

ALVARIUM TIEDEMANN HOLDINGS, INC.

HUMAN CAPITAL AND COMPENSATION COMMITTEE CHARTER

I. General Statement of Purpose

The purpose of the Human Capital and Compensation Committee of the Board of Directors (the “Committee”) of Alvarium Tiedemann Holdings, Inc. (the “Company”) is to discharge the Board’s responsibilities relating to compensation of the Company’s non-employee directors and executive officers, oversee the Company’s overall compensation and human capital structure, policies and programs, and review the Company’s processes and procedures for the consideration and determination of executive officer compensation. The primary objective of the Committee is to develop and implement compensation policies and plans that attract and retain key management personnel, motivate management to achieve the Company’s corporate goals and strategies, and align the interests of management with the long-term interests of the Company’s stockholders. The Committee also seeks to foster a skilled and engaged workforce that is diverse and treated equitably and an inclusive workplace.

II. Composition

The number of individuals serving on the Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the NASDAQ Stock Market Rules, subject to any applicable exceptions in the NASDAQ Stock Market Rules. In determining the members of the Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

The Board shall appoint the members of the Committee annually and may replace or remove them at any time, with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies, for whatever reason, may be filled only by the Board. The Board shall designate one member of the Committee to serve as chair of the Committee (the “Chair”).

III. Meetings

The Committee shall meet as often as it determines appropriate, in person or by conference telephone or other communications equipment by means of which all participants can hear each other. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by vote of a majority of members present at a meeting. In lieu of a meeting, the Committee may act by unanimous written consent in accordance with the Company’s articles of incorporation. The Chair of the Committee, in consultation with the other members and management, shall set meeting agendas consistent with this Committee Charter (the “Charter”). Meetings of the Committee may include an Executive Session, in which only independent directors participate.

IV. Committee Activities

The Committee's purpose and responsibilities shall be to:

A. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

B. Processes and Procedures for Considering and Determining Non-Employee Director and Executive Officer Compensation

- Review and reassess periodically (and where appropriate, make such recommendations to the Board as the Committee deems advisable with regard to) the Company's processes and procedures for considering and determining non-employee directors and executive officer compensation, and review and discuss with management the description, if any, of such processes and procedures to be included in the Company's proxy statement.

C. Compensation Committee Report

- Review and discuss with management the Compensation Discussion and Analysis, if any, to be included in the Company's proxy statement or annual report on Form 10-K ("CD&A").
- Based on its review and discussions with management, recommend to the Board that the CD&A, if and when required, be included in the Company's proxy statement or annual report on Form 10-K.
- Prepare the Compensation Committee Report to be included in the Company's proxy statement or annual report on Form 10-K in accordance with the rules and regulations of the Securities and Exchange Commission, the NASDAQ Stock Market rules, and any other rules and regulations applicable to the Company.

D. Annual Evaluation of the Committee

- Perform an annual evaluation of the Committee and report the results to the Board.

E. Stock Ownership Guidelines; Incentive-Compensation and Equity-Based Plans

- Review and approve the Company's guidelines concerning stock ownership by Directors and executive officers and monitor compliance therewith.

- Review and approve grants and awards under incentive-based compensation plans and equity-based plans, in each case consistent with the terms of such plans.
- Review and recommend to the Board policies and procedures for the grant of equity-based awards.

F. Matters Related to Compensation of the Company’s Chief Executive Officer

- Review and approve the corporate goals and objectives to be considered in determining the compensation of the Company’s Chief Executive Officer (the “CEO”).
- Evaluate the CEO’s performance in light of the goals and objectives that were set for the CEO and recommend to the Board the CEO’s compensation based on that evaluation.
- In formulating its recommendation to the Board regarding the structure and quantum of the CEO’s compensation, consider the Company’s performance and stockholder return, the structure and quantum of compensation of CEOs at comparable companies, input from stockholders, (including the results of annual “say-on-pay” votes to approve the prior year’s compensation of named executive officers), retention, motivation to achieve the Company’s business objectives, alignment of the interests of the CEO with the Company’s shareholders, and such other factors as the Committee shall determine.
- For the CEO, periodically review and recommend to the Board, (a) any employment agreements, severance arrangements and change in control agreements or provisions, in each case, when and if appropriate, and (b) any special or supplemental benefits.
- Exclude the CEO during voting or deliberations regarding the CEO’s compensation.

G. Matters Related to Compensation of the Officers Other Than the Chief Executive Officer

- Review and evaluate the structure and quantum of compensation of all officers of the Company other than the CEO, and at the discretion of the Committee, other members of senior management; for this purpose, the term “officer” has the meaning defined in Rule 16a-1 promulgated under the Exchange Act. Oversee an annual evaluation of all “officers” of the Company other than the CEO, and at the discretion of the Committee, other members of senior management. In evaluating officer compensation, the Committee will consider competitive positioning, input from stockholders, (including the results of annual “say-on-pay” votes to approve the prior year’s compensation of executive officers), retention, motivation to contribute to achievement of the Company’s business objectives, alignment of the interests of the officer with

the Company's shareholders, and such other factors as the Committee shall determine.

- Review periodically the aggregate amount of compensation being paid or potentially payable to all "officers" of the Company other than the CEO, and at the discretion of the Committee, other members of senior management. For the "officers" of the Company other than the CEO, and at the discretion of the Committee, other members of senior management, periodically review and recommend to the Board, (a) any employment agreements, severance arrangements and change in control agreements or provisions, in each case, when and if appropriate, and (b) any special or supplemental benefits.

H. Matters Related to Compensation of the Company's Non-Employee Directors

- Review and make such recommendations to the Board as it deems advisable regarding the compensation of the non-employee directors of the Company, including compensation under any equity-based plans.

I. Matters Related to Human Capital (not Compensation Related)

- Review and oversee human capital matters, including but not limited to:
 - key issues, policies and programs related to the Company's workforce, such as skills and composition;
 - recruitment, engagement and retention;
 - employee health, wellness and retirement programs;
 - development of employees and leaders;
 - succession planning for roles other than the CEO;
 - performance management;
 - internal and external pay equity; and
 - diversity, equity and inclusion

V. Additional Committee Authority

The Committee is authorized, on behalf of the Board, to do any of the following:

A. Matters Related to Compensation Consulting Firms or Other Outside Advisers

- Retain or obtain the advice of compensation consultants, legal counsel and/or other advisers.

- Have sole responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser (each, a “Consultant”) it retains (payment, as determined by the Committee, of reasonable compensation to any such Consultant to be funded by the Company); and
- Before selecting a Consultant consider all factors relevant to the Consultant’s independence from management of the Company, including the following:
 - The provision of other services to the Company by the Consultant’s employer;
 - The amount of fees received from the Company by the Consultant’s employer, as a percentage of the total revenue of the Consultant’s employer;
 - The policies and procedures of the Consultant’s employer that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the Consultant with a member of the Committee;
 - Any stock of the Company owned by the Consultant; and
 - Any business or personal relationship of Consultant or the Consultant’s employer with an executive officer of the Company.

The foregoing shall not apply to inside legal counsel or to a Consultant whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on a broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or non-employee directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Consultant and about which the Consultant does not provide advice.

- Prohibit the Company from engaging a compensation consultant engaged by the Committee, or an affiliate of any such compensation consultant, to provide any other services to the Company without the approval of the Committee.

VI. General

- The Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members to carry out its responsibilities.

- The Committee shall make regular reports to the Board on matters for which it has responsibility.
- In carrying out its responsibilities, the Committee shall be entitled to rely on advice and information it receives from management and any experts, advisors and professionals with whom it may consult.
- The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company meet with the Committee or its members or advisers.
- The Committee may perform such other functions the Board may request from time to time.