System and Organization Controls (SOC 3) Report

Management's Report of Its Assertions on the Effectiveness of Its Controls Over Beneficient, a Nevada Corporation's Description of its AltAccess Alternative Asset Liquidity Platform Based on the Trust Services Criteria for Security, Availability, Processing Integrity, and Confidentiality.

For the period April 1, 2023
through March 31, 2024

C O N T E N T S

Section I: Report of Independent Accountants

Section II: Management's Assertion

Attachment A – Boundaries of the System

Attachment B – Service Commitments and System Requirements

Section I: Report of Independent Accountants

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Scope

We have examined Beneficient (Ben), a Nevada Corporation's accompanying assertion titled "Beneficient, a Nevada Corporation's Assertion over the AltAccess Alternative Asset Liquidity Platform" (assertion) that the controls within Ben's AltAccess™ Platform (system) were effective throughout the period April 1, 2023 to March 31, 2024, to provide reasonable assurance that Ben's service commitments and system requirements were achieved based on the trust services criteria relevant to Security, Availability, Processing Integrity, and Confidentiality (applicable trust services criteria) set forth in TSP section 100, *2017 Trust Services Criteria for Security, Availability, Processing Integrity, Confidentiality, and Privacy (With Revised Points of Focus – 2022)* (AICPA, *Trust Services Criteria*) (trust services criteria).

Management's Responsibilities

Ben is responsible for its service commitments and system requirements and for designing, implementing, and operating effective controls within the system to provide reasonable assurance that Ben's service commitments and system requirements were achieved. Ben has also provided the accompanying assertion about the effectiveness of controls within the system. When preparing its assertion, Ben is responsible for selecting, and identifying in its assertion, the applicable trust service criteria and for having a reasonable basis for its assertion by performing an assessment of the effectiveness of the controls within the system.

Our Responsibilities

Our responsibility is to express an opinion, based on our examination, on whether management's assertion that controls within the system were effective throughout the period to provide reasonable assurance that the service organization's service commitments and system requirements were achieved based on the applicable trust services criteria. Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. Those standards require that we plan and perform our examination to obtain reasonable assurance about whether management's assertion is fairly stated, in all material respects. We believe that the evidence we obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

Our examination included:

- Obtaining an understanding of the system and the service organization's service commitments and system requirements.
- Assessing the risks that controls were not effective to achieve Ben's service commitments and system requirements based on the applicable trust services criteria.
- Performing procedures to obtain evidence about whether controls within the system were effective to achieve Ben's service commitments and system requirements based the applicable trust services criteria.

Our examination also included performing such other procedures as we considered necessary in the circumstances.

We are required to be independent and to meet our other ethical responsibilities in accordance with relevant ethical requirements relating to the engagement.

Weaver and Tidwell, L.L.P.

Inherent Limitations

There are inherent limitations in the effectiveness of any system of internal control, including the possibility of human error and the circumvention of controls.

Because of their nature, controls may not always operate effectively to provide reasonable assurance that the service organization's service commitments and system requirements were achieved based on the applicable trust services criteria. Also, the projection to the future of any conclusions about the effectiveness of controls is subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, management's assertion that the controls within Ben's AltAccess™ Platform were effective throughout the period April 1, 2023, to March 31, 2024, to provide reasonable assurance that Ben service commitments and system requirements were achieved based on the applicable trust services criteria is fairly stated, in all material respects.

Weaver and Tidwell, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Fort Worth, Texas
May 30, 2024

Section II: Management's Assertion

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Beneficient, a Nevada Corporation's Assertion over its AltAccess Alternative Asset Liquidity Platform

We are responsible for designing, implementing, operating, and maintaining effective controls within Beneficient (Ben), a Nevada Corporation's AltAccess Alternative Asset Liquidity Platform (system) throughout the period April 1, 2023, through March 31, 2024, to provide reasonable assurance that Ben's service commitments and system requirements relevant to security, availability, confidentiality, and processing integrity were achieved. Our description of the boundaries of the system is presented in Attachment B and identifies the aspects of the system covered by our assertion.

We have performed an evaluation of the effectiveness of the controls within the system throughout the period April 1, 2023 through March 31, 2024, to provide reasonable assurance that Ben's service commitments and system requirements were achieved based on the trust services criteria relevant to security, availability, confidentiality, and processing integrity (applicable trust services criteria) set forth in TSP section 100, 2017 Trust Services Criteria for Security, Availability, Processing Integrity, Confidentiality, and Privacy (AICPA, Trust Services Criteria).

Ben's objectives for the system in applying the applicable trust services criteria are embodied in its service commitments and system requirements relevant to the applicable trust services criteria. The principal service commitments and system requirements related to the applicable trust services criteria are presented in Attachment B.

There are inherent limitations in any system of internal control, including the possibility of human error and the circumvention of controls. Because of these inherent limitations, a service organization may achieve reasonable, but not absolute, assurance that its service commitments and system requirements are achieved.

We assert that the controls within the system were effective throughout the period April 1, 2023, through March 31, 2024, to provide reasonable assurance that Ben's service commitments and system requirements were achieved based on the applicable trust services criteria.

Attachments

Attachment A – Boundaries of the System

Boundaries of the System

Ben is headquartered in Dallas, Texas and provides private trust solutions, including a unique suite of lending and liquidity products, to owners of alternative assets, focused on offering liquidity, with proprietary capital offered from Ben's own balance sheet. Ben private trust, lending and liquidity products are focused on bringing liquidity to owners of professionally managed alternative assets. Mid-to-high net worth ("MHNW") individuals, small-to-mid-sized ("STM") institutions, and asset managers who have historically possessed few attractive options to access early liquidity from their alternative assets can utilize Ben to develop liquidity solutions tailored to their unique needs. Ben targets MHNW clients with $5 million to $30 million in net worth and STM institutional clients typically holding less than $1 billion in assets.

Ben's services can be broadly classified into four main categories:

- Liquidity Solutions
- Custody Administration
- Markets
- Insurance

Ben's AltAccess platform delivers a simple, straightforward online experience for investors seeking liquidity for their alternative assets. In a single tool, Ben is able to manage risk and simplify the liquidity transaction closing process. Clients can use AltAccess to upload documents, work through tasks and complete their transactions with standardized transaction agreements with no additional costs or hidden fees.

The boundaries of a system are the specific aspects of a service organization's infrastructure, software, people, procedures, and data necessary to provide its services. The boundaries of Ben's AltAccess platform services include applications, databases, and infrastructure components that directly support the alternative asset liquidity services provided to customers. Any infrastructure, software, people, procedures, and data that indirectly support the services provided to customers are not included within the boundaries of the AltAccess platform.

The components that directly support the services provided to customers are described in the subsections below.

Infrastructure

Ben utilizes various subservice organizations, as noted in the Subservice Organizations section above, to provide the resources necessary to support the AltAccess platform services. Ben leverages the experience and resources of the subservice organizations to quickly and securely scale as necessary to meet current and future demand.

The in-scope hosted infrastructure also consists of multiple supporting tools, as shown in the table below:

Infrastructure			
Production Tool	**Business Function**	**Operating System**	**Hosted Location**
Databases	Customer data storage	MySQL (Aurora), SQL Server, PostgreSQL, MongoDB, DynamoDB	AWS
APIs	Business logic and database calls.	Lambdas	AWS
Message Queue	Pass requests to other components	SQS	AWS

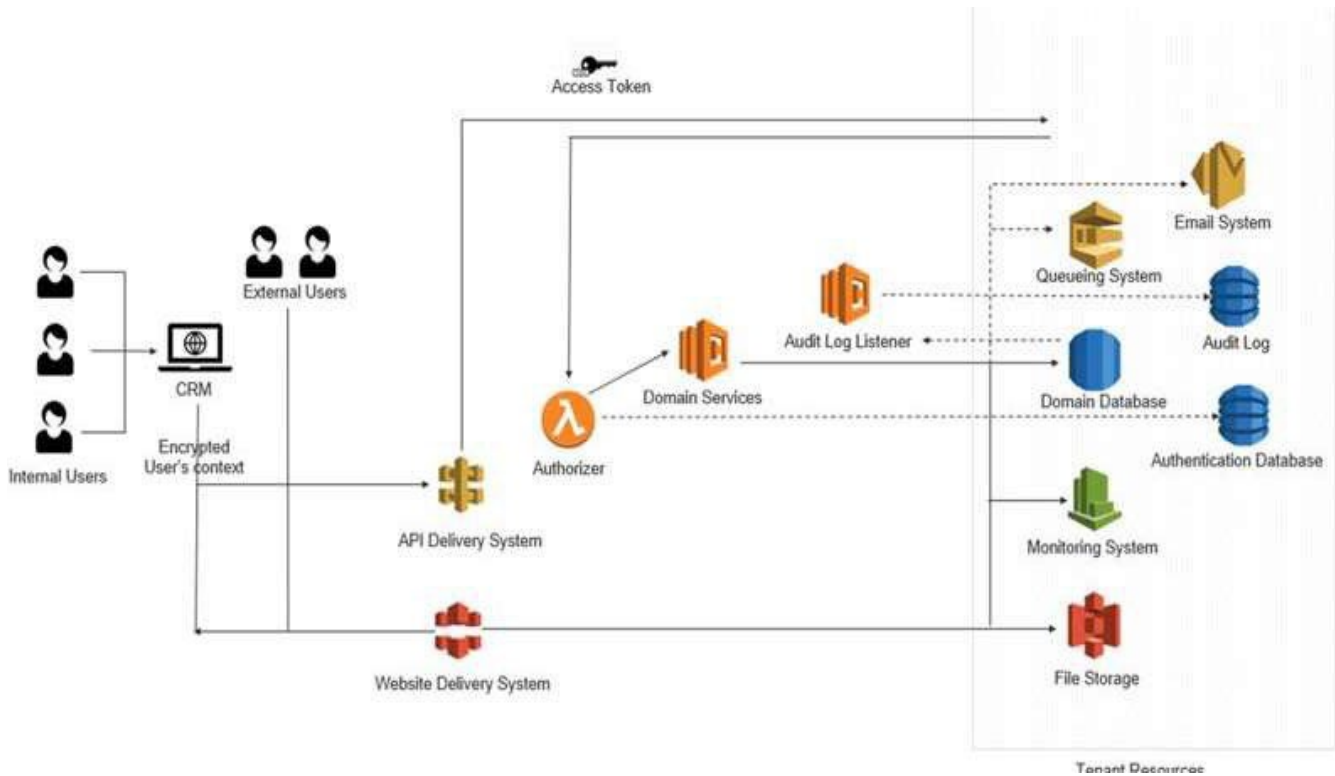| Infrastructure			
Production Tool	**Business Function**	**Operating System**	**Hosted Location**
File Storage	Store client files and application code	S3 buckets	AWS
Identity Management	Store user IDs and passwords and manage login	Cognito	AWS
Internet Traffic Routing	Route internet traffic to application	CloudFront, API Gateway	AWS
Email System	Send emails	SES	AWS

Figure 1: Ben's Infrastructure Diagram

Software

Software consists of the programs and software that support AltAccess (operating systems, middleware, and utilities). The list of software and ancillary software used to build, support, secure, maintain, and monitor AltAccess include the following applications and tools, as shown in the table below:

Software	
Production Application	**Business Function**
AWS CloudWatch	Application monitoring
AWS Backup	Backup and replication
HotRock	Security information and event management (SIEM}, logging system
AWS CloudWatch	Infrastructure monitoring
AWS Trusted Advisor	Patch management
AWS Key Management Service	File integrity monitoring
AWS Web Application Firewall and Shield	Intrusion detection and prevention
ServiceNow	Help desk, ticketing system
GitHub (github.com}	Source Code Repository
SwaggerHub (swagger.io}	Code Design and Documentation
Visual Studio	Code Editor
AWS CodePipeline	Code Deployment
NoSQL Workbench	Database tool

People

Ben develops, manages, and secures AltAccess via separate departments. The responsibilities of these departments are defined in the following table:

People	
Group/Role Name	**Function**
Executive Management	Responsible for overseeing company-wide activities, establishing, and accomplishing goals, and managing objectives.
Application Development	Responsible for the development, testing, deployment, and maintenance of new code for Ben AltAccess.
Information Security (InfoSec)	Responsible for managing access controls and the security of the production environment.
Infrastructure	Responsible for implementation, optimization, and support of the production environment.
Architecture	Responsible for determining technology strategy and designing new systems, functionality, and integrations.

People	
Group/Role Name	**Function**
Underwriting, Originations, Risk, Accounting, Legal and Compliance	Responsible for driving features and functionality.
Project/Product Management	Responsible for overseeing the product life cycle.
Human Resources (HR)	Responsible for onboarding new personnel, defining the roles and positions of new hires, performing background checks, and facilitating the employee termination process.

The following organization chart reflects Ben's internal structure related to the groups discussed above:

Figure 2: Ben's Organization Chart

Policies and Procedures

Procedures include the automated and manual procedures involved in the operation of AltAccess. Procedures are developed and documented by the respective teams for a variety of processes, including those relating to product management, engineering, technical operations, security, information technology (IT), and HR. These procedures are drafted in alignment with the overall information security policies and are updated and approved as necessary for changes in the business, but no less than annually.

Subservice Organizations

Ben uses various subservice organizations to perform certain functions in support of the AltAccess platform. The table below details the subservice organizations utilized and the service each provides.

Subservice Organization	Function
Microsoft Azure	Microsoft Azure is a subservice organization that provides cloud computing services, including web application firewall, database, serverless computing, and data backup, replication, and redundancy services. Ben also utilizes Microsoft Azure for Ben's network, including single-sign-on ("SSO") functionality. The organization has been carved-out.
Amazon Web Services ("AWS")	AWS is a subservice organization that provides cloud computing services, including web application firewall, database, serverless computing, and data backup, replication, redundancy, and authentication services. The organization has been carved-out.

Subservice Organization	Function
Snowflake	Snowflake is utilized as a data warehouse for Ben's data. The organization has been carved-out.
Salesforce	Ben utilizes Salesforce for the management of customer data and workflows pertaining to the AltAccess System. Ben utilizes the Salesforce FSC Module. Salesforce at Ben is used for lead generation and as the backend CRM for Ben's customer portal. Salesforce also compiles the legal documents required to finalize the deals sent to the client (using components such as Conga and DocuSign). The organization has been carved-out.
Appian	Appian is a low-code development product that the Company uses for Beneficient's Investment Data System (BIDS). BIDS is the system used by Underwriting and Trust Accounting to price potential and current assets. Asset data is transferred from the AltAccess portal to BIDS (through Matillion) so the assets can be further analyzed. Appian provides the framework to build the user interface to BIDS, which is hosted on its own cloud. The organization has been carved-out.

Attachment B – Service Commitments and System Requirements

Service Commitments and System Requirements

Ben designs its processes and procedures related to the AltAccess Alternative Asset Liquidity Platform to meet its objectives that are based on the service commitments made to user entities. The AltAccess platform is a Software-as-a-Service (SaaS) that allows Ben's customers to liquidate their alternative assets through a simplified liquidity transaction closing process. A description of the service offering and the service commitments to customers are documented and communicated in Master Service Agreements and Statements of Work.

Ben has a commitment to protecting information maintained within the platform, which includes information documents, software, agreements, files and other materials. Ben will notify user entities of any security incident with known details of incidents, including the information which may have been breached, how the security incident occurred, the status of any investigations, and actions that have been taken to prevent or limit the impact to the impacted user entity.

System requirements are specifications regarding how the AltAccess platform should function to meet Ben's principal commitments to user entities. System requirements are specified in Ben's policies and procedures.