal growth rate of 3.0%. To arrive at the net present value, cash flows have been discounted using a discount rate of 30%.

The overall value in use in this calculation is greater than the carrying amount for this joint venture, and hence no impairment charge has been recognised. The key assumptions used in this calculation were the discount rate and revenue growth rates.

Impairment tests for equity method investees December 2021

The Group has considered whether there are any indications that its investments in joint ventures and associates may be impaired at 31 December 2021, and has noted one joint venture where impairment indicators exist. In line with Section 27 of FRS 102, Impairment of Assets, a detailed value-in-use calculation has therefore been produced for this asset.

Data for the explicit forecast period of 2022-2026 is based on the 2022 budget. Cash flows beyond the explicit forecast period are extrapolated using a long term terminal growth rate of 3.0%. To arrive at the net present value, cash flows have been discounted using a discount rate of 11.5%.

The overall value-in-use in this calculation is greater than the carrying amount for this joint venture, and hence no impairment charge has been recognised. The key assumptions used in this calculation were the discount rate and revenue growth rates.

Management have performed a sensitivity analysis as of 31 December 2021 and have established that the discount rate would need to increase by more than 100% before an impairment of this asset would be required. Similarly, reducing the terminal growth rate of 3% to 0% would still not result in an impairment to this asset.

Useful economic lives sensitivity

The tables below detail the impact of the amortisation charge reported in the event of a 5%-10% increase or decrease in the useful economic lives of the Group's intangible assets.

2022:

	Goodwill £	Client lists £	Brands £	Total £
Current amortisation	**3,330,261**	**5,482,048**	—	8,812,309
Amortisation with -5% UEL	**3,505,538**	**5,770,576**	—	9,276,114
Amortisation with -10% UEL	**3,700,290**	**6,091,164**	—	9,791,454
Amortisation with +5% UEL	**3,171,677**	**5,220,998**	—	8,392,674
Amortisation with +10% UEL	**3,027,510**	**4,983,680**	—	8,011,189

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Key sources of estimation uncertainty *(continued)*

2021:

	Goodwill £	Client lists £	Brands £	Total £
Current amortisation	3,429,870	2,293,872	—	5,723,742
Amortisation with -5% UEL	3,610,391	2,414,602	—	6,024,993
Amortisation with -10% UEL	3,810,968	2,548,747	—	6,359,715
Amortisation with +5% UEL	3,266,544	2,184,640	—	5,451,184
Amortisation with +10% UEL	3,118,065	2,085,338	—	5,203,403

2020:

	Goodwill £	Client lists £	Brands £	Total £
Current amortisation	3,488,827	2,334,873	—	5,823,700
Amortisation with -5% UEL	3,672,451	2,457,761	—	6,130,212
Amortisation with -10% UEL	3,876,476	2,594,303	—	6,470,779
Amortisation with +5% UEL	3,322,693	2,223,689	—	5,546,382
Amortisation with +10% UEL	3,171,662	2,122,612	—	5,294,274

Deferred tax assets in respect of tax losses

The group has material brought forward and carried forward tax losses in the United Kingdom and the United States of America. There is significant estimation uncertainty surrounding the timing of which these losses may be utilised in future. Management reviews forecasts in estimating whether sufficient future taxable profits are likely to arise to warrant recognition of an asset in respect of such losses. The Group's policy is to only consider forecasts which have been finalised and approved as at the period end, which in this case are for the years ended 31 December 2023 and 2024. In the case of the United Kingdom, these forecasts indicate these losses are to be fully utilised in those periods.

AHRA Continued Consolidation

On December 30, 2022, Alvarium RE Limited ("ARE"), an indirect wholly-owned subsidiary of Alvarium, entered into an agreement to sell 100% of the equity of Alvarium Home REIT Advisors Ltd ("AHRA") to a newly formed entity owned by the management of AHRA, for aggregate consideration approximately equal to GBP 24 million. The consideration comprised a promissory note maturing December 31, 2023, subject to extension if mutually agreed upon by the parties thereto. Additionally, ARE received a call option pursuant to which ARE has the right to repurchase AHRA prior to the repayment of the Note for a purchase price equal to the loan balance then outstanding thereunder.

The consolidated financial statements include the accounts of AHRA. Subsidiaries are companies over which Alvarium has the power indirectly and/or directly to control the financial and operating policies so as to obtain benefits. In assessing control for accounting purposes, potential voting rights that are presently exercisable or convertible are taken into account. Although Alvarium does not presently have legal control of AHRA, it has a right to reacquire such legal control through the call option it holds and accordingly AHRA has been deemed to be a subsidiary for accounting purposes.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Revenue recognition

Turnover comprises revenue (exclusive of Value Added Tax) recognised by the group in respect of services supplied.

Corporate finance engagements

Fees for annual or quarterly services are billed in advance. Turnover for the provision of annual or quarterly services is recognized in the profit and loss account on a pro rata basis as the service is delivered over the period from the date of the invoice or renewal. The resulting accrued or deferred income is included within debtors or creditors respectively. The service provided to clients is generally providing reporting on funds invested into the relevant deals. This would include corporate finance engagements, management support and office space.

Placement fees are recognised as invoiced at the point of transaction closing.

Interest and investment income

Interest income is recognised using the effective interest rate method.

Dividend income is recognised when the right to receive payment is established.

UK Investment advisory revenue

The revenue shown in the accounts represents amounts due to the group for services rendered in the year, exclusive of Value Added Tax. Consultancy fees are invoiced on a quarterly basis in arrears and therefore at any point in time there is a level of accrued income pro-rata to the services rendered.

The majority of Advisory fees are received from the Pershing Platform quarterly in arrears. At any point in time there is a level of accrued income pro-rata to the expected annual revenues from Pershing.

Overseas Investment advisory revenue

Portfolio management and performance fees generally consist of percentage fees based upon client’s portfolio size and performance and are billed to clients following the close of each calendar quarter. At the end of each month there is an income accrual provided for pro rata quarterly fees which are billed post quarter end. These fees are gross amounts with any related commissions payable presented in cost of sales.

Trust and fiduciary revenue

Invoices raised in advance for the provision of annual services are taken to the profit and loss account on a pro rata basis over the year from the date of the invoice or renewal. The resulting deferred income is included within creditors. Work in Progress is carried at 70% of recorded unbilled time at each month end. This is considered by management to be a reliable consistent estimate of the recoverable proportion of unbilled time at any point, based on retrospective reviews.

Private and family office revenue

Turnover represents amounts receivable for services net of VAT and trade discounts. Invoicing is completed monthly in arrears, with any resulting accrued income included in debtors at the year end.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Revenue recognition *(continued)*

Revenue from the rendering of services is measured by reference to the stage of completion of the service transaction at the end of the reporting period provided that the outcome can be reliably estimated. The services cover a clearly defined period of time with no uncertainty as to outcome, and therefore we have used the length of time elapsed as the main measure for determining the stage of completion.

Income tax

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is recognised in other comprehensive income or directly in equity, respectively.

Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

The Group's unrecognised deferred tax assets are disclosed in note 22 to the financial statements.

Foreign currencies

Functional and presentational currency

The Group financial statements are presented in pound sterling.

Foreign currency transactions

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

Foreign operations

The trading results of Group undertakings are translated into sterling at the average exchange rates for the year. The assets and liabilities of overseas undertakings, including goodwill and fair value adjustments

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Foreign currencies *(continued)*

arising on acquisition, are translated at the exchange rates ruling at the year end. Exchange adjustments arising from the retranslation of opening net investments and from the translation of the profits or losses at average rates are recognised in 'Other comprehensive income' and allocated to non-controlling interest as appropriate.

Operating leases

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight-line basis over the period of the lease.

The aggregate benefit of lease incentives is recognised as a reduction to expense over the lease term, on a straight-line basis.

Goodwill

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Subsidiaries, joint ventures and associates - 10 years straight line.

Intangible assets

Intangible assets are initially recorded at cost, and are subsequently stated at cost less any accumulated amortisation and impairment losses. Any intangible assets carried at revalued amounts, are recorded at the fair value at the date of revaluation, as determined by reference to an active market, less any subsequent accumulated amortisation and subsequent accumulated impairment losses.

Intangible assets acquired as part of a business combination are recorded at the fair value at the acquisition date.

Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful life of that asset as follows:

Goodwill	-	10 years straight line
Brands and licences	-	Between 2 and 5 years straight line
Customer list	-	Between 9 and 22 years straight line

The useful lives of the brands and licenses are based on the contractual agreements that underpin these or the period of expected use, whilst the useful lives of the customers lists depend on the nature of the customer relationships. These useful lives have been benchmarked to market data for entities of a similar nature as part of the PPA work carried out on the acquisition of these entities.

If there is an indication that there has been a significant change in amortisation rate, useful life or residual value of an intangible asset, the amortisation is revised prospectively to reflect the new estimates.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Tangible assets

Tangible assets are initially recorded at cost, and subsequently stated at cost less any accumulated depreciation and impairment losses. Any tangible assets carried at revalued amounts are recorded at the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

An increase in the carrying amount of an asset as a result of a revaluation, is recognised in other comprehensive income and accumulated in equity, except to the extent it reverses a revaluation decrease of the same asset previously recognised in profit or loss. A decrease in the carrying amount of an asset as a result of revaluation, is recognised in other comprehensive income to the extent of any previously recognised revaluation increase accumulated in equity in respect of that asset. Where a revaluation decrease exceeds the accumulated revaluation gains accumulated in equity in respect of that asset, the excess shall be recognised in profit or loss.

Depreciation

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

Short leasehold property improvements	-	Various - straight line over remaining term on property lease
Fixtures and fittings	-	Between 3 and 5 years straight line
Office equipment	-	Between 3 and 5 years straight line

Investments

Un-listed fixed asset investments are initially recorded at cost and subsequently stated at cost less any accumulated impairment losses. Listed investments are measured at fair value with changes in fair value being recognised in profit or loss. The Group also holds an unlisted convertible note investment at fair value, see note 15 for further detail.

Investments in subsidiaries

Investments in subsidiaries are held at cost less impairment. Impairment reviews are made on an annual basis. Impairment is measured as the difference between the carrying value and best estimate of the value in use or amount receivable on sale. Impairment costs are recognised through the income statement.

Investments in associates

Investments in associates are accounted for using the equity method of accounting, whereby the investment is initially recognised at the transaction price and subsequently adjusted to reflect the group’s share of the profit or loss, other comprehensive income and equity of the associate.

When the Group’s share of losses of an associate investment equals or exceeds the carrying amount of its investment, the Group stops recognising its share of further losses. The Group recognises its share of any subsequent profits only after its share of profits equals its share of losses not recognised.

Goodwill arising on acquisition of associates is included within the investment cost. This is amortised over 10 years and included in the share of profits/losses included in the income statement.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Investments in joint ventures

Investments in joint ventures are accounted for using the equity method of accounting, whereby the investment is initially recognised at the transaction price and subsequently adjusted to reflect the group's share of the profit or loss, other comprehensive income and equity of the joint venture.

When the Group's share of losses of a joint venture investment equals or exceeds the carrying amount of its investment, the Group stops recognising its share of further losses. The Group recognises its share of any subsequent profits only after its share of profits equals its share of losses not recognised.

Goodwill arising on acquisition of joint ventures is included within the investment cost. This is amortised over 10 years and included in the share of profits/losses included in the income statement.

Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date. For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs.

The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash flows that are largely independent of the cash flows from other assets or groups of assets.

For impairment testing of goodwill, the goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the company are assigned to those units.

Finance leases

Assets held under finance leases are recognised in the statement of financial position as assets and liabilities at the lower of the fair value of the assets and the present value of the minimum lease payments, which is determined at the inception of the lease term. Any initial direct costs of the lease are added to the amount recognised as an asset.

Lease payments are apportioned between the finance charges and reduction of the outstanding lease liability using the effective interest method. Finance charges are allocated to each period so as to produce a constant rate of interest on the remaining balance of the liability.

Government grants

Government grants are recognised at the fair value of the asset received or receivable. Grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and the grants will be received. Government grants are recognised using the accrual model.

Under the accrual model, government grants relating to revenue are recognised on a systematic basis over the periods in which the Group recognises the related costs for which the grant is intended to compensate. Grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the entity with no future related costs are recognised in income in the period in which it becomes receivable.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Provisions

Provisions are recognised when the entity has an obligation at the reporting date as a result of a past event, it is probable that the entity will be required to transfer economic benefits in settlement and the amount of the obligation can be estimated reliably. Provisions are recognised as a liability in the statement of financial position and the amount of the provision as an expense.

Provisions are initially measured at the best estimate of the amount required to settle the obligation at the reporting date and subsequently reviewed at each reporting date and adjusted to reflect the current best estimate of the amount that would be required to settle the obligation. Any adjustments to the amounts previously recognised are recognised in profit or loss unless the provision was originally recognised as part of the cost of an asset.

Financial instruments

The group applies Sections 11 and 12 of FRS 102 in respect of financial instruments.

Basic Financial assets

Basic financial assets, including trade and other receivables, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method. At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss. If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Other Financial Assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment. Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party, or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Basic Financial liabilities

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price,

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Financial instruments *(continued)*

unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method. Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method. Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Other financial liabilities

Other financial liabilities issued by the group comprise convertible loan notes that can be converted to share capital at the option of the holder, and the number of shares to be issued does not vary with changes in their fair value. The liability component of other financial liabilities are initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised as the difference between the fair value of other financial liabilities as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts. Subsequent to initial recognition, the liability component of other financial liabilities is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

Loans receivable

Loans receivable are measured initially at fair value and are measured subsequently at amortised cost using the effective interest method, less any impairment. An indicative interest rate is used to calculate the amortised cost of interest free related party loans. This is based on comparable interest rates on loans that the Group has given to other entities.

Executory contracts

Where the Group holds derivative options for non-financial instruments, these are treated as executory contracts and are therefore held off the balance sheet. See note 23 of these financial statements for more information.

Employee benefits

All employee benefits are categorised under cost of sales.

Defined contribution pension plans

Contributions to defined contribution plans are recognised as an expense in the period in which the related service is provided. Prepaid contributions are recognised as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Employee benefits *(continued)*

When contributions are not expected to be settled wholly within 12 months of the end of the reporting date in which the employees render the related service, the liability is measured on a discounted present value basis. The unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

Share-based payments

The Group issues share-based payments to certain employees, including directors. These share-based payments are recognised in accordance with section 26 of FRS 102.

Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, together with a corresponding increase in equity, based upon the group's estimate of the shares that will eventually vest, which involves making assumptions about the number of leavers over the vesting period. The vesting period is determined by the period of time the employees must remain in the Group's employment before the rights to the shares transfer unconditionally to them.

Fair value has been determined with reference to recent transactions with external investors in the company's shares.

Where the terms of an equity-settled transaction are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the value of the transaction as a result of the modification, as measured at the date of modification.

Where an equity-settled transaction is cancelled, it is treated as if it had vested on the date of the cancellation, and any expense not yet recognised for the transaction is recognised immediately.

However, if a new transaction is substituted for the cancelled transaction and designated as a replacement transaction on the date that it is granted, the cancelled and new transactions are treated as if they were a modification of the original transaction, as described in the previous paragraph.

Cash settled share-based payments are measured at fair value at the balance sheet date. The Group recognises a liability based on the estimate of options that will vest and the expected vesting date. Further information on the cash settled share-based payments in the period are detailed in note 25 of these financial statements.

Annual bonus plan

The Group operates an annual bonus plan for employees. An expense is recognised in the profit and loss account when the Group has a legal or constructive obligation to make payments under the plan as a result of past events and a reliable estimate of the obligation can be made.

Short term benefits

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

Business combinations

Business combinations are accounted for using the purchase method.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

3. Accounting policies *(continued)*

Business combinations *(continued)*

The cost of a business combination is measured as the aggregate of the fair values, at the acquisition date, of assets given, liabilities incurred or assumed, and equity instruments issued plus any costs directly attributable to the business combination.

Where control is achieved in stages, goodwill is calculated as the sum of the goodwill arising on each purchase of shares in these entities, being the difference at the date of each purchase between the fair value of the consideration given and the fair value of the identifiable assets and liabilities attributable to the interest purchased.

Where the business combination requires an adjustment to the cost contingent on future events, the estimated amount of that adjustment is included in the cost of the combination at the acquisition date at fair value. Where contingent consideration is estimated at acquisition and this estimate changes, any change to the consideration is treated as an adjustment to the goodwill.

On acquisition of a business, fair values are attributed to the identifiable assets, liabilities and contingent liabilities unless the fair value cannot be measured reliably, in which case the value is incorporated in goodwill. Where the fair value of contingent liabilities cannot be reliably measured they are disclosed on the same basis as other contingent liabilities.

Goodwill recognised represents the excess of the fair value and directly attributable costs of the purchase consideration over the fair values to the Group's interest in the identifiable net assets, liabilities and contingent liabilities acquired.

Goodwill is amortised over its expected useful life. Where the Group is unable to make a reliable estimate of useful life, goodwill is amortised over a period not exceeding 10 years. Goodwill is assessed for impairment when there are indicators of impairment and any impairment is charged to the income statement. Reversals of impairment are recognised when the reasons for the impairment no longer apply.

Merger relief is applied where the Group issues equity shares in consideration for the shares of another company and secures at least a 90% equity holding in the other company. Where the criteria for merger relief are met, share premium is not recorded on the issue of these shares, and instead a merger reserve is used. This is a requirement of section 612 of the Companies Act 2006 when these criteria are met.

Impact of changes to accounting

FRS 102 was amended in December 2020 to deal with the financial reporting implications associated with the replacement of interest rate benchmarks as part of the international interest rate benchmark reforms. These amendments are referred to as Phase 2 of the interest rate benchmark reform related amendments to FRS 102. Application of the amendments is mandatory and effective for accounting periods beginning on or after 1 January 2021, with early application permitted. There is no effect of the interest rate benchmark reform on the current or prior years' financial statements. The effect of the reform on the future financial statements is currently uncertain.

4. Turnover

Turnover arises from:

	2022	2021	2020
	£	£	£
Rendering of services	**81,625,144**	75,164,498	52,263,050

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

4. Turnover *(continued)*

The turnover is attributable to the one principal activity of the Group. An analysis of turnover by the geographical markets that substantially differ from each other is given below:

	2022 £	2021 £	2020 £
United Kingdom	**59,756,726**	53,053,810	32,371,445
Switzerland	**4,540,147**	5,550,023	5,535,726
Portugal	**1,592,940**	1,283,637	913,623
USA	**9,537,758**	8,367,509	7,339,809
Hong Kong	**3,967,811**	5,206,522	4,863,268
Spain	**27,750**	335,633	347,149
France	**2,202,012**	1,367,364	784,189
Australia	—	—	107,841
	—	—	—
	81,625,144	75,164,498	52,263,050

5. Gains/(losses) on investments

	2022 £	2021 £	2020 £
Loss on disposal and restructuring of interests in joint ventures and associates	**—**	(452,591)	(57,208)
Gain on disposal of other investments	**2,108**	—	222,222
	—	—	—
	2,108	(452,591)	165,014

The loss reported in 2021 includes a transaction of £148,277 between equity holders in the group headed by Alvarium Investment (NZ) Limited which has had the impact of diluting the share of net assets of the investee held by the Group. The balance of £304,314 relates to the disposal of the group's interests in Alvarium Media Finance LLC.

The loss in the 2020 relates to the Group reducing its holding in Alvarium Investment (NZ) Limited from 50% to 46%.

6. Operating profit or loss

Operating profit or loss is stated after charging/(crediting):

	2022 £	2021 £	2020 £
Depreciation of tangible assets	**510,283**	552,293	536,319
Impairment of trade debtors	**2,397,367**	277,682	439,829
Equity-settled share-based payments (credit)/expense	**20,413,653**	(1,333)	7,296
Cash-settled share-based payments expense	**10,484,590**	—	—
Foreign exchange differences	**(1,140,522)**	278,611	451,027

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

7. Loss from disposal of investment in associate

	2022 £	2021 £	2020 £
Loss on disposal of interests in associates	**54,615**	—	—

8. Gain on disposal of investment in joint venture

	2022 £	2021 £	2020 £
Gain on disposal of interests in JV	**4,660,861**	—	—

The gain reported in the current year relates to the disposal of the group's 46% interest in Alvarium Investment (NZ) Limited and 23% interests in Templeton C&M Holdco Limited and NZ PropCo Holdings Limited. On 30 September 2022 the Group fully disposed of its investments in these joint ventures in return for cash consideration of £7.3m. £2.7m of this consideration is deferred, with £692k being receivable on 30 September 2023 and £1,975k being receivable in ten equal instalments over the next 5 years. Non-current consideration receivable has been recognised at present value using a discount rate of 8%.

9. Income from other fixed asset investments

	2022 £	2021 £	2020 £
Income from disposal of asset held at book value	—	530,170	—
Loss on disposal of other fixed asset investments	**(1)**	—	—
Dividends from other fixed asset investments	**10,350**	17,619	3,158
	—	—	—
	10,349	547,789	3,158

10. Interest receivable

	2022 £	2021 £	2020 £
Interest on loans and receivables	**61,802**	44,002	100,694
Interest on cash and cash equivalents	**3,228**	313	1,700
Interest receivable from joint ventures and associates	**93,430**	159,755	146,690
	—	—	—
	158,460	204,070	249,084

The total income recognised in respect of financial assets measured at amortised cost is £158,460 (2021: £204,070, 2020: £249,084).

The group does not have any financial assets measured at fair value through profit or loss.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

11. Interest payable

	2022 £	2021 £	2020 £
Interest on banks loans and overdrafts	**694,854**	626,214	631,866
Interest on obligations under finance leases and hire purchase contracts	**2,835**	19,683	37,226
Interest on shareholder loan facility	**5,205,024**	844,053	–
Other interest payable and similar charges	**17,991**	321,520	60,496
	—	—	—
	5,920,704	1,811,470	729,588

The total expense recognised in relation to financial liabilities measured at amortised cost is £5,920,704 (2021: £1,811,470, 2020: £729,588).

The group does not have any financial liabilities measured at fair value through profit or loss.

12. Taxation on ordinary activities

Major components of tax income

	2022 £	2021 £	2020 £
Current tax:			
UK current tax expense	—	303,357	686,159
Adjustments in respect of prior periods	**5,762**	380	(18,420)
Total UK current tax	**5,762**	303,737	667,739
Foreign current tax expense	**384,770**	517,781	362,736
Adjustments in respect of prior periods	**44,423**	(20,344)	30,727
Total foreign tax	**429,193**	497,437	393,463
Total current tax	**434,955**	801,174	1,061,202
Deferred tax:			
Origination and reversal of timing differences	**(3,775,045)**	1,407,915	(142,158)
Impact of change in tax rate	**(1,384,235)**	(156,063)	58,184
Recognition of prior period timing differences	—	(2,589,487)	(1,292,391)
Adjustments in respect of prior periods	**(46,053)**	—	—
Total deferred tax	**(5,205,333)**	(1,337,635)	(1,376,365)
Taxation on ordinary activities	**(4,770,378)**	(536,461)	(315,163)

On 3 March 2021 the UK government announced an intention to increase the UK corporation tax rate to 25% with effect from 1 April 2023. The impact of this on the Group’s deferred tax assets and liabilities is included above.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

12. Taxation on ordinary activities *(continued)*

Reconciliation of tax income

The tax assessed on the (loss)/profit on ordinary activities for the year is higher than (2021: lower than, 2020: higher than) the standard rate of corporation tax in the UK of 19% (2021: 19%, 2020: 19%).

	2022 **£**	2021 £	2020 £
(Loss)/profit on ordinary activities before taxation	**(51,285,586)**	1,411,413	(3,692,354)
(Loss)/profit on ordinary activities by rate of tax	**(9,744,260)**	268,168	(701,547)
Adjustment to tax charge in respect of prior periods	**4,132**	(19,964)	12,307
Effect of expenses not deductible for tax purposes	**2,829,162**	1,672,344	369,791
Effect of capital allowances and depreciation	**(5,228)**	52,978	3,298
Effect of revenue exempt from tax	**—**	(3)	(125,015)
Effect of different overseas tax rates on some earnings	**(397,054)**	(193,301)	(218,185)
Utilisation of tax losses	**—**	(422,151)	(95,239)
Unused tax losses	**4,030,074**	402,001	1,235,991
(Gain)/loss on disposal not taxable	**(855,205)**	28,173	(99,993)
Amortisation arising on consolidation	**632,750**	651,675	662,877
Recognition of DTAs for previously unrecognised losses	**—**	(2,589,487)	(1,292,391)
Effect of change in UK tax rates	**(1,384,235)**	(156,063)	—
Specific tax allowance in US subsidiary	**—**	—	(98,199)
Income from associates and JV's not taxable in group	**119,486**	(230,831)	31,142
Tax on (loss)/profit	**(1,384,235)**	(536,461)	(315,163)

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

13. Intangible assets

	Goodwill £	Patents, trademarks and licences £	Client lists £	**Total £**
Cost				
At 1 January 2022	33,914,523	524,848	30,238,028	**64,677,399**
Additions	—	—	39,999,816	**39,999,816**
Translation gains	447,091	—	772,736	**1,219,827**
At 31 December 2022	34,361,614	524,848	71,010,580	**105,897,042**
Amortisation				
At 1 January 2022	19,074,971	524,848	11,435,493	**31,035,312**
Charge for the year	3,330,261	—	5,482,048	**8,812,309**
At 31 December 2022	22,405,232	524,848	16,917,541	**39,847,621**
Carrying amount				
At 31 December 2022	11,956,382	—	54,093,039	**66,049,421**
At 31 December 2021	14,839,552	—	18,802,535	**33,642,087**

	Goodwill £	Patents, trademarks and licences £	Client lists £	**Total £**
Cost				
At 1 January 2021	34,163,414	524,848	30,287,194	**64,975,456**
Additions	—	—	—	**—**
Translation losses	(248,891)	—	(49,166)	**(298,057)**
At 31 December 2021	33,914,523	524,848	30,238,028	**64,677,399**
Amortisation				
At 1 January 2021	15,645,101	524,848	9,141,621	**25,311,570**
Charge for the year	3,429,870	—	2,293,872	**5,723,742**
At 31 December 2021	19,074,971	524,848	11,435,493	**31,035,312**
Carrying amount				
At 31 December 2021	14,839,552	—	18,802,535	**33,642,087**
At 31 December 2020	18,518,313	—	21,145,573	39,663,886

On 11 July 2022, a subsidiary of Alvarium, LXI REIT Advisors Limited, acquired the rights to manage Secure Income REIT plc, by purchasing the existing shares of Prestbury Investment Partners Limited, for £40 million (this was connected to a wider transaction in which Secure Income REIT plc was itself acquired by LXi REIT plc, and LXi REIT Advisors Limited advises the combined entity). The acquisition was financed via a loan from Alvarium shareholders. This acquisition has been treated as an asset acquisition for accounting and reporting purposes and has resulted in the recognition of a £40m intangible asset for the customer relationship with Secure Income REIT plc, as disclosed above. This transaction has been treated as an asset acquisition because Prestbury Investment Partners Limited is not deemed to be a business for the purposes of this transaction, it is an entity which has been fully absorbed into LXI REIT Advisors Limited. Additionally, the Group has not acquired employees or processes from Prestbury Investment Partners Limited. The acquisition is treated as a non-cash transaction for the purposes of the Statement of Cash

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

13. Intangible assets *(continued)*

Flows as the transaction comprised an acquisition of assets by assuming directly related liabilities. The transaction was physically settled by loan finance proceeds provided directly to Prestbury Investment Partners Limited by Alvarium shareholders.

This intangible asset is being amortised over the life of the contract, which is 6 years from acquisition.

14. Tangible assets

	Land and buildings £	Fixtures and fittings £	Equipment £	**Total £**
Cost				
At 1 January 2022	893,306	704,325	1,783,885	**3,381,516**
Additions	1,638,285	354,829	127,789	**2,120,903**
Disposals	(754,802)	(217,031)	(418,268)	**(1,390,101)**
Translation gains	12,913	18,436	93,157	**124,506**
At 31 December 2022	1,789,702	860,559	1,586,563	**4,236,824**
Depreciation				
At 1 January 2022	725,991	555,008	1,342,365	**2,623,364**
Charge for the year	195,901	71,628	242,754	**510,283**
Disposals	(754,802)	(217,031)	(413,025)	**(1,384,858)**
Translation gains	3,805	14,180	67,198	**85,183**
At 31 December 2022	170,895	423,785	1,239,292	**1,833,972**
Carrying amount				
At 31 December 2022	1,618,807	436,774	347,271	**2,402,852**
At 31 December 2021	167,315	149,317	441,520	**758,152**

	Land and buildings £	Fixtures and fittings £	Equipment £	**Total £**
Cost				
At 1 January 2021	887,072	685,643	1,652,988	**3,225,703**
Additions	5,208	26,869	383,151	**415,228**
Disposals	—	(8,501)	(228,879)	**(237,380)**
Translation gains/(losses)	1,026	314	(23,375)	**(22,035)**
At 31 December 2021	893,306	704,325	1,783,885	**3,381,516**
Depreciation				
At 1 January 2021	509,023	477,337	1,323,930	**2,310,290**
Charge for the year	216,599	86,126	249,568	**552,293**
Disposals	—	(8,501)	(210,903)	**(219,404)**
Translation gains/(losses)	369	46	(20,230)	**(19,815)**
At 31 December 2021	725,991	555,008	1,342,365	**2,623,364**
Carrying amount				
At 31 December 2021	167,315	149,317	441,520	**758,152**
At 31 December 2020	378,049	208,306	329,058	915,413

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

14. Tangible assets *(continued)*

Included within the carrying value of tangible assets are the following amounts relating to assets held under finance leases:

	Land and buildings £	**Total £**
At 31 December 2022	—	—
At 31 December 2021	82,753	**82,753**

15. Investments

	Interests in associates £	Joint ventures £	Other investments other than loans £	**Total £**
Share of net assets/cost				
At 1 January 2022	2,960,255	10,265,495	2,245,098	**15,470,848**
Additions	—	7,456	39,634	**47,090**
Disposals	(54,614)	(2,683,399)	(30,690)	**(2,768,703)**
Revaluations	—	—	(105,606)	**(105,606)**
Loss of controlling interest in subsidiary	—	8,020	(8,020)	—
Share of profit or loss	760,372	(264,317)	—	**496,055**
Dividends received	(1,675,101)	(1,749,829)	—	**(3,424,930)**
Movements in equity	—	23,969	—	**23,969**
Gains/(losses) on translation	96,737	64,578	46,827	**208,142**
At 31 December 2022	2,087,649	5,671,973	2,187,243	**9,946,865**
Impairment				
At 1 January 2022	231,008	169,418	272,929	**673,355**
Impairment losses	—	—	1,642,997	**1,642,997**
At 31 December 2022	231,008	169,418	1,915,926	**2,316,352**
Carrying amount				
At 31 December 2022	1,856,641	5,502,555	271,317	**7,630,513**

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

15. Investments *(continued)*

	Interests in associates £	Joint ventures £	Other investments other than loans £	**Total** £
Share of net assets/cost				
At 1 January 2021	2,902,373	9,482,998	198,061	**12,583,432**
Additions	—	6,208	2,220,050	**2,226,258**
Disposals	(10,206)	—	(85,121)	**(95,327)**
Revaluations	—	—	(87,892)	**(87,892)**
Share of profit or loss	1,410,850	2,898,485	—	**4,309,335**
Dividends received	(1,312,561)	(1,266,860)	—	**(2,579,421)**
Movements in equity	—	(655,944)	—	**(655,944)**
Gains/(losses) on translation	(30,201)	(199,392)	—	**(229,593)**
At 31 December 2021	2,960,255	10,265,495	2,245,098	**15,470,848**
Impairment				
At 1 January 2021	231,008	169,418	30,429	**430,855**
Impairment losses	—	—	242,500	**242,500**
At 31 December 2021	231,008	169,418	272,929	**673,355**
Carrying amount				
At 31 December 2021	2,729,247	10,096,077	1,972,169	**14,797,493**

The share of profit or loss from associates and joint ventures includes amortisation relating to the acquisition of those associates and joint ventures totalling £72,906 (2021: £68,321, 2020: £73,526) and £641,873 (2021: £641,873, 2020: £641,873).

The ‘other investments’ figure above includes a convertible note and Warrants in an unlisted entity which was purchased in December 2021. These investments are held at a fair value of £1,642,997 which was the cost of the investments. The fair value is driven by the realisation of a variety of conversion features and the credit quality of the underlying business as well as its ability to pay interest payments. If certain conversion features were to occur, this would result in a material gain. A review of this asset was undertaken at the year end and a full write off of £1,642,997 has been recognised.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

15. Investments *(continued)*

Subsidiaries, associates and other investments

Details of the investments in which the Group and the parent Company have an interest of 20% or more are as follows:

Subsidiary undertakings	Country of incorporation	Class of share	Percentage of shares held 2022	2021	2020
Alvarium RE Limited(1)	United Kingdom	Ordinary	**100**	100	100
Alvarium Investment Management Limited(1)	United Kingdom	Ordinary	**75**	75	75
		Ordinary*	**25**	25	25
Alvarium PO (Payments) Limited*(1)	United Kingdom	Ordinary*	**100**	100	100
LJ GP Carry Sarl(6)	Luxembourg	Ordinary	**100**	100	100
Alvarium Investment Advisors (UK) Limited*(1)	United Kingdom	Ordinary	**100**	100	100
Alvarium Investments Advisors (USA) Inc.(3)	USA	Ordinary	**100**	100	100
Alvarium RE (US) LLC.(3)	USA	Ordinary	**100**	100	100
Alvarium Investments Advisors (Suisse) SA(5)	Switzerland	Ordinary	**100**	100	100
Alvarium Investments Advisors (Hong Kong) Limited(23)	Hong Kong	Ordinary	**100**	100	100
Alvarium Investments Advisors (Portugal) Limited	Portugal	Ordinary	**100**	100	100
LJ GP International Limited*(7)	Isle of Man	Ordinary	**100**	100	100
LJ Trust and Fiduciary Holdings Limited*(7)	Isle of Man	Ordinary	**100**	100	100
LJ Group Holdings Limited*(7)	Isle of Man	Ordinary	**100**	100	100
LJ Management (Suisse) SA*(5)	Switzerland	Ordinary	**100**	100	100
LJ Management (IOM) Limited*(7)	Isle of Man	Ordinary	**100**	100	100
LJ Capital (IOM) Limited*(7)	Isle of Man	Ordinary	**100**	100	100
LJ Luxembourg SA*(6)	Luxembourg	Ordinary	**100**	100	100
Alvarium Investment Managers (UK) LLP*(1)	United Kingdom	LLP Interest	**98**	98	98
Alvarium PO Limited*(1)	United Kingdom	Ordinary	**100**	100	100
Alvarium Private Client Limited*(1)	United Kingdom	Ordinary	**100**	100	100
Alvarium Pradera Holdings Limited*(1)	United Kingdom	Ordinary	**100**	100	100
LJ Capital (IOM) Hadley Limited*(7)	Isle of Man	Ordinary	**100**	100	100
Alvarium Investment Management (US) Holdings Corp(4)	USA	Ordinary	**100**	100	100
LJ Sports and Entertainment LLC*(4)	USA	Ordinary	**0**	100	100
Alvarium Investment Managers LLC*(4)	USA	Partnership interest	**100**	100	100
Alvarium Fund Managers (UK) Limited*(1)	United Kingdom	Ordinary	**100**	100	100
LJ Capital (HPGL) Limited*(1)	United Kingdom	Ordinary A and B	**100**	100	100
Alvarium CI (US) LLC(4)	USA	Partnership interest	**100**	100	100
Alvarium MB (US) BD LLC(4)	USA	Partnership interest	**100**	100	100
Alvarium CI Limited(1)	United Kingdom	Ordinary	**100**	100	100

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

15. Investments *(continued)*

Subsidiaries, associates and other investments *(continued)*

Subsidiary undertakings	Country of incorporation	Class of share	Percentage of shares held 2022	2021	2020
Alvarium CI Advisors (UK) Limited*(1)	United Kingdom	Ordinary	**100**	100	100
Alvarium Home REIT Advisors Limited*(1)	United Kingdom	Ordinary	**100**	100	100
Alvarium Compass GP Limited*(7)	Isle of Man	Ordinary	**100**	100	100
Alvarium Group Operations Limited(1)	United Kingdom	Ordinary	**100**	100	100
Alvarium Investment Advisors (Singapore) Pte. Limited(29)	Singapore	Ordinary	**100**	100	100
Alvarium MB Limited(1)	United Kingdom	Ordinary	**100**	100	100
Alvarium MB (UK) Limited*(1)	United Kingdom	Ordinary	**100**	100	100
Alvarium Securities Limited*(1)	United Kingdom	Ordinary	**100**	100	100
Alvarium Investments Advisors (France) SAS*(2)	France	Ordinary	**100**	100	100
LJ Pankow I Feeder GP Limited*(7)	Isle of Man	Ordinary	**100**	100	100
LJ Pankow II Feeder GP Limited*(7)	Isle of Man	Ordinary	**100**	100	100
Puffin Agencies Limited*(9)	Gibraltar	Ordinary	**100**	100	100
Clambake Limited*(19)	British Virgin Islands	Ordinary	**100**	100	100
Clambake Inc.* (8)	Marshall Islands	Ordinary	**100**	100	100
Dubois Services Limited*(19)	British Virgin Islands	Ordinary	**100**	100	100
Cellar Limited*(19)	British Virgin Islands	Ordinary	**100**	100	100
LJ Management (BVI) Limited*(19)	British Virgin Islands	Ordinary	**100**	100	100
LJ Skye Services Limited*(19)	British Virgin Islands	Ordinary	**0**	100	100
Cellar Inc.*(10)	Turks and Caicos	Ordinary	**100**	100	100
LJ Capital Partners Limited*(19)	British Virgin Islands	Ordinary	**100**	100	100
Triptych Holdings (Gibraltar) Limited*(9)	Gibraltar	Ordinary	**0**	100	100
LJ Skye Trustees Limited*(7)	Isle of Man	Ordinary	**100**	100	100
Alvarium Management (IOM) Limited	Isle of Man	Ordinary	**0**	100	100
Waterstreet One Limited*(7)	Isle of Man	Ordinary	**100**	100	100
Waterstreet Two Limited*(7)	Isle of Man	Ordinary	**0**	100	100
Park Limited*(7)	Isle of Man	Ordinary	**100**	100	100
Lake Limited*(7)	Isle of Man	Ordinary	**100**	100	100
Harbour Limited*(7)	Isle of Man	Ordinary	**100**	100	100
Stone Limited*(7)	Isle of Man	Ordinary	**100**	100	100
Whitebridge Limited*(7)	Isle of Man	Ordinary	**100**	100	100
LJ QG Bow Limited*(7)	Isle of Man	Ordinary	**100**	100	100
LJ Ardstone Spain S.L.*(26)	Spain	Ordinary	**70**	70	70
LJ Cresco Holdco Limited*(7)	Isle of Man	Ordinary	**100**	100	100
Alvarium Services (UK) Limited*(1)	United Kingdom	Ordinary	**100**	100	100
Alvarium Fiduciaries (UK) (UK) Limited*(1)	United Kingdom	Ordinary	**100**	100	100
LJ Cresco GP Holdings Limited*(7)	Isle of Man	Ordinary	**100**	100	100
LJ Capital (IOM) T4 Limited*(7)	Isle of Man	Ordinary	**100**	100	100
Loire Services Limited*(7)	Isle of Man	Ordinary	**100**	100	100
Southwood Limited*(7)	Isle of Man	Ordinary	**100**	100	100
Mooragh (BVI) Limited*(19)	British Virgin Islands	Ordinary	**100**	100	100

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

15. Investments *(continued)*

Subsidiaries, associates and other investments *(continued)*

Subsidiary undertakings	Country of incorporation	Class of share	Percentage of shares held 2022	2021	2020
Whitebridge (BVI) Limited*(19)	British Virgin Islands	Ordinary	**100**	100	100
LJ Station 2 GP Limited*(19)	Isle of man	Ordinary	**100**	100	100
LJ Fusion Feeder GP Limited*(7)	Isle of Man	Ordinary	**100**	100	100
LXI REIT Advisors Limited*(1)	United Kingdom	Ordinary	**100**	100	59
Alvarium Social Housing Advisors Limited*(1)	United Kingdom	Ordinary	**100**	100	76
Alvarium RE Public Markets Limited*(1)	United Kingdom	Ordinary	**100**	0	0
Alvarium Education Reit Limited*(1)	United Kingdom	Ordinary	**100**	0	0
Alvarium Willow GP*(7)	Isle of Man	Ordinary	**100**	0	0
Amalfi Investment Partner Limited*(1)	United Kingdom	Ordinary	**100**	0	0
Alvarium RE Global Opportunistic I GP Limited*(7)	Isle of Man	Ordinary	**100**	0	0
Amalfi B Limited*(7)	Isle of Man	Ordinary	**100**	0	0
Alvarium Willow US LLC	USA	Ordinary	**100**	0	0

Other holdings	Country of incorporation	Class of share	Percentage of shares held 2022	2021	2020
LJ Capital (Woody) Limited*	United Kingdom	A Shares	**0**	80	80
		B Shares	**0**	16	16
LJ Capital (RL) Limited*	British Virgin Islands	A Shares	**0**	100	100
LJ London Holdings Limited	Isle of Man	Ordinary shares	**0**	100	100
LJ Maple Limited*	Guernsey	A Shares	**100**	100	100
LJ Greenwich Sarl*	Luxembourg	A Shares	**0**	0.19	0.19
		B Shares	**0**	100	100
LJ Maple Belgravia Limited*	British Virgin Islands	A Shares	**100**	100	100
LJ Maple Circus Limited*	British Virgin Islands	A Shares	**100**	100	100
LJ Maple Hamlet Limited*	British Virgin Islands	A Shares	**100**	100	100
LJ Maple Hill Limited*	British Virgin Islands	A Shares	**100**	100	100
LJ Maple St. Johns Wood Limited*	British Virgin Islands	A Shares	**100**	100	100
LJ Maple Kew Limited*	British Virgin Islands	A Shares	**100**	100	100
LJ Maple Kensington Limited*	British Virgin Islands	A Shares	**100**	100	100
LJ Maple Chelsea Limited*	British Virgin Islands	A Shares	**100**	100	100
LJ Maple Tofty Limited*	British Virgin Islands	A Shares	**100**	100	100
LJ Maple Duke Limited*	British Virgin Islands	A Shares	**100**	100	100
LJ Maple Abbey Limited*	British Virgin Islands	A Shares	**100**	100	100
LJ Maple Nine Elms Limited*	British Virgin Islands	A Shares	**100**	100	100
LJ Green Lanes Holdings Limited*	Isle of Man	A Shares	**0**	100	100
LJ T4 GP Limited*	British Virgin Islands	A Shares	**100**	100	100
PMD Finance Sarl	Luxembourg	A Shares	**0**	2	2
CRE Advisers 1 SCA 2	Luxembourg	Ordinary	**30**	0	0
CRE Advisers 1 SCA 1	Luxembourg	Ordinary	**30**	0	0
PRESTBURY JERSEY LIMITED	Jersey	Ordinary	**100**	0	0
SIR Trustee 1 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 2 Limited*	Jersey	Ordinary	**100**	0	0

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

15. Investments *(continued)*

Subsidiaries, associates and other investments *(continued)*

Other holdings	Country of incorporation	Class of share	Percentage of shares held 2022	2021	2020
SIR Trustee 3 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 4 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 5 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 6 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 7 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 8 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 9 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 10 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 11 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 12 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 13 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 14 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 15 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 16 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 17 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 18 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 19 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 20 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 21 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 21 Limited*	Jersey	Ordinary	**100**	0	0
SIR Trustee 22 Limited*	Jersey	Ordinary	**100**	0	0
Queensgate Mayfair Carry LP*(7)	Isle of Man	Partnership Interest	**50**	50	50
Queensgate Carry Partner SCS	Luxembourg	Partnership Interest	**29**	29	29
Queensgate Mayfair Carry GP Ltd*(7)	Isle of Man	Ordinary Shares	**50**	50	50
Queensgate Mayfair Co-Invest GP Ltd*(7)	Isle of Man	Ordinary Shares	**33**	33	33
Queensgate Fusion GP LLP*(21)	United Kingdom	Partnership Interest	**17**	17	17
Queensgate Carry Partner GP Coop SA*(16)	Luxembourg	Ordinary Shares	**50**	50	50
Queensgate Bow Co-Invest Carry LP*(21)	United Kingdom	Partnership Interest	**26**	26	26
Queensgate Bow Co-Invest Carry GP LLP*(21)	United Kingdom	LLP Interest	**33**	33	33
Gem Carry GP LLP*(21)	United Kingdom	Partnership Interest	**50**	50	50
Gem Carry LP*(21)	United Kingdom	Partnership Interest	**25**	25	25
Queensgate Investments II AIV GP LLP*(12)	United Kingdom	LLP Interest	**17**	17	17
Queensgate Fusion Co-Invest Carry LP*(21)	United Kingdom	Partnership interest	**26**	26	26
Urban Spaces Carry LP*(22)	Guernsey	Partnership interest	**33**	25	25
Urban Spaces Carry GP Ltd*(22)	Guernsey	Partnership interest	**33**	33	33
Cresco Pankow 1 SCA*(17)	Luxembourg	Ordinary Shares	**30**	30	30
Cresco Terra 1 New SCA*(17)	Luxembourg	Ordinary Shares	**30**	30	30
Cresco Station 1 SCA*(17)	Luxembourg	Ordinary Shares	**30**	30	30
Pradera European Retails Parks Carry LP*(36)	United Kingdom	Partnership Interest	**30**	30	30

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

15. Investments *(continued)*

Subsidiaries, associates and other investments *(continued)*

Other holdings (refer to note 3 for accounting treatment)	Country of incorporation	Class of share	Percentage of shares held 2022	2021	2020
CRE Investment 1 SCA 1*(17)	Luxembourg	B Shares	**22.5**	22.5	0
CRE Investment 2 SCA 1*(17)	Luxembourg	B Shares	**22.5**	22.5	0
CRE Investment 3 SCA 1*(17)	Luxembourg	B Shares	**30**	0	0
CRE Investment 4 SCA 1*(17)	Luxembourg	B Shares	**30**	0	0
CRE Advisers 1 SCA 2*(17)	Luxembourg	B Shares	**30**	30	0
Debussy TopCo Sarl * (37)	Luxembourg	A Shares	**40**	0	0
CF I Feeder GP Limited*(25)	Cayman Islands	Ordinary	**100**	100	100
KF I Feeder GP Limited*(25)	Cayman Islands	Ordinary	**100**	100	100
LJ UK Cities Carry LP Inc*(7)	Isle of Man	Partnership Interest	**65**	65	65
Alvarium Goodmayes Limited*(1)	United Kingdom	Ordinary	**100**	100	100
Alvarium Streatham Limited*(1)	United Kingdom	Ordinary	**100**	100	100
VO Feeder GP*(25)	Cayman Islands	Ordinary	**100**	100	100
Alvarium Penge Limited*(1)	United Kingdom	Ordinary	**100**	100	100

Associates	Country of incorporation	Class of share	Percentage of shares held 2022	2021	2020
Queensgate Investments LLP*(13)	United Kingdom	LLP Interest	**30**	30	30
Queensgate Investments II GP LLP*(12)	United Kingdom	LLP Interest	**30**	30	30
Queensgate Investment Management Limited*(13)	United Kingdom	Ordinary	**30**	30	30
Queensgate Hospitality Management Limited*(31)	United Kingdom	Ordinary	**30**	30	30
		A Shares	**100**	100	100
Cellar Holdings Limited	Ireland	Ordinary	**0**	50	50
Queensgate Investments I Sarl*(16)	Luxembourg	Ordinary Shares	**38**	38	38
Queensgate Investments II Carry GP LLP*(21)	United Kingdom	Partnership Interest	**17**	17	17
Queensgate Investments II Carry LP*(21)	United Kingdom	Partnership Interest	**24**	24	24
Queensgate Bow GP LLP*(14)	United Kingdom	LLP interest	**17**	17	17
Queensgate Fusion Co-Invest Carry GP LLP*(21)	United Kingdom	Partnership interest	**25**	25	25
Alvarium Capital Partners Limited*(1)	United Kingdom	Ordinary Shares	**0**	30	30
Alvarium Investment Managers (Suisse) SA*(30)	Switzerland	Ordinary Shares	**30**	30	30
NZ Propco Holdings Limited*(35)	New Zealand	Ordinary Shares	**0**	23	23
Templeton C&M Holdco Limited*(35)	New Zealand	Ordinary Shares	**0**	23	23

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

15. Investments *(continued)*

Subsidiaries, associates and other investments *(continued)*

Joint ventures	Country of incorporation	Class of share	Percentage of shares held 2022	2021	2020
Osprey Equity Partners Limited*(1)	United Kingdom	Ordinary	**50**	50	50
CRE S.à r.l*(17)	Luxembourg	Ordinary	**33**	33	33
Cresco Urban Yurt Sarl*(18)	Luxembourg	Ordinary	**33**	33	33
Cresco Urban Yurt S.L.P.* (18)	Luxembourg	Partnership interest	**33**	33	33
Cresco Capital Advisors LLP*(1)	United Kingdom	LLP Interest	**33**	33	33
Cresco Capital Group Fund I GP Limited*(22)	Guernsey	Ordinary	**33**	33	33
Cresco Immobilien Verwaltungs Gmbh*(27)	Germany	Ordinary	**33**	33	33
Cresco Terra Holdings Sarl*(17)	Luxembourg	Ordinary Shares	**30**	30	30
CRE Advisers GP Sarl*(17)	Luxembourg	Ordinary Shares	**30**	30	30
CRE investments GP Sarl*(17)	Luxembourg	Ordinary Shares	**30**	30	30
Osprey Aldgate Advisors Limited*(1)	United Kingdom	Ordinary	**50**	50	50
Kuno Investments Limited*(20)	British Virgin Islands	Ordinary	**50**	50	50
Alvarium Investment (NZ) Limited*(28)	New Zealand	Ordinary	**0**	46	46
Cresco Capital Urban Yurt Holdings 2 Sarl*(17)	Luxembourg	Ordinary	**33**	33	33
Alvarium Investments (AUS) Pty Limited*(33)	Australia	Ordinary	**50**	50	50
HPGL Holdings Limited*(24)	Hong Kong	Ordinary	**50**	50	50
Hadley Property Group Holdings Limited*(15)	United Kingdom	Ordinary	**35**	35	35
Alvarium Kalrock LLP*(1)	United Kingdom	Membership interest	**40**	40	40
Bluestar Advisors Limited*(1)	United Kingdom	Ordinary	**40**	40	40
Alvarium Bluestar Diamond Limited*(7)	Isle of Man	Ordinary	**40**	40	40
Alvarium Media Finance, LLC*(34)	United States	Membership Interest	**50**	50	50
Alvarium Osesam SAS*(2)	France	Ordinary	**50**	50	50
Pointwise Partners Limited*(1)	United Kingdom	Ordinary	**50**	50	50
Alvarium Core Partners LLP*(1)	United Kingdom	Membership interest	**40**	40	40
Casteel Capital LLP*(1)	United Kingdom	Membership Interest	**50**	50	50
Alvarium Guardian LLP*(1)	United Kingdom	Ordinary	**50**	50	0
Alvarium 64 Advisory LLP*(1)	United Kingdom	Partnership Interest	**50**	0	0
Cresco Investment 1 SCA 2*	Luxembourg	Ordinary Shares	**30**	0	0

Registered addresses

The subsidiaries, joint ventures and associates disclosed above are registered at the following addresses:

(1) 10 Old Burlington Street, London, W1S 3AG
(2) 35 Avenue Franklin D. Roosevelt, 75008, Paris
(3) 111 Brickell Avenue, Suite 2802, Miami, Florida, 33131
(4) 251 Little Falls Drive, Wilmington, DE 19808 New Castle County
(5) 8 Rue Saint Leger, Geneva 1205, Switzerland
(6) 6A, An Ditert L-8076 Bertrange, Luxembourg
(7) Commerce House, 1 Bowring Road, Ramsey, Isle of Man, IM8 2LQ

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

15. Investments *(continued)*

Registered addresses *(continued)*

(8) Trust Company Complex, Ajeltake Road, Ajeltake Island, Marshall Islands
(9) Suite 16, Watergardens 5, Waterport Wharf, Gibraltar
(10) Britannic House, Providenciales, Turks and Caicos Islands
(11) C/o Pitcher Partners, Level 13, 664 Collins Street, Docklands, VIC 3008
(12) The Scalpel, 18th Floor, 52 Lime Street, London, England, EC3M 7AF
(13) 8 Hill Street, London, W1J 5NG
(14) Asticus Building, 2nd Floor, 21 Palmer Street, London, England, SW1H 0AD
(15) 3rd Floor, 16 Garrick Street, Garrick Street, London, United Kingdom, WC2E 9BA
(16) 1, Rue Jean-Pierre Brasseur, L-1258 Luxembourg
(17' 6, rue d' Arlon, L- 8399 Luxembourg Luxembourg
(18) 89e Parc d'Activité Luxembourg Capellan, Luxembourg
(19) 3rd Floor, Yamraj Building, Market Square, P.O. Box 3175, Road Town, Tortola, British Virgin Islands
(20) Equity Trust (BVI) Limited, PO Box 438, Palm Grove House, Road Town Tortola, BVI
(21) 1 Exchange Crescent, Conference Square, Edinburgh, EH3 8UL
(22) 1 Royal Plaza Avenue, St Peter Port, Guernsey
(23) Suite 3801, One Exchange Square, 8 Connaught Place, Central, Hong Kong
(24) 22F South China Building, 1-3 Wyndham Street, Central, Hong Kong
(25) Walkers Corporate Limited, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman, KY1-9008, Cayman Islands
(26) RB De Catulunya, Num 86, P.1. PTA, Barcelona, 08008
(27) Rudi-Dutschke-Strasse 26, 10969 Berlin, Germany
(28) Zurich House, Level 9, 21 Queen Street, Auckland, 1010
(29) c/o Abogado Pte Ltd, 8 Marina Boulevard, 05-02, Marina Bay Financial Centre Tower 1, Singapore 018981
(30) Via Nassa 29, 6900 Lugano, Switzerland
(31) 97 Cromwell Road, London, England, SW7 4DN
(32) 6th Floor, Ken Lee Building, 20 Edith Cavell Street, Port Loius, Mauritius
(33) Level 13, 664 Collins Street, Docklands VIC 3008
(34) 9000 W Sunset Boulevard, Penthouse, West Hollywood, CA 90069
(35) 19 Mackelvie Street, Grey Lynn, Auckland, 1021 , New Zealand
(36) 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ
(37) 1A Heienhaff, L-1736 Senningerberg, Luxembourg

* denotes investments not held directly by the parent Company

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

15. Investments *(continued)*

Registered addresses *(continued)*

The below table represents the financial results of other holdings, for which the Group has not recorded the financial results in its consolidated financial statements. This is explained in detail in the 'Entities excluded from consolidation due to limited economic rights' section within note 3 to these financial statements:

	Capital and reserves		Profit/(loss) for the year	
	2022 £	2021 £	**2022 £**	2021 £
Subsidiary undertakings				
LJ London Holdings Limited	**—**	—	**—**	(1,133)
LJ Maple Limited*	**(116,488)**	(101,370)	**(15,118)**	(26,504)
LJ Maple Chelsea Limited*	**375,731**	380,115	**(4,384)**	(11,113)
LJ Maple Hamlet Limited*	**57,799**	41,389	**16,410**	139,792
LJ Maple Circus Limited*	**(147,140)**	(110,193)	**(36,947)**	(8,275)
LJ Maple Belgravia*	**(45,630)**	(41,308)	**(4,322)**	(12,761)
LJ Maple Tofty Limited*	**(169,665)**	(165,417)	**(4,248)**	(8,056)
LJ Maple St Johns Wood Limited*	**(159,068)**	(153,722)	**(5,346)**	(9,246)
LJ Maple Kew Limited*	**(42,033)**	(37,370)	**(4,663)**	(7,537)
LJ Maple Kensington Limited	**(94,905)**	(89,901)	**(5,004)**	(9,056)
LJ Maple Hill Limited*	**124,421**	139,861	**(15,440)**	10,287
LJ Maple Nine Elms Limited*	**(786,397)**	(621,591)	**(164,806)**	(111,512)
LJ Maple Duke Limited*	**(229,215)**	(224,513)	**(4,702)**	70,885
LJ Maple Duke Holdings Limited*	**(2,394,199)**	(1,940,430)	**(453,769)**	(460,288)
LJ Maple Abbey Limited*	**(177,412)**	(172,889)	**(4,523)**	(11,147)
LJ T4 GP Limited*	**25,526,461**	25,536,278	**(9,817)**	6,705

* denotes investments not held directly by the parent company

16. Debtors

	2022 £	2021 £
Trade debtors	**10,290,139**	8,911,840
Amounts owed by the Group's associates and joint ventures	**5,890,716**	5,771,802
Deferred tax asset	**9,365,225**	4,104,324
Prepayments and accrued income	**12,819,192**	13,929,657
Corporation tax repayable	**159,012**	—
Deferred consideration receivable	**2,834,948**	—
Other debtors	**5,643,473**	4,285,775
	47,002,705	37,003,398

The debtors above include the following amounts falling due after more than one year:

	2022 £	2021 £
Deferred consideration receivable	**1,620,653**	—

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

16. Debtors *(continued)*

Amounts due from the groups associates and joint ventures

The group has provided various working capital loans to a number of its associates and joint ventures. These have generally been used to fund the activities of the investees while they are in a start up phase. These loans have a variety of terms in respect of interest rates and repayment terms. Any interest accruing on these loans are added to the balances disclosed above.

Deferred consideration receivable

Consideration totalling £2,801,843 outstanding on the disposal of the group's 46% interest in Alvarium Investment (NZ) Limited and 23% interests in Templeton C&M Holdco Limited and NZ PropCo Holdings Limited in September 2022, as disclosed in note 8. The total consideration is due for payment in equal bi-annual instalments through to September 2027 and has been discounted at a rate of 8% p.a. The non-current portion is disclosed above.

Other debtors

Other debtors include £1,101,050 (2021: £1,101,050) of loans and working capital loans to the LJ Maple entities, as detailed further in note 33 to these financial statements.

17. Other current assets

	2022 £	2021 £
Other investments	**7,446**	4,254

18. Creditors: amounts falling due within one year

	2022 £	2021 £
Subordinated shareholder loan	**39,957,461**	—
Bank loans and overdrafts	**10,402,645**	10,323,187
Deferred consideration payable on acquisition	**—**	179,122
Trade creditors	**10,098,489**	2,175,401
Amounts owed to the Group's associates and joint ventures	**870,671**	749,005
Accruals and deferred income	**26,392,259**	23,950,275
Corporation tax	**1,296,477**	452,484
Social security and other taxes	**4,908,017**	1,001,918
Obligations under finance leases and hire purchase contracts	**—**	127,174
Other creditors	**2,409,072**	1,945,286
	96,335,091	40,903,852

Refer to note 19 for further details of the deferred consideration payable on acquisition.

Bank loan

The bank loan accrues interest at SONIA plus 4.75% (2021 and 2020: LIBOR plus 4.75%). It was repaid in full in January 2023.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

18. Creditors: amounts falling due within one year *(continued)*

Subordinated shareholder loan

The shareholder loans attract interest at 25% and were repaid in January 2023. There was an option to convert the shareholder loan to shares in the Group at an option price based on the Group's latest valuation.

19. Deferred consideration payable on acquisition

Details regarding the deferred consideration payable on acquisition are given below:

	Iskander SAS £	Albacore SA £	Alvarium Investment Managers (UK) LLP £	Total £
Brought forward at 1 January 2022	179,122	—	—	**179,122**
Payments made	(192,461)	—	—	**(192,461)**
Interest	2,319	—	—	**2,319**
Foreign exchange variances	11,020	—	—	**11,020**
Carried forward at 31 December 2022	—	—	—	**—**

	Iskander SAS £	Albacore SA £	Alvarium Investment Managers (UK) LLP £	Total £
Brought forward at 1 January 2021	1,058,023	—	—	**1,058,023**
Payments made	(859,107)	—	—	**(859,107)**
Interest	25,798	—	—	**25,798**
Foreign exchange variances	(45,592)	—	—	**(45,592)**
Carried forward at 31 December 2021	179,122	—	—	**179,122**

Alvarium Investment Managers (UK) LLP

Following the acquisition of Alvarium Investment Managers (UK) LLP in March 2015, the final deferred consideration instalment was settled in March 2020. The amount due for payment in March 2020 was £530,263. This had historically been discounted using a discount rate of 9.75%.

During the year discount of £nil (2021: £nil, 2020: £7,425) has been released to the income statement as an interest charge.

The estimates concerning the amount payable were also revised in line with the final payment calculations, resulting in the recognition of an additional £nil (2021: £nil, 2020: £100,646) liability due for payment.

The liability had been settled in full at 31 December 2020.

Iskander SAS

Following the acquisition of Iskander SAS in March 2019, deferred consideration was due in various instalments, the last of which was a fixed amount of EUR215,803 paid in March 2022.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

19. Deferred consideration payable on acquisition *(continued)*

A downward adjustment of £nil (2021: £nil, 2020: £37,646, EUR50,000) was made to the consideration during the year, and payments of EUR215,803 (2021: EUR1,000,000, 2020: EURNIL) were made during the year and translated to a GBP equivalent of £192,461 (2021: £859,107, 2020: £nil).

The remaining amount outstanding has been historically discounted using a discount rate of 5.50% (being the prevailing rate of interest on the group's bank facility at the date of acquisition) to a present value of EUR183,781 (2021: EUR183,781) and translated to a GBP equivalent of £158,200 (2021: £158,010).

During the year discount totalling £2,319 (2021: £25,798, 2020: £46,179) was released to the income statement, and a foreign exchange loss of £11,020 (2021: gain - £45,592, 2020: loss - £56,472) also recognised in the income statement.

Closing liabilities of £nil (2021: £179,122) and £nil (2021: £nil) are included in creditors falling due within one year and more than one year respectively.

Albacore SA

The group acquired a 30% share in Albacore SA during 2019. Deferred consideration of CHF 536,125 was estimated to be due in March 2020. During 2020 this was revised upwards to CHF570,880 and settled in full.

This had been discounted using a discount rate of 5.50% to a present value of CHF508,175 and translated to a GBP equivalent of £391,839.

During the year discount totalling £nil (2021: £nil, 2020: £5,484) was released to the income statement, and a foreign exchange loss of £nil (2021: £nil, 2020: £32,169) also recognised in the income statement.

The liability had been settled in full at 31 December 2020.

20. Obligations under finance leases

The total future minimum lease payments under finance leases and hire purchase contracts are as follows:

	2022 **£**	2021 £
Not later than 1 year	—	130,009
Less: future finance charges	—	(2,835)
Present value of minimum lease payments	—	127,174

21. Provisions

	Deferred tax (note 22) £
At 1 January 2022	1,958,233
Additions	87,713
Charge against provision	(186,790)
Foreign exchange difference	152,804
At 31 December 2022	**2,011,960**

	Deferred tax (note 22) £
At 1 January 2021	1,978,716
Additions	39,876
Charge against provision	(57,020)
Foreign exchange difference	(3,339)
At 31 December 2021	**1,958,233**

	Deferred tax (note 22) £
At 1 January 2020	2,098,969
Additions	1,527
Charge against provision	(129,076)
Foreign exchange difference	7,296
At 31 December 2020	**1,978,716**

22. Deferred tax

The deferred tax included in the statement of financial position is as follows:

	2022 £	2021 £
Included in debtors (note 16)	**9,365,225**	4,104,324
Included in provisions (note 21)	**(2,011,960)**	(1,958,233)
	7,353,265	2,146,091

The deferred tax account consists of the tax effect of timing differences in respect of:

	2022 £	2021 £
Accelerated capital allowances	**(123,440)**	(41,829)
Unused tax losses	**7,748,436**	3,512,706
Share-based payments	**373,987**	—
Business combinations	**(1,884,863)**	(1,916,404)
Accrued expenses not yet tax deductible	**44,850**	197,887
Specific allowance in US subsidiary	**301,634**	393,731
Corporate interest restriction	**892,661**	—
	7,353,265	2,146,091

22. Deferred tax *(continued)*

Unused tax losses

The Group has recognised carried forward deferred tax assets amounting to £6,627,787 (2021: £2,853,572) relating to unused UK corporation tax losses of £27,259,752 (2021: £13,595,618), which are forecast to be realised during the years ending 31 Dec 2023 and 2024 and will result in an estimated UK tax saving of £6,647,787 (2021: £2,853,572). The impact of the change in the rate of UK corporation tax to 25% from 1 April 2023 (announced March 2021) has been factored into the asset based on the forecast realisation date.

The Group has recognised carried forward deferred tax assets amounting to £104,529 (2021: £53,610) relating to unused Swiss corporation tax losses of CHF835,858 (2021: CHF472,567), which when realised will result in a Swiss tax saving of CHF116,937 (2021: CHF66,112).

The Group has recognised carried forward deferred tax assets amounting to £1,019,069 (2021: £605,524) relating to unused US corporation tax losses of $4,857,363 (2021: $3,232,320), which when realised will result in a US tax saving of $1,231,342 (2021: $819,393).

Specific allowance in US subsidiary

The Group also has recognised a deferred tax asset in respect of some tax goodwill arising in a US subsidiary which is being amortised through to 2024. The amortisation charge, which is not recognised in the accounts, is a tax deductible expense and hence will result in a future tax deduction.

Business combinations

The Group has carried forward deferred tax liabilities amounting to £1,884,363 (2021: £1,916,404) in relation to separate intangible assets arising on business combinations from 2014 through to 2016. The impact of the change in the rate of UK corporation tax to 25% from 1 April 2023 (announced March 2021) has been factored into the liability based on the forecast realisation date.

Accrued expenses not yet tax deductible

The Group has a recognised deferred tax asset amounting to £44,850 (2021 - £197,887) in respect of certain accrued expenses amounting to £188,581 in a Portuguese and US subsidiary which are not tax deductible until settled.

Share-based payments

The Group has recognised a deferred tax asset amounting to £373,987 (2021 - £nil) in respect of equity settled share-based payment expenses of £1,504,076 (2021 - £nil) in the UK, US and Portugal. It is anticipated these amounts will be tax deductible at various points in the future in those jurisdictions.

Unrecognised deferred tax

The Group has the following unrecognised deferred tax assets and liabilities:

	2022 **£**	2021 £
Unused tax losses	**2,913,023**	2,018,188
Share-based payments	**4,324,876**	—
Accrued expenses not yet tax deductible	—	115,352
	7,237,899	2,133,540

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

22. Deferred tax *(continued)*

Unrecognised deferred tax *(continued)*

Unused tax losses

In addition to the above, the group has cumulative UK tax losses of £2,347,834 (2021: £2,347,834), which if realised at the 2023 blended UK main corporation tax rate of 23.5% would generate a tax saving of £551,741 (2021: £446,088). If utilised at the rate of 25% expected to apply from 1 April 2023 then the tax saving generated from the future utilisation of these losses increases to £586,959 (2021: £586,959). No deferred tax asset has been recognised in respect of these tax losses due to the uncertain timing of sufficient taxable profits being generated to utilise them.

The Group also has cumulative US tax losses relating to three US subsidiaries totalling $9,753,755 (2021: $7,206,273, 2020: $5,316,060), which if realised at the USA 2023 federal plus state corporation tax rate of 25.35% would generate a tax saving of $2,472,577 (2021: $1,826,790). At the USD:GBP exchange rates as of 31 December 2022, this amounts to an unrecognised deferred tax asset of £2,046,327 (2021: £1,349,978). No deferred tax asset has been recognised in respect of these tax losses due to the uncertain timing of sufficient profits being generated to utilise them.

The group also has cumulative French tax losses relating to a French subsidiary totalling EUR1,422,967 (2021: EUR1,056,679), which if realised at the French 2022 corporation tax rate of 25% would result in a tax saving of EUR355,742 (2021: EUR264,170). At the EUR:GBP exchange rates as of 31 December 2022, this amounts to an unrecognised deferred tax asset of £314,955 (2021: £222,122). No deferred tax asset has been recognised in respect of these tax losses due to the uncertain timing of sufficient profits being generated to utilise them.

Accrued expenses not yet tax deductible

The Group has an unrecognised deferred tax asset amounting to £nil (2021: £115,352) in respect of certain accrued expenses amounting to $nil (2021: $615,759) in a US subsidiary which are not tax deductible until settled. Once realised this will result in a US tax saving of $nil (2021: $156,095). No deferred tax asset has been recognised in respect of these accrued expenses due to the uncertain timing of sufficient profits being generated to utilise them.

Share-based payments

The Group has an unrecognised a deferred tax asset amounting to £4,324,876 (2021: £nil) in respect of equity settled share-based payment expenses of £17,248,344 (2021: £nil) in various jurisdictions. It is anticipated these amounts will be tax deductible at various points in the future in those jurisdictions but no asset has been recognised due to the uncertain timing of sufficient profits being generated to utilise the future deduction.

23. Executory contracts

At 31 December 2020, the Group held an option to purchase crypto assets. This option was deemed to be a non-financial instrument because the option can only be settled for the underlying assets, rather than cash. As a result, this arrangement was treated as an executory contract to exercise the option, and was therefore held off the balance sheet. This executory contract had an intrinsic value of £270,013 at 31 December 2020.

At 31 December 2022 and 31 December 2021 the Group does not have any similar arrangements.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

24. Employee benefits

Defined contribution plans

The amount recognised in profit or loss as an expense in relation to defined contribution plans was £1,531,928 (2021: £1,092,981, 2020: £1,063,009).

25. Share-based payments

In April 2022, the Group granted awards to key employees and directors as part of a Long Term Incentive Plan ("LTIP") that could be settled in cash, shares or a combination of both. The value of these awards was determined by the appreciation of the Group's value between 1 January 2019 and 31 December 2021, provided that a minimum target valuation was met. The finalization of the governing terms and issuance of the awards was conditional on the successful close of the business combination and public listing with Cartesian Growth Corporation at which point the awards would become payable.

All awards were subject to the absolute discretion of a committee set up under the LTIP Rules which provided broad latitude to redesign the awards and further develop the terms of the awards prior to the close of the business combination. The conditional and discretionary nature of the awards were emphasised in the communications with employees at the time of the awards in April.

In August 2022, the terms of the LTIP's Earn-Out consideration were revised when the Business Combination Agreement was renegotiated. This resulted in the acceleration of 2.1 million of Cartesian Growth Corporation shares to settle the anticipated share-settled portion of the LTIP upon closing. As part of the renegotiation, Cartesian Growth Corporation agreed to transfer approximately 360,485 shares as additional consideration in settlement of the share-settled portion of the LTIP also upon closing.

In September 2022, the Group decided to modify the terms of the LTIP and in effect bifurcate the award with a cash and shares portion.

A portion of the amount due under the LTIP was no longer contingent on the closing of the business combination and was to be settled and paid solely in cash (the "Cash Award"). The Group held a Townhall on 21 September 2022 where it was communicated to the members of the LTIP that cash payments would be made to settle the plan imminently. Awards amounting to £10,484,590 were settled in full in cash in November 2022.

The remaining amount due under the LTIP plan continued to be contingent on the closing of the business combination and was payable exclusively in shares (the "Share Award"). Under the terms of the Business Combination Agreement, all the shares issued upon closing are subject to lock-up provisions restricting the sale of the shares. The lock-up provisions of the LTIP expire as follows:

- 40% of the shares on the first anniversary of the business combination and
- 30% of the shares on each of the second and third anniversary of the business combination.

Once the lock-up provisions have expired LTIP participants are permitted to sell their shares in line with the respective percentage provisions on each anniversary date.

When the closing of the business combination was probable in December 2022, an Employee Trust was formed, and the Group arranged to issue the Employee Trust a Class C share in Alvarium Investments

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

25. Share-based payments *(continued)*

Limited immediately prior to the close of the transaction. The substance of the issuance of the Class C share to the Employee Trust was to partially settle the Share Awards upon the close of the business combination, with the Employee Trust serving as a holding structure for the beneficiaries until expiration of the lock-up period. The C Share shall have the right to receive an amount equal to $21,000,000 in connection with the Alvarium Shareholders Earn-Out Consideration which is the equivalent of the 2.1 million accelerated Earn-Out shares.

Separately, the value of the additional 360,485 shares as agreed as part of the August 2022 renegotiation was equal to the value that was ultimately provided to the LTIP participants through the issuance of the class C Share equating to $3,604,850 bringing the total Share Award to $24,604,850.

The modification to the LTIP plan in September 2022 was deemed beneficial to the LTIP participants due to the following:

- The LTIP participants received fully vested shares rather than the right to future earn-out share payments. This change was favourable to the participants because it removed the share price targets which otherwise trigger issuance of the earn-out shares.
- The employees received approximately 360,485 incremental shares as part of the agreement with Cartesian Growth Corporation. As a result, the LTIP participants received more value than they otherwise would have.
- The LTIP participants received more value in settlement of the LTIP than they otherwise would have under the original terms of the LTIP and Business Combination Agreement.

Given the modification was beneficial to the LTIP participants, the Share Awards have been recognised to include the incremental value provided to the LTIP participants totalling $24,604,850. The full Share Award of £20,413,653 ($24,604,850) was recognised on the 30th December 2022 when the business combination became probable.

The total expense recognised in profit or loss for the year is as follows:

	2022 £	2021 £	2020 £
Equity-settled share-based payments	**20,413,653**	(1,333)	7,296
Cash-settled share-based payments	**10,484,590**	—	—
	30,889,243	(1,333)	7,296

26. Government grants

The amounts recognised in the Consolidated financial statements for government grants are as follows:

	2022 £	2021 £	2020 £
Recognised in other operating income:			
Government grants recognised directly in income	—	—	759,664

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

27. Called up share capital

Issued, called up and fully paid

	2022		2021		2020	
	No.	**£**	No.	£	No.	£
Ordinary class A shares of £0.01 (2021: £0.01, 2020: £0.01) each	**28,410**	**284**	28,410	284	28,410	284
Ordinary class E shares of £0.01 (2021: £0.01, 2020: £0.01) each	**—**	**—**	—	—	2,145	21
Ordinary class E1 shares of £0.01 (2021: £0.01, 2020: £0.01) each	**—**	**—**	—	—	1	—
Ordinary shares of £0.01 (2021: £0.01, 2020: £0.01) each	**714,908**	**7,149**	714,908	7,149	664,331	6,643
Ordinary class E2 shares of £0.01 (2021: £0.01, 2020: £0.01) each	**—**	**—**	—	—	1	—
	743,318	**7,433**	743,318	7,433	694,888	6,948

Ordinary shareholders are entitled to receive notice of, attend, speak at and vote at general meetings. They are entitled to receive distributions of profits other than those distributable to E and E1 shareholders.

E shareholders are not entitled to receive notice of, attend, speak at and vote at general meetings. They are entitled to receive distributions of profits in relation to specific deals and transactions as defined in the shareholders agreement and articles of association.

E1 shareholders are not entitled to receive notice of, attend, speak at and vote at general meetings. They are entitled to receive distributions of profits in relation to specific deals and transactions as defined in the shareholders agreement and articles of association.

E2 shareholders are not entitled to receive notice of, attend, speak at and vote at general meetings. They are entitled to receive distributions of profits in relation to specific deals and transactions as defined in the shareholders agreement and articles of association.

A shareholders are not entitled to receive notice of, attend, speak at and vote at general meetings. They are entitled to receive distributions of profits other than those distributable to E and E1 shareholders. Such profits shall be shared amongst the holders of the Ordinary shares and Ordinary A shares pair passu and pro rata to their holdings of such Ordinary and Ordinary A shares respectively, as though they were a single class of shares. In the event of a liquidation of the company prior to February 2022, the holders of the Ordinary A shares would be entitled to a priority distribution of £5,559,000.

Issue of Ordinary shares 2021

46,604 Ordinary shares were issued in October 2021 for a total consideration of £9,494,633. The consideration was settled through the conversion of a subordinated shareholder loan to the new shares.

A further 3,973 ordinary shares were issued in April 2021 for a total consideration of £923,365. The consideration was settled through the transfer of a minority shareholding in LXI REIT Advisors Ltd and Alvarium Social Housing Advisors Ltd to the group, two existing subsidiaries of the group.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

27. Called up share capital *(continued)*

Issue of Ordinary shares 2020

6,928 Ordinary shares were authorised issued in August 2020 for a total cash consideration of £1,411,440.

Cancellation of share capital 2021

During the prior period, the E shares, E1 share and E2 share were all cancelled and purchased by the company from the holders at par for a consideration of £22.

28. Reserves

Share premium account

This reserve records the amount above the nominal value received for shares sold, less transaction costs.

Profit and loss account

This reserve records retained earnings and accumulated losses.

Other reserves

Other reserves consist of a merger reserve and a revaluation reserve. The split of these reserves is shown below.

Merger reserve

The merger reserve arose when the group was formed and represents the application of UK statutory merger relief by LJ GP Ltd on the issue of shares in exchange for shares in the other combining entities and the difference between the assets, liabilities and accumulated profit and loss account of LJ Capital, amounts transferred as part of the transaction and the capital structure of LJ GP Ltd. The balance within the reserve was £22,867,313 at 31 December 2022 and 31 December 2021.

Revaluation reserve

The Company historically held investments in two associates – Unicorn Administration Limited and LJ Investment Management Limited - where additional interests were subsequently purchased giving the company control and resulting in consolidation of a subsidiary undertaking. This has resulted in a revaluation reserve. The balance within the reserve was £133,722 at 31 December 2022 and 31 December 2021.

Other reserves

	2022 **£**	2021 £
Merger reserve	**22,867,313**	22,867,313
Revaluation reserve	**133,722**	133,722
	23,001,035	23,001,035

29. Analysis of changes in net debt

	At 1 Jan 2022 £	Cash flows £	Other changes £	Exchange movements £	**At 31 Dec 2022 £**
Cash and cash equivalents	12,961,870	(6,285,272)	—	476,300	**7,152,898**
Debt due within one year	(10,629,483)	319,635	(40,039,238)	(11,020)	**(50,360,106)**
	2,332,387	(5,965,637)	(40,039,238)	465,280	**(43,207,208)**

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

29. Analysis of changes in net debt *(continued)*

Impact of assumption of shareholder debt facility

As part of the acquisition of an intangible asset for £40m as disclosed in note 18, the Group assumed the liability for a shareholder debt facility. The carrying value of this is £39,957,461 and is disclosed in other changes to debt due within one year.

Impact of rolled up interest

The other changes to debt due within one year include the release of discount on deferred consideration of £2,319. This is rolled up and included in the closing balances.

This also includes rolled up interest on the Group's bank facility of £79,458.

Obligations under finance leases

The Group's obligations under finance leases disclosed in the above reduced by £127,174 during the period following capital repayments of that amount.

	At 1 Jan 2021 £	Cash flows £	Other changes £	**At 31 Dec 2021 £**
Cash and cash equivalents	8,298,069	4,666,340	(2,539)	**12,961,870**
Debt due within one year	(1,186,222)	(400,557)	(9,042,704)	**(10,629,483)**
Debt due after one year	(9,057,705)	—	9,057,705	**—**
	(1,945,858)	4,265,783	12,462	**2,332,387**

Impact of foreign exchange

The other changes of £2,539 recorded in cash and cash equivalents above relate to foreign exchange variances.

The other changes to debt due within and after one year include foreign exchange gains of £45,592

Impact of rolled up interest

The other changes to debt due within and after one year include the release of discount on deferred consideration of £25,798. This is rolled up and included in the closing balances.

This also includes rolled up interest on the Group's bank facility of £4,793.

Obligations under finance leases

The Group's obligations under finance leases disclosed in the above reduced by £240,336 during the period following capital repayments of that amount.

30. Commitments under operating leases

The total future minimum lease payments under non-cancellable operating leases are as follows:

	2022 £	2021 £
Not later than 1 year	**1,918,146**	1,456,570
Later than 1 year and not later than 5 years	**9,126,102**	4,653,430
Later than 5 years	**4,986,545**	3,095,534
	16,030,793	9,205,534

31. Contingencies

Acquisition of Iskander SAS

Following the acquisition in March 2019, a deferred consideration was payable in four further instalments of EUR525,000 due in September 2019, September 2020, September 2021 and March 2022. The share purchase agreement contained an adjustment mechanism whereby if Iskander's assets under management ('AUM') reduced by 10% or more the total consideration is subject to a downward adjustment, to be reflected against the next deferred consideration instalment. Such a reduction is capped at EUR575,000 in in aggregate.

A drop in AUM occurred following completion and as a result the September 2019 instalment was not due, and the September 2020 instalment deferred to September 2021. In the event the AUM recovers, then a subsequent deferred consideration instalment would be increased to compensate for this. Management does not consider it probable that the AUM will recover sufficiently to cause the September 2021 instalment to be adjusted upwards and therefore EUR575,000 of the deferred consideration has been derecognised from the financial statements. Should there be further fluctuations in AUM, the deferred consideration payable is subject to a maximum upwards adjustment of EUR575,000 compared to the figures reported in the financial statements. At the year end GBP:EUR exchange rate this would amount to a potential upwards adjustment of £514,081.

Senior loan facility

The Company has a revolving loan facility Royal Bank of Scotland Natwest with a facility limit of £15.00m. At the year end £10.25m (2021: £10.25m, 2020: £8.75m) has been drawn from the facility. The loan is subject to various financial covenants and is secured over the assets of the Group.

Increase in holdings in subsidiaries

At 31 December 2020 the Group had entered into a commitment to acquire a further 5.7% of Alvarium Social Housing Advisors Ltd for a total cash consideration of £330,435, payable in December 2021.

At 31 December 2020 the Group had also entered into a commitment to acquire a further 11.5% of LXI REIT Advisors Ltd for a total cash consideration of £3,927,160, payable in October and December 2021.

Both of these commitments were fully paid out in 2021 and the balances at 31 December 2021 are therefore £NIL.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

31. Contingencies *(continued)*

Potential claims

Home REIT plc ("Home REIT") is a real estate investment trust company listed on the London Stock Exchange. Alvarium Fund Managers (UK) Limited ("AFM UK") is its alternative investment fund manager (or "AIFM") and Alvarium Home REIT Advisors Limited ("AHRA") is its investment adviser. AFM UK is a wholly owned subsidiary of the Company. AHRA was owned by Alvarium RE Limited ("Alvarium RE", another member of the Group) up until 30 December 2022, when it was sold. As such, AHRA was not acquired by Cartesian Growth Corporation ("Cartesian") pursuant to the business combination between the Company, Cartesian and certain Tiedemann entities which completed on 3 January 2023 and formed Alvarium Tiedemann Holdings, Inc. ("AlTi"). Accordingly, AHRA has never been a member of AlTi's group (the "AlTi Group"). Notwithstanding the disposal of AHRA, Alvarium RE retained an option to reacquire AHRA and, consequently, AHRA has been included in the Group's consolidated financial statements for the financial year ending 31 December 2022 in accordance with applicable accounting requirements.

Since November 2022, Home REIT and AHRA have been the subject of a series of allegations in the UK media regarding Home REIT's operations, triggered by a report issued by a short seller. Following the publication of the short seller report, a UK law firm (Harcus Parker Limited) announced that it was seeking current and former shareholders of Home REIT to potentially bring claims in connection with the allegations. Harcus Parker's announcement states that claims will likely be brought against Home REIT itself, its directors, and AFM UK. Notwithstanding the Harcus Parker publication, as at the date of authorising these financial statements, no letter before action has been received by AFM UK (as such is required under the Practice Direction on Pre-action Protocols and Conduct contained in the Civil Procedure Rules prior to a claimant commencing litigation), no litigation has been commenced against Home REIT or AFM UK, and we do not currently have visibility on the likelihood or otherwise of litigation actually being commenced. Further, given the above, it is not possible at this point in time for us to reliably assess the quantum of any claims that may potentially be brought, though such quantum may potentially be material to the Group. If any litigation or other action is commenced against AFM UK, the directors of the Company's current assessment is that any such claims or actions should be defended and would be unlikely to succeed. However, if any claims were commenced, the directors of the Company would anticipate that such claims may involve complex questions of law and fact and we may incur significant legal expenses in defending such litigation. The directors of the Company are also not aware of any regulatory issues connected to the above-mentioned matters that may have an adverse impact on the Group.

AlTi Group maintains insurance policies which are intended to provide coverage for various claims against members of group, subject to the terms and conditions of the relevant policy. Such policies include, among other things, indemnification for legal expenses. AlTi Group also has access to credit facilities to support the business, if required. These arrangements support the Company's directors' assessment of going concern and of its ability to address any potential financial impact arising from the above.

32. Subsequent events

On 3 January 2023, the business combination and public listing with Cartesian Growth Corporation announced on 20 September 2021 became effective. The Group's new debt facility with BMO was used to pay off the existing bank debt facility and subordinated shareholder loans on this date.As mentioned in note 25, shares under the LTIP scheme were issued to the Employee Trust on this date.

Also on 3 January 2023, the Company disposed of a number of its subsidiaries at book value as part of the business combination and public listing disclosed above. This also resulted in a realignment in certain reserves held as of year-end.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

32. Subsequent events *(continued)*

As at the date of approval of these Consolidated financial statements 17 April 2023 there have been no other subsequent events to disclose.

33. Related party transactions

During the year the Group entered into the following transactions with related parties:

Related Party	Nature of RPT	Transaction value 2022	Transaction value 2021*	Transaction value 2020	Balance 2022	Balance 2021*
Related Individuals						
Ali Bouzarif	Revenue share	(362,186)	(532,073)	—	25,963	(532,073)
					25,963	**(532,073)**
Amounts owed to group's associates and JVs						
Non-Executive Director of a trading subsidiary	Fees payable	—	—	(4,000)	—	—
Queensgate Investments 1 Sarl	Loan payable	—	—	—	(5,625)	(5,625)
Queensgate Investments II GP LLP	Loan payable	—	—	—	(178,149)	(178,149)
Alvarium Wealth (NZ) Limited	Fees payable	(67,044)	(60,378)	—	—	(34,113)
Alvarium Investments (NZ) Limited	Fees payable	(167,163)	(137,497)	(349,094)	—	(137,497)
Alvarium Capital Partners Limited	Expenses payable	—	218	—	—	(16)
Alvarium Capital Partners Limited	Loan payable	63,385	—	—	—	(63,385)
Alvarium Capital Partners Limited	Fees payable	(117,518)	(562,888)	(15,519)	—	(170,278)
Alvarium Investment Managers (Suisse)	Fees payable	—	(55,623)	23,252	—	—
Alvarium Investment Managers (Suisse)	Expenses receivable	—	—	—	—	—
Cresco Capital Advisors LLP	Fees payable	—	18,000	—	—	(7,200)
Pointwise Partners	Fees payable	(1,919,336)	(1,292,336)	—	(686,897)	(152,742)
Total					**(870,671)**	**(749,005)**

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

33. Related party transactions *(continued)*

Related Party	Nature of RPT	Transaction value 2022	Transaction value 2021*	Transaction value 2020	Balance 2022	Balance 2021*
Amounts owed by group's associates and JVs						
Alvarium Capital Partners Limited	Fees receivable	—	10,000	—	—	12,187
Alvarium Capital Partners Limited	Expenses receivable	—	—	—	—	13,694
Alvarium Core Partners LLP	Loan receivable	—	—	435,000	—	—
Alvarium Core Partners LLP	Expenses receivable	3,674	3,476	—	8,755	5,081
Alvarium Investment Managers (Suisse)	Expenses receivable	3,522	—	—	8,744	9,115
Alvarium Investments (Aus) Pty Ltd	Loan receivable	114,783	(4,906)	—	582,874	445,342
Alvarium Investments (Aus) Pty Ltd	Expenses receivable	(808)	—	—	240	1,048
Alvarium Investments (NZ) Limited	Loan receivable	(1,165,335)	(20,873)	920,371	—	1,434,572
Alvarium Investments (NZ) Limited	Expenses receivable	100,174	—	—	—	85,565
Alvarium Osesam	Loan receivable	132,802	—	—	132,802	—
Alvarium Osesam	Loan interest	1,135	—	—	1,179	—
Alvarium Osesam	Fees receivable	51,768	39,827	—	124,627	10,359
Alvarium Osesam	Expenses receivable	14,449	—	—	58,610	43,186
Bluestar Advisors	Fees receivable	10,000	10,000	—	12,000	—
Bluestar Advisors	Expenses receivable	5,273	1,065	—	6,529	1,256
Bluestar Diamond Limited	Fees receivable	400,000	56,000	—	—	—
Casteel Capital LLP	Fees receivable	50,400	50,400	—	50,400	5,170
Casteel Capital LLP	Expenses receivable	3,100	2,171	—	686	2,534
CRE Investment 1 SCA 2	Loan receivable	24,359	—	—	24,359	—
CRE Investment 1 SCA 2	Loan interest	1,099	—	—	1,141	—
CRE Sarl	Fees receivable	20,144	21,103	44,340	—	9,933
CRE Sarl	Expenses receivable	—	—	—	6,843	6,498

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

33. Related party transactions *(continued)*

Related Party	Nature of RPT	Transaction value 2022	Transaction value 2021*	Transaction value 2020	Balance 2022	Balance 2021*
Amounts owed by group's associates and JVs						
Cresco Capital Advisors LLP	Fees receivable	24,000	24,000	24,000	7,200	—
Cresco Capital Group Fund 1 GP	Fees receivable	162,005	—	—	168,216	—
Cresco Capital Urban Yurt Holdings 2 Sarl	Expenses receivable	—	—	—	1,844	1,752
Cresco Immobilien Verwaltungs	Loan receivable	—	26,593	55,431	418,009	396,990
Cresco Immobilien Verwaltungs	Loan interest	32,206	56,394	30,265	148,994	109,744
Cresco Urban Yurt Sarl	Loan receivable	—	(31,192)	—	29,277	27,805
Cresco Urban Yurt Sarl	Loan interest	2,115	2,708	3,342	3,249	1,000
Cresco Urban Yurt SLP	Loan interest	—	2,878	5,704	—	—
Cresco Urban Yurt SLP	Loan receivable	—	(89,944)	—	—	—
Hadley DM Services Limited	Loan receivable	(168,896)	(62,606)	(258,079)	530,000	698,896
Hadley DM Services Limited	Loan interest	(12,958)	32,665	60,385	105,234	118,192
Hadley Property Group Limited	Loan interest	—	—	3,671	—	—
NZ PropCo	Fees receivable	—	100,985	—	—	100,985
Osprey Equity Partners Limited	Loan receivable	129,478	(26,479)	222,224	388,724	259,246
Osprey Equity Partners Limited	Expenses receivable	(4,987)	—	—	2,138	7,125
Pointwise Partners	Fees receivable	320,241	213,063	—	316,971	213,063
Pointwise Partners	Expenses receivable	60,592	43,665	—	249,634	189,041
Pointwise Partners	Loan receivable	749,803	972,157	778,040	2,500,000	1,750,197
Queensgate Investments LLP	Expenses receivable	171	—	—	1,437	1,266
Total					**5,890,716**	**5,771,801**

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

33. Related party transactions *(continued)*

Related Party	Nature of RPT	Transaction value 2022	Transaction value 2021*	Transaction value 2020	Balance 2022	Balance 2021*
Amounts owed to/(from) other entities						
LJ Maple Duke Holdings Limited	Loan receivable	—	—	—	285,000	285,000
LJ Maple St Johns Wood Limited	Loan receivable	—	—	—	183,306	183,306
LJ Maple Kensington Limited	Loan receivable	—	—	—	23,020	23,020
LJ Maple Belgravia Limited	Cash advances	—	3,430	—	3,430	3,430
LJ Maple Kensington Limited	Cash advances	—	41,699	—	41,699	41,699
LJ Maple Limited	Cash advances	—	42,367	—	119,119	119,119
LJ Maple St Johns Wood Limited	Cash advances	—	75,510	—	75,510	75,510
LJ Maple Abbey Limited	Cash advances	—	85,850	—	85,850	85,850
LJ Maple Chelsea Limited	Cash advances	—	119,010	—	119,010	119,010
LJ Maple Hill Limited	Cash advances	—	136,567	—	136,567	136,567
LJ Maple Tofty Limited	Cash advances	—	231,186	—	231,186	231,186
LJ Maple Nine Elms Limited	Cash advances	—	(108,864)	—	(108,864)	(108,864)
LJ Maple Hamlet Limited	Cash advances	—	(66,937)	—	(66,937)	(66,937)
LJ Maple Circus Limited	Cash advances	—	(25,228)	—	(25,228)	(25,228)
LJ Maple Duke Limited	Cash advances	—	(1,618)	—	(1,618)	(1,618)
LJ T4 GP Limited	Fees receivable	55,000	110,000	—	55,000	—
Stratford Corporate Trustees Ltd	Expenses receivable	54,560	91,742	21,000	—	21,000
Prime Top Limited	Expenses payable	(321,000)	—	—	—	—
Dilmun Cayman Holdings and affiliates	Expenses payable	(220,114)	—	—	—	—
Lepe Partners LLP	Expenses payable	—	342	(6,080)	—	—
Wyndham Capital Management Limited	Fees payable	—	—	(350,249)	—	—
Total					**1,156,050**	**1,122,050**

* The Company identified errors in the December 31, 2021 comparative values previously disclosed in this table for certain of the amounts owed to and transactions with certain of the group's associates and JV's. Such amounts have been corrected in the footnote above. None of the amendments are greater than £175K other than for Pointwise Partners which had a previous transaction value of £0.2M, which has been restated to reflect the corrected value of £1.3M. The amendments to the outstanding balances disclosed for each entity do not change the overall total. This restatement has no impact on the Company's operating results or financial position for the period, the correct amounts having been reflected in those statements in the prior year.

Other transactions

In addition to the transactions disclosed above, during 2020 the Group divested 50% of its interest in Alvarium Investments (Aus) Ltd for AUS$1 to Tailorspace Inc, a shareholder in the Company.

During 2020, the Group acquired a subsidiary from LJ Portugal Ltd for a consideration of EUR578,335. LJ Portugal Ltd is related by virtue of having common shareholders.

Description of relationships

The nature of the relationship between the Group and its related parties can be seen in the subheadings above.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

33. Related party transactions *(continued)*

There are certain related parties (such as employees and shareholders) of the Group that are co-partners of the equity method investees and own voting shares. We have performed an assessment and have determined that this does not give the Group control of the investees. The investments are made separately to the terms of employment or ownership of the Group, and the related parties are not bound by any contractual or other agreement to vote in the same way as the Group.

In 2015, Mr A S Davies, Mr C M Hamilton and Mr N Beaton subscribed for shares with a total value of £99,960. The consideration is not due for payment until a sale of the shares occurs or until these individuals leave employment within the Group. The outstanding purchase consideration is interest free. The consideration was discounted at a rate of 3% over an assumed 3 year period. A balance of £99,960 (2021 - £99,960) is outstanding from each of these individuals at the balance sheet date.

34. Controlling party

In the opinion of the directors, the company is not under the control of any single individual or entity.

35. Summary financial information for equity method investees

The following tables summarise the financial information of the Group's significant equity method investment reported to the Group by the management of those entities, adjusted for fair value adjustments at acquisition and differences in accounting policies.

Summary financial information for the year ended 31 December 2022

	Queensgate Investments	Alvarium Investment Management (Suisse)	Alvarium 64 Advisory LLP	Osprey Equity Partners	Casteel Capital	Alvarium Guardian LLP	Pointwise Partners	Alvarium Kalrock
Group ownership	30%	30%	50%	50%	50%	50%	50%	40%
Turnover	**17,085,933**	**3,778,680**	**188,561**	**—**	**738,818**	**600,000**	**3,036,926**	**—**
Cost of sales	(14,392,747)	(2,334,824)	—	—	(529,886)	—	(2,858,569)	—
Gross profit/(loss)	**2,693,186**	**1,443,856**	**188,561**	**—**	**208,932**	**600,000**	**178,357**	**—**
Administrative expenses / Other income	(1,883,429)	(382,131)	(1,233)	(48,570)	(23,020)	(1,545)	(433,400)	(3,100,130)
Operating profit/(loss)	**809,757**	**1,061,725**	**187,328**	**(48,570)**	**185,912**	**598,455**	**(255,043)**	**(3,100,130)**
Taxation on ordinary activities	—	(212,345)	—	—	—	—	—	—
Profit/(loss) for the financial year	**809,757**	**849,380**	**187,328**	**(48,570)**	**185,912**	**598,455**	**(255,043)**	**(3,100,130)**

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

35. Summary financial information for equity method investees *(continued)*

	Cresco Capital Advisers	Cresco Immobilien Verwaltungs GMBH	Cresco Capital Group Fund 1 GP	CRE Sarl	Hadley Property Group Holdings	Alvarium Osesam	Kuno Investments	Other
Group ownership	33.33%	33.33%	33.33%	33.33%	35%	50%	50%	20% - 50%
Turnover	**1,205,970**	**1,680,634**	**2,241,340**	**5,719,351**	**9,249,270**	**808,552**	**14,193,965**	**1,735,436**
Cost of sales	(303,947)	(1,788,613)	(1,219,871)	(3,829,713)	(4,395,576)	(134,472)	(5,671,366)	(859,830)
Gross profit/(loss)	**902,023**	**(107,979)**	**1,021,469**	**1,889,638**	**4,853,694**	**674,080**	**8,522,599**	**875,606**
Administrative expenses / Other income	(219,877)	(155,568)	(70,963)	(1,845,182)	(3,313,386)	(1,064,419)	(8,075,302)	(1,293,956)
Operating profit/(loss)	**682,146**	**(263,547)**	**950,506**	**44,456**	**1,540,308**	**(390,339)**	**447,297**	**(418,350)**
Taxation on ordinary activities	—	—	—	(307,597)	(195,503)	—	(814,935)	2,501
Profit/(loss) for the financial year	**682,146**	**(263,547)**	**950,506**	**(263,141)**	**1,344,805**	**(390,339)**	**(367,638)**	**(415,849)**

Summary financial information as at 31 December 2022

	Queensgate Investments	Alvarium Investment Management (Suisse)	Alvarium 64 Advisory LLP	Osprey Equity Partners	Casteel Capital	Alvarium Guardian LLP	Pointwise Partners	Alvarium Kalrock
Group ownership	30%	30%	50%	50%	50%	50%	50%	40%
Non-current assets	44,351	249,045	—	—	2,247	—	4,382	—
Current assets	5,220,653	2,323,270	10,090	296,729	423,434	34,889	1,993,514	178,823
Total assets	**5,265,004**	**2,572,315**	**10,090**	**296,729**	**425,681**	**34,889**	**1,997,896**	**178,823**
Current liabilities	(2,974,309)	(525,049)	(1,200)	(393,182)	(74,482)	(31,424)	(3,233,947)	—
Non-current liabilities	(1,375,000)	—	—	—	—	—	—	—
Total liabilities	**(4,349,309)**	**(525,049)**	**(1,200)**	**(393,182)**	**(74,482)**	**(31,424)**	**(3,233,947)**	**—**
Net assets	**915,695**	**2,047,266**	**8,890**	**(96,453)**	**351,199**	**3,465**	**(1,236,051)**	**178,823**
Capital and reserves								
Called up share capital	—	100,110	2	600	—	2	10	2
Share premium	—	50,055	—	—	—	—	—	—
Members' interests	915,695	—	8,888	—	351,199	—	—	178,821
Profit and loss account	—	1,897,101	—	(97,053)	—	3,463	(1,236,061)	—
Non-controlling interest								
Shareholders funds	**915,695**	**2,047,266**	**8,890**	**(96,453)**	**351,199**	**3,465**	**(1,236,051)**	**178,823**
Expected carrying amount of net investment	**274,709**	**614,180**	**4,445**	**(48,227)**	**175,600**	**1,733**	**(618,026)**	**71,529**
Differences between amounts at which investments are carried and amounts of underlying equity and net assets								
Effect of discontinued recognition of losses as the carrying value of investment is down to 0	23,534	—	—	48,227	—	—	618,026	—
Returns achieved on a different basis as per LLP/Shareholder agreement than as per % of investment	464,120	—	1,905	—	49,694	—	—	646,115
Carrying amount of goodwill	—	**480,099**	—	—	—	—	—	—
Carrying amount of net investment	**762,363**	**614,180**	**6,350**	**—**	**225,294**	**1,733**	**—**	**717,644**

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

35. Summary financial information for equity method investees *(continued)*

	Cresco Capital Advisers	Cresco Immobilien Verwaltungs GMBH	Cresco Capital Group Fund 1 GP	CRE Sarl	Hadley Property Group Holdings	Alvarium Osesam	Kuno Investments	Other
Group ownership	33.33%	33.33%	33.33%	33.33%	35%	50%	49.90%	20% - 50%
Non-current assets	—	196,429	—	226,723	236,344	26,638	8,510,011	446,438
Current assets	198,227	577,945	357,100	4,772,950	2,665,016	395,740	6,037,798	3,253,054
Total assets	**198,227**	**774,374**	**357,100**	**4,999,673**	**2,901,360**	**422,378**	**14,547,809**	**3,699,492**
Current liabilities	(134,788)	(1,936,913)	(244,572)	(3,219,060)	(2,772,339)	(795,499)	(4,818,196)	(6,838,929)
Non-current liabilities	—	—	—	—	(40,000)	—	(6,590,719)	—
Total liabilities	**(134,788)**	**(1,936,913)**	**(244,572)**	**(3,219,060)**	**(2,812,339)**	**(795,499)**	**(11,408,915)**	**(6,838,929)**
Net assets	**63,439**	**(1,162,539)**	**112,528**	**1,780,613**	**89,021**	**(373,121)**	**3,138,894**	**(3,139,437)**
Capital and reserves								
Called up share capital	—	21,311	21,000	16,093	100	90	6,391	149,643
Share premium	—	—	—	—	—	—	—	—
Members' interests	63,439	—	—	—	—	—	—	(827,638)
Profit and loss account	—	(1,183,850)	91,528	1,764,520	88,921	(373,211)	3,127,635	(2,461,442)
Non-controlling interest						—	4,868	—
Shareholders funds	**63,439**	**(1,162,539)**	**112,528**	**1,780,613**	**89,021**	**(373,121)**	**3,138,894**	**(3,139,437)**
Expected carrying amount of net investment	**21,146**	**(387,513)**	**37,509**	**593,538**	**31,157**	**(186,561)**	**1,563,879**	**(1,469,310)**
Differences between amounts at which investments are carried and amounts of underlying equity and net assets								
Effect of discontinued recognition of losses as the carrying value of investment is down to 0	—	387,513	—	—	—	186,561		1,580,564
Returns achieved on a different basis as per LLP/Shareholder agreement than as per % of investment	(11)	—	—	—	—			—
Carrying amount of goodwill	—	—	—	—	—	—	**2,193,067**	—
Carrying amount of net investment	**21,135**	**—**	**37,509**	**593,538**	**31,157**	**—**	**1,563,879**	**111,254**

Summary financial information for the year ended 31 December 2021

	Queensgate Investments	Alvarium Investment Management (Suisse)	Alvarium Capital Partners	Osprey Equity Partners	Casteel Capital	NZ PropCo Holdings	Pointwise Partners	Alvarium Kalrock
Group ownership	30%	30%	30%	50%	50%	23%	50%	40%
Turnover	**10,484,310**	**3,973,114**	**794,888**	**150,256**	**1,868,300**	**54,279,088**	**1,652,717**	—
Cost of sales	(9,239,869)	(2,677,306)	(535,380)	—	(818,137)	(43,903,091)	(1,578,183)	—
Gross profit/(loss)	**1,244,441**	**1,295,808**	**259,508**	**150,256**	**1,050,163**	**10,375,997**	**74,534**	—
Administrative expenses / Other income	(1,174,100)	(540,103)	(116,050)	(323,644)	(73,124)	(34,753,384)	(292,903)	**1,991,460**
Operating profit/(loss)	**70,341**	**755,705**	**143,458**	**(173,388)**	**977,039**	**(24,377,387)**	**(218,369)**	**1,991,460**
Taxation on ordinary activities	—	(138,695)	—	—	—	8,986,845	—	—
Profit/(loss) for the financial year	**70,341**	**617,010**	**143,458**	**(173,388)**	**977,039**	**(15,390,542)**	**(218,369)**	**1,991,460**

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

35. Summary financial information for equity method investees *(continued)*

	Cresco Capital Advisers	Cresco Immobilien Verwaltungs GMBH	Cresco Capital Group Fund 1 GP	Cresco Capital Urban Yurt Holdings	Hadley Property Group Holdings	Alvarium Investments (NZ)	Kuno Investments	Other
Group ownership	33.33%	33.33%	33.33%	33.33%	35%	46%	49.90%	20% - 50%
Turnover	**1,091,744**	**1,506,469**	**2,124,445**	**5,451,611**	**5,095,381**	**12,164,600**	**13,815,121**	**2,791,256**
Cost of sales	(329,166)	(1,162,085)	(1,181,879)	(4,508,831)	(2,306,806)	(1,380,900)	(6,169,248)	(830,351)
Gross profit/(loss)	**762,578**	**344,384**	**942,566**	**942,780**	**2,788,575**	**10,783,700**	**7,645,873**	**1,960,905**
Administrative expenses / Other income	(114,898)	(284,598)	(44,488)	(503,255)	(2,798,346)	(6,705,306)	(7,142,166)	(2,523,031)
Operating profit/(loss)	**647,680**	**59,786**	**898,078**	**439,525**	**(9,771)**	**4,078,394**	**503,707**	**(562,126)**
Taxation on ordinary activities	—	—	—	(54,373)	—	(1,366,673)	(1,113,974)	237,838
Profit/(loss) for the financial year	**647,680**	**59,786**	**898,078**	**385,152**	**(9,771)**	**2,711,721**	**(610,267)**	**(324,288)**

Summary financial information as at 31 December 2021

	Queensgate Investments	Alvarium Investment Management (Suisse)	Alvarium Capital Partners	Osprey Equity Partners	Casteel Capital	NZ PropCo Holdings	Pointwise Partners	Alvarium Kalrock
Group ownership	30%	30%	30%	50%	50%	23%	50%	40%
Non-current assets	21,259	515,420	483	491	2,904	9,338,733	5,601	—
Current assets	9,893,323	2,199,523	482,173	271,878	528,167	180,294,696	1,249,988	3,703,197
Total assets	**9,914,582**	**2,714,943**	**482,656**	**272,369**	**531,071**	**189,633,429**	**1,255,589**	**3,703,197**
Current liabilities	(5,446,601)	(1,053,321)	(82,049)	(269,253)	(101,623)	(4,867,040)	(2,290,239)	—
Non-current liabilities	(1,875,000)	—	—	—	—	(224,272,257)	—	—
Total liabilities	**(7,321,601)**	**(1,053,321)**	**(82,049)**	**(269,253)**	**(101,623)**	**(229,139,297)**	**(2,290,239)**	**—**
Net assets	**2,592,981**	**1,661,622**	**400,607**	**3,116**	**429,448**	**(39,505,868)**	**(1,034,650)**	**3,703,197**
Capital and reserves								
Called up share capital	—	100,110	14	600	—	—	—	—
Share premium	—	50,055	999,996	—	—	—	—	—
Members' interests	2,592,981	—	—	—	429,448	—	—	3,703,197
Profit and loss account	—	1,511,457	(599,403)	2,516	—	(39,505,868)	(1,034,650)	—
Non-controlling interest								
Shareholders funds	**2,592,981**	**1,661,622**	**400,607**	**3,116**	**429,448**	**(39,505,868)**	**(1,034,650)**	**3,703,197**
Expected carrying amount of net investment	**777,894**	**498,487**	**120,182**	**1,558**	**214,724**	**(9,086,350)**	**(517,325)**	**1,481,279**
Differences between amounts at which investments are carried and amounts of underlying equity and net assets								
Effect of discontinued recognition of losses as the carrying value of investment is down to 0	(23,059)	—	—	—	—	9,086,350	517,325	—
Returns achieved on a different basis as per LLP/Shareholder agreement than as per % of investment	850,543	—	—	—	56,211	—	—	41,984
Carrying amount of goodwill	—	**505,206**	—	—	—	—	—	—
Carrying amount of net investment	**1,605,378**	**498,487**	**120,182**	**1,558**	**270,935**	**—**	**—**	**1,523,263**

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

35. Summary financial information for equity method investees *(continued)*

	Cresco Capital Advisers	Cresco Immobilien Verwaltungs GMBH	Cresco Capital Group Fund 1 GP	Cresco Capital Urban Yurt Holdings	Hadley Property Group Holdings	Alvarium Investments (NZ)	Kuno Investments	Other
Group ownership	33.33%	33.33%	33.33%	33.33%	35%	46%	49.90%	20% - 50%
Non-current assets	—	169,543	—	289,070	297,121	178,819,520	8,765,173	24,146,342
Current assets	303,313	706,121	261,633	3,132,832	1,155,802	3,241,332	8,094,719	4,047,343
Total assets	**303,313**	**875,664**	**261,633**	**3,421,902**	**1,452,923**	**182,060,852**	**16,859,892**	**28,193,685**
Current liabilities	(246,206)	(1,719,858)	(62,064)	(1,471,332)	(2,652,235)	(3,216,513)	(4,382,663)	(7,982,267)
Non-current liabilities	—	—	—	—	—	(170,209,878)	(9,020,628)	(24,280,110)
Total liabilities	**(246,206)**	**(1,719,858)**	**(62,064)**	**(1,471,332)**	**(2,652,235)**	**(173,426,391)**	**(13,403,291)**	**(32,262,377)**
Net assets	**57,107**	**(844,194)**	**199,569**	**1,950,570**	**(1,199,312)**	**8,634,461**	**3,456,601**	**(4,068,692)**
Capital and reserves								
Called up share capital	—	21,143	21,000	16,093	100	53	6,391	102,098
Share premium	—	—	—	—	—	—	—	—
Members' interests	57,107	—	—	—	—	—	—	(815,518)
Profit and loss account	—	(865,337)	178,569	1,934,477	(1,199,412)	5,599,065	3,450,210	(3,355,272)
Non-controlling interest						3,035,343		—
Shareholders funds	**57,107**	**(844,194)**	**199,569**	**1,950,570**	**(1,199,312)**	**8,634,461**	**3,456,601**	**(4,068,692)**
Expected carrying amount of net investment	**19,036**	**(281,398)**	**66,523**	**650,190**	**(419,759)**	**2,575,594**	**1,724,844**	**(1,414,144)**
Differences between amounts at which investments are carried and amounts of underlying equity and net assets								
Effect of discontinued recognition of losses as the carrying value of investment is down to 0	—	281,398	—	—	419,759			1,827,368
Returns achieved on a different basis as per LLP/Shareholder agreement than as per % of investment	—	—	—	—	—			—
Carrying amount of goodwill	—	—	—	—	—	—	**2,834,940**	—
Carrying amount of net investment	**19,036**	**—**	**66,523**	**650,190**	**—**	**2,575,594**	**1,724,844**	**413,224**

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Notes to the Consolidated Financial Statements *(continued)*

35. Summary financial information for equity method investees *(continued)*

Summary financial information for the year ended 31 December 2020

	Queensgate Investments	Alvarium Investment Management (Suisse)	Alvarium Capital Partners	Osprey Equity Partners	Casteel Capital	NZ PropCo Holdings	Pointwise Partners	Alvarium Kalrock
Group ownership	30%	30%	30%	50%	50%	23%	50%	40%
Turnover	**7,145,050**	**3,715,933**	**598,419**	**246,777**	**1,296,358**	**56,697,480**	—	—
Cost of sales	(5,495,752)	(2,661,482)	(674,137)	—	(745,334)	(47,481,189)	(613,433)	—
Gross profit/(loss)	**1,649,298**	**1,054,451**	**(75,718)**	**246,777**	**551,024**	**9,216,291**	**(613,433)**	—
Administrative expenses / Other income	(1,095,542)	(448,474)	(247,390)	(453,889)	(58,819)	(43,206,790)	(202,858)	2,577,767
Operating profit/(loss)	**553,756**	**605,977**	**(323,108)**	**(207,112)**	**492,205**	**(33,990,499)**	**(816,291)**	**2,577,767**
Taxation on ordinary activities	(10,948)	(121,196)	—	(1,096)	—	10,665,485	—	—
Profit/(loss) for the financial year	**542,808**	**484,781**	**(323,108)**	**(208,208)**	**492,205**	**(23,325,014)**	**(816,291)**	**2,577,767**

	Cresco Capital Advisers	Cresco Immobilien Verwaltungs GMBH	Cresco Capital Group Fund 1 GP	Cresco Capital Urban Yurt Holdings	Hadley Property Group Holdings	Alvarium Investments (NZ)	Kuno Investments	Other
Group ownership	33.33%	33.33%	33.33%	33.33%	35%	46%	49.90%	20% - 50%
Turnover	**1,028,927**	**1,359,511**	**1,935,905**	**4,665,968**	**9,632,109**	**7,064,322**	**13,702,036**	**4,139,503**
Cost of sales	(497,635)	(1,057,493)	(1,039,581)	(3,898,629)	(6,160,080)	(593,579)	(6,557,180)	(2,277,412)
Gross profit/(loss)	**531,292**	**302,018**	**896,324**	**767,339**	**3,472,029**	**6,470,743**	**7,144,856**	**1,862,091**
Administrative expenses / Other income	(111,313)	(564,828)	(63,558)	(722,925)	(2,391,764)	(3,945,098)	(6,914,413)	(2,220,074)
Operating profit/(loss)	**419,979**	**(262,810)**	**832,766**	**44,414**	**1,080,265**	**2,525,645**	**230,443**	**(357,983)**
Taxation on ordinary activities	—	—	—	(77,134)	213,877	(745,731)	(945,264)	(4,280)
Profit/(loss) for the financial year	**419,979**	**(262,810)**	**832,766**	**(32,720)**	**1,294,142**	**1,779,914**	**(714,821)**	**(362,263)**

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

35. Summary financial information for equity method investees *(continued)*

Summary financial information as at 31 December 2020

	Queensgate Investments	Alvarium Investment Management (Suisse)	Alvarium Capital Partners	Osprey Equity Partners	Casteel Capital	NZ PropCo Holdings	Pointwise Partners	Alvarium Kalrock
Group ownership	30%	30%	30%	50%	50%	23%	50%	40%
Non-current assets	45,948	220,008	38,233	1,148	3,739	15,693,138	4,427	—
Current assets	13,080,933	2,523,939	363,186	541,069	507,738	276,441,912	9,060	2,475,034
Total assets	**13,126,881**	**2,743,947**	**401,419**	**542,217**	**511,477**	**292,135,050**	**13,487**	**2,475,034**
Current liabilities	(6,621,633)	(1,210,347)	(144,268)	(365,713)	(207,610)	(132,249,357)	(829,778)	—
Non-current liabilities	(2,000,000)	—	—	—	—	(181,186,081)	—	—
Total liabilities	**(8,621,633)**	**(1,210,347)**	**(144,268)**	**(365,713)**	**(207,610)**	**(313,435,438)**	**(829,778)**	—
Net assets	**4,505,248**	**1,533,600**	**257,151**	**176,504**	**303,867**	**(21,300,388)**	**(816,291)**	**2,475,034**
Capital and reserves								
Called up share capital	—	102,055	14	600	—	—	—	—
Share premium	—	51,028	999,996	—	—	—	—	—
Members' interests	4,505,248	—	—	—	303,867	—	—	2,475,034
Profit and loss account	—	1,380,517	(742,859)	175,904	—	(21,300,388)	(816,291)	—
Non-controlling interest								
Shareholders funds	**4,505,248**	**1,533,600**	**257,151**	**176,504**	**303,867**	**(21,300,388)**	**(816,291)**	**2,475,034**
Expected carrying amount of net investment	**1,351,574**	**460,080**	**77,145**	**88,252**	**151,934**	**(4,899,089)**	**(408,146)**	**990,014**
Differences between amounts at which investments are carried and amounts of underlying equity and net assets								
Effect of discontinued recognition of losses as the carrying value of investment is down to 0	—	—	—	—	—	4,899,089	408,146	—
Returns achieved on a different basis as per LLP/Shareholder agreement than as per % of investment	77,158	—	—	—	52,474	—	—	77,206
Carrying amount of goodwill	—	**586,058**	—	—	—	—	—	—
Carrying amount of net investment	**1,428,732**	**460,080**	**77,145**	**88,252**	**204,407**	**—**	**—**	**1,067,220**

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

35. Summary financial information for equity method investees *(continued)*

	Cresco Capital Advisers	Cresco Immobilien Verwaltungs GMBH	Cresco Capital Group Fund 1 GP	Cresco Capital Urban Yurt Holdings	Hadley Property Group Holdings	Alvarium Investments (NZ)	Kuno Investments	Other
Group ownership	33.33%	33.33%	33.33%	33.33%	35%	46%	49.90%	20% - 50%
Non-current assets	860	202.620	—	372,423	46,621	251,644,701	10,207,395	3,615,604
Current assets	184,529	459,323	333,035	3,686,144	1,610,855	27,335	7,720,822	4,891,470
Total assets	**185,389**	**661,943**	**333,035**	**4,058,567**	**1,657,476**	**251,672,036**	**17,928,217**	**8,507,074**
Current liabilities	(110,936)	(1,621,770)	(125,433)	(2,385,210)	(2,836,009)	(6,362,727)	(3,701,089)	(6,421,020)
Non-current liabilities	—	—	—	—	(11,008)	(242,402,590)	(10,155,392)	(4,065,836)
Total liabilities	**(110,936)**	**(1,621,770)**	**(125,433)**	**(2,385,210)**	**(2,847,017)**	**(248,765,317)**	**(13,856,481)**	**(10,486,856)**
Net assets	**74,453**	**(959,827)**	**207,602**	**1,673,357**	**(1,189,541)**	**2,906,719**	**4,071,736**	**(1,979,782)**
Capital and reserves								
Called up share capital	—	21,143	21,000	16,093	100	53	6,391	109,696
Share premium	—	—	—	—	—	—	—	—
Members' interests	74,453	—	—	—	—	—	—	(1,047,399)
Profit and loss account	—	(980,970)	186,602	1,657,264	(1,189,641)	3,385,592	4,065,345	(1,042,079)
Non-controlling interest						(478,926)		—
Shareholders funds	**74,453**	**(959,827)**	**207,602**	**1,673,357**	**(1,189,541)**	**2,906,719**	**4,071,736**	**(1,979,782)**
Expected carrying amount of net investment	**24,815**	**(319,910)**	**69,193**	**557,730**	**(416,339)**	**1,557,397**	**2,031,796**	**(938,404)**
Differences between amounts at which investments are carried and amounts of underlying equity and net assets								
Effect of discontinued recognition of losses as the carrying value of investment is down to 0	—	319,910	—	—	416,339			1,278,487
Returns achieved on a different basis as per LLP/Shareholder agreement than as per % of investment	15,161	—	—	—	—			—
Carrying amount of goodwill	—	—	—	—	—	—	**3,476,813**	—
Carrying amount of net investment	**39,976**	**—**	**69,193**	**557,730**	**—**	**1,557,397**	**2,031,796**	**340,083**

For equity method investees which are governed by a limited liability partnership, the Group's share of net assets from limited liability partnerships is determined by the underlying partnership agreements, rather than the Group's percentage holding in these entities.

The Group's policy for discontinuing recognition of losses in investments where the carrying value is nil is disclosed in note 3 of these financial statements.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

36. Significant differences between generally accepted accounting policies in the United Kingdom (UK GAAP) and those of the United States (US GAAP)

The Company's financial statements have been prepared in accordance with FRS 102, which differs in certain respects from the requirements of accounting principles generally accepted in the United States ("US GAAP"). The effects of the application of US GAAP to Alvarium Investments Limited ("the Company") results are set out below.

There are other presentational differences between UK and US GAAP which do not impact net income or shareholders' equity, and thus are not included in the reconciliation below.

The impact of the conversion to US GAAP on net income in the periods ending 31 December 2022, 2021 and 2020 is as follows:

	2022 **£**	2021 £	2020 £
Profit/(loss) for the financial year as reported under UK GAAP	**(362,186)**	1,947,874	(3,377,191)
Reversal of amortisation of goodwill *(d)*	**3,330,261**	3,429,870	3,488,827
Amortisation of separately recognised intangible assets arising on business combinations *(a)*	**(81,511)**	(81,761)	(82,850)
Additional amortisation of intangible asset grossed up for deferred tax under US GAAP (*n*)	**(1,002,055)**	—	—
Reclassification of asset acquisition as business combination *(g)*	**1,274,896**	1,274,896	1,274,896
Reversal of equity method investment amortisation *(h)*	**714,779**	710,194	715,400
Amortisation of additional intangible assets within equity method investments *(i)*	**(438,449)**	(485,647)	(660,093)
Release of deferred tax on equity method amortisation above *(i)*	**82,968**	91,967	125,104
Recognition of excess losses against loans provided to certain equity method investees *(k)*	**(41,756)**	(126,797)	(183,224)
Revenue recognition adjustments *(m)*	**610,827**	(609,183)	161,990
Reversal of equity settled share-based payment *(t)*	**20,413,653**	—	—
Fair value adjustment to deferred consideration *(c)*	**—**	—	(63,001)
Impact of GAAP differences on results of equity method investments *(l)*	**(221,635)**	221,635	(4,497,520)
Impact of US GAAP lease accounting (*r*)	**61,327**	—	—
Deferred tax (expense)/benefit *(p)*	**246,761**	(3,870,387)	501,961
Net income under US GAAP	**(21,565,142)**	2,502,661	(2,595,701)
Net income attributable to non-controlling interest under US GAAP	**(9,415)**	(590,120)	(1,246,901)
Net income attributable to shareholders' of the parent company under US GAAP	**(21,574,557)**	1,912,541	(3,842,602)

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

36. Significant differences between generally accepted accounting policies in the United Kingdom (UK GAAP) and those of the United States (US GAAP) *(continued)*

The impact of the conversion to US GAAP on shareholders funds as at 31 December 2022 and 2021 is as follows:

	2022 £	2021 £
Shareholders funds as at 31 December 2022 and 2021 as reported under UK GAAP	**31,898,784**	56,305,169
Reversal of amortisation of goodwill (d)	**22,405,233**	19,074,973
Impact on goodwill of additional deferred tax liabilities recognised on acquisition *(a)*	**5,284,823**	5,284,823
Impact on intangible assets of additional deferred tax liabilities recognised on asset acquisition (*o*)	**12,827,094**	—
Amortisation of separately recognised intangible assets arising on business combinations *(a)*	**(707,929)**	(626,418)
Reclassification of asset acquisition as business combination (*g*)	**4,097,529**	3,824,688
Acquisition costs and fair value adjustments to deferred consideration previously capitalised *(b) & (c)*	**(1,695,685)**	(1,695,685)
Fair value adjustments on step acquisitions *(f)*	**11,471,931**	11,471,931
Fair value adjustments on non-controlling interests *(e)*	**10,933,918**	10,933,918
Revenue recognition adjustments *(m)*	**(352,747)**	(963,574)
Reversal of equity method investment amortisation *(h)*	**4,743,684**	4,028,905
Accumulated amortisation of additional intangible assets within equity method investments *(i)*	**(5,793,888)**	(5,355,440)
Release of deferred tax on equity method amortisation above *(i)*	**1,099,658**	1,016,690
Additional impairment of investment in joint venture *(j)*	**(254,152)**	(254,152)
Recognition of excess losses against loans provided to certain equity method investees *(k)*	**(1,696,511)**	(1,611,431)
Impact of GAAP differences on results of equity method investments *(l)*	**—**	221,635
Impact of US GAAP lease accounting (*r*)	**61,327**	—
Deferred taxes *(p)*	**(19,351,773)**	(6,768,943)
Cumulative translation adjustments on all of the above	**847,378**	323,116
Shareholders funds as at 31 December 2022 and 2021 under US GAAP	**75,818,674**	95,210,205
Non-controlling interest	**(4,417)**	(13,475)
Total equity attributable to shareholders' of the parent company under US GAAP	**75,814,257**	95,196,730

36. Significant differences between generally accepted accounting policies in the United Kingdom (UK GAAP) and those of the United States (US GAAP) ***(continued)***

The impact of the conversion to US GAAP on the Company's statement of cashflows for the years ended 31 December 2022, 2021 and 2020 is as follows:

	2022 £	2021 £	2020 £
Operating activities			
Net cash from operating activities per UK GAAP	**(3,867,849)**	14,451,786	3,330,423
Reclassification of interest received from investing activities	**134,459**	43,210	59,402
Reclassification of interest paid from financing activities	**(5,881,242)**	(912,769)	(628,992)
Net cash (used in)/from operating activities per US GAAP	**(9,614,632)**	**13,582,227**	**2,760,833**
Investing activities			
Net cash used in investing activities per UK GAAP	**3,590,993**	(9,746,698)	(2,502,279)
Reclassification of interest received to operating activities	**(134,459)**	(43,210)	(59,402)
Reclassification of transaction between equity holders	**15,615**	6,326,146	—
Net cash from/(used in) investing activities per US GAAP	**3,472,149**	**(3,463,762)**	**(2,561,681)**
Financing activities			
Net cash from financing activities per UK GAAP	**(6,008,416)**	(38,748)	422,543
Reclassification of interest paid to operating activities	**5,881,242**	912,769	628,992
Reclassification of transaction between equity holders	**(15,615)**	(6,326,146)	—
Net cash from financing activities per US GAAP	**(142,789)**	**(5,452,125)**	**1,051,535**
Net change in cash from UK to US GAAP	**—**	—	—

In addition, the Company had non-cash financing activity of £40.0m relating to an asset acquisition in exchange for the assumption of a shareholder loan for the period ended 31 December 2022.

In the year ended 31 December 2021, the Company had non-cash financing activity of £10.3m relating to the issue of new share capital in exchange for the conversion of a shareholder loan and further shares in two subsidiary companies. The Group also received non-cash consideration of £1,607,301 in the form of a convertible loan note as disclosed in note 15.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

36. Significant differences between generally accepted accounting policies in the United Kingdom (UK GAAP) and those of the United States (US GAAP) *(continued)*

Business combinations

(a) Intangible assets other than goodwill

Under FRS102 for acquisitions made after 1 January 2019, intangible assets other than goodwill are only required to be recognised to the extent that they are both separable and arise from contractual rights.

Under US GAAP intangible assets that are either separable or arise from contractual rights are required to be recognised. This leads to the recognition of additional intangible assets under US GAAP than under FRS102 for acquisitions made by the Company after 1 January 2019.

Due to the recognition of additional deferred tax liabilities under US GAAP compared to UK GAAP, the amount of goodwill recognized in the previous business combination accounting has also increased.

(b) Expense acquisition costs

Under FRS102, acquisition costs incurred by the acquirer are capitalised as part of the purchase consideration for the acquisition.

Under US GAAP, these are required to be charged to acquisition costs in the income statement.

(c) Fair value adjustments to deferred and contingent consideration

Under FRS102, any fair value adjustments to deferred consideration outside the measurement period can be adjusted against goodwill.

Under US GAAP, any fair value adjustments outside the measurement period are adjusted through the P&L.

(d) Goodwill amortisation

Under FRS 102, goodwill is presumed to have a finite useful economic life and is recorded at cost less accumulated amortisation and impairment. Accordingly, the Company amortised goodwill on a straight-line basis over an estimated useful life of 10 years.

US GAAP prohibits the amortisation of goodwill and instead requires that goodwill be tested at least annually for impairment or more frequently if impairment indicators exist. Amortisation expense recognised under FRS 102 was reversed under US GAAP.

(e) Non-controlling interest

Under FRS102, no goodwill is recognised for the non-controlling interest of an acquired company.

Under US GAAP, goodwill is recognised on the entire Company acquired, including the amount pertaining to the non-controlling interest. This has led to conversion adjustments in respect of two acquisitions made in 2019 by the Company.

(f) Step acquisitions

Under FRS102 where control of a subsidiary is achieved in stages, no fair value adjustments are made to any existing holdings in the subsidiary.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

36. Significant differences between generally accepted accounting policies in the United Kingdom (UK GAAP) and those of the United States (US GAAP) *(continued)*

Under US GAAP where control of a subsidiary is achieved in stages, any existing holdings in the subsidiary are fair valued with any resulting gain or loss recorded in the income statement.

Additionally, the restatement in relation to the historic accounting acquirer - detailed in the sole purpose 2020 financial statements filed with the SEC - has led to three historic acquisitions being treated as step acquisitions. This has led to further fair value adjustments under US GAAP.

(g) Reclassification of asset acquisition as business combination

In February 2019 the Company acquired certain assets from LEPE Partners LLP, a merchant banking business. Under UK GAAP this did not meet the definition of a business combination. One customer related intangible asset of £12,748,964 was recognised and is being amortised over 10 years. Under US GAAP, following the application of the screening test to determine if substantially all of the fair value of the gross assets acquired is concentrated in a single asset or a group of similar assets, it was determined that this met the definition of a business combination.

This is the impact of the reversal of the amortisation recorded under UK GAAP, as Goodwill, which is not amortisable, would have been recognised for US GAAP.

Investments in joint ventures and associates

(h) Implied goodwill amortisation

Under FRS102 any implied goodwill arising on the acquisition of an interest in a joint venture or associate is amortised over a period of 10 years.

Under US GAAP no such amortisation charge is booked. This has led to the reversal of any accumulated amortisation on implied goodwill recorded by the Company under FRS102.

(i) Separate intangible assets arising on acquisition of an equity method investment

Under US GAAP where implied goodwill on an acquisition arises, this is required to be assessed for separate intangible assets. This has given rise to separate intangible assets being identified in respect of two of the Company's equity method investments. These intangible assets have then been amortised over their estimated useful economic lives through the Company's share of profits from joint ventures and associates. The deferred tax impact of the recognition of such intangible assets has also been recognised.

Such intangible assets are not required to be recognised and amortised under UK GAAP.

(j) Additional impairment of equity method investments

Given the reversal of the implied goodwill amortisation, under US GAAP the goodwill is required to be assessed for impairment at each reporting date. As a result of this, an additional impairment has been recorded compared to that reported under UK GAAP.

(k) Treatment of losses in excess of investment in equity method investments

Under UK GAAP, when the Group's share of losses of an associate or joint venture investment equals or exceeds the carrying amount of its investment, the Group stops recognising its share of further losses. The

36. Significant differences between generally accepted accounting policies in the United Kingdom (UK GAAP) and those of the United States (US GAAP) *(continued)*

Group recognises its share of any subsequent profits only after its share of profits equals its share of losses not recognised.

Under US GAAP excess losses are offset against the Group's other interests in the investee, including loans advanced.

(l) Impact of GAAP differences on results of equity method investments

In 2019 the Group entered into an associate arrangement in which it obtained a 23% ownership interest in NZ PropCo Holdings Limited. Subsequently, NZ PropCo Holdings Limited acquired a portfolio of properties which constitute a business combination. The initial business combination accounting differs between UK and US GAAP, specifically related to the difference between the fair value of assets acquired and the consideration paid, which resulted in a bargain purchase gain.

Under FRS102 bargain purchase gains are not recognised through income when a business combination occurs. These are deferred until the associated underlying assets are sold. This results in the entity being in a loss and net liability position for both 2019 and 2020. In an excess loss position, there is no value to recognise on the statement of financial position and the Group would only recognise a share of the entity profits when its investment moves into a profitable position.

Under US GAAP, assets are measured at fair value as of the acquisition date. This has led to the inclusion of a bargain purchase gain in 2019 which results in an adjustment from UK GAAP resulting in a share of profit being recognised. In 2020 the entity incurred losses in excess of the profit recognised in 2019. Under the equity method, losses are only recognised to the extent they do not reduce the carrying balance of the investment below zero. This has therefore resulted in a reversal of the gains from 2019.

In 2021 an equity method investee had amortised goodwill on its own balance sheet under UK GAAP. Under US GAAP goodwill is not amortised and this amortisation was therefore being reversed. In 2022 this equity method investee was disposed of and, as a result, the previous year's GAAP difference has been unwound.

(m) Revenue Recognition

Upon the adoption of ASC 606, various adjustments to revenue impacted current and prior period FRS102 revenue recognition, primarily due to when performance obligations were considered satisfied under FRS102 compared to US GAAP, under ASC 606.

The Company's full accounting policy for revenue recognition under FRS102 can be found on in the accounting policies disclosed to note 3 in these financial statements.

The Company's full accounting policy for revenue recognition under US GAAP is detailed below:

Revenue recognition differs under ASC 606, which applies a specific 5 step model, which results in certain adjustments when compared to revenue recognized under FRS 102. The five step model applies under ASC 606 is as follows.

1. Identification of contract with customer

2. Identification of performance obligation

3. Determination of transaction price

36. Significant differences between generally accepted accounting policies in the United Kingdom (UK GAAP) and those of the United States (US GAAP) *(continued)*

4. Allocation of transaction to performance obligation

5. Recognition of revenue when performance obligations are met.

For the purposes of this reconciliation, the Company considered the adoption date of ASC 606 to be 1/1/2018.

The difference in policy resulted in differences in the following revenue recognition differences:

Corporate finance engagements

- Within the Merchant Banking division, it was noted that under US GAAP, retainer fees should be recognized in line with completion of the related performance obligation. Under FRS 102, such fees were recognized when received. This resulted in timing adjustments which increased revenue by £24,741 in 2020, decreased revenue by £733,933 in 2021 and increased revenue by £610,827 in 2022.
- In the Co-investment division, an advisory fee that was recognised fully in 2018 under UK GAAP was noted as needing to be recognised over the life of the contract (2019 to 2021) commensurate with the satisfaction of the performance obligation under US GAAP. Recognising this revenue over time in line with the performance obligation has resulted in an increase of revenue of £137,250 in 2020, an increase in revenue of £137,250 in 2021 and no impact in 2022, as revenue has been deferred to match the Group's satisfaction of the underlying performance obligation.

UK Investment advisory revenue, Overseas Investment advisory revenue, Trust and fiduciary revenue, Private and family office revenue

The five step model was applied to the variable consideration revenue recognised in the Family Office Services and Investment Advisory divisions. US GAAP requires recognition of variable consideration to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved subsequently. Under FRS 102, such revenue was recognised based on the best estimate at the time it was recorded. From the analysis performed, the Group noted no significant differences requiring adjustment.

(n) Additional amortisation of intangible asset grossed up for deferred tax under US GAAP.

Under UK GAAP, deferred tax is not recognised in relation to timing differences arising from assets or liabilities acquired in a transaction which is not accounted for as a business combination.

Under US GAAP, where such assets or liabilities are acquired deferred tax is accounted for using the simultaneous equation method as set out in ASC 740.

In relation to an asset acquisition made during 2022, this has resulted in an additional deferred tax liability of £12,827,094 being recognised under US GAAP with a corresponding increase also recorded in intangible assets. The additional amortisation arising on this grossed up intangible asset is £1,002,055.

(o) Impact on intangible assets of additional deferred tax liabilities recognised on asset acquisition.

Under UK GAAP, deferred tax is not recognised in relation to timing differences arising from assets or liabilities acquired in a transaction which is not accounted for as a business combination.

36. Significant differences between generally accepted accounting policies in the United Kingdom (UK GAAP) and those of the United States (US GAAP) ***(continued)***

Under US GAAP, where such assets or liabilities are acquired deferred tax is accounted for using the simultaneous equation method as set out in ASC 740.

In relation to an asset acquisition made during 2022, this has resulted in an additional deferred tax liability of £12,827,094 being recognised under US GAAP with a corresponding increase also recorded in intangible assets.

(p) Income taxes

A reconciliation of the income tax expense/(credit) under UK GAAP to US GAAP is given below.

	2022 £	2021 £	2020 £
Income tax expense/(credit) under UK GAAP	**(4,770,378)**	(536,461)	(315,163)
Recognition of deferred taxes in respect of non-tax adjustments, other than the effect below (1)	**537,342**	(263,270)	(31,320)
Recognition of French deferred tax asset in respect of losses due to recognition of deferred tax liabilities above (2)	**—**	(29,574)	(95,454)
Impact of change in UK tax rate on deferred tax assets and liabilities recognised under US GAAP (3)	**—**	1,745,400	585,000
Deferred tax assets no longer supported by deferred taxes from non-tax adjustments (4)	**—**	—	1,457,644
Total deferred taxes in respect of non-tax adjustments	**537,342**	1,452,556	1,915,870
Impact of a transaction in the subsequent events window on UK deferred tax assets (5)	**—**	2,417,831	(2,417,831)
Recognition of deferred taxes on asset arising in asset acquisition (6)	**(784,104)**	—	—
Total adjustment to deferred tax expense/(benefit)	**(246,762)**	3,870,387	(501,961)
Income tax expense/(credit) US GAAP	**(5,017,140)**	**3,333,926**	**(817,124)**

A reconciliation of the deferred tax asset/(liability) under UK GAAP to US GAAP is given below.

	2022 £	2021 £
Deferred tax asset/(liability) under UK GAAP	**7,353,265**	2,146,091
Recognition of deferred taxes on asset arising in asset acquisition (6)	**(12,042,990)**	—
Recognition of deferred taxes in respect of non-tax adjustments (1), (2) and (3)	**(7,308,783)**	(6,768,943)
Total adjustment to deferred tax asset/(liability)	**(19,351,773)**	(6,768,943)
Deferred tax asset/(liability) under US GAAP	**(11,998,508)**	(4,622,852)

36. Significant differences between generally accepted accounting policies in the United Kingdom (UK GAAP) and those of the United States (US GAAP) *(continued)*

(1) Deferred taxes in respect of non-tax adjustments

This line represents the tax-effect of non-tax adjustments excluding the effects of valuation allowance adjustments and tax rate changes described below.

(2) Recognition of French deferred tax asset in respect of losses due to recognition of deferred tax liabilities

The recognition of the deferred tax liabilities for intangible assets under US GAAP means that deferred tax assets that were not recognized under UK GAAP meet the recognition threshold under US GAAP. Additional deferred assets of £162,174 and £156,780 in France were therefore recognised in 2021 and 2022 respectively. These have been offset against by the additional deferred liabilities on business combinations under US GAAP and therefore the net impact under US GAAP is Nil.

(3) Impact of change in UK corporate tax rate on deferred tax assets and liabilities recognised in (1) above

In respect of UK based acquirees, the deferred tax liabilities and assets recognised in (1) above were calculated based on the enacted future tax rates expected to be prevailing in the period of the reversal of the temporary difference, as was legislated in the UK at the time. In early 2020 a legislated reduction in UK corporation tax from 19% to 17% scheduled to come into effect from 1 April 2020 was withdrawn, and it was enacted that the tax rate would remain at 19%.

In June 2021 it was enacted that the UK corporation tax rate would increase to 25% from 1 April 2023.

This line represents the revaluation of those deferred tax assets and liabilities.

(4) Deferred tax assets no longer supported by deferred taxes from non-tax adjustments

As a result of the ability to consider additional sources of income in the assessment of the realizability of deferred tax assets under US GAAP, the tax effect of non-tax adjustments are no longer offset with an adjustment to the valuation allowance.

(5) Impact of a transaction in the subsequent events window on UK deferred tax assets

In January 2021 the group increased its shareholding in a UK subsidiary from 59% to 83% through a transaction with noncontrolling interests. This resulted in that subsidiary being able to utilise the group's UK tax losses and timing differences.

Under UK GAAP, transactions with noncontrolling interests that take place in the subsequent events window are not considered in the assessment of the realizability of deferred tax assets. Under US GAAP, this is considered to be an adjusting subsequent event and therefore the transaction is brought into consideration in assessing the realizability of the group's UK deferred tax assets.

If this source of income had been considered in assessing the realizability of deferred tax assets, an additional deferred tax asset of £2,417,831 would have been recognised under UK GAAP in 2020. The impact of this GAAP difference fully reverses during 2021.

(6) Recognition of deferred taxes on asset arising in asset acquisition

In July 2022 the group acquired a company which owned one contract based intangible asset. Under UK and US GAAP this was not considered to meet the definition of a business and hence it has been accounted for as an asset acquisition under both standards.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

36. Significant differences between generally accepted accounting policies in the United Kingdom (UK GAAP) and those of the United States (US GAAP) *(continued)*

Under UK GAAP, no deferred tax is accounted for on such transactions and any timing differences are considered to be permanent in nature.

Under US GAAP, deferred tax is accounted for on such transactions using the simultaneous equation method of accounting. As a result under US GAAP additional deferred tax liabilities of £12,827,094 compared to those recognised under UK GAAP.

(q) Transactions between equity holders

During the year the Group had a transaction between equity holders which is included in the 'Cash flows from investing activities' section of the statement of cash flows under FRS 102. Under US GAAP, transactions with shareholders in their capacity as shareholders are included in the "Cash flows from financing activities" section.

This has therefore led to a reclassification in the US GAAP statement of cash flows presented in this note.

(r) Leases

Under UK GAAP, rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease. These operating leases are kept off-balance sheet.

Under U.S. GAAP the Group has applied ASC 842 which includes operating leases on the balance sheet through a gross up with the recognition of right-of-use assets and associated lease liabilities. However, upon adoption of ASC 842, there are no net differences between US GAAP and U.K. GAAP with respect to net income, the Statement of Changes in Equity, or the Statement of Cash Flows.

Additionally, the application of ASC 842 does not have a significant impact on the Group's Statement of Cash Flows or Income Statement for the year ended 31 December 2022. The gross up on the balance sheet will be reflected in recognition of right-of-use assets of £9,207,435, lease incentives of £2,610,363, deferred rent of £138,833 and lease liabilities of £12,715,865.

(s) Sale of Alvarium Home Reit Advisors Ltd ("AHRA") on 30 December 2022

Under UK GAAP the sale of shares in AHRA does not qualify as a disposal for accounting purposes and ARE continues to fully consolidate AHRA and does not present the noncontrolling interest presented by the shares of AHRA sold to the buyer. Similarly, under US GAAP, the sale of the AHRA shares to the buyer is accounted for as a change in ownership that does not result in a change of control. Under ASC 810-10-45-23, the fair value of consideration received is recognized directly in equity and attributed to the controlling interest. The Group recognizes noncontrolling interest equal to the carrying value of AHRA. Under ASC 505-10-45-2, receivables from equity holders should not be classified as an asset unless there is substantial evidence of ability and intent to pay within a reasonably short period of time. As the loan receivable from the buyer has a maturity date extending one year from the date of issuance, and includes provisions for further extending the life of the loan receivable, it is not recorded as an asset, but is instead recorded against equity. The combined impact of these adjustments offset in equity and result in no changes to total equity attributable to shareholders as at 31 December 2022 or net income under US GAAP for the year to 31 December 2022.

Alvarium Investments Limited

Notes to the Consolidated Financial Statements *(continued)*

36. Significant differences between generally accepted accounting policies in the United Kingdom (UK GAAP) and those of the United States (US GAAP) *(continued)*

(t) Reversal of equity settled share-based payment

Under FRS 102, equity settled share-based payments are recognised when it becomes probable that their performance conditions will be met. Under UK GAAP, the full share award of £20,413,653 was recognised on 30th December 2022 when the business combination with Cartesian Growth Corporation became more than 50% probable.

Under ASC 718, equity settled share-based payments are recognized over the requisite service period of a share award and are dependent on the service, performance, and market conditions associated with the award. Given the Share Awards contain a performance condition contingent on of the completion of the business combination, no share award should be recognised under US GAAP until the business combination occurred on January 3, 2023. The share award of £20,413,653 has thereby been reversed.

ANNEX A

FORM OF WARRANT AMENDMENT

AMENDMENT NO. 1 TO AMENDED AND RESTATED WARRANT AGREEMENT

This Amendment (this "***Amendment***") is made as of [●], 2023, by and between AlTi Global, Inc., a Delaware corporation (the "***Company***"), and Continental Stock Transfer & Trust Company, a New York corporation, as warrant agent (the "***Warrant Agent***"), and constitutes an amendment to that certain Amended and Restated Warrant Agreement, dated as of January 3, 2023, between the Company (f/k/a Cartesian Growth Corporation ("***SPAC***") and the Warrant Agent (the "***Existing Warrant Agreement***"). Capitalized terms used but not otherwise defined in this Amendment shall have the meanings given to such terms in the Existing Warrant Agreement.

WHEREAS, Section 9.8 of the Existing Warrant Agreement provides that the Company and the Warrant Agent may amend, subject to certain conditions provided therein, the Existing Warrant Agreement with the vote or written consent of registered holders of at least 65% of the number of the then-outstanding Public Warrants and, solely with respect to any amendment to the terms of the Private Warrants or any provision of the Existing Agreement with respect to the Sponsor Warrants, the vote or written consent of 65% of the number of the then-outstanding Private Warrants;

WHEREAS, the Company desires to amend the Existing Warrant Agreement to provide the Company with the right to require the registered holders of the Warrants to exchange all of the outstanding Warrants for Common Stock, on the terms and subject to the conditions set forth herein; and

WHEREAS, in the exchange offer and consent solicitation undertaken by the Company pursuant to the Registration Statement on Form S-4 filed with the U.S. Securities and Exchange Commission, the registered holders of more than 65% of the number of the then outstanding Public Warrants and more than 65% of the Private Warrants have consented to and approved this Amendment.

NOW, THEREFORE, in consideration of the mutual agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the parties hereto agree to amend the Existing Warrant Agreement as set forth herein.

1. Amendment of Existing Warrant Agreement. The Existing Warrant Agreement is hereby amended by adding:

(a) the new Section 6A thereto:

"6A. Mandatory Exchange.

6A.1. Company Election to Exchange. Notwithstanding any other provision in this Agreement to the contrary, all (and not less than all) of the outstanding Warrants may be exchanged, at the option of the Company, at any time while they are exercisable and prior to their expiration, at the office of the Warrant Agent, upon notice to the registered holders of the then outstanding Warrants, as described in Section 6A.2 below, for Class A Shares (or any Alternative Issuance pursuant to Section 4.6), at the exchange rate of 0.225 of Class A Shares (or any Alternative Issuance pursuant to Section 4.6) for each Warrant held by the registered holder thereof (the "***Consideration***") (subject to equitable adjustment by the Company in the event of any stock splits, stock dividends, recapitalizations or similar transaction with respect to the Class A Shares). In lieu of issuing fractional shares, in the event that a holder of Warrants would otherwise be entitled to receive a fractional interest in a Class A Share, the Company will round down to the nearest whole number, the number of Class A Shares to be issued to such holder and after aggregating all such fractional shares of such holder, the holder shall be paid in cash (without interest) in an amount equal to such fractional part of a share multiplied by the last sale price of the Class A Shares on Nasdaq on the last trading day immediately prior to the Exchange Date (as defined below)."

6A.2. Date Fixed for, and Notice of, Exchange. In the event that the Company elects to exchange all of the Warrants, the Company shall fix a date for the exchange (the "***Exchange Date***"). Notice of exchange shall be mailed by first class mail, postage prepaid, by the Company not less than fifteen (15) days prior to the Exchange Date to the registered holders at their last addresses as they shall appear on the registration books. Any notice mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the registered holder received such notice. The Company will make a public announcement of its election through a press release following the mailing of such notice.

6A.3. Exercise After Notice of Exchange. The Warrants may be exercised, for cash (or on a "cashless basis" in accordance with subsection 3.3.1(c) of this Agreement) at any time after notice of exchange shall have been given by the Company pursuant to Section 6A.2 hereof and prior to the Exchange Date (the last day of the Exercise Period of the Warrants, as adjusted, to terminate on the Exchange Date, the "***Adjusted Expiration Date***"). After the Adjusted Expiration Date, the registered holder of the Warrants shall have no further rights (including, for the avoidance of doubt, the right to exercise the Warrants) except to receive, upon surrender of the Warrants, the Consideration."

2. Miscellaneous Provisions.

2.1. Severability. This Amendment shall be deemed severable, and the invalidity or unenforceability of any term or provision hereof shall not affect the validity or enforceability of this Amendment or of any other term or provision hereof. Furthermore, in lieu of any such invalid or unenforceable term or provision, the parties hereto intend that there shall be added as a part of this Amendment a provision as similar in terms to such invalid or unenforceable provision as may be possible and be valid and enforceable.

2.2. Applicable Law. The validity, interpretation, and performance of this Amendment and of the Warrants shall be governed in all respects by the laws of the State of New York, without giving effect to conflicts of law principles that would result in the application of the substantive laws of another jurisdiction. The Company hereby agrees that any action, proceeding or claim against it arising out of or relating in any way to this Amendment shall be brought and enforced in the courts of the State of New York or the United States District Court for the Southern District of New York, and irrevocably submits to such jurisdiction, which jurisdiction shall be exclusive. The Company hereby waives any objection to such exclusive jurisdiction and that such courts represent an inconvenient forum.

2.3. Counterparts. This Amendment may be executed in any number of counterparts (which may include counterparts delivered by any standard form of telecommunication) and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. The words "execution," "signed," "signature," and words of like import in this Amendment or in any other certificate, agreement or document related to this Amendment, if any, shall include images of manually executed signatures transmitted by facsimile or other electronic format (including, without limitation, "pdf," "tif" or "jpg") and other electronic signatures (including, without limitation, DocuSign and AdobeSign). The use of electronic signatures and electronic records (including, without limitation, any contract or other record created, generated, sent, communicated, received, or stored by electronic means) shall be of the same legal effect, validity and enforceability as a manually executed signature or use of a paper-based record-keeping system to the fullest extent permitted by applicable law, including the Federal Electronic Signatures in Global and National Commerce Act, the New York State Electronic Signatures and Records Act and any other applicable law, including, without limitation, any state law based on the Uniform Electronic Transactions Act or the Uniform Commercial Code.

2.4. Effect of Headings. The section headings herein are for convenience only and are not part of this Amendment and shall not affect the interpretation thereof.

2.5. Entire Agreement. The Existing Warrant Agreement, as modified by this Amendment, constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, between the parties hereto with respect to the subject matter of this Amendment. If any provision of this Amendment is determined to be invalid, illegal or unenforceable, the remaining provisions of this Amendment shall remain in full force and effect. In the event of any such determination, the parties agree to negotiate in good faith to modify this Amendment to fulfill as closely as possible the original intent and purpose of this Amendment.

[*Signature Page Follows*]

IN WITNESS WHEREOF, each of the parties has caused this Amendment to be duly executed as of the date first above written.

ALTI GLOBAL, INC.

By: _____
Name:
Title:

CONTINENTAL STOCK TRANSFER & TRUST COMPANY,
as Warrant Agent

By: _____
Name:
Title:

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 20. Indemnification of Directors and Officers.

Subsection (a) of Section 145 of the DGCL empowers a corporation to indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Subsection (b) of Section 145 empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 further provides that to the extent a director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and the indemnification provided for by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators. Section 145 also empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145.

Section 102(b)(7) of the DGCL provides that a corporation's certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit.

Our certificate of incorporation provides for indemnification of our directors, officers, employees and other agents to the maximum extent permitted by the DGCL, and our bylaws provide for indemnification of our directors, officers, employees and other agents to the maximum extent permitted by the DGCL.

In addition, we entered into indemnification agreements with each of our directors and officers. These agreements require us to indemnify these individuals to the fullest extent permitted under Delaware law against liabilities that may arise by reason of their service to us, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. We intend to enter into indemnification agreements with our future directors.

Item 21. Exhibits and Financial Statement Schedules.

(a) Exhibits

The following exhibits are included in this registration statement on Form S-4:

Exhibit No.	Description
2.1†	Amended and Restated Business Combination Agreement, dated October 25, 2022 (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed October 26, 2022).
3.1	Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed January 9, 2023).
3.2	Certificate of Ownership and Merger of the Company filed with the Secretary of State of Delaware (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed April 19, 2023).
3.3	Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed April 19, 2023).
4.1	Amended and Restated Warrant Agreement, dated January 3, 2023, by and between the Company and Continental Stock Transfer & Trust Company (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed January 9, 2023).
5.1*	Opinion of Goodwin Procter LLP.
8.1*	Tax Opinion of Goodwin Procter LLP.
10.1#	Form of Indemnification Agreement for Executive Officers (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed January 9, 2023).
10.2#	Form of Indemnification Agreement for Directors (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed January 9, 2023).
10.3#	2023 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed January 9, 2023).
10.4#	2023 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed January 9, 2023).
10.5	Form of Subscription Agreement (incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed September 23, 2021).
10.5.1	Form of Amendment to Subscription Agreement (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed October 26, 2022).
10.6	Registration Rights and Lock-Up Agreement, dated as of January 3, 2023, between the Company and the Holders (incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed January 9, 2023).
10.7#	Form of Option Agreement (incorporated by reference to Exhibit 10.7 to the Registrant's Current Report on Form 8-K filed September 23, 2021).

10.7.1	Form of Amendment to Option Agreement (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed October 26, 2022).
10.8	Form of Shareholder IRA (incorporated by reference to Exhibit 10.8 to the Company's Registration Statement on Form S-4 filed February 11, 2022).
10.9	Form of Voting IRA (incorporated by reference to Exhibit 10.9 to the Company's Registration Statement on Form S-4 filed February 11, 2022).
10.10	Tax Receivable Agreement, dated as of January 3, 2023, between the Company and the TWMH Members, the TIG GP Members and the TIG MGMT Members (incorporated by reference to Exhibit 10.10 to the Company's Current Report on Form 8-K filed January 9, 2023).
10.11	Credit Agreement, dated as of January 3, 2023, between the Company, BMO Harris Bank N.A., the guarantors from time to time party thereto and the lenders from time to time party thereto (incorporated by reference to Exhibit 10.11 to the Company's Current Report on Form 8-K filed January 9, 2023).
10.12#	Executive Employment and Restrictive Covenant Agreement, dated as of January 3, 2023, among the Company, TIG Advisors, LLC and Kevin Moran (incorporated by reference to Exhibit 10.12 to the Company's Current Report on Form 8-K filed January 9, 2023).
10.13#	Amended and Restated Tiedemann Employment Agreement, dated as of January 3, 2023, by and between the Registrant and Michael Tiedemann (incorporated by reference to Exhibit 10.13 to the Company's Current Report on Form 8-K filed January 9, 2023).
10.14	Second Amended and Restated Limited Liability Agreement of Umbrella, dated as of January 3, 2023 (incorporated by reference to Exhibit 10.14 to the Company's Registration Statement on Form S-1 filed January 27, 2023).
10.15	Alvarium Exchange Agreement, dated as of September 19, 2021 (incorporated by reference to Exhibit 10.4 to the Company's Registration Statement on Form S-4 filed September 27, 2022).
10.16*	Form of Dealer Manager and Solicitation Agent Agreement.
10.17*	Form of Tender and Support Agreement, by and between the Company and Supporting Stockholders.
21.1	List of Subsidiaries (incorporated by reference to Exhibit 21.1 to the Company's Current Report on Form 8-K filed January 9, 2023).
23.1*	Consent of Marcum LLP.
23.2*	Consent of KPMG LLP.
23.3*	Consent of Citrin Cooperman & Company, LLP.
23.4*	Consent of KPMG LLP (UK).
23.5*	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on signature page of the initial filing of this Registration Statement).
99.1*	Form of Letter of Transmittal and Consent.
99.2*	Form of Notice of Guaranteed Delivery.
99.3*	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
99.4*	Form of Letter to Clients of Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
101.INS	Inline XBRL Instance Document-the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).
107*	Filing Fee Table.

* Filed herewith.
† The annexes, schedules, and certain exhibits to this Exhibit have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Registrant hereby agrees to furnish supplementally a copy of any omitted annex, schedule or exhibit to the SEC upon request.
Indicates a management contract or compensatory plan.

Item 22. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period during which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any Prospectus/Offer to Exchange required by section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the Prospectus/Offer to Exchange any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of Prospectus/Offer to Exchange filed with the SEC pursuant to Rule 424(b) under the Securities Act if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or

prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(c) The undersigned registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11, or 13 of this Form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

(d) The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, hereunto duly authorized, on this 5th day of May, 2023.

AlTi Global, Inc.

By: /s/ Michael Tiedemann
Name: Michael Tiedemann
Title: Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael Tiedemann and Christine Zhao and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ Michael Tiedemann Michael Tiedemann	Chief Executive Officer and Director (Principal Executive Officer)	May 5, 2023
/s/ Christine Zhao Christine Zhao	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 5, 2023
/s/ Ali Bouzarif Ali Bouzarif	Director	May 5, 2023
/s/ Nancy Curtin Nancy Curtin	Director	May 5, 2023
/s/ Kevin T. Kabat Kevin T. Kabat	Director	May 5, 2023
/s/ Timothy Keaney Timothy Keaney	Director	May 5, 2023
/s/ Judy Lee Judy Lee	Director	May 5, 2023
/s/ Spiros Maliagros Spiros Maliagros	Director	May 5, 2023

Name	Title	Date
/s/ Hazel McNeilage Hazel McNeilage	Director	May 5, 2023
/s/ Craig Smith Craig Smith	Director	May 5, 2023
/s/ Tracey Brophy Warson Tracey Brophy Warson	Director	May 5, 2023
/s/ Peter Yu Peter Yu	Director	May 5, 2023

Exhibit 5.1

Goodwin Procter LLP
The New York Times Building
620 Eighth Avenue
New York, NY 10018

goodwinlaw.com
+1 212 813 8800

May 5, 2023

Oppenheimer & Co. Inc.
85 Broad Street, 23rd Floor
New York, NY 10004

Re: Securities Being Registered under Registration Statement on Form S-4

We have acted as counsel to AlTi Global, Inc., a Delaware corporation (the "Company") in connection with the filing of a Registration Statement on Form S-4 (the "Registration Statement") and a related prospectus included in the Registration Statement (the "Prospectus") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to the proposed offer (the "Exchange Offer") by the Company to holders of certain of the Company's outstanding warrants (the "Warrants") to purchase shares of Class A common stock, par value $0.0001 per share (the "Class A Common Stock"), of the Company identified in the Registration Statement to exchange each Warrant for 0.25 shares of Class A Common Stock as described in the Registration Statement and (ii) the solicitation of consents from the holders of the Warrants to amend the Amended and Restated Warrant Agreement, dated as of January 3, 2023, by and between the Company (f/k/a Cartesian Growth Corporation) and Continental Stock Transfer & Trust Company (the "Amended Warrant Agreement"), to permit the Company to require that each Warrant that is outstanding upon the closing of the Exchange Offer be converted into 0.225 shares of Common Stock (the "Warrant Amendment"). The shares of Class A Common Stock issuable upon exchange of the Warrants pursuant to the Exchange Offer and the Warrant Amendment are referred to herein as the "Shares."

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

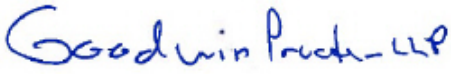
The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, and subject to the additional qualifications set forth below, we are of the opinion that the Shares, when issued in accordance with the Registration Statement and the Prospectus, the Exchange Offer and the Amended Warrant Agreement, as amended by the Warrant Amendment, will be validly issued, fully paid and nonassessable.

Our opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. Our opinion is based on these laws as in effect on the date hereof, and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to the references to our firm under the caption "Legal Matters" in the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,



GOODWIN PROCTER LLP

Exhibit 8.1

Goodwin Procter LLP
The New York Times Building
620 Eighth Avenue
New York, NY 10018

goodwinlaw.com
+1 212 813 8800

May 5, 2023

AlTi Global, Inc.
520 Madison Avenue, 21st Floor
New York, New York 10022

Ladies and Gentlemen:

We are United States tax counsel to AlTi Global, Inc., a Delaware corporation (the "Company"), in connection with the filing by the Company of a Registration Statement on Form S-4 with the Securities and Exchange Commission (together with the Prospectus filed therewith, the "Registration Statement") and a related prospectus included in the Registration Statement (the "Prospectus") under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement and Prospectus relate to (i) the proposed offer (the "Exchange Offer") to the holders of certain of the Company's outstanding warrants identified in the Registration Statement (the "Warrants") to exchange each Warrant for 0.25 shares of Class A Common Stock, par value $0.0001 per share, of the Company ("Class A Common Stock") as described in the Registration Statement and (ii) the solicitation of consents (the "Consent Solicitation") from the holders of the Warrants to amend the Amended and Restated Warrant Agreement, dated as of January 3, 2023, by and between the Company (f/k/a Cartesian Growth Corporation before the Business Combination, as defined in the Registration Statement) and Continental Stock Transfer & Trust Company, to permit the Company to require that each Warrant that is outstanding upon the closing of the Exchange Offer be converted into 0.225 shares of Common Stock (the "Warrant Amendment"). Capitalized terms not otherwise defined herein have the meaning set forth in the Registration Statement.

You have requested our opinion concerning the discussions set forth in the section entitled "*Market Information, Dividends and Related Stockholder Matters—Material U.S. Federal Income Tax Consequences*" in the Registration Statement as they relate to the Exchange Offer and adoption of the Warrant Amendment (the "Tax Disclosure"). In providing this opinion, we have assumed (without any independent investigation or review thereof) that:

a. All original documents submitted to us (including signatures thereto) are authentic, all documents submitted to us as copies conform to the original documents, all such documents have been duly and validly executed and delivered where due execution and delivery are a prerequisite to the effectiveness thereof, and all parties to such documents had or will have, as applicable, the requisite corporate powers and authority to enter into such documents and to undertake and consummate the Exchange Offer and the Consent Solicitation;

b. All factual representations, warranties and statements made or agreed to by the Company and by its management, employees, officers, directors, and stockholders in connection with the Exchange Offer, including, but not limited to, those set forth in the Registration Statement, are true, correct and complete as of the date hereof without regard to any qualification as to knowledge, belief, or otherwise and will remain true, correct, and complete at all relevant times; and

c. The description of the Exchange Offer and the Consent Solicitation in the Registration Statement is accurate, complete, and correct, the Exchange Offer and the Consent Solicitation will be consummated in accordance with such description without any waiver or breach of any material provision thereof, and the Exchange Offer will be effective under applicable corporate law as described in the Registration Statement.

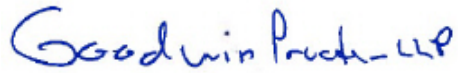
This opinion is based on current provisions of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), the U.S. Treasury Regulations promulgated thereunder, and the interpretation of the Code and such regulations by the courts and the U.S. Internal Revenue Service, in each case, as they are in effect and exist at the date of this opinion. It should be noted that statutes, regulations, judicial decisions and administrative interpretations are subject to change at any time and, in some circumstances, with retroactive effect. Any change that is made after the date hereof in any of the foregoing bases for our opinion, or any inaccuracy in the facts, representations and assumptions on which we have relied in issuing our opinion, could adversely affect our conclusion. We assume no responsibility to inform you of any such change or inaccuracy that may occur or come to our attention. No opinion is expressed as to any transactions other than the Exchange Offer and the Consent Solicitation, or any matter other than those specifically covered by this opinion. In particular, this opinion is limited to the matters discussed in the Tax Disclosure, and does not address the U.S. federal income tax treatment of any shareholder subject to special rules under the Code or the Treasury Regulations, as further described in the Tax Disclosure. We express no opinion as to any laws other than the federal income tax laws of the United States.

The U.S. federal income tax consequences of the transactions described in the Registration Statement are complex and are subject to varying interpretations. Our opinion is not binding on the U.S. Internal Revenue Service or any court, and there is no assurance or guarantee that either will agree with our conclusions. Indeed, the U.S. Internal Revenue Service may challenge one or more of the conclusions contained herein and the U.S. Internal Revenue Service may take a position that is inconsistent with the views expressed herein. There is no assurance or guarantee that a court would, if presented with the issues addressed herein, reach the same or similar conclusions as we have reached.

Based upon and subject to the foregoing, we confirm that the statements set forth in the Registration Statement under the heading "*Market Information, Dividends and Related Stockholder Matters—Material U.S. Federal Income Tax Consequences*", insofar as they address material U.S. federal income tax considerations with respect to the Exchange Offer and the adoption of the Warrant Amendment, and except to the extent stated otherwise therein, are our opinion, subject to the assumptions, qualifications and limitations stated herein and therein.

This opinion is furnished to you solely for use in connection with the Registration Statement. This opinion is based on facts and circumstances existing on the date hereof. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,



Goodwin Procter LLP

Exhibit 10.16

Execution Version

ALTI GLOBAL, INC.
Dealer Manager and Solicitation Agent Agreement

May 5, 2023

Oppenheimer & Co. Inc,

as Dealer Manager

85 Broad Street, 23rd Floor
New York, NY 10004

Ladies and Gentlemen:

AlTi Global, Inc., a Delaware corporation (the "Company" or "we"), plans to make an offer (such offer as described in the Prospectus (as defined below), together with the related Consent Solicitation (as defined below), the "Exchange Offer"), for any and all of its outstanding Public Warrants and Private Warrants (collectively, the "Warrants") in exchange for consideration consisting of 0.25 shares of Class A Common Stock (the "Shares") for each Warrant tendered, on the terms and subject to the conditions set forth in the Offering Documents. Certain terms used herein are defined in Section 19 of this Dealer Manager and Solicitation Agent Agreement (this "Agreement").

Concurrently with making the offer to exchange described in the preceding paragraph, the Company plans to solicit consents (the "Consents") from the holders of Warrants (as described in the Offering Documents, the "Consent Solicitation") to make certain amendments to the terms of the Warrants. Subject to the terms and conditions set forth in the Offering Documents, if Consents are received from the holders of at least 65% of the number of the outstanding Public Warrants and from at least 65% of the number of the outstanding Private Warrants (which is the minimum number required to amend that certain Amended and Restated Warrant Agreement, dated as of January 3, 2023, by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent, (the "Warrant Agreement")), the proposed amendment to the Warrant Agreement set forth in the Offering Documents shall be adopted. To the extent we receive the Consents of less than 65% for either the Public Warrants or Private Warrants, we will still purchase any Warrants tendered in the Exchange Offer and, if sufficient Consents were received with respect to one class of Warrants but not the other, the amendment to the Warrant Agreement shall be adopted with respect to such class.

Any reference herein to the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus or the Prospectus shall be deemed to refer to and include the documents incorporated by reference therein pursuant to Item 13 of Form S-4 which were filed under the Exchange Act on or before the filing of the Pre-Effective Registration Statement, the Effective Date or the issue date of the Preliminary Prospectus or the Prospectus, as the case may be; and any reference herein to the terms "amend," "amendment" or "supplement" with respect to the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus or the Prospectus shall be deemed to refer to and include the filing of any document under the Exchange Act after the initial filing of the Pre-Effective Registration Statement, the Effective Date or the issue date of the Preliminary Prospectus or the Prospectus, as the case may be, deemed to be incorporated therein by reference.

1. Appointment as Dealer Manager and Solicitation Agent.

(a) Oppenheimer & Co. Inc. will act as the exclusive dealer manager and solicitation agent for the Exchange Offer and the Consent Solicitation (the "Dealer Manager" or "you") in accordance with your customary practices, including without limitation to use commercially reasonable efforts to solicit tenders pursuant to the Exchange Offer, the solicitation of Consents pursuant to the Consent Solicitation and assisting in the distribution of the Offering Documents and to perform such services as are customarily performed by investment banking firms acting as dealer managers and solicitation agents of an exchange offer of like nature.

(b) You agree that all actions taken by you as Dealer Manager have complied and will comply in all material respects with all applicable laws, regulations and rules of the United States, including, without limitation, the applicable rules and regulations of the registered national securities exchanges of which you are a member and of FINRA.

(c) The Dealer Manager, in its sole discretion, may continue to own or dispose of, in any manner it may elect, any Warrants it may beneficially own at the date hereof or hereafter acquire, in any such case, subject to applicable law. The Dealer Manager has no obligation to the Company, pursuant to this Agreement or otherwise, to tender or refrain from tendering Warrants beneficially owned by it in any Exchange Offer (or to deliver Consents in any related Consent Solicitation). The Dealer Manager acknowledges and agrees that if any Exchange Offer is not consummated for any reason, the Company shall have no obligation, pursuant to this Agreement or otherwise, to acquire any Warrants from the Dealer Manager or otherwise to hold the Dealer Manager harmless with respect to any losses it may incur in connection with the resale to any third parties of any Warrants.

(d) The Company agrees that it will not file, use or publish any material in connection with the Exchange Offer, use the name Oppenheimer or Oppenheimer & Co. Inc. or refer to you or your relationship with the Company, without your prior written consent to the form of such use or reference. There shall be no fee for any such permitted use or reference other than as set forth herein.

2. Compensation. The Company shall pay to you, promptly after the Expiration Date, in respect of your services as Dealer Manager, the fee set forth in the attached Schedule A (the "Fee"). All payments due under the Agreement are to be made in U.S. dollars, free and clear of, and without deduction for, any set-off, claim or applicable taxes except as otherwise required by applicable law; provided that the Company will pay such additional amount as will result in the Dealer Manager receiving and retaining (after any deduction or withholding) an amount equal to the payment that would have been due if no such deduction or withholding had been required or made. For this purpose, "taxes" means all forms of taxation, duties (including stamp duty), levies, imposts, charges and withholdings (including any related or incidental penalty, fine, interest or surcharge), in each case, in the nature of a tax and imposed by a taxing authority, and whether required by the law or regulations of the United States or elsewhere.

The Company shall also promptly reimburse you in accordance with the Engagement Letter dated as of March 24, 2023, between you and the Company (the "Engagement Letter").

3. Representations and Warranties. The Company represents and warrants to, and agrees with, you as set forth below in this Section 3:

(a) *Form S-4*. The Company has prepared and, on or about the date hereof, has filed with the Commission the Pre-Effective Registration Statement on Form S-4, including a related Preliminary Prospectus, for registration under the Securities Act of the Shares in connection with the Exchange Offer. If the Exchange Offer is to be consummated, the Pre-Effective Registration Statement, as amended, will have been declared effective by the Commission prior to the Expiration Date and any request on the part of the Commission or any other federal, state or local or other governmental or regulatory agency, authority or instrumentality or court or arbitrator for the amending or supplementing of the Offering Documents or for additional information will have been complied with prior to the Expiration Date. The Company meets the conditions for the use of Form S-4 with respect to the Pre-Effective Registration Statement and the Registration Statement in connection with the Exchange Offer as contemplated by this Agreement.

(b) *Pre-Effective Registration Statement, Registration Statement, Preliminary Prospectus and Prospectus.* (i) The Pre-Effective Registration Statement and any amendment thereto, as of the Commencement Date, the Registration Statement, as of the Effective Date, the Expiration Date and the Exchange Date, and any Preliminary Prospectus used to solicit tenders and consents and any amendments and supplements thereto, as of its date, the Commencement Date and the Exchange Date, comply, and will comply, in all material respects with the Securities Act and the Exchange Act and the rules and regulations of the Commission thereunder (including Rule 13e-4 and Rule 14e under the Exchange Act), (ii) the Prospectus (together with any supplement and amendment thereto), as of the date it is first filed in accordance with Rule 424(b) under the Securities Act (if it is so filed) and the Exchange Date, will comply, in all material respects with the Securities Act and the Exchange Act and the rules and regulations of the Commission thereunder (including Rule 13e-4 and Rule 14e under the Exchange Act), (iii) the Pre-Effective Registration Statement together with any amendment thereto as of the Commencement Date did not contain, and the Registration Statement, as of the Effective Date, the Expiration Date and the Exchange Date will not contain, any untrue statement of a material fact and did not omit, or will not omit, as applicable, to state a material fact required to be stated therein or necessary to make the statements therein not misleading, (iv) any Preliminary Prospectus used to solicit tenders and consents as of its date did not contain any untrue statement of a material fact and did not omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading and (v) the Prospectus (together with any supplement or amendment thereto), as of the date it is first filed in accordance with Rule 424(b) (if required), the Expiration Date and the Exchange Date, will not contain any untrue statement of a material fact and will not omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading; *provided, however*, that the Company makes no representations or warranties as to the information contained in or omitted from the Pre-Effective Registration Statement, the Registration Statement, any Preliminary Prospectus or the Prospectus (or any supplement or amendment thereto) in reliance upon and in conformity with information furnished to the Company in writing by or on behalf of the Dealer Manager expressly for inclusion therein (the "Dealer Manager Information"), it being understood that the Dealer Manager Information shall include only the name and the contact information of the Dealer Manager.

(c) *Documents Incorporated by Reference*. The documents incorporated by reference in the Schedule TO, the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus, when they became effective or were filed with the Commission, as the case may be, conformed in all material respects to the requirements of the Securities Act or the Exchange Act, as applicable, and the rules and regulations of the Commission thereunder, and none of such documents contained an untrue statement of a material fact or omitted to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading; and any further documents so filed and incorporated by reference in the Prospectus, when such documents become effective or are filed with the Commission, as the case may be, will conform to the requirements of the Securities Act or the Exchange Act, as applicable, and the rules and regulations of the Commission thereunder and will not contain an untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading; *provided*, *however*, that this representation and warranty shall not apply to any statements or omissions made in reliance upon and in conformity with the Dealer Manager Information.

(d) *Schedule TO.* (i) On the Commencement Date, the Company will duly file with the Commission the Schedule TO pursuant to Rule 13e-4 promulgated by the Commission under the Exchange Act, a copy of which Schedule TO (including the documents required by Item 12 thereof to be filed as exhibits thereto) in the form in which it is to be so filed has been or will be furnished to the Dealer Manager; (ii) any amendments to the Schedule TO and the final form of all such documents filed with the Commission or published, sent or given to holders of Warrants will be furnished to you prior to any such amendment, filing, publication or distribution; (iii) the Schedule TO as so filed and as amended or supplemented from time to time will comply in all material respects with the provisions of the Exchange Act and the rules and regulations thereunder; and (iv) the Schedule TO as filed or as amended or supplemented from time to time will not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made therein, in light of the circumstances under which they are made, not misleading, except that the Company makes no representation or warranty with respect to any statement contained in, or any matter omitted from, the Schedule TO made in reliance on and in conformity with the Dealer Manager Information.

(e) *Rule 165 Material*. The Rule 165 Material when filed with the Commission complied or will comply in all material respects with the applicable requirements of the Securities Act; and no Rule 165 Material, at the time of first use, when taken together with each Preliminary Prospectus and the Prospectus, as then amended or supplemented, contained or will contain any untrue statement of a material fact or omitted or will omit to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading; *provided*, *however*, that this representation and warranty shall not apply to any statements or omissions in the Rule 165 Material made in reliance upon and in conformity with the Dealer Manager Information.

(f) *No Stop Orders*. No stop order suspending the effectiveness of the Registration Statement is in effect, and no proceedings for such purpose or pursuant to Section 8A under the Securities Act are pending before or, to the knowledge of the Company, threatened by the Commission.

(g) *Emerging Growth Company*. From the time of initial filing of the Pre-Effective Registration Statement with the Commission through the date hereof, the Company has been and is an "emerging growth company," as defined in Section 2(a) of the Securities Act (an "Emerging Growth Company").

(h) *Testing-the-Waters Materials*. The Company has not engaged in any Testing-the-Waters Communication with any person and has not authorized anyone other than the Dealer Manager to engage in Testing-the-Waters Communications. The Company reconfirms that the Dealer Manager has been authorized to act on its behalf in undertaking Testing-the-Waters Communications. The Company has not distributed or approved for distribution any Testing-the-Waters Communication that is a written communication within the meaning of Rule 405 under the Securities Act. "Testing-the-Waters Communication" means any communication with potential investors undertaken in reliance on Section 5(d) or Rule 163B of the Securities Act.

(i) *Financial Statements*. The financial statements included in each of the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus, together with the related schedules and notes thereto, comply as to form in all material respects with the applicable accounting requirements of the Securities Act and the Exchange Act, as applicable, and present fairly in all material respects the consolidated financial position of the Company and its subsidiaries as of the dates shown and its results of operations and cash flows for the periods shown, and (i) other than the Alvarium Financial Statements, such financial statements have been prepared in conformity with generally accepted accounting principles in the United States ("U.S. GAAP") applied on a consistent basis throughout the periods covered thereby and (ii) in the case of the Alvarium Financial Statements, such financial statements have been prepared in conformity with generally accepted accounting principles in the United Kingdom ("U.K. GAAP") applied on a consistent basis throughout the periods covered thereby, except, in each case, for any normal year-end adjustments in the quarterly financial statements of the relevant entity. The other financial information included or incorporated by reference in each of the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus has been derived from the accounting records of the Company and its consolidated subsidiaries and presents fairly in all material respects the information shown thereby. The pro forma financial statements and the related notes thereto include in each of the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus present fairly the information shown therein, have been prepared in accordance with the Commission's rules and guidelines with respect to pro forma financial statements and have been properly compiled on the bases described therein, and the assumptions used in the preparation thereof are reasonable and the adjustments used therein are appropriate to give effect to the transactions and circumstances referred to therein.

(j) *Statistical and Market Data.* The statistical, industry-related and market-related data included or incorporated by reference in each of the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus are based on or derived from sources which the Company reasonably and in good faith believes are reliable and accurate and such data is consistent with the sources from which they are derived, in each case, in all material respects.

(k) *No Material Adverse Change*. There has not occurred any Material Adverse Change, or any development involving a prospective Material Adverse Change, in the condition, financial or otherwise, or in the earnings, business or operations of the Company and its subsidiaries, taken as a whole, since the date of the latest audited financial statements included within the Commission Reports, except as disclosed in the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus or the Prospectus.

(l) *Organization and Good Standing*. The Company (i) has been duly incorporated, is validly existing as a corporation in good standing under the laws of the jurisdiction of its incorporation, has the corporate power and authority to own or lease its property and to conduct its business as described in each of the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus and (ii) is duly qualified to transact business and is in good standing in each jurisdiction in which the conduct of its business or its ownership or leasing of property requires such qualification, except to the extent that the failure to be so qualified or be in good standing would not reasonably be expected to have a Material Adverse Effect.

(m) *Significant Subsidiaries*. Each "significant subsidiary" (as such term is defined in Rule 1-02 of Regulation S-X) of the Company (the "Significant Subsidiaries") (i) has been duly incorporated, organized or formed, is validly existing as a corporation or other business entity in good standing under the laws of the jurisdiction of its incorporation, organization or formation (to the extent the concept of good standing or any functional equivalent is applicable in such jurisdiction), has the corporate or other business entity power and authority to own or lease its property and to conduct its business as described in each of the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus and (ii) is duly qualified to transact business and is in good standing in each jurisdiction in which the conduct of its business or its ownership or leasing of property requires such qualification, except to the extent that the failure to be so qualified or be in good standing would not reasonably be expected to have a Material Adverse Effect. All of the issued shares of capital stock or other equity interests of each Significant Subsidiary of the Company have been duly and validly authorized and issued, are fully paid and non-assessable and are owned directly or indirectly by the Company, free and clear of all liens, encumbrances, equities or claims, except for such liens, encumbrances, equities or claims that would not be material to the Company and its subsidiaries, taken as a whole.

(n) *Capitalization*. The Company has an authorized capitalization as set forth in the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus. All the outstanding shares of the Company have been duly and validly authorized and issued and are fully paid and non-assessable and are not subject to any pre-emptive or similar rights; except as described in or expressly contemplated by the Preliminary Prospectus and the Prospectus, there are no outstanding rights (including, without limitation, pre-emptive rights), warrants or options to acquire, or instruments convertible into or exchangeable for, any shares or other equity interest in the Company or any of its subsidiaries, or any contract, commitment, agreement, understanding or arrangement of any kind relating to the issuance of any shares of the Company or any such subsidiary, any such convertible or exchangeable securities or any such

rights, warrants or options; the share capital of the Company conforms in all material respects to the description thereof contained in the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus; and all the outstanding shares or other equity interests of each subsidiary owned, directly or indirectly, by the Company have been duly and validly authorized and issued, are fully paid and non-assessable are owned directly or indirectly by the Company, free and clear of any lien, charge, encumbrance, security interest, restriction on voting or transfer or any other claim of any third party other than as described in the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus. The Shares to be issued in exchange for the Warrants as contemplated by the Offering Documents have been duly and validly authorized for issuance and sale by the Company, and, when issued and delivered as contemplated therein, will be duly and validly issued, fully paid and non-assessable and will conform to the description of the Class A Common Stock contained in the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus; and the issuance of the Shares as contemplated by the Offering Documents will not give rise to any preemptive or similar rights, other than those which have been waived or satisfied.

(o) *Required Filings*. The Company has filed with the Commission pursuant to Rule 13e-4(c)(1) under the Exchange Act (or Rule 425 under the Securities Act) or otherwise all written communications made by the Company or any affiliate of the Company in connection with or relating to the Exchange Offer or the Consent Solicitation that are required to be filed with the Commission, in each case, on the date of their first use.

(p) *Compliance*. The Company has complied in all material respects with the Securities Act and the Exchange Act and the rules and regulations of the Commission thereunder in connection with the Exchange Offer, the Consent Solicitation, the Offering Documents and the transactions contemplated hereby and thereby. The Company is subject to and in full compliance with the reporting requirements of Section 13 or Section 15(d) of the Exchange Act. The Company has not received from the Commission any written comments, questions or requests for modification of disclosure in respect of any Commission Reports, except for comments, questions or requests (i) that have been satisfied by the provision of supplemental information to the staff of the Commission or (ii) in respect of which the Company has agreed with the staff of the Commission to make a prospective change in future Commission Reports, of which agreement the Dealer Manager and its counsel have been made aware.

(q) *Stock Options*. Except as described in the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus, the Company has not sold, issued or distributed any shares of Class A Common Stock during the six-month period preceding the date hereof, including any sales pursuant to Rule 144A under, or Regulation D or S of, the Securities Act, other than shares issued pursuant to employee benefit plans, qualified stock option plans or other employee compensation plans or pursuant to outstanding restricted stock units, options, rights or warrants.

(r) *Due Authorization*. The Company has full right, power and authority to execute and deliver this Agreement and to perform its obligations hereunder; and all action required to be taken for the due and proper authorization, execution and delivery by it of this Agreement and the consummation by it of the transactions contemplated hereby has been duly and validly taken.

(s) *Dealer Manager and Solicitation Agent Agreement*. This Agreement has been duly authorized, executed and delivered by the Company.

(t) *No Violation or Default*. Neither the Company nor any of its subsidiaries: (i) is in violation of its certificate of incorporation, bylaws, limited partnership agreement or operating agreement (or other applicable organization document), as applicable, (ii) is in default under or in violation of (and no event has occurred that has not been waived that, with notice or lapse of time or both, would reasonably be expected to result in a default by the Company or any of its subsidiaries under), nor has the Company or any of its subsidiaries received notice of a claim that it is in default under or that it is in violation of, any indenture, mortgage, deed of trust, loan or credit agreement, lease or any other agreement or instrument to which it is a party or by which it or any of its properties is bound (whether or not such default or violation has been waived), (iii) is in violation of any judgment, decree or order of any court, arbitrator or other Governmental Authority or (iv) is or has been in violation of any statute, rule, ordinance or regulation of any Governmental Authority, including without limitation all foreign, federal, state and local laws relating to taxes, environmental protection, occupational health and safety, product quality and safety and employment and labor matters, except in the case of each of clauses (ii), (iii) and (iv) as would not reasonably be expected to result in a Material Adverse Effect.

(u) *No Conflicts*. The execution, delivery and performance by the Company of this Agreement, the conduct and consummation of the Exchange Offer and the consummation by the Company of any other transactions contemplated by this Agreement or the Preliminary Prospectus and the Prospectus will not (i) conflict with or violate any provision of the Company's certificate of incorporation or bylaws, (ii) conflict with or violate any provision of any of the Company's subsidiaries' certificates or articles of incorporation, bylaws or other organizational or charter documents, (iii) conflict with, or constitute a default (or an event that with notice or lapse of time or both would become a default) under, result in the creation of any lien, charge, pledge, security interest, encumbrance, right of first refusal, preemptive right or other restriction upon any of the properties or assets of the Company or any of its subsidiaries or give to others any rights of termination, amendment, anti-dilution or similar adjustments, acceleration or cancellation (with or without notice, lapse of time or both) of, any agreement, credit facility, debt or other instrument (evidencing a Company or subsidiary debt or otherwise) or other understanding to which the Company or any of its subsidiaries is a party or by which any property or asset of the Company or any of its subsidiaries is bound or affected, or (iv) conflict with or result in a violation of any law, rule, regulation, order, judgment, injunction, decree or other restriction of any court or Governmental Authority to which the Company or any of its subsidiaries is subject (including federal and state securities laws and regulations), or by which any property or asset of the Company or any of its subsidiaries is bound or affected; except in the case of each of clauses (ii), (iii) and (iv), such as would not reasonably be expected to result in a Material Adverse Effect.

(v) *No Consents Required*. The execution and delivery by the Company of, and the performance by the Company of its obligations under this Agreement will not contravene any provision of applicable law or the certificate of incorporation or bylaws of the Company or any agreement or other instrument binding upon the Company or any of its subsidiaries that is material to the Company and its subsidiaries, taken as a whole, or any judgment, order or decree of any governmental body, agency or court having jurisdiction over the Company or any subsidiary, and no consent, approval, authorization or order of, or qualification with, any governmental body, agency or court is required for the performance by the Company of its obligations under this Agreement, except such as have been obtained or made, as may be required by the securities or Blue Sky laws of the various states or the rules and regulations of FINRA in connection with the offer and sale of the Shares.

(w) *No Legal Proceedings*. There are no legal or governmental proceedings pending or, to the knowledge of the Company, threatened to which the Company or any of its subsidiaries is a party or to which any of the properties of the Company or any of its subsidiaries is subject (i) other than proceedings accurately described in all material respects in each of the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus and proceedings that would not reasonably be expected to have a Material Adverse Effect, or on the power or ability of the Company to perform its obligations under this Agreement or to consummate the transactions contemplated by each of the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus or (ii) that are required to be described in the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus and are not so described; and there are no statutes, regulations, contracts or other documents that are required to be described in the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus or to be filed as exhibits to the Registration Statement that are not described in all material respects or filed as required.

(x) *Independent Accountants*.

(i) Marcum LLP, who have certified certain financial statements of Cartesian Growth Corporation, for the applicable periods, and delivered their report with respect to the audited financial statements and schedules included in the Registration Statement and included in each of the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus, is an independent registered public accounting firm with respect to the Company within the meaning of the Securities Act and the applicable rules and regulations thereunder adopted by the Commission and the Public Company Accounting Oversight Board (United States).

(ii) KPMG LLP, who have certified certain consolidated financial statements of Tiedeman Wealth Management Holdings, LLC and its subsidiaries, for the applicable periods, and delivered their report with respect to the audited financial statements and schedules included in the Registration Statement and included in each of the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus, is an independent registered public accounting firm with respect to the Company within the meaning of the Securities Act and the applicable rules and regulations thereunder adopted by the Commission and the Public Company Accounting Oversight Board (United States).

(iii) Citrin Cooperman & Company, LLP, who have certified certain combined and consolidated financial statements of TIG Trinity Management, LLC and its subsidiary and TIG Trinity GP, LLC and its subsidiaries, for the applicable periods, and delivered their report with respect to the audited financial statements and schedules included in the Registration Statement and included in each of the Pre- Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus, is an independent registered public accounting firm with respect to the Company within the meaning of the Securities Act and the applicable rules and regulations thereunder adopted by the Commission and the Public Company Accounting Oversight Board (United States).

(iv) KPMG LLP, who have certified certain consolidated financial statements of Alvarium and its subsidiaries, for the applicable periods, and delivered their report with respect to the audited financial statements and schedules included in the Registration Statement and included in each of the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus, is an independent registered public accounting firm with respect to the Company within the meaning of the Securities Act and the applicable rules and regulations thereunder adopted by the Commission and the Public Company Accounting Oversight Board (United States).

(y) *Title to Real and Personal Property*. The Company and each of its subsidiaries have good and marketable title in fee simple to all real property, if any, and good and marketable title to all personal property (other than with respect to intellectual property which is addressed exclusively in subsection (z)) owned by them which is material to the business of the Company and its subsidiaries, taken as a whole, except to the extent that the failure to have good and marketable title to any real or personal property would not reasonably be expected to have a Material Adverse Effect (other than with respect to intellectual property which is addressed exclusively in subsection (z)), in each case free and clear of all liens, encumbrances and defects except such liens, encumbrances and defects would not reasonably be expected to have a Material Adverse Effect; and any real property and buildings held under lease by the Company and its subsidiaries are held by them under valid, subsisting and enforceable leases (subject to the effects of (x) bankruptcy, insolvency, fraudulent conveyance, fraudulent transfer, reorganization, moratorium or other similar laws relating to or affecting the rights or remedies of creditors generally and (y) the application of general principles of equity (including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing, regardless of whether enforcement is considered in proceedings at law or in equity)) with such exceptions as are not material and do not interfere with the use made and proposed to be made of such property and buildings by the Company and its subsidiaries.

(z) *Intellectual Property*. Except as would not reasonably be expected to have a Material Adverse Effect, (i) the Company and its subsidiaries own or have a valid license to all patents, inventions, copyrights, know how (including trade secrets and other unpatented and/or unpatentable proprietary or confidential information, systems or procedures), trademarks, service marks and trade names and all other worldwide intellectual property and proprietary rights (including all registrations and applications for registration of, and all goodwill associated with, any of the foregoing) (collectively, "Intellectual Property Rights") used or held for use in any material respect, or reasonably necessary to the conduct of their respective businesses as now conducted by them; (ii) the Intellectual Property Rights owned by the Company and its subsidiaries and, to the Company's knowledge, the Intellectual Property Rights licensed to the Company and its subsidiaries, are valid, subsisting and enforceable, and there is no pending or, to the Company's knowledge, threatened action, suit, proceeding or claim by others challenging the validity, scope or enforceability of, or any rights of the Company or any of its subsidiaries in, any such Intellectual Property Rights (excluding office actions and other similar prosecution-related processes or proceedings by intellectual property registries and offices, including the USPTO); (iii) neither the

Company nor any of its subsidiaries has received any notice alleging any infringement, misappropriation or other violation of Intellectual Property Rights; (iv) to the Company's knowledge, no Person is infringing, misappropriating or otherwise violating, or has infringed, misappropriated or otherwise violated, any Intellectual Property Rights owned or controlled by the Company or any of its subsidiaries; (v) to the Company's knowledge, neither the Company nor any of its subsidiaries infringes, misappropriates or otherwise violates, or has infringed, misappropriated or otherwise violated, any Intellectual Property Rights of any Person, and the conduct of each of the respective businesses of the Company and its subsidiaries as described in Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus will not knowingly infringe, misappropriate, or otherwise violate any Intellectual Property Rights of any Person; (vi) all employees or contractors engaged in the development of any Intellectual Property Rights on behalf of the Company or any of its subsidiaries have executed an invention assignment agreement or are otherwise subject to contractual provisions whereby such employees or contractors presently assign all of their right, title and interest in and to such Intellectual Property Rights to the Company or its applicable subsidiary, and to the Company's knowledge no such agreement has been breached or violated; and (vii) the Company and its subsidiaries use, and have used, commercially reasonable efforts in accordance with customary industry practice to appropriately maintain the confidentiality of all Intellectual Property Rights owned by them, including maintenance and protection of all information intended to be maintained as a trade secret.

(aa) *Data Privacy.* (i) The Company and each of its subsidiaries have complied and are presently in compliance with all internal and external privacy policies, contractual obligations, industry standards, applicable laws, statutes, judgments, orders, rules and regulations of any court or arbitrator or other governmental or regulatory authority and any other legal obligations, in each case, relating to the collection, use, transfer, import, export, storage, protection, disposal and disclosure by the Company or any of its subsidiaries of personal, personally identifiable, household, sensitive, confidential or regulated data or information ("Data Security Obligations"); (ii) the Company and its subsidiaries have not received any notification of or complaint regarding non-compliance in any material respect with any Data Security Obligation by the Company or any of its subsidiaries; and (iii) to the knowledge of the Company, there is no action, suit or proceeding by or before any court or governmental agency, authority or body pending or to the knowledge of the Company or its subsidiaries threatened alleging non-compliance with any Data Security Obligation by the Company or any of its subsidiaries; except in the case of each of clauses (i), (ii) and (iii) as would not reasonably be expected to result in a Material Adverse Effect.

(bb) *No Undisclosed Relationships*. No relationship, direct or indirect, exists between or among the Company or any of its subsidiaries, on the one hand, and the directors, officers, shareholders or other affiliates of the Company or any of its subsidiaries, on the other, that is required by the Securities Act to be described in each of the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus and that is not so described in such documents.

(cc) *Investment Company Act*. None of the Company or any of its subsidiaries is, or after giving effect to the consummation of the Exchange Offer and the Consent Solicitation will be, required to register as an "investment company" or an entity "controlled" by an "investment company" within the meaning of the Investment Company Act of 1940, as amended, and the rules and regulations of the Commission thereunder (collectively, the "Investment Company Act").

(dd) *Taxes*. The Company and each of its subsidiaries (i) have filed all federal, state, local and foreign tax returns required to be filed through the date of this Agreement or have requested extensions to file such returns (except where the failure to file would not reasonably be expected to have a Material Adverse Effect) and (ii) have paid all taxes required to be paid thereon (except for cases in which the failure to file or pay would not reasonably be expected to have a Material Adverse Effect, or, except as currently being contested in good faith and for which reserves have been created in the financial statements of the Company), and no tax deficiency has been determined adversely to the Company or any of its subsidiaries which has (i) not been paid (except as currently being contested in good faith and for which reserves have been created in the financial statements of the Company) and (ii) has had (nor does the Company nor any of its subsidiaries have any knowledge of any tax deficiency which would reasonably be expected to be determined adversely to the Company or its subsidiaries and which would reasonably be expected to have) a Material Adverse Effect.

(ee) *Licenses and Permits*. The Company and each of its subsidiaries possess all certificates, authorizations, licenses and permits issued by the appropriate federal, state or foreign regulatory authorities necessary to conduct their respective businesses ("Permits"), except to the extent that the failure to possess such Permits would not reasonably be expected to have a Material Adverse Effect, and neither the Company nor any of its subsidiaries has received any written notice of proceedings relating to the revocation or modification of any such Permit which if the subject of an unfavorable decision, ruling or finding, would have a Material Adverse Effect.

(ff) *RIA Compliance Matters.*

(i) Except as would not reasonably be expected to be individually or in the aggregate have a Material Adverse Effect, each RIA Entity is and has been at all times required under applicable law since January 1, 2018, duly registered as an investment adviser under applicable law (if required to be so registered under applicable law) or exempt therefrom. Except for the RIA Entities, neither the Company nor any of its subsidiaries provides investment management or investment advisory services, including any sub-advisory services, that involve acting as an "investment adviser" within the meaning of the Investment Advisers Act ("Investment Advisory Services") in any jurisdiction where it is not registered to do so or is required to be registered to provide Investment Advisory Services under applicable law, except in either case as would not reasonably be expected to have a Material Adverse Effect.

(ii) Since January 1, 2018, each Form ADV Part 1A, Part 2A, and any part 2B, as applicable ("Form ADV") and each amendment to Form ADV of each RIA Entity has been timely filed and as of the date of filing with the Commission did not, as of such respective date, contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading, except as would not reasonably be expected to have a Material Adverse Effect.

(iii) Each RIA Entity has designated and approved a chief compliance officer in accordance with Rule 206(4)-7 under the Investment Advisers Act. Each RIA Entity has established in compliance with requirements of applicable law, and maintained in effect at all times required by applicable law since January 1, 2018, (i) written anti-money laundering policies and procedures that incorporate, among other things, a written customer identification program, (ii) a code of ethics and a written policy regarding insider trading and the protection of material non-public information, (iii) written cyber security and identity theft policies and procedures, (iv) written policies and procedures designed to protect nonpublic personal information about clients and other third parties, (v) written recordkeeping policies and procedures, and (vi) other policies required to be maintained by such RIA Entity under applicable law, including under the Investment Advisers Act and Regulation S-P except, in each case under clauses (i)-(vii), as would not reasonably be expected to have a Material Adverse Effect.

(iv) With respect to each RIA Entity registered as an investment adviser under the Investment Advisers Act, except as would not reasonably be expected to be, individually or in the aggregate have a Material Adverse Effect, (i) none of such RIA Entity, its control persons, its directors, officers, or employees (other than employees whose functions are solely clerical or ministerial), nor, to the knowledge of the Company, any of such RIA Entity's other "person associated with an investment adviser" (as defined in Section 202(a)(17) of the Investment Advisers Act, an "Investment Advisers Act Associated Person") is (A) subject to ineligibility pursuant to Section 203 of the Investment Advisers Act to serve as a registered investment adviser or as an "associated person" of a registered investment adviser, (B) subject to disqualification from being a registered investment adviser or Investment Advisers Act Associated Person pursuant to Rule 206(4)-1 under the Investment Advisers Act or (C) subject to a "Bad Actor" disqualification under Rule 506(d) of Regulation D under the Securities Act, unless in the case of clause (A), (B) or (C), such RIA Entity or "Investment Advisers Act Associated Person" has received effective exemptive relief from the Commission with respect to such ineligibility or disqualification, nor (ii) is there any Action pending or, to the knowledge of the Company, threatened in writing by any Governmental Authority that would reasonably be expected to result in the ineligibility or disqualification of such RIA Entity, or any of its "associated persons" to serve in such capacities or that would provide a basis for such ineligibility or disqualification. None of the Company, any of the its subsidiaries, any officer, director or employee thereof or, to the knowledge of the Company, any other "affiliated person" (as defined in Section 2(a)(3) of the Investment Company Act) thereof is subject to ineligibility pursuant to Section 9(a) or 9(b) of the Investment Company Act to serve In any capacity referred to in Section 9(a) thereof to a Public Fund, nor is there any Action pending or, to the knowledge of the Company, threatened in writing, by any Governmental Authority, which would provide a basis for such ineligibility which would reasonably be expected to be, individually or in the aggregate have a Material Adverse Effect. Each employee of the Company or any of its subsidiaries who is required to be registered or licensed as a registered representative, principal, investment adviser representative, salesperson or equivalent with any Governmental Authority is duly registered or licensed as such and such registration or license is in full force and effect, except as would not reasonably be expected to have a Material Adverse Effect.

(v) Each RIA Entity is, and since January 1, 2018 has been, in compliance with (i) the applicable provisions of the Investment Advisers Act and/or (ii) all other applicable laws of the jurisdictions in which such RIA Entity acts as an investment adviser, except in each case under the foregoing clauses (i) and (ii), as would not reasonably be expected to have a Material Adverse Effect.

(vi) No RIA Entity is currently subject to, or has received written notice of, an examination, inspection, investigation or inquiry by a Governmental Authority. Each RIA Entity that has in the past undergone an examination, inspection, investigation or inquiry from a Governmental Authority and that has received, at the conclusion thereof, communication from such Governmental Authority regarding the outcome of such examination, inspection, investigation or inquiry (e.g., a "deficiency letter" or other such communication), has (i) timely responded, to the extent required, to such communication and (ii) remedied or otherwise corrected any issue(s) or compliance matter(s) identified in such communication in the manner asserted in such responsive communication, and has experienced no repeated incidents of the nature identified by the Governmental Authority in its communication to the RIA Entity that would lead to possible "recidivist" status, except to the extent as would not, individually or in the aggregate, reasonably be expected to be material to the Company and its subsidiaries (including as a result of discovery by any Governmental Authority in a future examination, inspection, investigation or inquiry), taken as a whole.

(vii) Each RIA Entity has adopted and implemented a pay-to-play policy required by Rule 206(4)-5 under the Investment Advisers Act. Each RIA Entity has adopted and implemented policies of similar effect where required by Governmental Authorities, as applicable. To the knowledge of the Company, the activities of each RIA Entity's "covered associates" as defined under Rule 206(4)-5, or the equivalent in another jurisdiction, do not impair the ability of any RIA Entity to continue to retain and receive investment advisory revenues from any Person due to Rule 206(4)-5 under the Investment Advisers Act or a similar pay-to-play rule in another jurisdiction. No RIA Entity is prohibited from charging fees to any Person pursuant to "pay-to-play" rule or requirement applicable to such RIA Entity (including, with respect to each RIA Entity, Rule 206(4)-5 under the Investment Advisers Act), except as would not reasonably be expected to have a Material Adverse Effect.

(viii) Neither the Company nor any of its subsidiaries has, since January 1, 2018, entered into or been a party to any effective agreement with any person to (i) solicit or find investors for investment in any Fund or (ii) solicit or find investment advisory clients for the Company or any of its subsidiaries, except (A) in the case of (i), persons who either are and at all times relevant were registered with any and all Government Authorities and/or Self-Regulatory Organizations as required by applicable law to conduct such activities or are and at all times relevant were exempt from such registration under applicable law and (B) in the case of (ii), pursuant to a written agreement in conformance with the "cash solicitation rule" prior to November 4, 2022, and the "marketing rule" November 4, 2022 and after, under the Investment Advisers Act.

(gg) Broker-Dealer.

(i) Except as would not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect:

(A) Each Broker-Dealer Subsidiary has been duly registered as a Broker-Dealer with the Commission and each state and other jurisdictions in which it is required to be so registered. Each Broker-Dealer Subsidiary is, and has been a member in good standing of FINRA and each other Self-Regulatory Organization of which it is required to be a member. Each natural Person whose functions require him or her to be

licensed as a representative or principal of, and registered with, each Broker-Dealer Subsidiary is registered with FINRA and all applicable states and other jurisdictions, such registrations are not and have not been, suspended, revoked or rescinded and remain in full force and effect, and no such natural Person is registered with more than one Broker-Dealer in any jurisdiction where such multiple registrations would violate any applicable law.

(B) (a) Each current Form BD of Broker-Dealer Subsidiary is, and any Form BD of Broker-Dealer Subsidiary filed before the Exchange Date will be at the time of filing, in compliance with the applicable requirements of the Exchange Act, the rules thereunder and the rules of any Self-Regulatory Organization, as applicable; and (b) each Broker-Dealer Subsidiary serving a retail investor (as the term "retail investor" is defined In SEC Rule 17a-14 under the Exchange Act and in Form CRS adopted thereunder) has prepared and filed with the Commission a Form CRS complying with Rule 17a-14 and each such Form CRS is, and any amendment to Form CRS filed before the Exchange Date will be at the time of filing, in compliance with the applicable requirements of the Exchange Act. A Form CRS has been timely provided to each retail investor, and a current Form CRS has been posted as required on any website maintained by the Company or its subsidiaries.

(C) (a) Neither an Broker-Dealer Subsidiary, nor any of its affiliates, nor any of its "associated persons" (as defined in the Exchange Act) is (1) ineligible pursuant to Section 15(b) of the Exchange Act to serve as a Broker-Dealer or as an "associated person" of a Broker-Dealer, (2) subject to a "statutory disqualification" as defined in Section 3(a)(39) of the Exchange Act, (3) subject to any material Actions that would be required to be disclosed on Form BD or Forms U-4 or U-5 (and which Actions are not actually disclosed on such Person's current Form BD or current Forms U-4 or U-5) to the extent that such Person or its associated persons is required to file such forms, or (4) subject to a disqualification that would be a basis for censure, limitations on the activities, functions or operations of, or suspension or revocation of the registration of such Person as Broker-Dealer, municipal securities dealer, government securities broker or government securities dealer under Section 15, Section 15B or Section 15C of the Exchange Act, and (b) there is no Action pending or, to the knowledge of the Company, threatened in writing by any Governmental Authority that would reasonably be expected to result in any of the circumstances described in the foregoing clauses (a)(1), (a)(2), (a)(3) and (a)(4).

(D) No fact relating to a Broker-Dealer Subsidiary or any "control affiliate" of an Broker-Dealer Subsidiary, as defined in Form BD requires any response in the affirmative to any question in Item 11 of Form BD, except to the extent that such facts have been reflected on Form BD of an Broker-Dealer Subsidiary, as applicable.

(E) The Brokerage Services performed by each Broker-Dealer Subsidiary have been conducted in compliance with all requirements of the Exchange Act, the rules and regulations of the Commission, FINRA, and any applicable state securities regulatory authority or Self-Regulatory Organizations, as applicable. Each Broker-Dealer Subsidiary has established, in compliance with requirements of applicable law, and maintained in effect at all times required by applicable law written policies and procedures reasonably designed to achieve compliance with the Exchange Act, the Commission rules

thereunder, and the and the rules of each applicable Self-Regulatory Organization ("BD Compliance Policies"), including those required by (a) applicable FINRA rules, including FINRA Rule 3110, 3120 and 3130, (b) Anti-Money Laundering Laws, including a written customer identification program in compliance therewith, (c) privacy laws including policies and procedures with respect to the protection of nonpublic personal information about clients and other third parties and (iv) identity theft laws, and approved such principals, managers and other supervisors as are required under the aforementioned laws. All such BD Compliance Policies comply in all material respects with applicable laws.

(F) Each Broker-Dealer Subsidiary currently maintains, and has maintained, "net capital" (as such term is defined in Rule 15c3-1(c)(2) under the Exchange Act) equal to or in excess of the minimum "net capital" required to be maintained by the respective Broker-Dealer Subsidiary, and in an amount sufficient to ensure that it is not required to file a notice under Rule 17a-11 under the Exchange Act.

(G) No Governmental Authority has formally initiated any Action (other than ordinary course examinations) into a Broker-Dealer Subsidiary and no Broker-Dealer Subsidiary has received a written "wells notice," other written indication of the commencement of an enforcement action from the Commission, FINRA or any other Governmental Authority, or other written notice alleging any material noncompliance with any applicable law governing the operations of each Broker-Dealer Subsidiary. The Company has no knowledge of any unresolved material violation or material exception raised by any Governmental Authority with respect to a Broker-Dealer Subsidiary. No Broker-Dealer Subsidiary has settled any Action of the Commission, FINRA or any other Governmental Authority. No Broker-Dealer Subsidiary was subject to any Action in connection with any applicable law governing the operation of a Broker-Dealer Subsidiary. No Broker-Dealer Subsidiary is currently subject to, and has not received any written notice of, an examination, inspection, investigation or inquiry by a Governmental Authority, and no formal examination or inspection has been started or completed for which no examination report is available.

(ii) Except for the Broker-Dealer Subsidiaries, none of the Company, any of its subsidiaries or any affiliate of the Company has been: (A) registered as a Broker-Dealer with the Commission or any state and other jurisdiction in which it was required to be so registered or (b) a member firm of FINRA or any other Self-Regulatory Organization. No natural person controlling, controlled by, or under common control with the TIG Entities, or otherwise associated with such an entity has engaged in functions that require him or her to be licensed as a representative or principal of, and registered with, any Broker-Dealer is registered with the Commission or a member firm of FINRA or any state or other jurisdiction or, if so registered, any such registration has not been suspended, revoked or rescinded and remain in full force and effect.

(hh) *CPO/CTA Compliance*. Except as would not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect:

(i) Each CPO/CTA Subsidiary (A) is duly registered as a CPO/CTA, (B) is a member in good standing of the National Futures Association and (C) has, since January 1, 2018, operated in compliance in all material respects with the rules and regulations of the Commodity Exchange Act, the CFTC and the National Futures Association.

(ii) Each CPO/CTA Subsidiary that was previously registered as a CPO/CTA or exempt from registration under the Commodity Exchange Act and required to file a notice claiming such exemption, and a member in good standing of the National Futures Association has since deregistered as a CPO/CTA, and is no longer required to be so registered or to file any notice claiming an exemption from such registration as a CPO/CTA. Each Exempt CTA/CPO Entity so required had duly claimed, and has complied, to the extent required with, an exemption from registration as a CPO/CTA.

(iii) Except for the CPO/CTA Subsidiaries, neither the Company nor any of its subsidiaries is required to be registered as a CPO/CTA (the "Exempt CTA/CPO Entities"). Each Exempt CTA/CPO Entity has duly claimed, and, since January 1, 2018, has complied, to the extent required, with, an exemption from registration as a CPO/CTA. Each natural Person whose functions require him or her to be licensed as an associated person of, and registered with, a CPO/CTA Subsidiary is registered with the National Futures Association and such registrations are not, suspended, revoked or rescinded and remain in full force and effect; and no such natural Person is registered with more than one entity in any jurisdiction where such multiple registrations would violate any applicable law. Each natural Person who is required to be listed as a principal of a CPO/CTA Subsidiary has filed a current Form 8-R with the National Futures Association, which is accurate in all material respects.

(iv) The current Form 7-R of each CPO/CTA Subsidiary is, and any Form 7-R of the Company or any affiliate filed before the Exchange Date will be at the time of filing, in compliance in all material respects with the applicable requirements of the Commodity Exchange Act, the rules thereunder and the rules of any Self-Regulatory Organization, as applicable.

(v) (A) None of the CPO/CTA Subsidiaries, or any of their affiliates, nor any of their "associated persons" (as defined in CFTC Rule 1.3) or "principals" (as defined in CFTC Rule 3.1) is (1) ineligible to serve as an "associated person" or "principal" of a CPO/CTA (2) subject to a "statutory disqualification" under Section 8a(2) of the Commodity Exchange Act, (3) subject to any material disciplinary Actions that would be required to be disclosed on Form 7-R or Form 8-R (and which disciplinary Actions are not actually disclosed on such Person's current Form 7-R or current Form 8-R) to the extent that such Person or its associated persons or principals is required to file such forms, or (4) subject to a disqualification that would be a basis for censure, limitations on the activities, functions or operations of, or suspension or revocation of the registration of such Person as a CPO/CTA or associated person or principal of a CPO/CTA under Section 8a(4) of the Commodity Exchange Act, and (B) there is no Action pending or, to the knowledge of the Company, threatened by any Governmental Authority that would reasonably be expected to result in any of the circumstances described in the foregoing clauses (A)(1), (2), (3) and (4).

(vi) No fact relating to a CPO/CTA Subsidiary or any "principal" of a CPO/CTA Subsidiary, as defined in Form 8-R, requires any response in the affirmative to any question relating to "Criminal Disclosures" in the Form 7-R or in the principal's Form 8-R, except to the extent that such facts have been reflected on such forms.

(vii) To the knowledge of the Company, no Governmental Authority has formally initiated any Action into a CPO/CTA Subsidiary and no CPO/CTA Subsidiary has received any written indication of the commencement of an Action from the CFTC, the National Futures Association or any other Governmental Authority, or other notice alleging any material noncompliance with any applicable law governing its operations.

(viii) None of the Company, any of its subsidiaries, or any affiliate of the Company is or has been registered with the CFTC as a Futures Commission Merchant, or is registered with the National Futures Association or any other Governmental Authority as a Futures Commission Merchant, or has been required to be so registered.

(ii) *No Labor Disputes*. No material labor dispute, strike, slow down or other work stoppage with the employees of the Company or any of its subsidiaries exists, or, to the knowledge of the Company, is imminent; and the Company is not aware of any existing, threatened or imminent labor disturbance by the employees of any of its principal suppliers, manufacturers or contractors that would reasonably be expected to have a Material Adverse Effect.

(jj) *Certain Environmental Matters*. The Company and each of its subsidiaries (i) are in compliance with any and all applicable foreign, federal, state and local laws and regulations relating to the protection of human health and safety, the environment or hazardous or toxic substances or wastes, pollutants or contaminants ("Environmental Laws"), (ii) have received all permits, licenses or other approvals required of them under applicable Environmental Laws to conduct their respective businesses and (iii) are in compliance with all terms and conditions of any such permit, license or approval, except where such noncompliance with Environmental Laws, failure to receive required permits, licenses or other approvals or failure to comply with the terms and conditions of such permits, licenses or approvals would not reasonably be expected to have a Material Adverse Effect.

(kk) *Compliance with ERISA*. (i) Each employee benefit plan, within the meaning of Section 3(3) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), for which the Company or any member of its "Controlled Group" (defined as any entity, whether or not incorporated, that is under common control with the Company within the meaning of Section 4001(a)(14) of ERISA or any entity that would be regarded as a single employer with the Company under Section 414(b), (c), (m) or (o) of the Internal Revenue Code of 1986, as amended (the "Code")) would have any liability (each, a "Plan") has been maintained in compliance with its terms and the requirements of any applicable statutes, orders, rules and regulations, including but not limited to ERISA and the Code; (ii) no prohibited transaction, within the meaning of Section 406 of ERISA or Section 4975 of the Code, has occurred with respect to any Plan, excluding transactions effected pursuant to a statutory or administrative exemption; (iii) for each Plan that is subject to the funding rules of Section 412 of the Code or Section 302 of ERISA, no Plan has failed (whether or not waived), or is reasonably expected to fail, to satisfy the minimum funding standards (within the meaning of Section 302 of ERISA or Section 412 of the Code) applicable to such Plan; (iv) no Plan is, or is reasonably expected to be, in "at risk status" (within the meaning of Section 303(i) of ERISA) and no Plan that is a "multiemployer plan" within the meaning of Section 4001(a)(3) of ERISA is in "endangered status" or "critical status" (within the meaning of Sections 304 and 305 of ERISA); (v) the fair market value of the assets of each Plan exceeds the present value of all benefits accrued under such Plan (determined based on those assumptions used

to fund such Plan); (vi) no "reportable event" (within the meaning of Section 4043(c) of ERISA and the regulations promulgated thereunder) has occurred or is reasonably expected to occur; (vii) each Plan that is intended to be qualified under Section 401(a) of the Code is subject to a favorable determination letter or advisory opinion, as applicable, from the Internal Revenue Service, and nothing has occurred, whether by action or by failure to act, that, to the best knowledge of the Company, is reasonably likely to result in the revocation of any such determination or opinion, as applicable; and (viii) none of the following events has occurred or is reasonably likely to occur: (A) a material increase in the aggregate amount of contributions required to be made to all Plans by the Company or its Controlled Group affiliates in the current fiscal year of the Company and its Controlled Group affiliates compared to the amount of such contributions made in the Company's and its Controlled Group affiliates' most recently completed fiscal year; or (B) a material increase in the Company and its subsidiaries' "accumulated post-retirement benefit obligations" (within the meaning of Accounting Standards Codification Topic 715-60) compared to the amount of such obligations in the Company and its subsidiaries' most recently completed fiscal year, except in each case with respect to the events or conditions set forth in (i) through (viii) hereof, as would not reasonably be expected to have a Material Adverse Effect.

(ll) *Sarbanes-Oxley; Internal Controls*. Except as disclosed in the Preliminary Prospectus and Prospectus, (i) the Company and its subsidiaries are in compliance with any and all applicable requirements of the Sarbanes-Oxley Act of 2002 that are effective as of the date hereof, and any and all applicable rules and regulations promulgated by the Commission thereunder that are effective as of the date hereof, as of the Commencement Date and as of the Exchange Date; (ii) the Company and its subsidiaries maintain a system of internal accounting controls sufficient to provide reasonable assurance that: (A) transactions are executed in accordance with management's general or specific authorizations; (B) transactions are recorded as necessary to permit preparation of financial statements in conformity with U.S. GAAP and to maintain asset accountability; (C) access to assets is permitted only in accordance with management's general or specific authorization; and (D) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences; and (iii) the Company and its subsidiaries have established disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Company and its subsidiaries and designed such disclosure controls and procedures to ensure that information required to be disclosed by the Company in the Commission Reports is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. The Company's certifying officers have evaluated the effectiveness of the disclosure controls and procedures of the Company and its subsidiaries as of the end of the period covered by the most recently filed periodic report under the Exchange Act (such date, the "Evaluation Date"). The Company presented in its most recently filed periodic report under the Exchange Act the conclusions of the certifying officers about the effectiveness of the disclosure controls and procedures based on their evaluations as of the Evaluation Date. Since the Evaluation Date, there has been (x) no material weakness in the Company's internal control over financial reporting (whether or not remediated) and (y) no change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. The Company and its subsidiaries are in compliance with all applicable securities and other laws, rules and regulations, and have used commercially reasonable efforts to cause their respective directors and officers, in their capacities as such, to comply with such laws, rules and regulations.

(mm) *Insurance*. Except, in the case of each of (i) and (ii), as would not be expected to have a Material Adverse Effect, (i) the Company and each of its subsidiaries are insured by insurers of recognized financial responsibility against such losses and risks and in such amounts as are prudent and customary in the businesses in which they are engaged; (ii) neither the Company nor any of its subsidiaries has been refused any insurance coverage sought or applied for; and (iii) the Company has no reason to believe that it or its subsidiaries will not be able to renew its existing insurance coverage as and when such coverage expires or to obtain similar coverage from similar insurers as may be necessary to continue its business at a cost that would not reasonably be expected to have a Material Adverse Effect.

(nn) *Foreign Corrupt Practices Act and UK Bribery Act 2010*. None of the Company, any of its subsidiaries, directors, officers or, to the knowledge of the Company, any agent, employee, affiliate or other person acting on behalf of the Company or any of its subsidiaries is aware of or has taken any action, directly or indirectly, that would result in a violation by such persons of the Foreign Corrupt Practices Act of 1977, as amended, and the rules and regulations thereunder (the "FCPA"), the U.K. Bribery Act of 2010, as amended, and the rules thereunder (the "UK Act"), or similar applicable law of any other jurisdiction or the rules and regulations under the FCPA, UK Act or similar applicable law of any other jurisdiction including, without limitation, (i) using any corporate funds for any offer, payment, promise to pay, or authorization or approval of the payment, giving or receipt of money, property, gifts or anything else of value, directly or indirectly, to any government official (including any officer or employee of a government or government-owned or controlled entity or of a public international organization, or any person acting in an official capacity for or on behalf of any of the foregoing, or any political party or party official or candidate for political office) in order to influence official action, or to any person in violation of any applicable anti-corruption laws or (ii) making use of the mails or any means or instrumentality of interstate commerce corruptly in furtherance of an offer, payment, promise to pay or authorization of the payment of any money, or other property, gift, promise to give, or authorization of the giving of anything of value to any "foreign official" (as such term is defined in the FCPA) or any foreign political party or official thereof or any candidate for foreign political office, in contravention of the FCPA, the UK Act or similar applicable law of any other jurisdiction and the Company and, to the knowledge of the Company, its affiliates have conducted their businesses in compliance with the FCPA, the UK Act or similar applicable law of any other jurisdiction and have instituted and maintain policies and procedures designed to ensure, and which are reasonably expected to continue to ensure, continued compliance therewith and with the representations and warranties contained herein.

(oo) *Compliance with Anti-Money Laundering Laws*. The operations of the Company and each of its subsidiaries are and have been conducted at all times in material compliance with all applicable financial recordkeeping and reporting requirements, including those of the Bank Secrecy Act, as amended by Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (USA PATRIOT Act), and the applicable anti-money laundering statutes of jurisdictions where the Company and each of its subsidiaries conduct business, the rules and regulations thereunder and any related or similar rules, regulations or guidelines, issued, administered or enforced by any governmental agency (collectively, the "Anti-Money Laundering Laws"), and no action, suit or proceeding by or before any court or governmental agency, authority or body or any arbitrator involving the Company or any of its subsidiaries with respect to the Anti-Money Laundering Laws is pending or, to the knowledge of the Company, threatened.

(pp) *OFAC*. None of the Company, any of its subsidiaries, directors, officers or, to the knowledge of the Company, any agent, employee, affiliate or representative of the Company or any of its subsidiaries acting on behalf of the Company or any of its subsidiaries is an individual or entity ("Person") currently the subject or target of applicable sanctions administered or enforced by the United States Government, including, the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC") or the U.S. Department of State, the United Nations Security Council, the European Union, or His Majesty's Treasury (collectively, "Sanctions"), nor is the Company located, organized or resident in a country or territory that is the subject of country-wide or territory-wide Sanctions (as of the date of this Agreement, including but not limited to Cuba, Iran, North Korea, Syria, the Crimea region of Ukraine, the so-called People's Republics of Donetsk, Luhansk, Kherson and Zaporizhzhia or any other territory or region of Ukraine) (each a "Sanctioned Country"). None of the Company, any of its subsidiaries, or any director, officer, or to the Company's knowledge, any employee, agent, affiliate or representative of the Company or any of its subsidiaries, is a Person that is, or is 50% or more owned or controlled by one or more Persons that are the subject of applicable Sanctions, or located, organized or resident in a Sanctioned Country. For the past five years, the Company and its subsidiaries have not knowingly engaged in, are not now knowingly engaged in any and will not knowingly engage in any dealings or transactions with any person that at the time of the dealing or transaction is or was the subject or the target of comprehensive Sanctions or with a Sanctioned Country, except as would be permissible under relevant Sanctions.

(qq) *No Restrictions on Subsidiaries*. No subsidiary of the Company is currently prohibited, directly or indirectly, under any agreement or other instrument to which it is a party or is subject, from paying any dividends to the Company, from making any other distribution on such subsidiary's capital stock or similar ownership interest, from repaying to the Company any loans or advances to such subsidiary from the Company or from transferring any of such subsidiary's properties or assets to the Company or any other subsidiary of the Company.

(rr) *No Solicitation*. The Company has not paid or agreed to pay to any person any compensation for (i) soliciting another to purchase any of its securities or (ii) soliciting tenders or Consents by holders of Warrants pursuant to the Exchange Offer (except as contemplated in this Agreement).

(ss) *No Registration Rights*. Except as described in the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus, no person has the right to require the Company or any of its subsidiaries to register any securities for sale under the Securities Act by reason of the filing of the Pre-Effective Registration Statement or the Registration Statement with the Commission.

(tt) *No Stabilization*. The Company has not taken, directly or indirectly, any action designed to or that could reasonably be expected to cause or result in any stabilization or manipulation of the price of any security of the Company to facilitate the Exchange Offer.

(uu) *Forward-Looking Statements*. No forward-looking statement (within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act) included in any of the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus or the Prospectus has been made or reaffirmed without a reasonable basis or has been disclosed other than in good faith.

(vv) *Sarbanes-Oxley Act*. There is and has been no failure on the part of the Company or any of the Company's directors or officers, in their capacities as such, to comply with any provision of the Sarbanes-Oxley Act of 2002, as amended and the rules and regulations promulgated in connection therewith, including Section 402 related to loans and Sections 302 and 906 related to certifications.

(ww) *Registration Fees*. The Company has paid the registration fee for Registration Statement pursuant to Rule 456(a) under the Securities Act or will pay such fee within the time period required by such rule and in any event prior to the Exchange Date.

(xx) *Taxes, Fees and Charges*. There are no transfer, stamp, issue, registration, documentary taxes or other similar fees or charges required to be paid in connection with the execution and delivery by the Company of this Agreement or of the exchange by the Company of the Warrants.

(yy) *No Ratings.* There are (and prior to the Exchange Date, will be) no debt securities or preferred stock issued or guaranteed by the Company or any of its subsidiaries that are rated by a "nationally recognized statistical rating organization," as such term is defined under Section 3(a)(62) under the Exchange Act.

Any certificate signed by any officer of the Company and delivered to the Dealer Manager or counsel for the Dealer Manager in connection with the Exchange Offer shall be deemed a representation and warranty by the Company as to matters covered thereby to the Dealer Manager. The Company acknowledges that, for purposes of the opinion to be delivered pursuant to Section 6 hereof, counsel to the Company will rely upon the accuracy and truthfulness of the foregoing representations and hereby consents to such reliance.

4. Representations, Warranties and Agreements of the Dealer Manager. The Dealer Manager hereby represents, warrants and agrees that the Dealer Manager will not (1) cause to be disseminated to holders, dealers or the public any written material for or in connection with the Exchange Offer or Consent Solicitation other than one or more of the Offering Documents, or (2) make any public oral communications relating to the Exchange Offer or the Consent Solicitation that have not been previously approved by the Company except as contemplated in the penultimate sentence of Section 6 of this Agreement.

5. Agreements. The Company agrees with the Dealer Manager that:

(a) The Company will furnish to the Dealer Manager and to counsel for the Dealer Manager, without charge, during the period beginning on the Commencement Date and continuing to and including the Exchange Date, copies of the Offering Documents and any amendments and supplements thereto in such quantities as the Dealer Manager may reasonably request.

(b) Prior to the termination of the Exchange Offer and the Consent Solicitation, the Company will not file any amendment to the Pre-Effective Registration Statement or the Registration Statement or supplement to the Preliminary Prospectus or the Prospectus (other than an amendment or supplement as a result of filings by the Company under the Exchange Act of documents incorporated by reference therein) unless the Company has furnished the Dealer Manager a copy of such proposed amendment or supplement, as applicable, for its review prior to filing and will not file any such proposed amendment or supplement to which the Dealer Manager reasonably objects. Subject to the foregoing sentence, if the Registration Statement has become or becomes effective, or filing of the Preliminary Prospectus or the Prospectus is otherwise required under the Securities Act or the Exchange Act and the rules and regulations of the Commission thereunder, the Company will cause the Preliminary Prospectus or the Prospectus, properly completed, and any supplement thereto to be filed with the Commission pursuant to the applicable paragraph of Rule 424(b) or in an amendment to the Registration Statement, whichever is applicable, within the time period prescribed. The Company will promptly advise the Dealer Manager (i) when the Registration Statement, and any amendment thereto, shall have become effective, (ii) when the Preliminary Prospectus or the Prospectus, and any supplement thereto, shall have been filed (if required) with the Commission, (iii) when, prior to termination of the Exchange Offer and the Consent Solicitation, any amendment to the Registration Statement shall have been filed or become effective, (iv) of any request by the Commission or its staff for any amendment of the Pre-Effective Registration Statement or the Registration Statement or supplement to the Preliminary Prospectus or the Prospectus or for any additional information, (v) of the issuance by the Commission of any stop order or of any order preventing or suspending the use of the Preliminary Prospectus or the Prospectus, or the initiation or threatening of any proceeding for any such purpose, and (vi) of the receipt by the Company of any notification with respect to the suspension of the qualification of the Shares for sale in any jurisdiction within the United States or the initiation or threatening of any proceeding for such purpose. In the event of the issuance of any such stop order or of any such order preventing or suspending the use of the Preliminary Prospectus or the Prospectus, the Company will use its reasonable best efforts to obtain its withdrawal. The Company agrees to use its reasonable best efforts to cause the Registration Statement to become effective as soon as practicable and as much in advance of the Expiration Date as practicable.

(c) The Company will comply with the Securities Act and the Exchange Act and the rules and regulations of the Commission thereunder so as to permit the completion of the distribution of the Shares issued in the Exchange Offer and Consent Solicitation, as contemplated by this Agreement, the Registration Statement and the Prospectus. If, at any time when a prospectus relating to the Exchange Offer or Consent Solicitation is required to be delivered under the Securities Act or the Exchange Act and the rules and regulations of the Commission thereunder, any event occurs as a result of which the Offering Documents, as then amended or supplemented, would include any untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, or if it should be necessary to amend or supplement the Offering Documents to comply with applicable law, the Company will promptly: (i) notify the Dealer Manager of any such event or non-compliance at which time the Dealer Manager shall be entitled to cease soliciting tenders until such time as the Company has complied with clause (iii) of this sentence; (ii) subject to the requirements of the first sentence of the above paragraph (b), prepare an amendment or supplement that will correct such statement or omission or effect such compliance; and (iii) supply any such amendment or supplement to the Dealer Manager and counsel for the Dealer Manager without charge in such quantities as the Dealer Manager may reasonably request. The Company will also promptly inform the Dealer Manager of any litigation or administrative action with respect to the Exchange Offer.

(d) The Company agrees to advise the Dealer Manager promptly of (i) any proposal by the Company to withdraw, rescind or modify the Offering Documents or to withdraw, rescind or terminate the Exchange Offer or the Consent Solicitation or the exercise by the Company of any right not to exchange the Warrants pursuant to the Exchange Offer or the Consent Solicitation, (ii) its awareness of the issuance of a stop order suspending the effectiveness of the Registration Statement or of any notice objecting to its use by the Commission or any other regulatory authority, or the institution or threatening of any proceedings for that purpose (and will promptly furnish the Dealer Manager with a copy of any such order), (iii) its awareness of the occurrence of any development that would reasonably be expected to result in a Material Adverse Change relating to or affecting the Exchange Offer or the Consent Solicitation and (iv) any other non-privileged information relating to the Exchange Offer, the Consent Solicitation, the Offering Documents or this Agreement which the Dealer Manager may from time to time reasonably request.

(e) The Company will make generally available (which may be satisfied by filing with the Commission's Electronic Data Gathering Analysis and Retrieval System) to its security holders and the Dealer Manager as soon as practicable an earning statement (which need not be audited) that satisfies the provisions of Section 11(a) of the Securities Act and Rule 158 of the Commission promulgated thereunder covering a period of at least 12 months beginning with the first fiscal quarter of the Company occurring after the "effective date" (as defined in Rule 158) of the Registration Statement.

(f) The Company will arrange, if necessary, for the qualification of the Shares for offer or sale in connection with the Exchange Offer under the laws of such jurisdictions as the Dealer Manager may designate and will maintain such qualifications in effect so long as required for such offer or sale; *provided* that in no event shall the Company be obligated to qualify to do business in any jurisdiction in which it is not now so qualified or to take any action that would subject it to service of process in suits, other than those arising out of the offering or sale of the Shares in connection with the Exchange Offer, in any jurisdiction in which it is not now so subject or to subject itself to taxation in any jurisdiction in which it is not now so subject. The Company will promptly advise the Dealer Manager of the receipt by the Company of any notification with respect to the suspension of the qualification of the Shares for sale in any jurisdiction or the initiation or threatening of any proceeding for such purpose.

(g) Prior to the termination of the Exchange Offer, the Company will not, and will not permit any of its Affiliates to, resell any Shares that have been acquired by them. The Company will cause all Warrants accepted in the Exchange Offer to be cancelled.

(h) The Company will cooperate with the Dealer Manager to permit the Shares to be eligible for clearance and settlement through The Depository Trust Company.

(i) The Company agrees not to exchange any Warrants during the period beginning on the Commencement Date and ending on the Exchange Date except pursuant to and in accordance with the Exchange Offer, the Consent Solicitation or as otherwise agreed to in writing by the parties hereto and permitted under applicable laws and regulations.

(j) None of the Company, its Affiliates or any person acting on its or their behalf will take, directly or indirectly, any action that is designed to cause or result, or which might reasonably be expected to cause or result, under the Exchange Act or otherwise, in stabilization or manipulation of the price of any security of the Company to facilitate the sale of the Shares or the tender of Warrants in the Exchange Offer.

(k) The Company has arranged for Innisfree M&A Incorporated to serve as Information Agent and Continental Stock Transfer & Trust Company to serve as Exchange Agent and authorizes the Dealer Manager to communicate with each of the Information Agent and the Exchange Agent to facilitate the Exchange Offer and the Consent Solicitation.

(l) The Company will comply in all material respects with its agreements with the Information Agent and Exchange Agent and will not terminate such agreements prior to the consummation of the Exchange Offer as described in the Offering Documents.

(m) The Company and its subsidiaries will comply with all applicable securities and other laws, rules and regulations, and use commercially reasonable efforts to cause their respective directors and officers, in their capacities as such, to comply with such laws, rules and regulations.

(n) The Company will comply in all material respects with the Securities Act and the Exchange Act and the rules and regulations of the Commission thereunder, including Rule 13e-4 and Rule 14e-1 under the Exchange Act (including taking the actions necessary to ensure that the procedural requirements of Rule 14e-1 are satisfied), in connection with the Exchange Offer, the Consent Solicitation, the Offering Documents and the transactions contemplated hereby and thereby. The Company will file with the Commission pursuant to Rule 13e-4(c)(1) under the Exchange Act (or Rule 425 under the Securities Act) or otherwise all written communications made by the Company or any affiliate of the Company in connection with or relating to the Exchange Offer or the Consent Solicitation that are required to be filed with the Commission, in each case on the date of their first use.

(o) The Company agrees to pay the costs and expenses relating to the transactions contemplated hereunder, including without limitation the following: (i) the preparation of this Agreement, the issuance of the Shares and the fees of the Information Agent and the Exchange Agent; (ii) the preparation, printing or reproduction of the Offering Documents and each amendment or supplement thereto; (iii) the printing (or reproduction) and delivery (including postage, air freight charges and charges for counting and packaging) of such copies of the Offering Documents (and all amendments or supplements thereto) as may, in each case, be reasonably requested for use in connection with the Exchange Offer; (iv) the preparation, printing, authentication, issuance and delivery of the Shares, including any stamp or transfer taxes in connection with the original issuance and sale of the Shares; (v) the printing (or reproduction) and delivery of this Agreement, any blue sky memorandum and all other agreements or documents printed (or reproduced) and delivered in connection with the Exchange Offer; (vi) any registration or qualification of the Shares for offer and sale under the blue sky laws of the several states or any non-U.S. jurisdiction; (vii) transportation and other expenses incurred by or on behalf of Company

representatives in connection with presentations to prospective participants in the Exchange Offer; (viii) the fees and expenses of the Company's accountants and the fees and expenses of counsel (including local and special counsel) for the Company; (ix) the fees and expenses incurred in connection with listing the Shares on The Nasdaq Global Market; and (x) all other costs and expenses incident to the performance by the Company of its obligations hereunder and in connection with the Exchange Offer.

(p) The Company will promptly notify the Dealer Manager if the Company ceases to be an Emerging Growth Company at any time prior to the Exchange Date.

6. Conditions to the Obligations of the Dealer Manager. The obligations of the Dealer Manager under this Agreement shall be subject to the accuracy of the representations and warranties on the part of the Company contained herein at the Commencement Date, any date on which Offering Documents are distributed to holders of the Warrants, the Effective Date, the Expiration Date and the Exchange Date, to the accuracy of the statements of the Company made in any certificates pursuant to the provisions hereof, to the performance by the Company of its obligations hereunder and to the following additional conditions:

(a) The Registration Statement shall have become effective on or prior to the Expiration Date.

(b) As of the Exchange Date, no stop order suspending the effectiveness of the Registration Statement or any notice objecting to its use shall have been issued and no proceedings for that purpose shall have been instituted or, to the knowledge of the Company, threatened by the Commission; and the Prospectus shall have been timely filed with the Commission under the Securities Act; and all requests by the Commission for additional information shall have been complied with to the reasonable satisfaction of the Dealer Manager.

(c) At each of the Commencement Date, the date on which the Registration Statement becomes effective and the Exchange Date, the Company shall have requested and caused an opinion of Goodwin Procter LLP, counsel to the Company, dated the Commencement Date, the date on which the Registration Statement becomes effective or Exchange Date, as applicable, in form and substance reasonably satisfactory to the Dealer Manager to have been delivered to the Dealer Manager, in each case addressed to, and in form and substance reasonably satisfactory to, the Dealer Manager.

(d) At each of the Commencement Date, the date on which the Registration Statement becomes effective and the Exchange Date, the Company shall have requested and caused an opinion of Milbank LLP, counsel to the Dealer Manager, dated the Commencement Date, the date on which the Registration Statement becomes effective or Exchange Date, as applicable, in form and substance reasonably satisfactory to the Dealer Manager to have been delivered to the Dealer Manager, in each case addressed to, and in form and substance reasonably satisfactory to, the Dealer Manager.

(e) At the Exchange Date, the Company shall have furnished to the Dealer Manager a certificate of the Company, signed by the chief executive officer and the principal financial or accounting officer of the Company, dated as of the Exchange Date, to the effect that the signers of such certificate have carefully examined the Offering Documents, any amendment or supplement to the Offering Documents and this Agreement and that:

(i) the representations and warranties of the Company in this Agreement are true and correct as of the Exchange Date with the same effect as if made on the Exchange Date, and the Company has complied with all the agreements and satisfied all the conditions on its part to be performed or satisfied hereunder at or prior to the Exchange Date;

(ii) no stop order suspending the effectiveness of the Registration Statement has been issued and no proceedings for that purpose have been instituted or threatened by the Commission; and

(iii) since the date of the most recent financial statements included or incorporated by reference in the Offering Documents, there has been no Material Adverse Change, except as set forth in or contemplated in the Offering Documents.

(f) On or after the Commencement Date (i) no downgrading shall have occurred in the rating accorded the Company's debt securities by any "nationally recognized statistical rating organization", as defined in Section 3(a)(62) of the Exchange Act, and (ii) no such organization shall have publicly announced that it has under surveillance or review, with possible negative implications, its rating of any of the Company's debt securities.

(g) Subsequent to the Commencement Date or, if earlier, the dates as of which information is given in the Offering Documents, there shall not have been any change, or any development involving a prospective change, in or affecting the condition (financial or otherwise), prospects, earnings, business or properties the Company and its subsidiaries, taken as a whole, whether or not arising from transactions in the ordinary course of business, except as set forth in or contemplated in the Offering Documents, the effect of which, in any case referred to in clause (i) or (ii) above, is, in the reasonable judgment of the Dealer Manager, so material and adverse as to make it impractical or inadvisable to market or deliver the Shares or solicit tenders of Warrants as contemplated by the Offering Documents.

(h) Prior to the Exchange Date, the Company shall have obtained all consents, approvals, authorizations and orders of, and shall have duly made all registrations, qualifications and filing with, any court or regulatory authority or other governmental agency or instrumentality required in connection with the making and consummation of the Exchange Offer and the execution, delivery and performance of this Agreement.

(i) Prior to the Exchange Date, the Company shall have delivered to the Dealer Manager and its counsel such further information, certificates and documents as they may reasonably request.

(j) Prior to the Exchange Date, the Shares shall have been approved for listing, subject to notice of issuance from The Nasdaq Global Market.

If (i) any of the conditions specified in this Section 6 shall not have been fulfilled when and as provided in this Agreement or (ii) any of the opinion and certificates mentioned above or elsewhere in this Agreement shall not be reasonably satisfactory in form and substance to the Dealer Manager and its counsel, this Agreement and all obligations of the Dealer Manager hereunder may be cancelled by the Dealer Manager at, or at any time prior to, the Exchange Date. In such event, the Dealer Managers shall be entitled to publicly disclose the cancellation of its participation in the Exchange Offer via press release, subject to prior notification of the Company. Notice of such cancellation shall be given to the Company in writing or by telephone or facsimile confirmed in writing.

7. Indemnification and Contribution.

(a) The Company agrees to indemnify and hold harmless the Dealer Manager, the directors, officers, employees, agents and affiliates of the Dealer Manager and each person who controls the Dealer Manager within the meaning of either the Securities Act or the Exchange Act against any and all losses, claims, damages or liabilities, joint or several, to which the Dealer Manager may become subject under the Securities Act, the Exchange Act or other federal, state or foreign statutory law or regulation, at common law or otherwise, insofar as such losses, claims, damages or liabilities (or actions in respect thereof) relate to, arise out of or are based upon (i) any untrue statement or alleged untrue statement of a material fact contained in the Registration Statement (or any amendment or supplement thereto), or the omission or alleged omission therefrom of a material fact required to be stated therein or necessary in order to make the statements therein not misleading, (ii) any untrue statement or alleged untrue statement of a material fact contained in the Preliminary Prospectus, the Prospectus, the accompanying letter of transmittal and consent, the Schedule TO, the Rule 165 Material, the notice of guaranteed delivery and all other documents filed or to be filed with any federal, state or local government or regulatory agency or authority in connection with the Exchange Offer or the Consent Solicitation, each as prepared or approved by the Company, or the omission or alleged omission therefrom of a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading, (iii) the Company's failure to make or consummate the Exchange Offer or the withdrawal, rescission, termination, amendment or extension of the Exchange Offer or any failure on the Company's part to comply with the terms and conditions contained in the Offering Documents, (iv) any action or failure to act by the Company or its respective directors, officers, agents or employees or by any indemnified party at the request or with the consent of the Company in connection with the consummation of the Exchange Offer in accordance with the terms and conditions contained in the Offering Documents or (v) otherwise related to or arising out of the Dealer Manager's engagement hereunder or any transaction or conduct in connection therewith, except that clauses (iii), (iv) and (v) shall not apply with respect to the portion of any losses that are finally judicially determined by a court of competent jurisdiction to have resulted from the bad faith, gross negligence or willful misconduct of such indemnified party, and in the case of clause (i), (ii), (iii) or (iv) of this sentence, the Company agrees to reimburse each such indemnified party, as incurred, for any legal or other expenses reasonably incurred by it in connection with investigating or defending any such loss, claim, damage, liability or action; *provided, however*, that the Company will not be liable in any such case to the extent that any such loss, claim, damage or liability arises out of or is based upon any such untrue statement or alleged untrue statement or omission or alleged omission made in the Offering Documents, or in any amendment thereof or supplement thereto, in reliance upon and in conformity with the Dealer Manager Information. This indemnity agreement will be in addition to any liability that the Company may otherwise have.

(b) The Dealer Manager agrees to indemnify and hold harmless the Company, each of its directors, officers, employees and agents and each person who controls the Company within the meaning of the Securities Act or the Exchange Act to the same extent as the Company's indemnity in subclauses (i) and (ii) in Section 7(a) above from the Company to the Dealer Manager, but only with reference to the Dealer Manager Information. This indemnity agreement will be in addition to any liability that the Dealer Manager may otherwise have.

(c) Promptly after receipt by an indemnified party under this Section 7 of notice of the commencement of any action, such indemnified party will, if a claim in respect thereof is to be made against the indemnifying party under this Section 7, notify the indemnifying party in writing of the commencement thereof; but the failure so to notify the indemnifying party (i) will not relieve it from liability under paragraph (a) or (b) above unless and to the extent it did not otherwise learn of such action and such failure results in the forfeiture by the indemnifying party of substantial rights and defenses and (ii) will not, in any event, relieve the indemnifying party from any obligations to any indemnified party other than the indemnification obligation provided in paragraph (a) or (b) above. The indemnifying party shall be entitled to appoint counsel (including local counsel) of the indemnifying party's choice at the indemnifying party's expense to represent the indemnified party in any action for which indemnification is sought (in which case the indemnifying party shall not thereafter be responsible for the fees and expenses of any separate counsel, other than local counsel if not appointed by the indemnifying party, retained by the indemnified party or parties except as set forth below); *provided, however*, that such counsel shall be reasonably satisfactory to the indemnified party. Notwithstanding the indemnifying party's election to appoint counsel (including local counsel) to represent the indemnified party in an action, the indemnified party shall have the right to employ separate counsel (including local counsel), and the indemnifying party shall bear the reasonable fees, costs and expenses of such separate counsel if: (i) the use of counsel chosen by the indemnifying party to represent the indemnified party would present such counsel with a conflict of interest; (ii) the actual or potential defendants in, or targets of, any such action include both the indemnified party and the indemnifying party and the indemnified party shall have reasonably concluded that there may be legal defenses available to it and/or other indemnified parties that are different from or additional to those available to the indemnifying party; (iii) the indemnifying party shall not have employed counsel satisfactory to the indemnified party to represent the indemnified party within a reasonable time after notice of the institution of such action; or (iv) the indemnifying party shall authorize the indemnified party to employ separate counsel at the expense of the indemnifying party. An indemnifying party will not, without the prior written consent of the indemnified parties, settle or compromise or consent to the entry of any judgment with respect to any pending or threatened claim, action, suit or proceeding in respect of which indemnification or contribution may be sought hereunder (whether or not the indemnified parties are actual or potential parties to such claim or action) unless such settlement, compromise or consent includes an unconditional release of each indemnified party from all liability arising out of such claim, action, suit or proceeding.

(d) In the event that the indemnity provided in paragraph (a) or (b) of this Section 7 is unavailable to or insufficient to hold harmless an indemnified party for any reason, the Company and the Dealer Manager agree to contribute to the aggregate losses, claims, damages and liabilities (including legal or other expenses reasonably incurred in connection with investigating or defending same) (collectively, the "Losses") to which the Company and the Dealer Manager may be subject in such proportion as is appropriate to reflect the relative benefits received by the Dealer

Manager on the one hand and the Company on the other from the Exchange Offer. If the allocation provided by the immediately preceding sentence is unavailable for any reason, the Company and the Dealer Manager shall contribute in such proportion as is appropriate to reflect not only such relative benefits but also the relative fault of the Company on the one hand and of the Dealer Manager on the other in connection with the statements, omissions, actions or failure to act that resulted in such Losses, as well as any other relevant equitable considerations. The relative benefits received by the Company on the one hand and the Dealer Manager on the other shall be deemed to be in the same proportion as the total value paid or proposed to be paid to holders of Warrants pursuant to the Exchange Offer and the Consent Solicitation (whether or not consummated) bears to the fees actually received by the Dealer Manager pursuant to Section 2 hereof (exclusive of amounts paid for reimbursement of expenses or paid under this Agreement). For purposes of the preceding sentence, the total value paid or proposed to be paid to holders of Warrants pursuant to the Exchange Offer and the Consent Solicitation shall equal (i) if the Exchange Offer or the Consent Solicitation is consummated, the total market value of the Shares (as of the Expiration Date) issued (plus any cash in lieu of fractional shares paid) in the Exchange Offer and the Consent Solicitation, or (ii) if the Exchange Offer and the Consent Solicitation is not consummated, the total market value (as of the date when the Exchange Offer is terminated or otherwise withdrawn by the Company) of the Shares issuable and the cash consideration payable in the Exchange Offer and the Consent Solicitation, based on the maximum number of Warrants that could be exchanged in the Exchange Offer and the Consent Solicitation as described in the Preliminary Prospectus or Prospectus immediately before the termination or withdrawal of the Exchange Offer and the Consent Solicitation. Relative fault shall be determined by reference to, among other things, whether any untrue or any alleged untrue statement of a material fact or the omission or alleged omission to state a material fact or any other alleged conduct relates to information provided by the Company or other conduct by the Company on the one hand or the Dealer Manager on the other, the intent of the parties and their relative knowledge, access to information and opportunity to correct or prevent such untrue statement or omission. The Company and the Dealer Manager agree that it would not be just and equitable if contribution were determined by pro rata allocation or any other method of allocation that does not take account of the equitable considerations referred to above. Notwithstanding anything to the contrary above (other than with respect to uncovered losses), in no event shall Oppenheimer & Co. Inc. be responsible under this paragraph for any amounts in excess of the amount of the compensation actually paid by the Company to Oppenheimer & Co. Inc. in connection with the engagement (exclusive of amounts paid for reimbursement of expenses under the Agreement, including this Section 7, and amounts paid under this Section 7). Notwithstanding the provisions of this paragraph (d), no person guilty of fraudulent misrepresentation (within the meaning of Section 11(f) of the Securities Act) shall be entitled to contribution from any person who was not guilty of such fraudulent misrepresentation. For purposes of this Section 7, each person who controls the Dealer Manager within the meaning of either the Securities Act or the Exchange Act and each director, officer, employee and agent of the Dealer Manager shall have the same rights to contribution as such Dealer Manager, and each person who controls the Company within the meaning of either the Securities Act or the Exchange Act and each director, officer, employee and agent of the Company shall have the same rights to contribution as the Company, subject in each case to the applicable terms and conditions of this paragraph (d).

8. Certain Acknowledgments. The Company understands that you and your affiliates (together, the "Group") are engaged in a wide range of financial services and businesses (including investment management, financing, securities trading, corporate and investment banking and research). Members of the Group and businesses within the Group generally act independently of each other, both for their own account and for the account of clients. Accordingly, there may be situations where parts of the Group and/or their clients either now have or may in the future have interests, or take actions, that may conflict with our interests. For example, the Group may, in the ordinary course of business, engage in trading in financial products or undertake other investment businesses for their own account or on behalf of other clients, including, but not limited to, trading in or holding long, short or derivative positions in securities, loans or other financial products of the Company or other entities connected with the Exchange Offer.

In recognition of the foregoing, the Company agrees that the Group is not required to restrict its activities as a result of this engagement, and that the Group may undertake any business activity without further consultation with or notification to the Company. Neither this Agreement, the receipt by the Group of confidential information nor any other matter shall give rise to any fiduciary, equitable or contractual duties (including without limitation any duty of trust or confidence) that would prevent or restrict the Group from acting on behalf of other customers or for its own account. Furthermore, the Company agrees that neither the Group nor any member or business of the Group is under a duty to disclose to the Company or use on behalf of the Company any information whatsoever about or derived from those activities or to account for any revenue or profits obtained in connection with such activities. However, consistent with the Group's long-standing policy to hold in confidence the affairs of its customers, the Group will not use confidential information obtained from the Company except in connection with its services to, and its relationship with the Company.

The Company hereby acknowledges that you are acting as principal and not as a fiduciary of the Company and the Company's engagement of you in connection with the transactions contemplated herein is as an independent contractor, on an arms-length basis under this Agreement with duties solely to the Company, and not in any other capacity including as a fiduciary. Neither this Agreement, your performance hereunder nor any previous or existing relationship between the Company and any member of or business within the Group will be deemed to create any fiduciary relationship. Neither this engagement, nor the delivery of any advice in connection with this engagement, is intended to confer rights upon any persons not a party hereto (including security holders, employees or creditors of the Company) as against the Group or their respective directors, officers, agents and employees. Furthermore, the Company agrees that it is solely responsible for making its own judgments in connection with the transactions contemplated herein (irrespective of whether any member of or business within the Group has advised or is currently advising the Company on related or other matters).

9. Termination; Representations, Acknowledgments and Indemnities to Survive.

(a) Subject to clause (c) below, this Agreement may be terminated by the Company, at any time upon notice to the Dealer Manager, if (i) at any time prior to the Exchange Date, the Exchange Offer and the Consent Solicitation is terminated or withdrawn by the Company for any reason, or (ii) the Dealer Manager does not comply with all of its covenants under this Agreement.

(b) Subject to clause (c) below, this Agreement may be terminated by the Dealer Manager, at any time upon notice to the Company, if (i) at any time prior to the Exchange Date, the Exchange Offer and the Consent Solicitation is terminated or withdrawn by the Company for any reason, (ii) the Company does not comply in all material respects with any covenant specified in Section 1, (iii) the Company shall publish, send or otherwise publicly distribute any amendment or supplement to the Offering Documents to which the Dealer Manager shall reasonably object or which shall be reasonably disapproved by the counsel to the Dealer Manager or (iv) the Dealer Manager cancels the Agreement pursuant to Section 6.

(c) The respective agreements, representations, warranties, acknowledgments, indemnities and other statements of the Company or its officers and of the Dealer Manager set forth in or made pursuant to this Agreement will remain in full force and effect, regardless of any investigation made by or on behalf of the Dealer Manager or the Company or any of the officers, directors or controlling person of the Company, and will survive delivery of and payment for the Shares. The provisions of Section 2, Section 5(m), Section 7, and Section 16 hereof, and this Section 9(c), shall survive the termination or cancellation of this Agreement.

10. Compliance with USA Patriot Act. In accordance with the requirements of the USA Patriot Act (Title III of Pub. L. 107-56 (signed into law October 26, 2001)), the Dealer Manager is required to obtain, verify and record information that identifies its clients, including the Company, which information may include the name and address of its clients, as well as other information that will allow the Dealer Manager to properly identify its clients.

11. Notices. All communications hereunder will be in writing and effective only on receipt, and, if sent to the Dealer Manager, will be mailed or delivered to:

Oppenheimer & Co. Inc.

85 Broad Street, 23rd Floor
New York, NY 10004
Email: dennis.mcnamara@opco.com; Attention: General Counsel
with a copy to (which shall not constitute notice):

Milbank LLP

55 Hudson Yards,
New York, New York 10001
Email: bnadritch@milbank.com Attention: Brett Nadritch
or, if sent to the Company, will be mailed or delivered to

AlTi Global, Inc.

520 Madison Ave., 21st Floor
New York, New York 10022
Email: CGraham@tiedemannadvisors.com Attention: Colleen Graham
with a copy to (which shall not constitute notice):

Goodwin Procter LLP

620 8th Ave
New York, New York 10018
Email: SKirby@goodwinlaw.com Attention: Samantha M. Kirby
Email: JLetalien@goodwinlaw.com Attention: Jeffrey A. Letalien

12. Successors. This Agreement will inure to the benefit of and be binding upon the parties hereto and their respective successors and the officers and directors and controlling persons referred to in Section 7 hereof, and, except as expressly set forth in Section 5(k) hereof, no other person will have any right or obligation hereunder.

13. Entire Agreement. Except as inconsistent with the Engagement Letter, this Agreement, and any documents referred to in it, constitute the whole agreement between the parties and supersede any arrangements, understanding or previous agreement between them relating to the subject matter they cover. In the event of any inconsistency between this Agreement and any documents referred to in it, the terms of this Agreement shall prevail.

14. Submission to Jurisdiction. The Company hereby submits to the jurisdiction of the U.S. federal and New York state courts in the Borough of Manhattan in The City of New York in any suit or proceeding arising out of or relating to this Agreement or the transactions contemplated hereby. The Company waives any objection which it may now or hereafter have to the laying of venue of any such suit or proceeding in such courts. The Company agrees that final judgment in any such suit, action or proceeding brought in such court shall be conclusive and binding upon the Company and may be enforced in any court to the jurisdiction of which the Company is subject by a suit upon such judgment. The Company hereby irrevocably waives personal service of process and consents to process being served in any such suit, action or proceeding by mailing a copy thereof via registered or certified mail or overnight delivery (with evidence of delivery) to the Company at the address in effect for notices to it under this Agreement and agrees that such service shall be deemed in every respect effective service of process upon the Company in any such suit or proceeding.

15. Applicable Law. This Agreement will be governed by and construed in accordance with the laws of the State of New York applicable to contracts made and to be performed within the State of New York.

16. **WAIVER OF JURY TRIAL. EACH OF THE PARTIES HERETO HEREBY WAIVES ANY RIGHT TO TRIAL BY JURY IN ANY SUIT OR PROCEEDING ARISING OUT OF OR RELATING TO THIS AGREEMENT.**

17. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such counterparts shall together constitute one and the same Agreement. Electronic signatures complying with the New York Electronic Signatures and Records Act (N.Y. State Tech. §§ 301-309), as amended from time to time, or other applicable law will be deemed original signatures for purposes of this Agreement. Transmission by telecopy, electronic mail or other transmission method of an executed counterpart of this Agreement will constitute due and sufficient delivery of such counterpart.

18. Headings. The headings of the sections of this Agreement have been inserted for convenience of reference only and shall not be deemed a part of this Agreement.

19. Definitions. The following terms, when used in this Agreement, shall have the meanings indicated.

"Action" shall mean any claim, action, cause of action, demand, lawsuit, arbitration, inquiry, audit, notice of violation, bid protest, hearing, proceeding (including any civil, criminal, administrative, investigative or appellate or informal proceeding), litigation, citation, summons, subpoena or investigation of any nature, civil, criminal, administrative, regulatory or otherwise, whether at law or in equity.

"affiliate" shall have the meaning specified in Rule 501(b) of Regulation D.

"Alvarium" shall mean Alvarium Investments Limited, an English private limited company.

"Alvarium Financial Statements" shall mean the audited consolidated statements of financial position and the related audited consolidated statements of income, equity and cash flows of Alvarium and its subsidiaries included in each of the Pre- Effective Registration Statement, the Registration Statement, the Preliminary Prospectus and the Prospectus, together with the related schedules and notes thereto.

"Broker-Dealer" shall mean a "broker" or "dealer" (as defined in Sections 3(a)(4) and 3(a)(5) of the Exchange Act) engaging in such activity from within the United States or with investors located in the United States (absent an available registration exception or exemption).

"Brokerage Services" shall mean brokerage, broker-dealer transaction processing, dealer, distributorship, custodial, and related services, or any other services that involve acting as a Broker-Dealer, and performing ancillary services and activities related or incidental thereto.

"CFTC" shall mean the U.S. Commodity Futures Trading Commission.

"Class A Common Stock" shall mean the Class A common stock of the Company, par value $0.0001 per share, and any other class of securities into which such securities may hereafter be reclassified or changed.

"Commencement Date" shall mean the date of commencement (as defined in Rule 13e-4 under the Exchange Act) of the Exchange Offer.

"Commission" shall mean the U.S. Securities and Exchange Commission.

"Commission Reports" shall mean any reports the Company files with the Commission pursuant to the Exchange Act and are incorporated by reference into the Offering Documents.

"CPO/CTA" shall mean a company that is registered with the CFTC or the National Futures Association as a Commodity Pool Operator and/or Commodity Trading Advisor.

"CPO/CTA Subsidiary" shall mean a Company subsidiary that is registered as a CPO/CTA.

"Effective Date" shall mean the time the Registration Statement is declared effective under the Securities Act.

"Exchange Act" shall mean the U.S. Securities Exchange Act of 1934, as amended, and the rules and regulations of the Commission promulgated thereunder.

"Exchange Agent" shall mean Continental Stock Transfer & Trust Company.

"Exchange Date" shall mean the date on which the Company issues the Shares in exchange for the tendered Warrants pursuant to the Exchange Offer.

"Expiration Date" shall mean one minute after 11:59 p.m., Eastern Time, on June 2, 2023, or such later time and date as may be extended by the Company in its sole discretion.

"Futures Commission Merchant" shall mean a futures commission merchant registered with the CFTC, the National Futures Association or any other Governmental Authority.

"FINRA" shall mean the Financial Industry Regulatory Authority, Inc.

"Governmental Authority" shall mean any United States federal, state, county or local or non-United States government, governmental, supra-national, regulatory or administrative authority, agency, instrumentality or commission or any court, tribunal, or judicial or arbitral body.

"Information Agent" shall mean Innisfree M&A Incorporated.

"Investment Advisers Act" shall mean the Investment Advisers Act of 1940, as amended.

"Investment Advisory Services" shall mean investment management or investment advisory services, including any sub-advisory services, that involve acting as an "investment adviser" within the meaning of the Investment Advisers Act.

"Material Adverse Change" shall mean, with respect to the Company, any change that is materially adverse to the condition (financial or otherwise), prospects, earnings, business or properties of the Company and its subsidiaries, taken as a whole, whether or not arising from transactions in the ordinary course of business.

"Material Adverse Effect" shall mean (i) a material adverse effect on the legality, validity or enforceability of any Transaction Document, (ii) a material adverse effect on the results of operations, assets, business or condition (financial or otherwise) of the Company and its subsidiaries, taken as a whole or (iii) a material adverse effect on the Company's ability to perform in any material respect on a timely basis its obligations under any Transaction Document.

"Offering Documents" shall mean the Pre-Effective Registration Statement, the Registration Statement, the Preliminary Prospectus, the Prospectus, the accompanying letter of transmittal and consent, the Schedule TO, the Rule 165 Material, the notice of guaranteed delivery and all other documents filed or to be filed with any federal, state or local government or regulatory agency or authority in connection with the Exchange Offer or the Consent Solicitation, each as prepared or approved by the Company.

"Pre-Effective Registration Statement" shall mean the registration statement, filed by the Company with the Commission registering the Exchange Offer under the Securities Act, including exhibits thereto and any documents deemed part of or incorporated by reference into such registration statement pursuant to Rule 430C under the Securities Act, in the form in which it is initially filed with the Commission.

"Preliminary Prospectus" shall mean the preliminary prospectus that is used prior to the filing of the Prospectus, as amended or supplemented from time to time, including the documents incorporated or deemed to be incorporated by reference therein.

"Private Warrants" shall mean the warrants issued to certain parties in a private placement in connection with the closing of the initial public offering of the Company's predecessor, Cartesian Growth Corporation, that have not become Public Warrants under the Warrant Agreement as a result of being transferred to any person other than permitted transferees.

"proceeding" shall mean an action, claim, suit, investigation or proceeding (including, without limitation, an informal investigation or partial proceeding, such as a deposition), whether commenced or threatened.

"Prospectus" shall mean the final prospectus included in the Registration Statement (together with any supplement and amendment thereto and including the documents incorporated or deemed to be incorporated by reference therein), except that if the final prospectus furnished to the Dealer Manager for use in connection with the Exchange Offer differs from the prospectus set forth in the Registration Statement (whether or not such prospectus is required to be filed pursuant to Rule 424(b) under the Securities Act), the term "Prospectus" shall refer to the final prospectus furnished to the Dealer Manager for such use.

"Public Fund" shall mean each vehicle for collective investment (in whatever form of organization, including the form of a corporation, company, limited liability company, partnership, association, trust or other entity, and including each separate portfolio or series of any of the foregoing) (a) that is registered with the Commission as an investment company under the Investment Company Act (including any business development company regulated as such under the Investment Company Act), and (b) for which a Company or one or more of its Company Subsidiaries acts as the sponsor, general partner, managing member, trustee, investment manager, investment adviser, sub-adviser, or in a similar capacity; *provided, however*, that the term "Public Fund" shall not include any entity as to which there is a Sub-advisory Relationship.

"Public Warrants" shall mean the warrants (i) sold as part of the units in the initial public offering of the Company's predecessor, Cartesian Growth Corporation (whether they were purchased in the initial public offering or thereafter in the open market) or (ii) initially issued to certain parties as Private Warrants that have been transferred to any person other than permitted transferees.

"Registration Statement" shall mean the registration statement filed by the Company with the Commission registering the Exchange Offer under the Securities Act, including exhibits thereto and any documents deemed part of or incorporated by reference into such registration statement pursuant to Rule 430C under the Securities Act, in the form in which it becomes effective and, in the event of any amendment or supplement thereto or the filing of any abbreviated registration statement pursuant to Rule 462(b) under the Securities Act relating thereto after the effective date of such registration statement, shall mean such registration statement as so amended or supplemented, together with any such abbreviated registration statement.

"RIA Entity" shall mean any subsidiary of the Company that is registered as an investment adviser under the Investment Advisers Act or that is registered under the applicable law of a country outside of the United States of America to provide Investment Advisory Services in the country where such subsidiary provides such services.

"Rule 165 Material" shall mean any written communication made in connection with or relating to the Exchange Offer in reliance on Rule 165 of the Securities Act, and filed by the Company with the Commission pursuant to Rule 425 under the Securities Act.

"Schedule TO" shall mean the tender offer statement filed with the Commission on Schedule TO, including any documents incorporated by reference therein, with respect to the Exchange Offer, including any amendment or supplement thereto.

"Securities Act" shall mean the U.S. Securities Act of 1933, as amended, and the rules and regulations of the Commission promulgated thereunder.

"Self-Regulatory Organization" shall mean a self-regulatory organization, including any "self-regulatory organization" as such term is defined in Section 3(a)(26) of the Securities Act, any "self-regulatory organization" as such term is defined in CFTC Rule 1.3, and any other U.S. or non-U.S. securities exchange, futures exchange, futures association, commodities exchange, clearinghouse or clearing organization.

"Sub-advisory Relationship" shall mean any contract pursuant to which a Company or any of its subsidiaries provides sub-advisory services to any investment fund or other collective investment vehicle (including any general or limited partnership, trust, or limited liability company and whether or not dedicated to a single investor) or any account whose sponsor, principal adviser, general partner, managing member or manager is any person who is not a Company or one of its subsidiaries.

"Trading Market" shall mean any of the following markets or exchanges on which the Class A Common Stock is listed or quoted for trading on the date in question: The Nasdaq Global Market (or any successors to any of the foregoing).

"Transaction Documents" shall mean this Agreement and any other documents or agreements executed in connection with the transactions contemplated hereunder.

"U.S." or the "United States" shall mean the United States of America.

[*Signature Pages to Follow*]

If the foregoing is in accordance with your understanding of our agreement, please sign and return to us the enclosed duplicate hereof, whereupon this Agreement and your acceptance shall represent a binding agreement between the Company and the Dealer Manager.

Very truly yours,
ALTI GLOBAL, INC.

By: _____
Name:
Title:

The foregoing Agreement is hereby confirmed and accepted as of the date first above written:

OPPENHEIMER & CO. INC.

By: _____
Name:
Title:

Dealer Manager Fee

The Fee paid to Oppenheimer & Co. Inc., as Dealer Manager, shall be equal to $1,250,000. The Company shall pay the Dealer Manager the Fee in accordance with the terms of the engagement letter between the Dealer Manager dated March 24, 2023.

Capitalized terms used, but not defined, herein shall have the meanings ascribed to them by the Agreement of which this schedule is a part.

FORM OF TENDER AND SUPPORT AGREEMENT

TENDER AND SUPPORT AGREEMENT (this "**Agreement**"), dated as of [•], 2023, by and among AlTi Global, Inc., a Delaware corporation (the "**Company**"), and each of the persons listed on Schedule A hereto (collectively, the "**Warrant Holders,**" and each a "**Warrant Holder**").

WITNESSETH:

WHEREAS, as of the date hereof, each Warrant Holder is (x) the beneficial owner of warrants (i) sold as part of the units in the initial public offering (the "**IPO**") (whether they were purchased in the IPO or thereafter in the open market) (the "**Public Warrants**") of Cartesian Growth Corporation, a Cayman Islands exempted company and the Company's predecessor, or (ii) issued in a private placement in connection with the closing of the IPO that have not become public warrants as a result of being transferred to any person other than permitted transferees (the "**Private Placement Warrants**" and, together with the Public Warrants, the "**Warrants**"), in each case governed by the Amended and Restated Warrant Agreement, dated as of January 3, 2023 (the "**Warrant Agreement**"), by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent (the "**Warrant Agent**") or (y) the beneficial owner of options to purchase shares of Class A Common Stock (as defined below) from CGC Sponsor LLC or one or more affiliates thereof (the "**Sponsor**") and has agreed to exchange such options for warrants held by the Sponsor (the "**Private Exchange**");

WHEREAS, as of April 25, 2023, there are a total of 19,892,387 Warrants outstanding (consisting of 10,992,453 Public Warrants listed on the Nasdaq Capital Market under the symbol "ALTIW" and 8,899,934 Private Placement Warrants);

WHEREAS, each whole Warrant entitles its holder to purchase one share of Class A common stock, par value $0.0001 per share (the "**Class A Common Stock**"), of the Company, for a purchase price of $11.50, subject to certain adjustments under the Warrant Agreement;

WHEREAS, the Company is initiating an exchange offer (the "**Exchange Offer**") pursuant to a registration statement on Form S-4 to be filed with the Securities and Exchange Commission (as may be amended and supplemented, the "**Registration Statement**"), to offer all Warrant Holders the opportunity to exchange their Warrants for Class A Common Stock, based on an exchange ratio of at least 0.25 shares of Class A Common Stock per Warrant and subject to other terms and conditions to be disclosed in the Registration Statement;

WHEREAS, concurrent with the Exchange Offer and as part of the Registration Statement, the Company is initiating a consent solicitation (the "**Consent Solicitation**") to solicit the consent of the holders of the Warrants to amend, effective upon the completion of the Exchange Offer, the terms of the Warrant Agreement (the "**Warrant Amendment**"), to: (i) permit the Company to require that each Warrant (including each Private Placement Warrant) that is outstanding upon the closing of the Exchange Offer be exchanged for a number of shares of Class A Common Stock based on an exchange ratio that is 10% less than the exchange ratio applicable to the Exchange Offer, subject to the terms and conditions in Registration Statement; (ii) amend the Warrant Agreement to add the definition of "Adjusted Expiration Date" to mean the last day of the Exercise Period of the Warrants, as adjusted, as a result of such mandatory exchange, during which such Warrants held by the registered holder are exercisable for Class A Shares in the event that the Company elects to exchange all of the Warrants, as more fully described in the Registration Statement; and

WHEREAS, as an inducement to the Company's willingness to initiate the Exchange Offer and the Consent Solicitation, each Warrant Holder has agreed to enter into this Agreement.

NOW, THEREFORE, in consideration of the foregoing and the respective representations, warranties, covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, do hereby agree as follows:

Section 1.01 Agreement to Tender. Each Warrant Holder shall validly tender, or cause to be tendered by instructing its broker or nominee to tender, to the Company and, notwithstanding anything to the contrary in the Registration Statement, not withdraw or cause to be withdrawn all Warrants set forth opposite such Warrant Holder's name on Schedule A (the "**Subject Warrants**"), free and clear of all liens (except those liens or restrictions identified in Section 1.03), pursuant to, and in accordance with, the terms of the Exchange Offer as described in the Registration Statement no later than the scheduled or extended expiration time of the Exchange Offer at a ratio of at least 0.25 shares of Class A Common Stock per Warrant. For the avoidance of doubt, nothing in this Agreement shall restrict the Warrant Holder from acquiring additional Warrants subsequent to the date hereof and such additional Warrants (other than any Warrants acquired in the Private Exchange) shall not be subject to the terms of this Agreement.

Section 1.02 Agreement to Consent. Each Warrant Holder shall deliver to the Company its timely consent with respect to the Consent Solicitation with respect to all of such Warrant Holder's Subject Warrants, as applicable, by executing Letters of Transmittal and Consent (as defined in the Registration Statement) or requesting that their broker or nominee consent on their behalf, in accordance with the terms and conditions of the Consent Solicitation as described in the Registration Statement, and notwithstanding anything contrary in the Registration Statement, such Warrant Holder shall not withdraw or cause to be withdrawn such consent.

Section 1.03 Ownership of Warrants. Each Warrant Holder represents and warrants to the Company, as of the date hereof (or, in the case of Warrants to be acquired in the Private Exchange, as of the closing of the Private Exchange) and as of the date of tender of such Warrant Holder's Subject Warrants in accordance with this Agreement, that such Warrant Holder is or will be, as applicable, the sole beneficial owner of the number of Warrants set forth opposite such Warrant Holder's name on Schedule A, and has or will have, as applicable, good and marketable title to such Subject Warrants free and clear of any liens, options, rights, or any other encumbrances, limitations or restrictions whatsoever (other than liens imposed under typical prime brokerage agreements and those restrictions imposed by applicable securities laws, this Agreement and the Warrant Agreement). Each Warrant Holder shall not transfer any Subject Warrants to any person (other than the Company in connection with the Exchange Offer) unless such person acquiring such Subject Warrants signs a joinder to this Agreement, in form and substance reasonably acceptable to the Company, agreeing to be bound by all terms and conditions of this Agreement.

Section 1.04 Company Covenants. The Company agrees that it shall take all steps reasonably necessary or desirable to commence the Exchange Offer and Consent Solicitation as soon as practicable consistent with this Agreement, and agrees to take all steps necessary to update the Registration Statement as required by applicable laws and regulations, and that the Registration Statement, when declared effective, will comply with all applicable Securities and Exchange Commission requirements. The terms of the Exchange Offer and Consent Solicitation shall provide that the Exchange Offer and Consent Solicitation may not be withdrawn by the Company unless the conditions to the Exchange Offer and Consent Solicitation are not satisfied or waived prior to the expiration date (as may be extended) of the Exchange Offer and Solicitation.

Section 1.05 Specific Performance. The parties hereto agree that irreparable damage would occur if any provision of this Agreement were not performed in accordance with the terms hereof and that the parties shall be entitled to seek an injunction or injunctions, without proof of damages, to prevent breaches of this Agreement or to enforce specifically the performance of the terms and provisions hereof, in addition to any other remedy to which they are entitled at law or in equity. Each of the parties hereto hereby waives (i) any defenses in any action for specific performance, including the defense that a remedy at law would be adequate and (ii) any requirement under any law to post a bond or other security as a prerequisite to obtaining equitable relief.

Section 1.06 Termination; Amendment. This Agreement shall terminate as to all Warrant Holders (a) upon written notice to all the Warrant Holders by the Company, or upon the earlier of (i) the date the Company's board of directors or a committee thereof determines to no longer pursue the Exchange Offer and the Consent Solicitation, and (ii) June 30, 2023; or (b) if the Company fails to commence the Exchange Offer and Consent Solicitation by June 1, 2023. Any provision of this Agreement may be amended or waived if, but only if, such amendment or waiver makes specific reference to this Agreement and (i) in the case of an amendment, such amendment is with the written consent of the Company and the Warrant Holders; and (ii) in the case of a waiver, such waiver is signed by the person against whom it is to be enforced. No failure or delay on the part of the Company or any Warrant Holder in exercising any right, power or remedy hereunder shall operate as a waiver thereof, nor shall any single or partial exercise of any such right, power or remedy preclude any other or further exercise thereof or the exercise of any other right, power or remedy.

Section 1.07 Warrant Holder Obligations Several and Not Joint. The obligations of each Warrant Holder hereunder shall be several and not joint, and no Warrant Holder shall be liable for any breach of the terms of this Agreement by any other Warrant Holder. Nothing contained herein, and no action taken by any Warrant Holder pursuant hereto, shall be deemed to constitute the Warrant Holders as a partnership, an association, a joint venture or any other kind of entity, or create a presumption that the Warrant Holders are in any way acting in concert or as a group with respect to such obligations or the transactions contemplated herein.

Section 1.08 Governing Law. The validity, interpretation, and performance of this Agreement and of the Subject Warrants shall be governed in all respects by the laws of the State of New York, without giving effect to conflicts of law principles that would result in the application of the substantive laws of another jurisdiction. The Company hereby agrees that any action, proceeding or claim against it arising out of or relating in any way to this Agreement shall be brought and enforced in the courts of the State of New York or the United States District Court for the Southern District of New York, and irrevocably submits to such jurisdiction, which jurisdiction shall be exclusive. The Company hereby waives any objection to such exclusive jurisdiction and that such courts represent an inconvenient forum.

Section 1.08 Further Assurances; Miscellaneous. Each party shall cooperate and shall take such further action and shall execute and deliver such further documents as may be reasonably requested by any other party in order to carry out the provisions and purposes of this Agreement. All costs and expenses incurred in connection with this Agreement shall be paid by the party incurring such cost or expense, whether or not the Exchange Offer or the Consent Solicitation is consummated. This Agreement constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, between the parties hereto with respect to the subject matter of this Agreement. If any provision of this Agreement is determined to be invalid, illegal or unenforceable, the remaining provisions of this Agreement shall remain in full force and effect. In the event of any such determination, the parties agree to negotiate in good faith to modify this Agreement to fulfill as closely as possible the original intent and purpose of this Agreement.

Section 1.09 Counterparts. This Agreement may be signed in counterparts (which may include counterparts delivered by any standard form of telecommunication), each of which shall be an original and all of which together shall constitute one and the same instrument. The words “execution,” “signed,” “signature,” and words of like import in this Agreement or in any other certificate, agreement or document related to this Agreement, if any, shall include images of manually executed signatures transmitted by facsimile or other electronic format (including, without limitation, “pdf,” “tif” or “jpg”) and other electronic signatures (including, without limitation, DocuSign and AdobeSign). The use of electronic signatures and electronic records (including, without limitation, any contract or other record created, generated, sent, communicated, received, or stored by electronic means) shall be of the same legal effect, validity and enforceability as a manually executed signature or use of a paper-based record-keeping system to the fullest extent permitted by applicable law, including the Federal Electronic Signatures in Global and National Commerce Act, the New York State Electronic Signatures and Records Act and any other applicable law, including, without limitation, any state law based on the Uniform Electronic Transactions Act or the Uniform Commercial Code..

[*Signature Pages Follow*]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

COMPANY:
AlTi Global, Inc.

By: _____
Name: Michael Tiedemann
Title: Chief Executive Officer

[Signature Page –Tender and Support Agreement]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

HOLDER:

By: _____
Name:
Title

[Signature Page –Tender and Support Agreement]

Schedule A

Name of Warrant Holder	Number of Public Warrants	Number of Private Placement Warrants

Exhibit 23.1

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the inclusion in this Registration Statement of Alvarium Tiedemann Holdings, Inc. (formerly known as Cartesian Growth Corporation) on Form 10-K of our report dated April 17, 2023, with respect to our audits of the financial statements and related notes of Cartesian Growth Corporation as of December 31, 2022 and 2021 and for each of the two years then ended, which report appears in the Prospectus, which is part of this Registration Statement. We also consent to the reference to our Firm under the heading "Experts" in such Prospectus.

/s/ Marcum LLP

Marcum LLP
West Palm Beach, FL
May 4, 2023

Exhibit 23.2

KPMG LLP
1601 Market Street
Philadelphia, PA 19103-2499

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 31, 2023, with respect to the consolidated financial statements of Tiedemann Wealth Management Holdings, LLC, included herein, and to the reference to our firm under the heading "Experts" in the prospectus.

KPMG LLP

Philadelphia, Pennsylvania
May 5, 2023

Exhibit 23.3

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Registration Statement on Form S-4 of our report dated April 14, 2023, relating to the combined and consolidated financial statements of TIG Trinity Management, LLC and Subsidiary and TIG Trinity GP, LLC and Subsidiaries as of December 31, 2022, and 2021, and for each of the three years in the period ended December 31, 2022. We also consent to the use of our name as it appears under the caption "Experts" in this Registration Statement.

/s/ Citrin Cooperman & Company, LLP

New York, New York
May 5, 2023

Exhibit 23.4

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated April 17, 2023, with respect to the consolidated financial statements of Alvarium Investments Limited, included herein and to the reference to our firm under the heading "Experts" in the prospectus/offer to exchange.

/s/ KPMG LLP

London, United Kingdom
May 5, 2023

LETTER OF TRANSMITTAL AND CONSENT

Offer To Exchange
Warrants to Acquire Shares of Class A Common Stock
of
AlTi Global, Inc.

for
Shares of Class A Common Stock of AlTi Global, Inc.
and
Consent Solicitation

THE OFFER AND CONSENT SOLICITATION (AS DEFINED BELOW) AND WITHDRAWAL RIGHTS WILL EXPIRE AT ONE MINUTE AFTER 11:59 P.M., EASTERN TIME, ON June 2, 2023 OR SUCH LATER TIME AND DATE TO WHICH WE MAY EXTEND. THE WARRANTS (AS DEFINED BELOW) OF THE COMPANY TENDERED PURSUANT TO THE OFFER AND CONSENT SOLICITATION MAY BE WITHDRAWN PRIOR TO THE EXPIRATION DATE (AS DEFINED BELOW). CONSENTS MAY BE REVOKED ONLY BY WITHDRAWING THE TENDER OF THE RELATED WARRANTS AND THE WITHDRAWAL OF ANY WARRANTS WILL AUTOMATICALLY CONSTITUTE A REVOCATION OF THE RELATED CONSENTS.

Delivery of this Letter of Transmittal and Consent, tendered Warrants and any other documents should be made by or on behalf of the undersigned:

The Exchange Agent for the Offer and Consent Solicitation is:

CONTINENTAL STOCK TRANSFER & TRUST COMPANY
Attn: Corporate Actions Department
1 State Street, 30th Floor
New York, NY 10004
Phone: (917) 262-2378

THE METHOD OF DELIVERY OF THIS LETTER OF TRANSMITTAL AND CONSENT (AS IT MAY BE AMENDED AND SUPPLEMENTED FROM TIME TO TIME, THIS "LETTER OF TRANSMITTAL AND CONSENT"), THE WARRANTS AND ALL OTHER REQUIRED DOCUMENTS, INCLUDING DELIVERY THROUGH BOOK-ENTRY TRANSFER, IS AT THE OPTION AND RISK OF THE TENDERING WARRANT HOLDER, AND EXCEPT AS OTHERWISE PROVIDED IN THE INSTRUCTIONS BELOW, THE DELIVERY WILL BE DEEMED MADE ONLY WHEN ACTUALLY RECEIVED BY THE EXCHANGE AGENT. IF DELIVERY IS BY MAIL, REGISTERED MAIL WITH RETURN RECEIPT REQUESTED, PROPERLY INSURED, IS RECOMMENDED. THE WARRANT HOLDER HAS THE RESPONSIBILITY TO CAUSE THIS LETTER OF TRANSMITTAL AND CONSENT, THE TENDERED WARRANTS AND ANY OTHER DOCUMENTS TO BE TIMELY DELIVERED. IN ALL CASES, SUFFICIENT TIME SHOULD BE ALLOWED TO ENSURE TIMELY DELIVERY.

PLEASE READ THIS ENTIRE LETTER OF TRANSMITTAL AND CONSENT, INCLUDING THE INSTRUCTIONS, CAREFULLY BEFORE COMPLETING THIS LETTER OF TRANSMITTAL AND CONSENT.

AlTi Global, Inc. (the "Company," "we," "our" and "us"), a Delaware corporation, has delivered to the undersigned a copy of the Prospectus/Offer to Exchange dated May 5, 2023 (the "Prospectus/Offer to Exchange") of the Company and this Letter of Transmittal and Consent, which together set forth the offer by the Company to each holder (each, a "Warrant Holder") of the Company's Warrants (as defined below) to receive 0.25 shares of the Company's Class A common stock, par value $0.0001 per share (the "Class A Common Stock") in exchange for each Warrant of the Company tendered by the Warrant Holder and exchanged pursuant to the offer (the "Offer").

The Offer is being made to all holders of the Company's Warrants. The Warrants sold as part of the units in Cartesian Growth Corporation's ("Cartesian") initial public offering on February 23, 2021 ("IPO") (whether they were purchased in the IPO or thereafter in the open market) are referred to herein as the "Public Warrants." The Warrants sold as part of the units in a private placement that occurred simultaneously with the IPO are referred to herein as the "Private Warrants." The Public Warrants and Private Warrants are collectively referred to as the "Warrants." Each Warrant entitles the holder to purchase one share of our Class A Common Stock at a price of $11.50 per share, subject to adjustment. The terms of the Private Warrants are identical to the Public Warrants, except that the Private Warrants are exercisable for cash or on a cashless basis and are not redeemable by the Company, in each case, so long as they are still held by CGC Sponsor LLC or its permitted transferees. The Public Warrants are listed on the Nasdaq Capital Market ("Nasdaq") under the symbol "ALTIW," As of April 25, 2023, an aggregate of 19,892,387 Warrants were outstanding, consisting of 10,992,453 Public Warrants and 8,899,934 Private Warrants. Pursuant to the Offer, the Company is offering up to an aggregate of 4,973,096 shares of Class A Common Stock in exchange for all of the Warrants.

Concurrently with the Offer, the Company is also soliciting consents (the "Consent Solicitation") from holders of the Public Warrants and the Private Warrants to amend that certain Amended and Restated Warrant Agreement, dated as of January 3, 2023 (the "Warrant Agreement"), by and between the Company (formerly known as Cartesian Growth Corporation) and Continental Stock Transfer & Trust Company, which governs all of the Warrants, to: (i) permit the Company to require that each Warrant (including each Private Placement Warrant) that is outstanding upon the closing of the Offer be exchanged into 0.225 shares of Class A Common Stock, which is a ratio 10% less than the exchange ratio applicable to the Offer (the "Warrant Amendment"); (ii) amend the Warrant Agreement to add the definition of "Adjusted Expiration Date" to mean the last day of the Exercise Period of the Warrants, as adjusted, in connection with such mandatory exchange, during which such Warrants held by the registered holder are exercisable for Class A Shares in the event that the Company elects to exchange all of the Warrants. Pursuant to the terms of the Warrant Agreement, amendments, including the proposed Warrant Amendment, require the vote or written consent of holders of at least 65% of the number of the then outstanding Public Warrants and, separately with respect to any amendment to the terms of the Private Warrants or any provision of the Warrant Agreement with respect to the Private Warrants such as the Warrant Amendment, the vote or written consent of at least 65% of the number of the then outstanding Private Warrants.

Parties representing approximately 36.7% of the Public Warrants and 66.3% of the Private Warrants have agreed to tender their Warrants in the Offer and to consent to the Warrant Amendment in the Consent Solicitation pursuant to tender and support agreements with us (each, a "Tender and Support Agreement"). Accordingly, if holders of an additional approximately 28.3% of the outstanding Public Warrants consent to the Warrant Amendment in the Consent Solicitation, and the other conditions described in the Prospectus/Offer to Exchange are satisfied or waived, then the Warrant Amendment will be adopted with respect to the Public Warrants. With respect to the Private Warrants, because holders of approximately 66.3% of the Private Warrants have agreed to consent to the Warrant Amendment in the Consent Solicitation, if the other conditions described in the Prospectus/Offer to Exchange are satisfied or waived, then the Warrant Amendment will be adopted with respect to the Private Warrants.

Holders of the Warrants may not consent to the Warrant Amendment without tendering the Warrants in the Offer and holders may not tender such Warrants without consenting to the Warrant Amendment. The consent to the Warrant Amendment is a part of this Letter of Transmittal and Consent relating to the Warrants, and therefore by tendering the Warrants for exchange holders will be delivering to us their consent. Holders of Warrants may revoke consent at any time prior to the Expiration Date (as defined below) by withdrawing the Warrants holders have tendered in the Offer.

Warrants not exchanged for shares of Class A Common Stock pursuant to the Offer will remain outstanding subject to their current terms or amended terms if the Warrant Amendment is approved. We reserve the right to

redeem any of the Warrants, as applicable, pursuant to their then current terms at any time, including prior to the completion of the Offer and Consent Solicitation, and if the Warrant Amendment is approved, we intend to require the exchange of all outstanding Warrants for shares of Class A Common Stock as provided in the Warrant Amendment.

The Offer and Consent Solicitation is made solely upon the terms and conditions in the Prospectus/Offer to Exchange and this Letter of Transmittal and Consent. The Offer and Consent Solicitation will expire at one minute after 11:59 p.m., Eastern Time, on June 2, 2023, or such later time and date to which we may extend (the period during which the Offer and Consent Solicitation is open, giving effect to any withdrawal or extension, is referred to as the "Offer Period," and the date and time at which the Offer Period ends is referred to as the "Expiration Date"). The Offer and Consent Solicitation is not made to those holders who reside in states or other jurisdictions where an offer, solicitation or sale would be unlawful.

Each holder whose Warrants are exchanged pursuant to the Offer and Consent Solicitation will receive 0.25 of shares of Class A Common Stock for each Warrant tendered by such holder and exchanged. Any Warrant Holder that participates in the Offer and Consent Solicitation may tender fewer than all of its Warrants for exchange.

No fractional shares of Class A Common Stock will be issued pursuant to the Offer. In lieu of issuing fractional shares, any holder of Warrants who would otherwise have been entitled to receive fractional shares pursuant to the Offer will, after aggregating all such fractional shares of such holder, be paid cash (without interest) in an amount equal to such fractional part of a share multiplied by the last sale price of our Class A Common Stock on Nasdaq on the last trading day of the Offer Period. Our obligation to complete the Offer is not conditioned on the receipt of a minimum number of tendered Warrants.

We may withdraw the Offer and Consent Solicitation only if the conditions to the Offer and Consent Solicitation are not satisfied or waived prior to the Expiration Date. Promptly upon any such withdrawal, we will return the tendered Warrants to the holders (and the accompanying consent to the Warrant Amendment will be revoked).

This Letter of Transmittal and Consent is to be used to accept the Offer and Consent Solicitation if the applicable Warrants are to be tendered by effecting a book-entry transfer into the Exchange Agent's account at the Depository Trust Company ("DTC") and instructions are not being transmitted through DTC's Automated Tender Offer Program ("ATOP"). Except in instances where a holder intends to tender Warrants through ATOP, the holder should complete, execute and deliver this Letter of Transmittal and Consent to indicate the action it desires to take with respect to the Offer and Consent Solicitation.

Holders of Warrants tendering Warrants by book-entry transfer to the Exchange Agent's account at DTC may execute the tender through ATOP, and in that case need not complete, execute and deliver this Letter of Transmittal and Consent. DTC participants accepting the Offer and Consent Solicitation may transmit their acceptance to DTC, which will verify the acceptance and execute a book-entry delivery to the Exchange Agent's account at DTC. DTC will then send an "Agent's Message" to the Exchange Agent for its acceptance. Delivery of the Agent's Message by DTC will satisfy the terms of the Offer and Consent Solicitation as to execution and delivery of a Letter of Transmittal and Consent by the DTC participant identified in the Agent's Message.

As used in this Letter of Transmittal and Consent, with respect to the tender procedures set forth herein, the term "registered holder" means any person in whose name Warrants are registered on the books of the Company or who is listed as a participant in a clearing agency's security position listing with respect to the Warrants.

THE OFFER AND CONSENT SOLICITATION IS NOT MADE TO THOSE HOLDERS WHO RESIDE IN STATES OR OTHER JURISDICTIONS WHERE AN OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL. WE ARE NOT AWARE OF ANY U.S. STATE WHERE THE MAKING OF THE OFFER AND THE CONSENT SOLICITATION IS NOT IN COMPLIANCE WITH APPLICABLE LAW. IF WE BECOME AWARE OF ANY U.S. STATE WHERE THE MAKING OF THE OFFER AND THE CONSENT SOLICITATION OR THE ACCEPTANCE OF THE WARRANTS PURSUANT TO

THE OFFER IS NOT IN COMPLIANCE WITH APPLICABLE LAW, WE WILL MAKE A GOOD FAITH EFFORT TO COMPLY WITH THE APPLICABLE LAW. IF, AFTER SUCH GOOD FAITH EFFORT, WE CANNOT COMPLY WITH THE APPLICABLE LAW, THE OFFER AND THE CONSENT SOLICITATION WILL NOT BE MADE TO (NOR WILL TENDERS BE ACCEPTED FROM OR ON BEHALF OF) THE WARRANT HOLDERS IN SUCH JURISDICTION WHERE SUCH APPLICABLE LAW APPLIES.

PLEASE SEE THE INSTRUCTIONS TO THIS LETTER OF TRANSMITTAL AND CONSENT BEGINNING ON PAGE 11 FOR THE PROPER USE AND DELIVERY OF THIS LETTER OF TRANSMITTAL AND CONSENT.

DESCRIPTION OF WARRANTS TENDERED

List below the Warrants to which this Letter of Transmittal and Consent relates. If the space below is inadequate, list the registered Warrant certificate numbers on a separate signed schedule and affix the list to this Letter of Transmittal and Consent.

Name(s) and Address(es) of Registered Holder(s) of Warrants	Number of Warrants Tendered
	Total:

☐ **CHECK HERE IF THE WARRANTS LISTED ABOVE ARE BEING DELIVERED BY BOOK-ENTRY TRANSFER MADE TO THE ACCOUNT MAINTAINED BY THE EXCHANGE AGENT WITH DTC AND COMPLETE THE FOLLOWING (FOR USE BY ELIGIBLE INSTITUTIONS ONLY):**

Name of Tendering Institution: _____

Account Number: _____

Transaction Code Number: _____

By crediting the Warrants to the Exchange Agent's account at DTC using ATOP and by complying with applicable ATOP procedures with respect to the Offer and Consent Solicitation, including, if applicable, transmitting to the Exchange Agent an Agent's Message in which the holder of the Warrants acknowledges and agrees to be bound by the terms of, and makes the representations and warranties contained in, this Letter of Transmittal and Consent, the participant in DTC confirms on behalf of itself and the beneficial owner(s) of such Warrants all provisions of this Letter of Transmittal and Consent (including consent to the Warrant Amendment and all representations and warranties) applicable to it and such beneficial owner(s) as fully as if it had completed the required information and executed and transmitted this Letter of Transmittal and Consent to the Exchange Agent.

NOTE: SIGNATURES MUST BE PROVIDED BELOW. PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY.

AlTi Global, Inc.
c/o Continental Stock Transfer and Trust Company, as Exchange Agent
Attn: Corporate Actions Department
1 State Street, 30th Floor
New York, NY 10004

Ladies and Gentlemen:

Upon and subject to the terms and conditions set forth in the Prospectus/Offer to Exchange and in this Letter of Transmittal and Consent, receipt of which is hereby acknowledged, the undersigned hereby:

(i) tenders to the Company for exchange pursuant to the Offer and Consent Solicitation the number of Warrants indicated above under "Description of Warrants Tendered - Number of Warrants Tendered;"

(ii) subscribes for the Class A Common Stock issuable upon the exchange of such tendered Warrants pursuant to the Offer and Consent Solicitation, being 0.25 Class A Common Stock for each Warrant so tendered for exchange; and

(iii) consents to the Warrant Amendment.

Except as stated in the Prospectus/Offer to Exchange, the tender made hereby is irrevocable. The undersigned understands that this tender will remain in full force and effect unless and until such tender is withdrawn and revoked in accordance with the procedures set forth in the Prospectus/Offer to Exchange and this Letter of Transmittal and Consent. The undersigned understands that this tender may not be withdrawn after the Expiration Date, and that a notice of withdrawal will be effective only if delivered to the Exchange Agent in accordance with the specific withdrawal procedures set forth in the Prospectus/Offer to Exchange.

If the undersigned holds Warrants for beneficial owners, the undersigned represents that it has received from each beneficial owner thereof a duly completed and executed form of "Instructions Form" in the form attached to the "Letter to Clients of Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees" which was sent to the undersigned by the Company with this Letter of Transmittal and Consent, instructing the undersigned to take the action described in this Letter of Transmittal and Consent.

If the undersigned is not the registered holder of the Warrants indicated under "Description of Warrants Tendered" above or such holder's legal representative or attorney-in-fact (or, in the case of Warrants held through DTC, the DTC participant for whose account such Warrants are held), then the undersigned has obtained a properly completed irrevocable proxy that authorizes the undersigned (or the undersigned's legal representative or attorney-in fact) to deliver a consent in respect of such Warrants on behalf of the holder thereof, and such proxy is being delivered to the Exchange Agent with this Letter of Transmittal and Consent.

The undersigned understands that, upon and subject to the terms and conditions set forth in the Prospectus/Offer to Exchange and this Letter of Transmittal and Consent, any Warrants properly tendered and not withdrawn which are accepted for exchange will be exchanged for shares of Class A Common Stock. The undersigned understands that, under certain circumstances, the Company may not be required to accept any of the Warrants tendered (including any Warrants tendered after the Expiration Date). If any Warrants are not accepted for exchange for any reason or if tendered Warrants are withdrawn, such unexchanged or withdrawn Warrants will be returned without expense to the tendering holder and any related consent to the Warrant Amendment will be revoked.

The undersigned understands that, upon and subject to the terms and conditions set forth in the Prospectus/Offer to Exchange and this Letter of Transmittal and Consent, any Warrants properly tendered and not validly withdrawn which are accepted for exchange constitute the holder's validly delivered consent to the Warrant Amendment. A holder of Warrants may not consent to the Warrant Amendment without tendering his or her

Warrants in the Offer and a holder of Warrants may not tender his or her Warrants without consenting to the Warrant Amendment. A holder may revoke his or her consent to the Warrant Amendment at any time prior to the Expiration Date by withdrawing the Warrants he or she has tendered.

Subject to, and effective upon, the Company's acceptance of the undersigned's tender of Warrants for exchange pursuant to the Offer and Consent Solicitation as indicated under "Description of Warrants Tendered - Number of Warrants Tendered" above, the undersigned hereby:

(i) assigns and transfers to, or upon the order of, the Company, all right, title and interest in and to, and any and all claims in respect of or arising or having arisen as a result of the undersigned's status as a holder of, such Warrants;

(ii) waives any and all rights with respect to such Warrants;

(iii) releases and discharges the Company from any and all claims the undersigned may have now, or may have in the future, arising out of or related to such Warrants;

(iv) acknowledges that the Offer is discretionary and may be extended, modified, suspended or terminated by the Company as provided in the Prospectus/Offer to Exchange; and

(v) acknowledges the future value of the Warrants and shares of Class A Common Stock is unknown and cannot be predicted with certainty.

The undersigned understands that tenders of Warrants pursuant to any of the procedures described in the Prospectus/Offer to Exchange and in the instructions in this Letter of Transmittal and Consent, if and when accepted by the Company, will constitute a binding agreement between the undersigned and the Company upon the terms and subject to the conditions of the Offer and Consent Solicitation.

Effective upon acceptance for exchange, the undersigned hereby irrevocably constitutes and appoints the Exchange Agent, acting as agent for the Company, as the true and lawful agent and attorney-in-fact of the undersigned with respect to the Warrants tendered hereby, with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest) to:

(i) transfer ownership of such Warrants on the account books maintained by DTC together with all accompanying evidences of transfer and authenticity to or upon the order of the Company;

(ii) present such Warrants for transfer of ownership on the books of the Company;

(iii) cause ownership of such Warrants to be transferred to, or upon the order of, the Company on the books of the Company or its agent and deliver all accompanying evidences of transfer and authenticity to, or upon the order of, the Company; and

(iv) receive all benefits and otherwise exercise all rights of beneficial ownership of such Warrants;

all in accordance with the terms of the Offer and Consent Solicitation, as described in the Prospectus/Offer to Exchange and this Letter of Transmittal and Consent.

The undersigned hereby represents, warrants and agrees that:

(i) the undersigned has full power and authority to tender the Warrants tendered hereby and to sell, exchange, assign and transfer all right, title and interest in and to such Warrants;

(ii) the undersigned has full power and authority to subscribe for all of the shares of Class A Common Stock issuable pursuant to the Offer and Consent Solicitation in exchange for the Warrants tendered hereby;

(iii) the undersigned has good, marketable and unencumbered title to the Warrants tendered hereby, and upon acceptance of such Warrants by the Company for exchange pursuant to the Offer and Consent Solicitation the Company will acquire good, marketable and unencumbered title to such Warrants, in each case free and clear of any security interests, liens, restrictions, charges, encumbrances, conditional sales agreements or other obligations of any kind, and not subject to any adverse claim;

(iv) the undersigned has full power and authority to consent to the Warrant Amendment;

(v) the undersigned will, upon request, execute and deliver any additional documents deemed by the Company or the Exchange Agent to be necessary or desirable to complete and give effect to the transactions contemplated hereby;

(vi) the undersigned has received and reviewed the Prospectus/Offer to Exchange, this Letter of Transmittal and Consent and the Warrant Amendment;

(vii) the undersigned acknowledges that none of the Company, the information agent, the Exchange Agent, the dealer manager or any person acting on behalf of any of the foregoing has made any statement, representation or warranty, express or implied, to the undersigned with respect to the Company, the Offer and Consent Solicitation, the Warrants, or the Class A Common Stock, other than the information included in the Prospectus/Offer to Exchange (as amended or supplemented prior to the Expiration Date);

(viii) the terms and conditions of the Prospectus/Offer to Exchange shall be deemed to be incorporated in, and form a part of, this Letter of Transmittal and Consent, which shall be read and construed accordingly;

(ix) the undersigned understands that tenders of Warrants pursuant to the Offer and Consent Solicitation and in the instructions hereto constitute the undersigned's acceptance of the terms and conditions of the Offer and Consent Solicitation;

(x) the undersigned is voluntarily participating in the Offer; and

(xi) the undersigned agrees to all of the terms of the Offer and Consent Solicitation.

Unless otherwise indicated under "Special Issuance Instructions" below, the Company will issue in the name(s) of the undersigned as indicated under "Description of Warrants Tendered" above, shares of Class A Common Stock to which the undersigned is entitled pursuant to the terms of the Offer and Consent Solicitation in respect of the Warrants tendered and exchanged pursuant to this Letter of Transmittal and Consent. If the "Special Issuance Instructions" below are completed, the Company will issue such shares of Class A Common Stock in the name of (and pay cash in lieu of any fractional shares to) the person or account indicated under "Special Issuance Instructions."

The undersigned agrees that the Company has no obligation under the "Special Issuance Instructions" provision of this Letter of Transmittal and Consent to effect the transfer of any Warrants from the holder(s) thereof if the Company does not accept for exchange any of the Warrants tendered pursuant to this Letter of Transmittal and Consent.

The acknowledgments, representations, warranties and agreements of the undersigned in this Letter of Transmittal and Consent will be deemed to be automatically repeated and reconfirmed on and as of each of the Expiration Date and completion of the Offer and Consent Solicitation. The authority conferred or agreed to be conferred in this Letter of Transmittal and Consent shall not be affected by, and shall survive, the death or incapacity of the undersigned, and every obligation of the undersigned under this Letter of Transmittal and Consent shall be binding upon the heirs, executors, administrators, trustees in bankruptcy, personal and legal representatives, successors and assigns of the undersigned.

The undersigned acknowledges that the undersigned has been advised to consult with its own legal counsel and other advisors (including tax advisors) as to the consequences of participating or not participating in the Offer and Consent Solicitation.

SPECIAL ISSUANCE INSTRUCTIONS
(SEE INSTRUCTIONS, INCLUDING
INSTRUCTIONS 3, 4 AND 5)

To be completed ONLY if the shares of Class A Common Stock issued pursuant to the Offer and Consent Solicitation in exchange for Warrants tendered hereby and any Warrants delivered to the Exchange Agent herewith but not tendered and exchanged pursuant to the Offer and Consent Solicitation, are to be issued in the name of someone other than the undersigned. Issue all such shares of Class A Common Stock and untendered Warrants to:

Name: _____

(PLEASE PRINT OR TYPE)

Address: _____

(INCLUDE ZIP CODE)

(TAX IDENTIFICATION OR SOCIAL SECURITY NUMBER)

_____

IMPORTANT: PLEASE SIGN HERE
(SEE INSTRUCTIONS AND ALSO COMPLETE ACCOMPANYING IRS FORM W-9 OR APPROPRIATE IRS FORM W-8)

By completing, executing and delivering this Letter of Transmittal and Consent, the undersigned hereby tenders the Warrants indicated in the table above entitled "Description of Warrants Tendered."

SIGNATURES REQUIRED
Signature(s) of Registered Holder(s) of Warrants

X_ _____

X_ _____

Date: _____

(The above lines must be signed by the registered holder(s) of Warrants as the name(s) appear(s) on the Warrants or on a security position listing, or by person(s) authorized to become registered holder(s) by a properly completed assignment from the registered holder(s), a copy of which must be transmitted with this Letter of Transmittal and Consent. If Warrants to which this Letter of Transmittal and Consent relates are held of record by two or more joint holders, then all such holders must sign this Letter of Transmittal and Consent. If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or other person acting in a fiduciary or representative capacity, then such person must set forth his or her full title below and, unless waived by the Company, submit evidence satisfactory to the Company of such person's authority so to act. See Instruction 3 regarding the completion and execution of this Letter of Transmittal and Consent.)

Name: _____

(PLEASE PRINT OR TYPE)

Capacity: _____

Address _____

(INCLUDE ZIP CODE)

Area Code and Telephone Number: _____

GUARANTEE OF SIGNATURE(S) (IF REQUIRED)
(SEE INSTRUCTIONS, INCLUDING INSTRUCTION 4)

Certain signatures must be guaranteed by Eligible Institution.
Signature(s) guaranteed by an Eligible Institution:

_____

Authorized Signature

_____

Title

_____

Name of Firm

_____

Address, Including Zip Code

_____

Area Code and Telephone Number

Date: _____

INSTRUCTIONS
FORMING PART OF THE TERMS AND CONDITIONS OF THE OFFER AND CONSENT SOLICITATION

1. Delivery of Letter of Transmittal and Consent and Warrants. This Letter of Transmittal and Consent is to be used if (i) certificates representing the Warrants are to be physically delivered to the Exchange Agent by such registered holders or (ii) delivery of Warrants is to be made by book-entry transfer to the Exchange Agent's account at DTC and instructions are not being transmitted through ATOP with respect to such tenders.

Warrants may be validly tendered pursuant to the procedures for book-entry transfer as described in the Prospectus/Offer to Exchange. In order for Warrants to be validly tendered by book-entry transfer, the Exchange Agent must ***receive*** the following prior to the Expiration Date, except as otherwise permitted by use of the procedures for guaranteed delivery as described below:

(i) timely confirmation of the transfer of such Warrants to the Exchange Agent's account at DTC (a "Book-Entry Confirmation");

(ii) either a properly completed and duly executed Letter of Transmittal and Consent, or a properly transmitted "Agent's Message" if the tendering Warrant Holder has not delivered a Letter of Transmittal and Consent; and

(iii) any other documents required by this Letter of Transmittal and Consent.

The term "Agent's Message" means a message, transmitted by DTC to, and received by, the Exchange Agent and forming a part of a Book-Entry Confirmation, which states that DTC has received an express acknowledgment from the participant in DTC exchanging the Warrants that such participant has received and agrees to be bound by the terms of the Letter of Transmittal and Consent and that the Company may enforce such agreement against the participant. If you are tendering by book-entry transfer, you must expressly acknowledge that you have received and agree to be bound by the Letter of Transmittal and Consent and that the Letter of Transmittal and Consent may be enforced against you.

Delivery of a Letter of Transmittal and Consent to the Company or DTC will not constitute valid delivery to the Exchange Agent. No Letter of Transmittal and Consent should be sent to the Company or DTC.

THE METHOD OF DELIVERY OF THIS LETTER OF TRANSMITTAL AND CONSENT, TENDERED WARRANTS AND ALL OTHER REQUIRED DOCUMENTS, INCLUDING DELIVERY THROUGH DTC AND ANY ACCEPTANCE OR AGENT'S MESSAGE DELIVERED THROUGH ATOP, IS AT THE OPTION AND RISK OF THE TENDERING WARRANT HOLDER, AND EXCEPT AS OTHERWISE PROVIDED IN THESE INSTRUCTIONS, THE DELIVERY WILL BE DEEMED MADE ONLY WHEN ACTUALLY RECEIVED BY THE EXCHANGE AGENT. IF DELIVERY IS BY MAIL, REGISTERED MAIL WITH RETURN RECEIPT REQUESTED, PROPERLY INSURED, IS RECOMMENDED. THE WARRANT HOLDER HAS THE RESPONSIBILITY TO CAUSE THIS LETTER OF TRANSMITTAL AND CONSENT, THE TENDERED WARRANTS AND ANY OTHER DOCUMENTS TO BE TIMELY DELIVERED. IN ALL CASES, SUFFICIENT TIME SHOULD BE ALLOWED TO ENSURE TIMELY DELIVERY.

Neither the Company nor the Exchange Agent is under any obligation to notify any tendering holder of the Company's acceptance of tendered Warrants.

2. Guaranteed Delivery. Warrant Holders desiring to tender Warrants pursuant to the Offer but whose Warrants cannot otherwise be delivered with all other required documents to the Exchange Agent prior to the Expiration Date may nevertheless tender Warrants, as long as all of the following conditions are satisfied:

(i) the tender must be made by or through an "Eligible Institution" (as defined in Instruction 4);

(ii) completed and duly executed Notice of Guaranteed Delivery in the form provided by the Company to the undersigned with this Letter of Transmittal and Consent (with any required signature guarantees) must be received by the Exchange Agent, at its address set forth in this Letter of Transmittal and Consent, prior to the Expiration Date; and

(iii) a confirmation of a book-entry transfer into the Exchange Agent's account at DTC of all Warrants delivered electronically, in each case together with a properly completed and duly executed Letter of Transmittal and Consent with any required signature guarantees (or, in the case of a book-entry transfer without delivery of a Letter of Transmittal and Consent, an Agent's Message), and any other documents required by this Letter of Transmittal and Consent, must be received by the Exchange Agent within two days that Nasdaq is open for trading after the date the Exchange Agent receives such Notice of Guaranteed Delivery, all as provided in the Prospectus/Offer to Exchange.

A Warrant Holder may deliver the Notice of Guaranteed Delivery by facsimile transmission, e-mail or mail to the Exchange Agent.

Except as specifically permitted by the Prospectus/Offer to Exchange, no alternative or contingent exchanges will be accepted.

3. Signatures on Letter of Transmittal and Consent and other Documents. For purposes of the tender and consent procedures set forth in this Letter of Transmittal and Consent, the term "registered holder" means any person in whose name Warrants are registered on the books of the Company or who is listed as a participant in a clearing agency's security position listing with respect to the Warrants.

If this Letter of Transmittal and Consent is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or others acting in a fiduciary or representative capacity, such person must so indicate when signing and, unless waived by the Company, must submit to the Exchange Agent proper evidence satisfactory to the Company of the authority so to act.

4. Guarantee of Signatures. No signature guarantee is required if:

(i) this Letter of Transmittal and Consent is signed by the registered holder of the Warrants and such holder has not completed the box entitled "Special Issuance Instructions;" or

(ii) such Warrants are tendered for the account of an "Eligible Institution." An "Eligible Institution" is a bank, broker dealer, credit union, savings association or other entity that is a member in good standing of the Securities Transfer Agents Medallion Program or a bank, broker, dealer, credit union, savings association or other entity which is an "eligible guarantor institution," as that term is defined in Rule 17Ad-15 promulgated under the Securities Exchange Act of 1934, as amended.

IN ALL OTHER CASES, AN ELIGIBLE INSTITUTION MUST GUARANTEE ALL SIGNATURES ON THIS LETTER OF TRANSMITTAL AND CONSENT BY COMPLETING AND SIGNING THE TABLE ENTITLED "GUARANTEE OF SIGNATURE(S)" ABOVE.

5. Warrants Tendered. Any Warrant Holder who chooses to participate in the Offer and Consent Solicitation may exchange some or all of such holder's Warrants pursuant to the terms of the Offer and Consent Solicitation.

6. Inadequate Space. If the space provided under "Description of Warrants Tendered" is inadequate, the name(s) and address(es) of the registered holder(s), number of Warrants being delivered herewith, and number of such Warrants tendered hereby should be listed on a separate, signed schedule and attached to this Letter of Transmittal and Consent.

7. Transfer Taxes. The Company will pay all transfer taxes, if any, applicable to the transfer of Warrants to the Company in the Offer and Consent Solicitation. If transfer taxes are imposed for any other reason, the amount of those transfer taxes, whether imposed on the registered holder or any other persons, will be payable by the tendering holder. Other reasons transfer taxes could be imposed include:

(i) If shares of Class A Common Stock are to be registered or issued in the name of any person other than the person signing this Letter of Transmittal and Consent; or

(ii) if tendered Warrants are registered in the name of any person other than the person signing this Letter of Transmittal and Consent.

If satisfactory evidence of payment of or exemption from those transfer taxes is not submitted with this Letter of Transmittal and Consent, the amount of those transfer taxes will be billed directly to the tendering holder and/or withheld from any payment due with respect to the Warrants tendered by such holder.

8. Validity of Tenders. All questions as to the number of Warrants to be accepted, and the validity, form, eligibility (including time of receipt) and acceptance of any tender of Warrants will be determined by the Company in its reasonable discretion, which determinations shall be final and binding on all parties. The Company reserves the absolute right to reject any or all tenders of Warrants it determines not to be in proper form or to reject those Warrants, the acceptance of which may, in the opinion of the Company's counsel, be unlawful. The Company also reserves the absolute right to waive any defect or irregularity in the tender of any particular Warrant, whether or not similar defects or irregularities are waived in the case of other tendered Warrants. The Company's interpretation of the terms and conditions of the Offer and Consent Solicitation (including this Letter of Transmittal and Consent and the instructions hereto) will be final and binding on all parties. The Company is not aware of any U.S. state where the making of the Offer and the Consent Solicitation is not in compliance with applicable law. If the Company becomes aware of any U.S. state where the making of the Offer and the Consent Solicitation or the acceptance of the Warrants pursuant to the Offer is not in compliance with applicable law, it will make a good faith effort to comply with the applicable law. If, after such good faith effort, the Company cannot comply with the applicable law, the Offer and the Consent Solicitation will not be made to (nor will tenders be accepted from or on behalf of) the Warrant Holders in such state where such law is applicable. Unless waived, any defects or irregularities in connection with tenders of Warrants must be cured within such time as the Company shall determine. None of the Company, the Exchange Agent, the information agent, the dealer manager or any other person is or will be obligated to give notice of any defects or irregularities in tenders of Warrants, and none of them will incur any liability for failure to give any such notice. Tenders of Warrants will not be deemed to have been validly made until all defects and irregularities have been cured or waived. Any Warrants received by the Exchange Agent that are not validly tendered and as to which the defects or irregularities have not been cured or waived will be returned by the Exchange Agent to the Warrant Holders, unless otherwise provided in this Letter of Transmittal and Consent, as soon as practicable following the Expiration Date. Warrant Holders who have any questions about the procedure for tendering Warrants in the Offer and Consent Solicitation should contact the information agent at the address and telephone number indicated herein. Public Warrants properly tendered and not validly withdrawn that are accepted for exchange constitutes the holder's validly delivered consent to the Warrant Amendment.

9. Waiver of Conditions. *The Company reserves the absolute right to waive any condition, other than as described in the section of the Prospectus/Offer to Exchange entitled "The Offer and Consent Solicitation - General Terms - Conditions to the Offer and Consent Solicitation."*

10. Withdrawal. Tenders of Warrants may be withdrawn only pursuant to the procedures and subject to the terms set forth in the section of the Prospectus/Offer to Exchange entitled "*The Offer and Consent Solicitation - Withdrawal Rights*." Warrant Holders can withdraw tendered Warrants at any time prior to the Expiration Date, and Warrants that the Company has not accepted for exchange by June 3, 2023, may thereafter be withdrawn at any time after such date until such Warrants are accepted by the Company for exchange pursuant to the Offer and Consent Solicitation. Except as otherwise provided in the Prospectus/Offer to Exchange, in order for the withdrawal of Warrants to be effective, a written notice of withdrawal satisfying the applicable requirements for withdrawal set forth in the section of the Prospectus/Offer to Exchange entitled "*The Offer and Consent Solicitation - Withdrawal Rights*" must be timely received from the holder by the Exchange Agent at its address stated herein, together with any other information required as described in such section of the Prospectus/Offer to Exchange. All questions as to the form and validity (including time of receipt) of any notice of withdrawal will be determined by the Company, in its reasonable discretion, and its determination shall be final and binding. None of the Company, the Exchange Agent, the information agent, the dealer manager or any other person is under any duty to give notification of any defect or irregularity in any notice of withdrawal or will incur any

liability for failure to give any such notification. Any Warrants properly withdrawn will be deemed not to have been validly tendered for purposes of the Offer and Consent Solicitation. However, at any time prior to the Expiration Date, a Warrant Holder may re-tender withdrawn Warrants by following the applicable procedures discussed in the Prospectus/Offer to Exchange and this Letter of Transmittal and Consent. Consents may be revoked only by withdrawing the related Warrants and the withdrawal of any Warrants will automatically constitute a revocation of the related consents.

11. Questions and Requests for Assistance and Additional Copies. Please direct questions or requests for assistance, or additional copies of the Prospectus/Offer to Exchange, Letter of Transmittal and Consent or other materials, in writing to the information agent for the Offer and Consent Solicitation at:

The Information Agent for the Offer and Consent Solicitation is:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, NY, 10022
Warrantholders may call toll-free: (877) 456-3510
Banks and Brokers may call collect: (212) 750-5833

IMPORTANT: THIS LETTER OF TRANSMITTAL AND CONSENT, OR THE "AGENT'S MESSAGE" (IF TENDERING PURSUANT TO THE PROCEDURES FOR BOOK-ENTRY TRANSFER WITHOUT EXECUTION AND DELIVERY OF A LETTER OF TRANSMITTAL AND CONSENT), TOGETHER WITH THE TENDERED WARRANTS AND ALL OTHER REQUIRED DOCUMENTS, MUST BE RECEIVED BY THE EXCHANGE AGENT ON OR PRIOR TO ONE MINUTE AFTER 11:59 P.M., EASTERN TIME, ON THE EXPIRATION DATE, UNLESS A NOTICE OF GUARANTEED DELIVERY IS RECEIVED BY THE EXCHANGE AGENT BY SUCH DATE.

Form **W-9**

(Rev. October 2018)
Department of the Treasury
Internal Revenue Service

Request for Taxpayer Identification Number and Certification

u **Go to *www.irs.gov/FormW9* for instructions and the latest information.**

Give Form to the requester. Do not send to the IRS.

Print or type See **Specific Instructions** on page 3.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.

2 Business name/disregarded entity name, if different from above

3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only **one** of the following seven boxes.

☐ Individual/sole proprietor or single-member LLC ☐ C Corporation ☐ S Corporation ☐ Partnership ☐ Trust/estate

☐ Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) u _____

Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is **not** disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.

☐ Other (see instructions) u

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):

Exempt payee code (if any) _____

Exemption from FATCA reporting code (if any) _____

(Applies to accounts maintained outside the U.S.)

5 Address (number, street, and apt. or suite no.) See instructions.

Requester's name and address (optional)

6 City, state, and ZIP code

7 List account number(s) here (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number

			-			-				

or

Employer identification number

			-							

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here **Signature of U.S. person** u **Date** u

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to *www.irs.gov/FormW9*.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, *later*.

By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),

2. Certify that you are not subject to backup withholding, or

3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and

4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting*, later, for further information.

Note: If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien;
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States;
- An estate (other than a foreign estate); or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

In the cases below, the following person must give Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States.

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the entity;
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the trust; and
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust (other than a grantor trust) and not the beneficiaries of the trust.

Foreign person. If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person, do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Pub. 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

Nonresident alien who becomes a resident alien. Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items.

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.

2. The treaty article addressing the income.

3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.

4. The type and amount of income that qualifies for the exemption from tax.

5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

Example. Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

Backup Withholding

What is backup withholding? Persons making certain payments to you must under certain conditions withhold and pay to the IRS 24% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment card and third party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the requester,

2. You do not certify your TIN when required (see the instructions for Part II for details),

3. The IRS tells the requester that you furnished an incorrect TIN,

4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or

5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See *Exempt payee code*, later, and the separate Instructions for the Requester of Form W-9 for more information.

Also see *Special rules for partnerships,* earlier.

What is FATCA Reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all United States account holders that are specified United States persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code*, later, and the Instructions for the Requester of Form W-9 for more information.

Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a

C corporation that elects to be an S corporation, or if you no longer are tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account; for example, if the grantor of a grantor trust dies.

Penalties

Failure to furnish TIN. If you fail to furnish your correct TIN to a requester, you are subject to a penalty of $50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

Civil penalty for false information with respect to withholding. If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a $500 penalty.

Criminal penalty for falsifying information. Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

Misuse of TINs. If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

Specific Instructions

Line 1

You must enter one of the following on this line; **do not** leave this line blank. The name should match the name on your tax return.

If this Form W-9 is for a joint account (other than an account maintained by a foreign financial institution (FFI)), list first, and then circle, the name of the person or entity whose number you entered in Part I of Form W-9. If you are providing Form W-9 to an FFI to document a joint account, each holder of the account that is a U.S. person must provide a Form W-9.

a. **Individual.** Generally, enter the name shown on your tax return. If you have changed your last name without informing the Social Security Administration (SSA) of the name change, enter your first name, the last name as shown on your social security card, and your new last name.

Note: ITIN applicant: Enter your individual name as it was entered on your Form W-7 application, line 1a. This should also be the same as the name you entered on the Form 1040/1040A/1040EZ you filed with your application.

b. **Sole proprietor or single-member LLC.** Enter your individual name as shown on your 1040/1040A/1040EZ on line 1. You may enter your business, trade, or "doing business as" (DBA) name on line 2.

c. **Partnership, LLC that is not a single-member LLC, C corporation, or S corporation.** Enter the entity's name as shown on the entity's tax return on line 1 and any business, trade, or DBA name on line 2.

d. **Other entities.** Enter your name as shown on required U.S. federal tax documents on line 1. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on line 2.

e. **Disregarded entity.** For U.S. federal tax purposes, an entity that is disregarded as an entity separate from its owner is treated as a "disregarded entity." See Regulations section 301.7701-2(c)(2)(iii). Enter the owner's name on line 1. The name of the entity entered on line 1 should never be a disregarded entity. The name on line 1 should be the name shown on the income tax return on which the income should be reported. For example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner's name is required to be provided on line 1. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity's name on line 2, "Business name/disregarded entity name." If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.

Line 2

If you have a business name, trade name, DBA name, or disregarded entity name, you may enter it on line 2.

Line 3

Check the appropriate box on line 3 for the U.S. federal tax classification of the person whose name is entered on line 1. Check only one box on line 3.

IF the entity/person on line 1 is a(n) . . .	**THEN check the box for . . .**
• Corporation	Corporation
• Individual • Sole proprietorship, or • Single-member limited liability company (LLC) owned by an individual and disregarded for U.S. federal tax purposes.	Individual/sole proprietor or single-member LLC
• LLC treated as a partnership for U.S. federal tax purposes, • LLC that has filed Form 8832 or 2553 to be taxed as a corporation, or • LLC that is disregarded as an entity separate from its owner but the owner is another LLC that is not disregarded for U.S. federal tax purposes.	Limited liability company and enter the appropriate tax classification. (P= Partnership; C= C corporation; or S= S corporation)
• Partnership	Partnership
• Trust/estate	Trust/estate

Line 4, Exemptions

If you are exempt from backup withholding and/or FATCA reporting, enter in the appropriate space on line 4 any code(s) that may apply to you.

Exempt payee code.

- Generally, individuals (including sole proprietors) are not exempt from backup withholding.
- Except as provided below, corporations are exempt from backup withholding for certain payments, including interest and dividends.
- Corporations are not exempt from backup withholding for payments made in settlement of payment card or third party network transactions.
- Corporations are not exempt from backup withholding with respect to attorneys' fees or gross proceeds paid to attorneys, and corporations that provide medical or health care services are not exempt with respect to payments reportable on Form 1099-MISC.

The following codes identify payees that are exempt from backup withholding. Enter the appropriate code in the space in line 4.

1—An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2)

2—The United States or any of its agencies or instrumentalities

3—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities

4—A foreign government or any of its political subdivisions, agencies, or instrumentalities

5—A corporation

6—A dealer in securities or commodities required to register in the United States, the District of Columbia, or a U.S. commonwealth or possession

7—A futures commission merchant registered with the Commodity Futures Trading Commission

8—A real estate investment trust

9—An entity registered at all times during the tax year under the Investment Company Act of 1940

10—A common trust fund operated by a bank under section 584(a)

11—A financial institution

12—A middleman known in the investment community as a nominee or custodian

13—A trust exempt from tax under section 664 or described in section 4947

The following chart shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 13.

IF the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt payees except for 7
Broker transactions	Exempt payees 1 through 4 and 6 through 11 and all C corporations. S corporations must not enter an exempt payee code because they are exempt only for sales of noncovered securities acquired prior to 2012.
Barter exchange transactions and patronage dividends	Exempt payees 1 through 4
Payments over $600 required to be reported and direct sales over $5,000[1]	Generally, exempt payees 1 through 5[2]
Payments made in settlement of payment card or third party network transactions	Exempt payees 1 through 4

[1] See Form 1099-MISC, Miscellaneous Income, and its instructions.

[2] However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney reportable under section 6045(f), and payments for services paid by a federal executive agency.

Exemption from FATCA reporting code. The following codes identify payees that are exempt from reporting under FATCA. These codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Consult with the person requesting this form if you are uncertain if the financial institution is subject to these requirements. A requester may indicate that a code is not required by providing you with a Form W-9 with "Not Applicable" (or any similar indication) written or printed on the line for a FATCA exemption code.

A—An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37)

B—The United States or any of its agencies or instrumentalities

C—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities

D—A corporation the stock of which is regularly traded on one or more established securities markets, as described in Regulations section 1.1472-1(c)(1)(i)

E—A corporation that is a member of the same expanded affiliated group as a corporation described in Regulations section 1.1472-1(c)(1)(i)

F—A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state

G—A real estate investment trust

H—A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940

I—A common trust fund as defined in section 584(a)

J—A bank as defined in section 581

K—A broker

L—A trust exempt from tax under section 664 or described in section 4947(a)(1)

M—A tax exempt trust under a section 403(b) plan or section 457(g) plan

Note: You may wish to consult with the financial institution requesting this form to determine whether the FATCA code and/or exempt payee code should be completed.

Line 5

Enter your address (number, street, and apartment or suite number). This is where the requester of this Form W-9 will mail your information returns. If this address differs from the one the requester already has on file, write NEW at the top. If a new address is provided, there is still a chance the old address will be used until the payor changes your address in their records.

Line 6

Enter your city, state, and ZIP code.

Part I. Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN.

If you are a single-member LLC that is disregarded as an entity separate from its owner, enter the owner's SSN (or EIN, if the owner has one). Do not enter the disregarded entity's EIN. If the LLC is classified as a corporation or partnership, enter the entity's EIN.

Note: See *What Name and Number To Give the Requester*, later, for further clarification of name and TIN combinations.

How to get a TIN. If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local SSA office or get this form online at *www.SSA.gov*. You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at *www.irs.gov/Businesses* and clicking on Employer Identification Number (EIN) under Starting a Business. Go to *www.irs.gov/Forms* to view, download, or print Form W-7 and/or Form SS-4. Or, you can go to *www.irs.gov/OrderForms* to place an order and have Form W-7 and/or SS-4 mailed to you within 10 business days.

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

Note: Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

Caution: A disregarded U.S. entity that has a foreign owner must use the appropriate Form W-8.

Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if item 1, 4, or 5 below indicates otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on line 1 must sign. Exempt payees, see *Exempt payee code*, earlier.

Signature requirements. Complete the certification as indicated in items 1 through 5 below.

1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983. You must give your correct TIN, but you do not have to sign the certification.

2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983. You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct

TIN to the requester, you must cross out item 2 in the certification before signing the form.

3. Real estate transactions. You must sign the certification. You may cross out item 2 of the certification.

4. Other payments. You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments made in settlement of payment card and third party network transactions, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), ABLE accounts (under section 529A), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions. You must give your correct TIN, but you do not have to sign the certification.

What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account) other than an account maintained by an FFI	The actual owner of the account or, if combined funds, the first individual on the account[1]
3. Two or more U.S. persons (joint account maintained by an FFI)	Each holder of the account
4. Custodialaccount of a minor (Uniform Gift to Minors Act)	The minor[2]
5. a. The usual revocable savings trust (grantor is also trustee) b. So-called trust account that is not a legal or valid trust under state law	The grantor-trustee[1] The actual owner[1]
6. Sole proprietorship or disregarded entity owned by an individual	The owner[3]
7. Grantortrust filing under Optional Form 1099 Filing Method 1 (see Regulations section 1.671-4(b)(2)(i)(A))	The grantor*
For this type of account:	**Give name and EIN of:**
8. Disregarded entity not owned by an individual	The owner
9. A valid trust, estate, or pension trust	Legal entity[4]
10. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
11. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
12. Partnership or multi-member LLC	The partnership
13. A broker or registered nominee	The broker or nominee
14. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity
15. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Regulations section 1.671-4(b)(2)(i)(B))	The trust

[1] List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

[2] Circle the minor's name and furnish the minor's SSN.

[3] You must show your individual name and you may also enter your business or DBA name on the "Business name/disregarded entity" name line. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

[4] List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.) Also see *Special rules for partnerships,* earlier.

***Note:** The grantor also must provide a Form W-9 to trustee of trust.

Note: If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

Secure Your Tax Records From Identity Theft

Identity theft occurs when someone uses your personal information such as your name, SSN, or other identifying information, without your permission, to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN,
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable credit card activity or credit report, contact the IRS Identity Theft Hotline at 1-800-908-4490 or submit Form 14039.

For more information, see Pub. 5027, Identity Theft Information for Taxpayers.

Victims of identity theft who are experiencing economic harm or a systemic problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 1-877-777-4778 or TTY/TDD 1-800-829-4059.

Protect yourself from suspicious emails or phishing schemes.
Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to *phishing@irs.gov*. You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration (TIGTA) at 1-800-366-4484. You can forward suspicious emails to the Federal Trade Commission at *spam@uce.gov* or report them at *www.ftc.gov/complaint*. You can contact the FTC at *www.ftc.gov/idtheft* or 877-IDTHEFT (877-438-4338). If you have been the victim of identity theft, see *www.IdentityTheft.gov* and Pub. 5027.

Visit *www.irs.gov/IdentityTheft* to learn more about identity theft and how to reduce your risk.

Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. commonwealths and possessions for use in administering their laws. The information also may be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payers must generally withhold a percentage of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to the payer. Certain penalties may also apply for providing false or fraudulent information.

Form **W-8BEN**
(Rev. July 2017)
Department of the Treasury
Internal Revenue Service

Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding and Reporting (Individuals)

OMB No. 1545-1621

u **For use by individuals. Entities must use Form W-8BEN-E.**
u **Go to *www.irs.gov/FormW8BEN* for instructions and the latest information.**
u **Give this form to the withholding agent or payer. Do not send to the IRS.**

Please print or type

Do NOT use this form if: Instead, use Form:

- You are NOT an individual W-8BEN-E
- You are a U.S. citizen or other U.S. person, including a resident alien individualW-9
- You are a beneficial owner claiming that income is effectively connected with the conduct of trade or business within the U.S. (other than personal services)W-8ECI
- You are a beneficial owner who is receiving compensation for personal services performed in the United States8233 or W-4
- You are a person acting as an intermediaryW-8IMY

Note:If you are resident In a FATCA partner jurisdiction (i.e., a Model 1 IGA jurisdiction with reciprocity), certain tax account information may be provided to your jurisdiction of residence.

Part I Identification of Beneficial Owner (See instructions.)

1 Name of individual who is the beneficial owner

2 Country of citizenship

3 Permanent residence address (street, apt. or suite no., or rural route). **Do not use a P.O. box or in-care-of address.**

City or town, state or province. Include postal code where appropriate. Country

4 Mailing address (if different from above)

City or town, state or province. Include postal code where appropriate. Country

5 U.S. taxpayer identification number (SSN or ITIN) if required (see instructions)

6 Foreign tax identifying number

7 Reference number(s) (see instructions)

8 Date of birth (MM-DD-YYYY) (see instructions)

Claim of Tax Treaty Benefits (for chapter 3 purposes only) (see instructions)

9 I certify that the beneficial owner is a resident of _____ within the meaning of the income tax treaty between the United States and that country.

10 **Special rates and conditions** (if applicable—see instructions): The beneficial owner is claiming the provisions of Article and paragraph _____ of the treaty identified on line 9 above to claim a____ % rate of withholding on (specify type of income):

_____.

Explain the additional conditions in the Article and paragraph the beneficial owner meets to be eligible for the rate of withholding:_____

Certification

Under penalties of perjury, I declare that I have examined the information on this form and to the best of my knowledge and belief it is true, correct, and complete. I further certify under penalties of perjury that:

- I am the individual that is the beneficial owner (or am authorized to sign for the individual that is the beneficial owner) of all the income to which this form relates or am using this form to document myself for chapter 4 purposes,
- The person named on line 1 of this form is not a U.S. person,
- The income to which this form relates is:

  (a) not effectively connected with the conduct of a trade or business in the United States,
  (b) effectively connected but is not subject *to* tax under an applicable income tax treaty, or
  (c) the partner's share of a partnership's effectively connected income,
- The person named on line 1 of this form is a resident of the treaty country listed on line 9 of the form (if any) within the meaning of the income tax treaty between the United States and that country, and
- For broker transactions or barter exchanges, the beneficial owner is an exempt foreign person as defined in the Instructions.

  Furthermore, I authorize this form to be provided to any withholding agent that has control, receipt, or custody of the income of which I am the beneficial owner or any withholding agent that can disburse or make payments of the Income of which I am the beneficial owner. **I agree that I will submit a new form within 30 days if any certification made on this form becomes incorrect.**

Sign Here u

Signature of beneficial owner (or individual authorized to sign for beneficial owner) — Date (MM--DD-YYYY)

Print name of signer — Capacity in which acting (if form is not signed by beneficial owner)

The Exchange Agent for the Offer and Consent Solicitation is:

Continental Stock Transfer and Trust Company
Attn: Corporate Actions Department
1 State Street, 30th Floor
New York, NY 10004
(917) 262-2378

Questions or requests for assistance should be directed to Lily Arteaga, Director, Investment Advisory, AlTi Global, Inc., 1111 Brickell Avenue Suite 2802, Miami, FL 33131, Tel. (305) 373-8033, Email:lily.arteaga@alvariuminvestments.com. You may also direct questions concerning exchange procedures to the Information Agent. Additional copies of the Prospectus/Offer to Exchange, this Letter of Transmittal and Consent and the Notice of Guaranteed Delivery may also be obtained from the Information Agent. Any Warrant Holder may also contact its broker, dealer, commercial bank or trust company for assistance concerning the Offer and Consent Solicitation.

The Information Agent for the Offer and Consent Solicitation is:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, NY, 10022
Warrantholders may call toll-free: (877) 456-3510
Banks and Brokers may call collect: (212) 750-5833

NOTICE OF GUARANTEED DELIVERY OF WARRANTS
OF
ALTI GLOBAL, INC.

Pursuant to the Prospectus/Offer to Exchange dated May 5, 2023
Instructions for Use

Unless defined herein, terms used in this Notice of Guaranteed Delivery shall have definitions set forth in the Prospectus/Offer to Exchange dated May 5, 2023.

This Notice of Guaranteed Delivery, or one substantially in the form hereof, must be used to accept the Offer if:

- the procedure for book-entry transfer cannot be completed on a timely basis; or
- time will not permit all required documents, including a properly completed and duly executed Letter of Transmittal and Consent and any other required documents, to reach Continental Stock Transfer & Trust Company (the "Exchange Agent") prior to the Expiration Date.

This Notice of Guaranteed Delivery, properly completed and duly executed, must be delivered by hand, mail, overnight courier, facsimile or electronic mail transmission to the Exchange Agent, as described in the section of the Prospectus/Offer to Exchange entitled "*The Offer and Consent Solicitation – Procedure for Tendering Public Warrants and Private Warrants for Exchange and Consenting to the Warrant Amendment*." The method of delivery of all required documents is at the Warrant Holder's option and risk.

For this Notice of Guaranteed Delivery to be validly delivered, it must be *received* by the Exchange Agent at the address below prior to the Expiration Date. Delivery of this notice to another address will not constitute a valid delivery. If delivered to the Company, the information agent, or the book-entry transfer facility, a Notice of Guaranteed Delivery will not be forwarded to the Exchange Agent and such delivery to the Company, the information agent, or the book-entry transfer facility, as the case may be, will not constitute a valid delivery.

The Warrant Holder's signature on this Notice of Guaranteed Delivery must be guaranteed by an "Eligible Institution," and the Eligible Institution must also execute the Guarantee of Delivery attached hereto. An "Eligible Institution" is a bank, broker, dealer, credit union, savings association or other entity that is a member in good standing of the Securities Transfer Agents Medallion Program or a bank, broker, dealer, credit union, savings association or other entity which is an "eligible guarantor institution," as that term is defined in Rule 17Ad-15 promulgated under the Securities Exchange Act of 1934, as amended.

In addition, if the instructions to the Letter of Transmittal and Consent require a signature on a Letter of Transmittal and Consent to be guaranteed by an Eligible Institution, such signature guarantee must appear in the applicable space provided in the signature box on the Letter of Transmittal and Consent.

NOTICE OF GUARANTEED DELIVERY OF
WARRANTS OF
ALTI GLOBAL, INC.

Pursuant to the Prospectus/Offer to Exchange dated May 5, 2023

TO: CONTINENTAL STOCK TRANSFER & TRUST COMPANY
One State Street Plaza, 30th Floor
New York, NY 10004
Attention: Corporate Actions Department

The undersigned acknowledges receipt of the Prospectus/Offer to Exchange, dated May 5, 2023 (the "Prospectus/Offer to Exchange"), and the related Letter of Transmittal and Consent (the "Letter of Transmittal and Consent").

By signing this Notice of Guaranteed Delivery, the Warrant Holder tenders for exchange, upon the terms and subject to the conditions described in the Prospectus/Offer to Exchange and in the Letter of Transmittal and Consent, the number of Warrants specified below, as well as provides consent to the Warrant Amendment, pursuant to the guaranteed delivery procedures described in the section of the Prospectus/Offer to Exchange entitled "*The Offer and Consent Solicitation – Procedure for Tendering Public Warrants and Private Warrants for Exchange and Consenting to the Warrant Amendment.*"

DESCRIPTION OF WARRANTS TENDERED

List below the Warrants to which this Notice of Guaranteed Delivery relates.

Name(s) and Address(es) of Registered Holder(s) of Warrants	Number of Warrants Tendered
	Total:

(1) Unless otherwise indicated above, it will be assumed that all Warrants listed above are being tendered pursuant to this Notice of Guaranteed Delivery.

☐ **CHECK HERE IF THE WARRANTS LISTED ABOVE WILL BE DELIVERED BY BOOK-ENTRY TRANSFER MADE TO THE ACCOUNT MAINTAINED BY THE EXCHANGE AGENT WITH THE DEPOSITORY TRUST COMPANY ("DTC") AND COMPLETE THE FOLLOWING (FOR USE BY ELIGIBLE INSTITUTIONS ONLY):**

Name of Tendering Institution: _____

Account Number: _____

SIGNATURES

Signature(s) of Warrant Holder(s) _____

Name(s) of Warrant Holder(s) (Please Print) _____

Taxpayer Identification Number: _____

Address: _____

City, State, Zip Code _____

Telephone Number: _____

Date: _____

GUARANTEE OF SIGNATURES

_____

Authorized Signature

_____

Name
(Please Print)

_____

Title

_____

Name of Firm
(must be an Eligible Institution as defined in this Notice of Guaranteed Delivery)

_____

Address

_____

City, State, Zip Code

_____

_____

Telephone Number

_____

Date: _____

GUARANTEE OF DELIVERY
(Not to be used for Signature Guarantee)

The undersigned, a bank, broker, dealer, credit union, savings association or other entity that is a member in good standing of the Securities Transfer Agents Medallion Program or a bank, broker, dealer, credit union, savings association or other entity which is an "eligible guarantor institution," as that term is defined in Rule 17Ad-15 promulgated under the Securities Exchange Act of 1934, as amended (each of the foregoing constituting an "Eligible Institution"), guarantees delivery to the Exchange Agent of the Warrants tendered and consents given, in proper form for transfer, or a confirmation that the Warrants tendered have been delivered pursuant to the procedure for book-entry transfer described in the Prospectus/Offer to Exchange and the Letter of Transmittal and Consent into the Exchange Agent's account at the book-entry transfer facility, in each case together with a properly completed and duly executed Letter(s) of Transmittal and Consent, or an Agent's Message in the case of a book-entry transfer, and any other required documents, all within two (2) Nasdaq Capital Market quotation days after the date of receipt by the Exchange Agent of this Notice of Guaranteed Delivery.

The Eligible Institution that completes this form must communicate the guarantee to the Exchange Agent and must deliver the Letter of Transmittal and Consent to the Exchange Agent, or confirmation of receipt of the Warrants pursuant to the procedure for book-entry transfer and an Agent's Message, within the time set forth above. Failure to do so could result in a financial loss to such Eligible Institution.

Authorized Signature Name
(Please Print)

Title

Name of Firm

Address

City, State, Zip Code

Telephone Number

Date: _____

Exhibit 99.3

**LETTER TO BROKERS, DEALERS,
COMMERCIAL BANKS, TRUST COMPANIES AND OTHER NOMINEES**

**Offer To Exchange
Warrants to Acquire Shares of Class A Common Stock
of
AlTi Global, Inc.
for
Shares of Class A Common Stock of AlTi Global, Inc.
and Consent Solicitation**

THE OFFER AND CONSENT SOLICITATION (AS DEFINED BELOW) AND WITHDRAWAL RIGHTS WILL EXPIRE AT ONE MINUTE AFTER 11:59 P.M., EASTERN TIME, ON June 2, 2023 OR SUCH LATER TIME AND DATE TO WHICH WE MAY EXTEND. THE WARRANTS (AS DEFINED BELOW) OF THE COMPANY TENDERED PURSUANT TO THE OFFER AND CONSENT SOLICITATION MAY BE WITHDRAWN PRIOR TO THE EXPIRATION DATE (AS DEFINED BELOW). CONSENTS MAY BE REVOKED ONLY BY WITHDRAWING THE TENDER OF THE RELATED WARRANTS AND THE WITHDRAWAL OF ANY WARRANTS WILL AUTOMATICALLY CONSTITUTE A REVOCATION OF THE RELATED CONSENTS.

May 5, 2023

**To Brokers, Dealers, Commercial Banks,
Trust Companies and Other Nominees:**

Enclosed are the Prospectus/Offer to Exchange dated May 5, 2023 (the "Prospectus/Offer to Exchange"), and the related Letter of Transmittal and Consent (the "Letter of Transmittal and Consent"), which together set forth the offer by AlTi Global, Inc., a Delaware corporation (the "Company," "we," "our" and "us"), to each holder of the Company's warrants (the "Warrant Holder") to receive 0.25 shares of the Company's Class A common stock, par value $0.0001 per share ("Class A Common Stock") in exchange for each Warrant (as defined below) of the Company tendered by the Warrant Holder and exchanged pursuant to the offer (the "Offer"). The Offer is made solely upon the terms and conditions in the Prospectus/Offer to Exchange and in the Letter of Transmittal and Consent. The Offer will expire at one minute after 11:59 p.m., Eastern Time, on June 2, 2023, or such later time and date to which the Company may extend the Offer. The period during which the Offer is open, giving effect to any withdrawal or extension, is referred to as the "Offer Period," and the date and time at which the Offer Period ends is referred to as the "Expiration Date". Defined terms used but not defined in this letter shall have the meanings given to them in the accompanying Prospectus/Offer to Exchange.

The Offer is being made to all holders of the Company's Warrants. The Warrants sold as part of the units in Cartesian Growth Corporation's ("Cartesian") initial public offering on February 23, 2021 ("IPO") (whether they were purchased in the IPO or thereafter in the open market) are referred to herein as the "Public Warrants." The Warrants sold as part of the units in a private placement that occurred simultaneously with the IPO are referred to herein as the "Private Warrants." The Public Warrants and Private Warrants are collectively referred to as the "Warrants." Each Warrant entitles the holder to purchase one share of our Class A Common Stock at a price of $11.50 per share, subject to adjustment. The terms of the Private Warrants are identical to the Public Warrants, except that the Private Warrants are exercisable for cash or on a cashless basis and are not redeemable by the Company, in each case, so long as they are still held by CGC Sponsor LLC or its permitted transferees. The Public Warrants are listed on the Nasdaq Capital Market ("Nasdaq") under the symbol "ALTIW." As of April 25, 2023, an aggregate of 19,892,387 Warrants were outstanding, consisting of 10,992,453 Public Warrants and 8,899,934 Private Warrants. Pursuant to the Offer, the Company is offering up to an aggregate of 4,973,096 shares of Class A Common Stock in exchange for all of the Warrants.

Each holder whose Warrants are exchanged pursuant to the Offer will receive 0.25 of shares of Class A Common Stock for each Warrant tendered by such holder and exchanged. Any Warrant Holder that participates in the Offer may tender fewer than all of its Warrants for exchange.

No fractional shares of Class A Common Stock will be issued pursuant to the Offer. In lieu of issuing fractional shares, any Warrant Holder who would otherwise have been entitled to receive fractional shares pursuant to the Offer will, after aggregating all such fractional shares of such holder, be paid cash (without interest) in an amount equal to such fractional part of a share multiplied by the last sale price of our Class A Common Stock on Nasdaq on the last trading day of the Offer Period. Our obligation to complete the Offer is not conditioned on the receipt of a minimum number of tendered Warrants.

Concurrently with the Offer, the Company is also soliciting consents (the "Consent Solicitation") from holders of the Public Warrants and the Private Warrants to amend that certain Amended and Restated Warrant Agreement, dated as of January 3, 2023 (the "Warrant Agreement"), by and between the Company (formerly known as Cartesian Growth Corporation) and Continental Stock Transfer & Trust Company, which governs all of the Warrants, to: (i) permit the Company to require that each Warrant (including each Private Placement Warrant) that is outstanding upon the closing of the Offer be exchanged for 0.225 shares of Class A Common Stock, which is a ratio 10% less than the exchange ratio applicable to the Offer; (ii) amend the Warrant Agreement to add the definition of "Adjusted Expiration Date" to mean the last day of the Exercise Period of the Warrants, as adjusted, as a result of such mandatory exchange, during which such Warrants held by the registered holder are exercisable for Class A Shares in the event that the Company elects to exchange all of the Warrants (the "Warrant Amendment"). Pursuant to the terms of the Warrant Agreement, amendments, including the proposed Warrant Amendment, require the vote or written consent of holders of at least 65% of the number of the then outstanding Public Warrants and, separately with respect to any amendment to the terms of the Private Warrants or any provision of the Warrant Agreement with respect to the Private Warrants such as the Warrant Amendment, the vote or written consent of at least 65% of the number of the then outstanding Private Warrants.

Parties representing approximately 36.7% of the Public Warrants and 66.3% of the Private Warrants have agreed to tender their Warrants in the Offer and to consent to the Warrant Amendment in the Consent Solicitation pursuant to tender and support agreements with us (each, a "Tender and Support Agreement"). Accordingly, if holders of an additional approximately 28.3% of the outstanding Public Warrants consent to the Warrant Amendment in the Consent Solicitation, and the other conditions described in the Prospectus/Offer to Exchange are satisfied or waived, then the Warrant Amendment will be adopted with respect to the Public Warrants. With respect to the Private Warrants, because holders of approximately 66.3% of the Private Warrants have agreed to consent to the Warrant Amendment in the Consent Solicitation, if the other conditions described in the Prospectus/Offer to Exchange are satisfied or waived, then the Warrant Amendment will be adopted with respect to the Private Warrants.

Holders of the Warrants may not consent to the Warrant Amendment without tendering the Warrants in the Offer and holders may not tender such Warrants without consenting to the Warrant Amendment. The consent to the Warrant Amendment is a part of the Letter of Transmittal and Consent relating to the Warrants, and therefore by tendering the Warrants for exchange holders will be delivering to us their consent. Holders of Warrants may revoke their consent at any time prior to the Expiration Date (as defined below) by withdrawing the Warrants they have tendered in the Offer.

Warrants not exchanged for shares of Class A Common Stock pursuant to the Offer will remain outstanding subject to their current terms or amended terms if the Warrant Amendment is approved. We reserve the right to redeem any of the Warrants, as applicable, pursuant to their then current terms at any time, including prior to the completion of the Offer and Consent Solicitation, and if the Warrant Amendment is approved, we intend to require the exchange of all outstanding Warrants for shares of Class A Common Stock as provided in the Warrant Amendment.

THE OFFER AND CONSENT SOLICITATION IS NOT MADE TO THOSE HOLDERS WHO RESIDE IN STATES OR OTHER JURISDICTIONS WHERE AN OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL.

Enclosed with this letter are copies of the following documents:

1. The Prospectus/Offer to Exchange;
2. The Letter of Transmittal and Consent, (i) for your use in (a) accepting the Offer, (b) providing your consent, with respect to your Public Warrants, to the Warrant Amendment and (c) tendering Warrants for exchange and (ii) for the information of your clients for whose accounts you hold Warrants registered in your name or in the name of your nominee. Manually signed copies of the Letter of Transmittal and Consent may be used to tender Warrants and provide consent;
3. The Notice of Guaranteed Delivery to be used to accept the Offer in the event (i) the procedure for book-entry transfer cannot be completed on a timely basis or (ii) time will not permit all required documents to reach Continental Stock Transfer and Trust Company (the "Exchange Agent") prior to the Expiration Date;
4. A form of letter which may be sent by you to your clients for whose accounts you hold Warrants registered in your name or in the name of your nominee, including an Instructions Form provided for obtaining each such client's instructions with regard to the Offer; and
5. A return envelope addressed to Continental Stock Transfer and Trust Company (the "Exchange Agent").

Certain conditions to the Offer are described in the section of the Prospectus/Offer to Exchange entitled "The Offer and Consent Solicitation - General Terms - Conditions to the Offer and Consent Solicitation."

We urge you to contact your clients promptly. Please note that the Offer and withdrawal rights will expire at one minute after 11:59 p.m., Eastern Standard Time, on June 2, 2023, or such later time and date to which the Company may extend.

The Company will not pay any fees or commissions to any broker, dealer or other person (other than the Exchange Agent, the information agent, the dealer manager and certain other persons, as described in the section of the Prospectus/Offer to Exchange entitled "*Market Information, Dividends and Related Stockholder Matters - Fees and Expenses*") for soliciting tenders of Warrants pursuant to the Offer. However, the Company will, on request, reimburse you for customary clerical and mailing expenses incurred by you in forwarding copies of the enclosed materials to your clients for whose accounts you hold Warrants.

Any questions you have regarding the Offer should be directed to Lily Arteaga, Director, Investment Advisory, AlTi Global, Inc., 1111 Brickell Avenue Suite 2802, Miami, FL 33131, Tel. (305) 373-8033, Email:lily.arteaga@alvariuminvestments.com.

You may also direct questions concerning exchange procedures and requests for additional copies of the enclosed materials may be obtained from, the information agent in the Offer:

The Information Agent for the Offer and Consent Solicitation is:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, NY, 10022
Warrantholders may call toll-free: (877) 456-3510
Banks and Brokers may call collect: (212) 750-5833

Very truly yours,
AlTi Global, Inc.

Nothing contained in this letter or in the enclosed documents shall constitute you or any other person as the agent of the Company, the Exchange Agent, the dealer manager, the information agent or any affiliate of any of them, or authorize you or any other person to give any information or use any document or make any statement on behalf of any of them in connection with the Offer and Consent Solicitation other than the enclosed documents, the documents incorporated by reference therein, and the statements contained or incorporated by reference therein.

**LETTER TO CLIENTS OF BROKERS, DEALERS,
COMMERCIAL BANKS, TRUST COMPANIES AND OTHER NOMINEES**

**Offer To Exchange
Warrants to Acquire Shares of Class A Common Stock
of
AlTi Global, Inc.
for
Shares of Class A Common Stock of AlTi Global, Inc.
and Consent Solicitation**

THE OFFER AND CONSENT SOLICITATION (AS DEFINED BELOW) AND WITHDRAWAL RIGHTS WILL EXPIRE AT ONE MINUTE AFTER 11:59 P.M., EASTERN TIME, ON JUNE 2, 2023 OR SUCH LATER TIME AND DATE TO WHICH WE MAY EXTEND. THE WARRANTS (AS DEFINED BELOW) OF THE COMPANY TENDERED PURSUANT TO THE OFFER AND CONSENT SOLICITATION MAY BE WITHDRAWN PRIOR TO THE EXPIRATION DATE (AS DEFINED BELOW). CONSENTS MAY BE REVOKED ONLY BY WITHDRAWING THE TENDER OF THE RELATED WARRANTS AND THE WITHDRAWAL OF ANY WARRANTS WILL AUTOMATICALLY CONSTITUTE A REVOCATION OF THE RELATED CONSENTS.

May 5, 2023

To Our Clients:

Enclosed for your consideration are the Prospectus/Offer to Exchange dated May 5, 2023 (the "Prospectus/Offer to Exchange"), and the related Letter of Transmittal and Consent (the "Letter of Transmittal and Consent"), which together set forth in an offer by AlTi Global, Inc., a Delaware corporation (the "Company," "we," "our" and "us"), to each holder of the Company's warrants ("Warrant Holder") to receive 0.25 shares of the Company's Class A common stock, par value $0.0001 per share ("Class A Common Stock") in exchange for each Warrant (as defined below) of the Company tendered by the Warrant Holder and exchanged pursuant to the offer (the "Offer"). The Offer is made solely upon the terms and conditions in the Prospectus/Offer to Exchange and in the Letter of Transmittal and Consent. The Offer will expire at one minute after 11:59 p.m., Eastern Time, on June 2, 2023, or such later time and date to which the Company may extend the Offer. The period during which the Offer is open, giving effect to any withdrawal or extension, is referred to as the "Offer Period," and the date and time at which the Offer Period ends is referred to as the "Expiration Date". Defined terms used but not defined in this letter shall have the meanings given to them in the accompanying Prospectus/Offer to Exchange.

The Offer is being made to all holders of the Company's Warrants. The Warrants sold as part of the units in Cartesian Growth Corporation's ("Cartesian") initial public offering on February 23, 2021 ("IPO") (whether they were purchased in the IPO or thereafter in the open market), are referred to herein as the "Public Warrants." The Warrants sold as part of the units in a private placement that occurred simultaneously with the IPO are referred to herein as the "Private Warrants." Each Warrant entitles the holder to purchase one share of our Class A Common Stock at a price of $11.50 per share, subject to adjustment. The terms of the Private Warrants are identical to the Public Warrants, except that the Private Warrants are exercisable for cash or on a cashless basis and are not redeemable by the Company, in each case, so long as they are still held by CGC Sponsor LLC or its permitted transferees. The Public Warrants are listed on the Nasdaq Capital Market ("Nasdaq") under the symbol "ALTIW." As of April 25, 2023, an aggregate of 19,892,387 Warrants were outstanding, consisting of 10,992,453 Public Warrants and 8,899,934 Private Warrants. Pursuant to the Offer, the Company is offering up to an aggregate of 4,973,096 shares of Class A Common Stock in exchange for all of the Warrants.

Each holder whose Warrants are exchanged pursuant to the Offer will receive 0.25 of shares of Class A Common Stock for each Warrant tendered by such holder and exchanged. Any Warrant Holder that participates in the Offer may tender fewer than all of its Warrants for exchange.

No fractional shares of Class A Common Stock will be issued pursuant to the Offer. In lieu of issuing fractional shares, any Warrant Holder who would otherwise have been entitled to receive fractional shares pursuant to the Offer will, after aggregating all such fractional shares of such holder, be paid cash (without interest) in an amount equal to such fractional part of a share multiplied by the last sale price of our Class A Common Stock on Nasdaq on the last trading day of the Offer Period. Our obligation to complete the Offer is not conditioned on the receipt of a minimum number of tendered warrants.

Concurrently with the Offer, the Company is also soliciting consents (the "Consent Solicitation") from holders of the Public Warrants and the Private Warrants to amend that certain Amended and Restated Warrant Agreement, dated as of January 3, 2023 (the "Warrant Agreement"), by and between the Company (formerly known as Cartesian Growth Corporation) and Continental Stock Transfer & Trust Company, which governs all of the Warrants, to: (i) permit the Company to require that each Warrant (including each Private Placement Warrant) that is outstanding upon the closing of the Offer be exchanged for 0.225 shares of Class A Common Stock, which is a ratio 10% less than the exchange ratio applicable to the Offer; (ii) amend the Warrant Agreement to add the definition of "Adjusted Expiration Date" to mean the last day of the Exercise Period of the Warrants, as adjusted, as a result of such mandatory exchange, during which such Warrants held by the registered holder are exercisable for Class A Shares in the event that the Company elects to exchange all of the Warrants (the "Warrant Amendment"). Pursuant to the terms of the Warrant Agreement, amendments, including the proposed Warrant Amendment, require the vote or written consent of holders of at least 65% of the number of the then outstanding Public Warrants and, separately with respect to any amendment to the terms of the Private Warrants or any provision of the Warrant Agreement with respect to the Private Warrants such as the Warrant Amendment, the vote or written consent of at least 65% of the number of the then outstanding Private Warrants.

Parties representing approximately 36.7% of the Public Warrants and 66.3% of the Private Warrants have agreed to tender their Warrants in the Offer and to consent to the Warrant Amendment in the Consent Solicitation pursuant to tender and support agreements with us (each, a "Tender and Support Agreement"). Accordingly, if holders of an additional approximately 28.3% of the outstanding Public Warrants consent to the Warrant Amendment in the Consent Solicitation, and the other conditions described in the Prospectus/Offer to Exchange are satisfied or waived, then the Warrant Amendment will be adopted with respect to the Public Warrants. With respect to the Private Warrants, because holders of approximately 66.3% of the Private Warrants have agreed to consent to the Warrant Amendment in the Consent Solicitation, if the other conditions described in the Prospectus/Offer to Exchange are satisfied or waived, then the Warrant Amendment will be adopted with respect to the Private Warrants.

Holders of the Warrants may not consent to the Warrant Amendment without tendering the Warrants in the Offer and holders may not tender such Warrants without consenting to the Warrant Amendment. The consent to the Warrant Amendment is a part of the Letter of Transmittal and Consent relating to the Warrants, and therefore by tendering the Warrants for exchange holders will be delivering to us their consent. Holders of Warrants may revoke consent at any time prior to the Expiration Date (as defined below) by withdrawing the Warrants they have tendered in the Offer.

Warrants not exchanged for shares of Class A Common Stock pursuant to the Offer will remain outstanding subject to their current terms or amended terms if the Warrant Amendment is approved. We reserve the right to redeem any of the Warrants, as applicable, pursuant to their current terms at any time, including prior to the completion of the Offer and Consent Solicitation, and if the Warrant Amendment is approved, we intend to require the exchange of all outstanding Warrants for shares of Class A Common Stock as provided in the Warrant Amendment.

THE OFFER AND CONSENT SOLICITATION IS NOT MADE TO THOSE HOLDERS WHO RESIDE IN STATES OR OTHER JURISDICTIONS WHERE AN OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL.

Please follow the instructions in this document and the related documents, including the accompanying Letter of Transmittal and Consent, to cause your Warrants to be tendered for exchange pursuant to the Offer and provide consent to the Warrant Amendment.

On the terms and subject to the conditions of the Offer, the Company will allow the exchange of all Warrants properly tendered before the Expiration Date and not properly withdrawn, at an exchange rate of 0.25 shares of Class A Common Stock for each Warrant so tendered.

We are the owner of record of Warrants held for your account. As such, only we can exchange and tender your Warrants, and then only pursuant to your instructions. **We are sending you the Letter of Transmittal and Consent for your information only; you cannot use it to exchange and tender Warrants we hold for your account, nor to provide consent to the Warrant Amendment.**

Please instruct us as to whether you wish us to tender for exchange any or all of the Warrants we hold for your account, on the terms and subject to the conditions of the Offer.

Please note the following:

1. Your Warrants may be exchanged at the exchange rate of 0.25 shares of Class A Common Stock for every one of your Warrants properly tendered for exchange.
2. *The Offer is made solely upon the terms and conditions set forth in the Prospectus/Offer to Exchange and in the Letter of Transmittal and Consent. In particular, please see "The Offer and Consent Solicitation - General Terms - Conditions to the Offer and Consent Solicitation" in the Prospectus/Offer to Exchange.*
3. By tendering your Warrants for exchange you are concurrently consenting to the Warrant Amendment. You may not consent to the Warrant Amendment without tendering your Warrants in the Offer and you may not tender your Warrants without consenting to the Warrant Amendment.
4. The Offer and withdrawal rights will expire at one minute after 11:59 p.m., Eastern Time, on June 2, 2023, or such later time and date to which the Company may extend.

If you wish to have us tender any or all of your Warrants for exchange pursuant to the Offer and Consent Solicitation, please so instruct us by completing, executing, detaching and returning to us the attached Instructions Form. If you authorize us to tender your Warrants, we will tender for exchange all of your Warrants unless you specify otherwise on the attached Instruction Form.

Your prompt action is requested. Your Instruction Form should be forwarded to us in ample time to permit us to submit a tender on your behalf before the Expiration Date. Please note that the Offer and withdrawal rights will expire at one minute after 11:59 p.m., Eastern Time, on June 2, 2023, or such later time and date to which the Company may extend.

The board of directors of the Company has approved the Offer and Consent Solicitation. However, neither the Company nor any of its management, its board of directors, the dealer manager, the information agent, or the exchange agent for the Offer is making any recommendation as to whether holders of Warrants should tender Warrants for exchange in the Offer and Consent Solicitation. The Company has not authorized any person to make any recommendation. You should carefully evaluate all information included or incorporated by reference in the Prospectus/Offer to Exchange and in the Letter of Transmittal and Consent, and should consult your own investment and tax advisors. You must decide whether to have your Warrants exchanged and, if so, how many Warrants to have exchanged. In doing so, you should read carefully the information included or incorporated by reference in the Prospectus/Offer to Exchange and in the Letter of Transmittal and Consent.

Instructions Form

Offer To Exchange
Warrants to Acquire Shares of Class A Common Stock
of
AlTi Global, Inc.
for
Shares of Class A Common Stock of AlTi Global, Inc.
and Consent Solicitation

The undersigned acknowledges receipt of your letter and the enclosed Prospectus/Offer to Exchange dated May 5, 2023 (the "Prospectus/Offer to Exchange"), and the related Letter of Transmittal and Consent (the "Letter of Transmittal and Consent"), which together set forth the offer by AlTi Global, Inc. (the "Company") to each holder of the Company's warrants ("Warrant Holder") to receive 0.25 shares of the Company's Class A common stock, par value $0.0001 per share (the "Class A Common Stock") in exchange for each Warrant (as defined below) of the Company tendered by the Warrant Holder and exchanged pursuant to the offer (the "Offer"). The Offer is being made to all holders of the Company's Warrants. The Warrants sold as part of the units in Cartesian Growth Corporation's ("Cartesian") initial public offering on February 23, 2021 ("IPO") (whether they were purchased in the IPO or thereafter in the open market) are referred to herein as the "Public Warrants." The Warrants sold as part of the units in a private placement that occurred simultaneously with the IPO are referred to herein as the "Private Warrants." The Public Warrants and Private Warrants are collectively referred to as the "Warrants." Each Warrant entitles the holder to purchase one share of our Class A Common Stock at a price of $11.50 per share, subject to adjustment.

The undersigned hereby instructs you to tender for exchange the number of Warrants indicated below or, if no number is indicated, all Warrants you hold for the account of the undersigned, on the terms and subject to the conditions set forth in the Prospectus/Offer to Exchange and in the Letter of Transmittal and Consent.

By participating in the Offer, the undersigned acknowledges that: (i) the Offer and Consent Solicitation are made only upon the terms and conditions in the Prospectus/Offer to Exchange and in the Letter of Transmittal and Consent; (ii) upon and subject to the terms and conditions set forth in the Prospectus/Offer to Exchange and the Letter of Transmittal and Consent, Warrants properly tendered and accepted and not validly withdrawn constitutes the undersigned's validly delivered consent to the Warrant Amendment; (iii) the Offer will expire at one minute after 11:59 p.m., Eastern Time, on June 2, 2023, or such later time and date to which the Company may extend (the period during which the Offer is open, giving effect to any withdrawal or extension, is referred to as the "Offer Period"); (iv) the Offer is established voluntarily by the Company, it is discretionary in nature, and it may be extended, modified, suspended or terminated by the Company as provided in the Prospectus/Offer to Exchange; (v) the undersigned is voluntarily participating in the Offer and is aware of the conditions of the Offer; (vi) the future value of the shares of Class A Common Stock is unknown and cannot be predicted with certainty; (vii) the undersigned has received and read the Prospectus/Offer to Exchange and the Letter of Transmittal and Consent; and (viii) regardless of any action that the Company takes with respect to any or all income/capital gains tax, social security or insurance, transfer tax or other tax-related items ("Tax Items") related to the Offer and the disposition of Warrants, the undersigned acknowledges that the ultimate liability for all Tax Items is and remains the responsibility solely of the undersigned. In that regard, the undersigned authorizes the Company to withhold all applicable Tax Items legally payable by the undersigned.

(continued on following page)

Number of Warrants to be exchanged by you for the account of the undersigned: _____

* No fractional shares of Class A Common Stock will be issued pursuant to the Offer. In lieu of issuing fractional shares, any Warrant Holder who would otherwise have been entitled to receive fractional shares pursuant to the Offer will, after aggregating all such fractional shares of such holder, be paid cash (without interest) in an amount equal to such fractional part of a share multiplied by the last sale price of our Class A Common Stock on the Nasdaq Capital Market on the last trading day of the Offer Period. Our obligation to complete the Offer is not conditioned on the receipt of a minimum number of tendered Warrants. See "*The Offer and Consent Solicitation—General Terms*".

**** Unless otherwise indicated it will be assumed that all Warrants held by us for your account are to be exchanged.**

Signature(s):_____

Name(s): _____
(Please Print)

Taxpayer Identification Number:_____

Address(es):_____
(Including Zip Code)

Area Code/Phone Number:_____

Date: _____

Calculation of Filing Fee Tables

Form S-4
(Form Type)

Alvarium Tiedemann Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward
Newly Registered Securities												
Fees to Be Paid	Equity	Class A Common Stock, par value $0.0001 per share	457(f)	4,973,096(1) (2)	N/A	$7,956,954.80(3)	$110.20 per $1,000,000	$876.86				
Fees to Be Paid	Equity	Warrants to purchase Class A Common Stock	—	19,892,387(4)	—	—	—	—(5)				
Fees Previously Paid	—	—	—	—	—	—	—	—	—	—	—	—
Carry Forward Securities												
Carry Forward Securities	—	—	—	—	—	—	—	—	—	—	—	—
	Total Offering Amounts					$7,956,954.80		$876.86				
	Total Fees Previously Paid							—				
	Total Fee Offsets							—				
	Net Fee Due							$876.86				

(1) Represents the maximum number of shares of Class A Common Stock, par value $0.0001 per share (the "Class A Common Stock"), of Alvarium Tiedemann Holdings, Inc. (the "Company") that may be issued directly to (i) holders of warrants, each whole warrant exercisable for one share of Class A Common Stock at an exercise price of $11.50 per share (the "Warrants"), who tender their Warrants pursuant to the Offer (as defined in the Prospectus/Offer to Exchange) and (ii) holders of Warrants who do not tender their Warrants pursuant to the Offer and who, pursuant to the Warrant Amendment (as defined in the Prospectus/Offer to Exchange), if approved, may receive shares of Class A Common Stock in the event the Company exercises its right to convert the Warrants into shares of Class A Common Stock.

(2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), the Company is also registering an indeterminate number of additional shares of Class A Common Stock issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction.

(3) This maximum aggregate offering price assumes the acquisition of 19,892,387 Warrants in exchange for shares of Class A Common Stock. This maximum aggregate offering price, estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f) and Rule 457(c) under the Securities Act, is based on the product of (i) $0.40, the average of the high and low prices of the Warrants on May 1, 2023, as reported on the Nasdaq Capital Market, and (ii) 19,892,387, the maximum number of Warrants to be acquired in the Offer.

(4) Represents the maximum number of Warrants that may be amended pursuant to the Warrant Amendment.

(5) No additional registration fee is payable pursuant to Rule 457(g) under the Securities Act.

Table 2: Fee Offset Claims and Sources

N/A

Table 3: Combined Prospectuses

N/A