

# TILT INDEX OVERSIGHT COMMITTEE CHARTER

Tilt Indices LLC  
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## I. Introduction

The Tilt Index Oversight Committee (“TIOC Oversight” or the “Committee”) provides independent oversight of all aspects of the governance and benchmark administration of Tilt Indices LLC (“Tilt”), consistent with the IOSCO Principles for Financial Benchmarks. Its remit extends to all calculation and administration-related business activities of Tilt, including the administration of Tilt-owned Indexes.

The oversight function is part of the organizational structure of Tilt but is separate and independent from the index business, index management, and the other index committees (i.e., the Tilt Index Methodology Committee (“TIMC”) and the Tilt Index Operations Committee (“TIOC Operations”)). TIOC Oversight will seek input from those committees as warranted.

TIOC Oversight reports to the sole member of Tilt Indices LLC (currently Agora Intelligence Inc.) and Tilt’s senior leadership, independent of the index business and index management.

## II. Responsibilities

The responsibilities of TIOC Oversight are organized across five areas:

### 1. Oversight of Index Design

- Annual Methodology Review: TIOC Oversight ensures that an annual review of each Index methodology is conducted to assess whether the methodology continues to appropriately measure the Index’s stated objective, leveraging the input of TIMC and TIOC Operations.
- Methodology Changes: TIOC Oversight ensures that material methodology changes have followed the methodology change process set forth in the Tilt Index Methodology Change Policy. Where appropriate, TIOC Oversight may require the index team to undertake a consultation with stakeholders on material changes.
- Index Terminations: TIOC Oversight reviews and approves procedures for the termination of Indexes, including guidelines on how Tilt should consult with users about such terminations.

### 2. Oversight of the Control Framework

- Control Framework: TIOC Oversight oversees Tilt’s control framework. The ongoing management and operation of the Indexes, as outlined in the control framework, are the responsibility of the index business, subject to TIOC Oversight’s oversight.
- Input Data: TIOC Oversight oversees the quality controls that monitor third-party data inputs to ensure that such inputs meet the standards required by Index methodologies and that all third-party data inputs are covered by written agreements.
- Contingency Plans: TIOC Oversight reviews contingency plans for situations involving the absence of or insufficient inputs, market stress or disruption, failure of critical infrastructure, or other relevant factors.

- Audit Review: TIOC Oversight reviews findings from internal or external audits carried out in respect of Tilt's index business.

### **3. Accountability Framework**

- TIOC Oversight ensures that Tilt's accountability framework is followed and updated periodically. TIOC Oversight monitors internal and external audits to periodically review and report on the index team's adherence to its stated policies, procedures, and practices.

### **4. Complaints Handling**

- TIOC Oversight ensures that Tilt's Index Complaints Handling Policy is followed and reviews the handling of complaints received. TIOC Oversight acts as the final escalation body for complaints not resolved at an earlier stage.

### **5. Governance and Compliance**

- Codes of Conduct: TIOC Oversight advises if there is any concern or evidence of breaches of Tilt's code of conduct and communicates to index management. TIOC Oversight ensures that any remedial actions required as a result of such breaches are carried out and maintains records of any breaches and remedial actions.
- Conflicts of Interest: TIOC Oversight oversees the arrangements established to enable the effective identification, management, and mitigation of potential conflicts of interest inherent in Tilt's index operations. TIOC Oversight may challenge the index team's approach to managing and monitoring conflicts of interest in any Index product.
- Monitoring and Reporting: TIOC Oversight ensures that any matters potentially constituting misconduct relating to Tilt's index operations are suitably investigated and that appropriate escalations and remedial actions are taken.

TIOC Oversight does not have authority over Index methodology design or development. Index content and market classifications are the purview of TIMC and TIOC Operations, as applicable.

## **III. Composition**

TIOC Oversight will consist of at least three (3) voting members. Voting members are selected on the basis of their independence from day-to-day Index administration and their relevant experience in index governance, compliance, and data integrity. Voting members shall not be directly involved in Index administration or be part of Tilt's index business team.

At its discretion, TIOC Oversight may invite experts with relevant index and research knowledge from within the Tilt index team or from across Tilt to attend Committee meetings. Such invitees may participate in a non-voting, observer or advisory capacity. Representatives of Tilt Senior Management may be invited to attend meetings in a non-voting capacity but are not members of the Committee.

TIOC Oversight will have a Chair, who will be responsible for calling meetings, establishing agendas, and supervising the conduct of Committee meetings. The Chair will report to the sole member of Tilt Indices LLC (currently Agora Intelligence Inc.) and designated senior leadership on the actions and recommendations of TIOC Oversight.

The Chair and voting members of TIOC Oversight are selected by Tilt's senior leadership, with the objective of ensuring independence from the index business. The Committee will annually review and reassess the adequacy of this Charter and recommend any changes to the sole member of Tilt Indices LLC and designated senior leadership for approval.

#### **IV. Meetings**

TIOC Oversight will meet at least quarterly, in person or virtually. It may meet more frequently if the Committee deems it necessary to comply with the responsibilities defined in this Charter.

A majority of the voting members constitutes a quorum for the transaction of business. The action of a majority of the members present at any meeting at which there is a quorum constitutes the act of the Committee. The Committee may also take any action permitted by this Charter by majority written consent.

Agenda items may be requested by TIOC Oversight members and by other members of Tilt's index team.

The Committee will maintain adequate minutes of its proceedings and retain copies of such minutes and each written consent to action taken without a meeting. Minutes will be shared with the sole member of Tilt Indices LLC and Tilt's senior leadership.

#### **V. Conflicts of Interest**

Members of TIOC Oversight must disclose any activities or engagements that could conflict with their position as a member of the Committee. The Committee will maintain and archive any potential conflicts of interest and report those to the General Counsel of Tilt Indices LLC. The identification, disclosure, management, and mitigation of conflicts of interest are governed in full by the Tilt Index Conflicts of Interest Policy, which is incorporated by reference into this Charter.

#### **VI. Reporting**

TIOC Oversight reports to the sole member of Tilt Indices LLC (currently Agora Intelligence Inc.) and Tilt's senior leadership, independent of the index business and index management. This reporting relationship is intended to preserve the independence of TIOC Oversight from index business operations.