

Client Advisory Board Charter

1. Purpose of the Client Advisory Board

The Client Advisory Board (“CAB”) serves as a strategic partner to Xactus, LLC (“Xactus”), providing a formal channel for collaboration and open communication between Xactus and its clients. The CAB’s purpose is to foster a client-centric approach to product development, product modifications, service enhancements, and company strategy by receiving and incorporating client feedback and insights to improve the overall client experience and drive business growth. The CAB will act as a bridge to ensure client perspectives inform and influence Xactus’ decision-making processes, ultimately driving mutual success and growth.

2. Objectives: The mission of the CAB is to provide a platform for clients to share their experiences and ideas, and to use their insights to help shape the future of Xactus products and services, based on achieving the following objectives:

- **Strategic Guidance:** Offer strategic advice and recommendations to inform Xactus’ direction, ensuring alignment with market trends and client demands, and provide recommendations for implementing changes to enhance the client experience.
- **Facilitate Transparent Communication:** Establish regular, transparent communication between Xactus and its clients to better understand client needs, expectations, and concerns.
- **Gain Feedback and Strategic Insights:** Obtain feedback on products, services and overall client experiences to better understand client needs and expectations, and gather strategic insights on broad industry trends and challenges, competitive landscape, and evolving client needs to help Xactus adapt to market changes and stay ahead of the curve.
- **Enhance Products & Services:** Collaborate with clients on product development, product modifications, service enhancements, and innovation initiatives to ensure offerings align with client needs and expectations and add value and/or identify areas for improvement in the client experience.
- **Test New Ideas:** Act as a sounding board for new concepts, products, or services to allow Xactus to gauge client interest and gather constructive criticism before a broader rollout.
- **Network and Build Long-Term Relationships:** Foster connections among and between clients and Xactus to strengthen long-term relationships with key clients, enhancing loyalty and advocacy for Xactus and its services and building a sense of community.

3. Scope of Responsibility:

- The CAB is an advisory body only and does not have decision-making authority, and will advise generally on the following areas:
 - **Product Development and Improvement:** Provide feedback on current Xactus products/services and suggest improvements or new offerings.
 - **Client Satisfaction and Retention:** Share insights to improve client satisfaction, retention, and overall experience.
 - **Industry and Market Trends:** Identify relevant industry trends and competitive insights that could impact Xactus’ business.
 - **Operational Excellence:** Offer guidance on how Xactus can improve operational efficiency to deliver better client experiences.
- The CAB will provide recommendations to the Xactus executive leadership team; final decisions on implementing changes will be made by the leadership team.

4. CAB Structure and Membership

- **Membership Composition:** The CAB will consist of a diverse mix of Xactus clients from various demographics and industries, geographic locations, and sectors. Members should have a significant influence in their respective organizations and a vested interest in helping shape Xactus' direction and offerings. Members will be provided with training and support to ensure they are able to effectively contribute to the CAB.
- **Membership Term**
 - **Term Length:** Members are appointed for a term of twelve (12) months with opportunity for renewal. CAB membership is voluntary and members may choose to leave the CAB at any time. Xactus reserves the right to remove a CAB member for inappropriate behavior or failure to participate in meetings and discussions.
 - **Renewal/Extension:** Members may renew their terms upon mutual agreement between the CAB Chairperson and the member.
 - **Rotation Policy:** New members will be onboarded periodically to ensure fresh perspectives, while retaining continuity.
- **Chairperson:** A Chairperson will lead the CAB. The Chairperson's responsibilities include assisting with meeting coordination, setting agendas, and facilitating discussions. The Chairperson will also act as the liaison between the CAB and Xactus' executive leadership team. The Chairperson will attend CAB meetings to listen to client feedback and discuss potential solutions.

5. Roles and Responsibilities

- **CAB Members:** CAB members will be selected based on their knowledge and expertise in their respective fields, as well as their passion for the Xactus brand. CAB members are expected to:
 - **Participate Actively:** Attend scheduled meetings and actively contribute to discussions. Additional tasks may include responding to surveys, providing feedback on the meetings via email or conference call, clarifying specific feedback via email or conference call, etc.
 - **Provide Constructive Feedback:** Share honest, constructive feedback to support Xactus' objectives.
 - **Respect Confidentiality:** Maintain confidentiality regarding the information disclosed during CAB meetings.
- **Xactus Representatives:** Xactus representatives are expected to:
 - **Engage and Listen:** Listen actively to feedback and engage in open dialogue with CAB members.
 - **Share Relevant Updates:** Provide updates on Xactus' strategic initiatives, product/service roadmaps, and industry trends.
 - **Implement Recommendations:** Consider implementing feasible CAB recommendations and provide follow-up on actions taken.
 - **Respect Confidentiality:** Maintain confidentiality regarding the information disclosed during CAB meetings.

6. Meeting Structure

- **Frequency:** The CAB will meet three (3) times per year, with additional ad-hoc meetings as necessary, as determined by the Chairperson.
- **Format:** Meetings will be conducted in person, virtually or hybrid, as determined by Xactus and the Chairperson. Virtual meetings are expected to last approximately 2–3 hours, and in-person meetings may require full-day availability.
- **Antitrust Disclaimer Statement:** The Chairman will read the following Antitrust Disclaimer Statement at the beginning of each CAB meeting:



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By electing to take part in this meeting, you agree to refrain from discussing information about pricing policies, costs, fees of any kind charged to consumers or borrowers; payments of any kind made to employees or third-party providers; the exclusion of anyone from business opportunities; the allocation of markets or customers; and the limitation of product or service innovation.

Should any discussion of these items take place, you will be asked to refrain immediately and disregard any pursuant discussion, and should you deny such request, the meeting will be immediately disbanded.

- **Agenda and Preparation:** A preliminary agenda will be provided by the Chairperson prior to each meeting, allowing members sufficient time to prepare. Each meeting agenda will include:
 - Company updates
 - Key topics for discussion
 - Open forum for member input and feedback

7. Confidentiality: To facilitate open and candid communication, all CAB members and Xactus representatives agree that all oral and written information disclosed, exchanged or discussed in connection with the CAB is regarded as confidential information regardless of who discloses the information or the nature of the information. Members and representatives will maintain confidentiality of all such information and will not disclose the information to any third parties, except for information that is in the public domain (other than through unauthorized disclosure) or is required to be disclosed pursuant to applicable laws, regulations or court orders.

8. Compensation: Participation in the CAB is voluntary and uncompensated, though Xactus may cover reasonable, pre-approved travel expenses, if applicable. Each member is responsible for ensuring compliance with the member's employer's travel and/or entertainment policies, if applicable, and any other policy to which the member may be bound, if any.

9. Charter Review and Updates: The CAB Charter will be reviewed annually and revised as necessary to ensure alignment with Xactus' evolving strategic goals and objectives.