



## STATEMENT OF ADDITIONAL INFORMATION

April 30, 2026, as amended June 18, 2026

### **Texas Capital Funds Trust**

### **Texas Capital Government Money Market Fund**

### **Institutional Class Shares – TXGXX Lonestar Class Shares – TLGXX**

This Statement of Additional Information (“SAI”) describes the Texas Capital Government Money Market Fund (the “Fund”), a series of the Texas Capital Funds Trust. Texas Capital Bank Wealth Management Services, Inc., doing business as Texas Capital Bank Private Wealth Advisors (the “Adviser”), serves as the investment adviser to the Fund. Northern Lights Distributors, LLC (the “Distributor”) serves as the Distributor for the Fund.

Shares of the Fund are neither guaranteed nor insured by the U.S. Government.

This SAI, dated April 30, 2026, as supplemented from time to time, is not a prospectus. It should be read in conjunction with the Fund’s Prospectus, dated April 30, 2026, as supplemented from time to time, which incorporates this SAI by reference. Capitalized terms used herein that are not defined have the same meaning as in the Prospectus, unless otherwise noted. A copy of the Prospectus may be obtained without charge by writing to the Distributor, calling 844.822.3837 (844.TCB.ETFS) or visiting <https://fundsmanagement.texascapital.com/funds/tgxgx/>.

The Fund’s audited financial statements for the fiscal year ended December 31, 2025, including notes thereto and the report of Ernst & Young LLP, the Trust’s independent registered public accounting firm, thereon, are incorporated by reference from the Trust’s Form N-CSR for the fiscal year ended December 31, 2025, and made a part of this SAI (meaning such documents are legally a part of this SAI) and are on file with the United States Securities and Exchange Commission (the “SEC”). Copies of the Fund’s annual or semi-annual reports, and other information such as the Fund’s financial statements, may be obtained upon request and without charge by writing to Texas Capital Bank Private Wealth Advisors, 2000 McKinney Avenue, Suite 1800, Dallas, TX 75201, calling 844.822.3837 (844.TCB.ETFS) or visiting <https://fundsmanagement.texascapital.com/funds/tgxgx/>.

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## GLOSSARY

The following terms are used throughout this SAI, and have the meanings used below (note that various other terms are defined in the text of this SAI):

“**1933 Act**” means the Securities Act of 1933, as amended.

“**1934 Act**” means the Securities Exchange Act of 1934, as amended.

“**Adviser**” means Texas Capital Bank Wealth Management Services, Inc., doing business as Texas Capital Bank Private Wealth Advisors.

“**Board**” or “**Trustees**” means the Board of Trustees of the Trust.

“**Business Day**” means any day on which the Trust is open for business.

“**Code**” means the Internal Revenue Code of 1986, as amended.

“**Distributor**” means Northern Lights Distributors, LLC.

“**Dodd-Frank Act**” means the Dodd-Frank Wall Street Reform and Consumer Protection Act.

“**DTC**” means the Depository Trust Company.

“**FINRA**” means the Financial Industry Regulatory Authority.

“**Fund**” means the series of the Trust described in this SAI: Texas Capital Government Money Market Fund.

“**Investment Company Act**” or “**1940 Act**” means the Investment Company Act of 1940, as amended.

“**IRS**” means the Internal Revenue Service.

“**NAV**” means the net asset value of the Fund.

“**NSCC**” means the National Securities Clearing Corporation.

“**Prospectus**” means the Fund’s Prospectus, dated April 30, 2026, as amended and supplemented from time to time.

“**SAI**” means this Statement of Additional Information, dated April 30, 2026, as amended and supplemented from time to time.

“**SEC**” means the United States Securities and Exchange Commission.

“**Shares**” means the shares of the Fund, comprised of the Institutional Class Shares and the Lonestar Class Shares.

“**Trust**” means the Texas Capital Funds Trust, a Delaware statutory trust.

## TRUST AND FUND OVERVIEW

The Trust is a Delaware statutory trust formed on March 21, 2023. The Trust is an open-end management investment company registered under the Investment Company Act. The offering of the Shares is registered under the 1933 Act.

This SAI relates only to the following Fund: Texas Capital Government Money Market Fund . The Fund currently offers Institutional Class Shares and Lonestar Class Shares.

## INVESTMENT OBJECTIVE AND POLICIES

The Fund's investment objective and investment policies may be changed without shareholder approval.

The Fund is a money market fund and seeks to maintain a stable price of \$1.00 per share. The Fund invests in high quality money market instruments that have, or are deemed to have, remaining maturities of 13 months or less. Money market instruments include short-term debt-obligations and similar securities. They also include longer term securities that have variable interest rates or other special features that give them the financial characteristics of short-term debt. The Fund maintains a dollar-weighted average portfolio maturity of 60 days or less; the Fund maintains a dollar-weighted average life for its portfolio of 120 days or less.

The Fund may purchase only those obligations that the Adviser determines, pursuant to procedures adopted by the Board, are "eligible securities" as defined in Rule 2a-7 under the Investment Company Act ("Rule 2a-7").

The Fund's investment objective is to provide as high a level of current interest income as is consistent with maintaining liquidity and stability of principal. Under normal circumstances, the Fund invests at least 80% of its net assets in U.S. government securities, including government securities subject to repurchase agreements. The Fund's 80% policy is a "non-fundamental" policy. This means that this investment policy may be changed by the Fund's Board without shareholder approval. However, the Fund has also adopted a policy to provide its shareholders with at least 60 days' prior written notice of any change to the 80% investment policy.

The Fund's Board has determined that the Fund will operate as a "government money market fund" under Rule 2a-7 of the Investment Company Act. Therefore, in addition to the 80% policy referenced above, the Fund has adopted a policy to invest 99.5% or more of its total assets in cash, government securities, and/or repurchase agreements that are collateralized fully (i.e., collateralized with cash and/or government securities). As a "government money market fund" under Rule 2a-7, the Fund (1) is permitted to use the amortized cost method of valuation to seek to maintain a \$1.00 share price and (2) is not subject to a liquidity fee on Fund redemptions which might apply to other types of funds should certain triggering events specified in Rule 2a-7 occur.

The Fund will not acquire any illiquid security (as defined below) if, immediately after the acquisition, the Fund would have invested more than 5% of its total assets in illiquid securities. The Fund also will comply with the daily and weekly liquidity requirements set forth in Rule 2a-7 and, as such, must maintain a portion of its assets in cash or securities that can readily be converted into cash, which may have a negative effect on the Fund's yield. The Fund may purchase securities on a when-issued or delayed delivery basis in accordance with Rule 18f-4 under the Investment Company Act ("Rule 18f-4"). The Fund may lend its portfolio securities to qualified broker-dealers or institutional investors in an amount up to 33 1/3% of its total assets. The Fund may borrow from banks for temporary purposes, but not in excess of 33 1/3% of its total assets. The costs associated with borrowing may reduce the Fund's net income. See "The Fund's investments, related risks and limitations—Investment limitations of the Fund" for more information regarding borrowing. The Fund may invest in the securities of other investment companies, including money market funds advised by the Adviser.

## INVESTMENTS, RELATED RISKS AND LIMITATIONS

The following supplements the information contained in the Fund's prospectus and above concerning the Fund's investments, related risks and limitations. Except as otherwise indicated in the prospectus or the SAI, the Fund has established no policy limitations on its ability to use the investments or techniques discussed in these documents. New

forms of money market instruments continue to be developed. The Fund may invest in these instruments to the extent consistent with its investment objective and strategies.

**Yields and Quality of Money Market Instruments.** The yields on the money market instruments in which the Fund invests are dependent on a variety of factors, including general money market conditions, conditions in the particular market for the obligation, the financial condition of the issuer, the size of the offering, the maturity of the obligation and the ratings of the issue. The ratings assigned by rating agencies represent their opinions as to the quality of the obligations they undertake to rate. Ratings, however, are general and are not absolute standards of quality. Consequently, obligations with the same rating, maturity and interest rate may have different market prices.

Subsequent to its purchase, a security held by the Fund may experience a default, cease to be an eligible security (*e.g.*, no longer presents minimal credit risks), or an event of insolvency may occur with respect to the issuer. In such cases, the Fund will dispose of the security as soon as practicable consistent with achieving an orderly disposition of the security, by sale, exercise of any demand feature or otherwise, absent a finding by the Fund's Board that disposal of the security would not be in the best interests of the Fund (which determination may take into account, among other factors, market conditions that could affect the orderly disposition of the security).

**U.S. Government Securities.** U.S. government securities include direct obligations of the U.S. Treasury (such as Treasury bills, notes or bonds) and obligations issued or guaranteed as to principal and interest (but not as to market value) by the U.S. government, its agencies or its instrumentalities. These U.S. government securities may include mortgage-backed securities issued or guaranteed by government agencies or government-sponsored enterprises that are not guaranteed or insured by the U.S. government. Other U.S. government securities may be backed by the full faith and credit of the U.S. government or supported primarily or solely by the creditworthiness of the government-related issuer or, in the case of mortgage-backed securities, by pools of assets.

Securities issued by agencies and instrumentalities of the U.S. government that are supported by the full faith and credit of the United States, such as securities issued by the Federal Housing Administration and the Government National Mortgage Association, present little credit risk. Other securities issued by agencies and instrumentalities sponsored by the U.S. government that are supported only by the issuer's right to borrow from the U.S. Treasury, subject to certain limitations, such as securities issued by Federal Home Loan Banks, and securities issued by agencies and instrumentalities sponsored by the U.S. government that are supported only by the credit of the issuing agencies are subject to a greater degree of credit risk. The Federal Home Loan Mortgage Corporation ("Freddie Mac") and the Federal National Mortgage Association ("Fannie Mae") historically were agencies sponsored by the U.S. government that were supported by the credit of the issuing agencies and not backed by the full faith and credit of the United States. However, on September 7, 2008, due to the value of Freddie Mac's and Fannie Mae's securities falling sharply and concerns that the firms did not have sufficient capital to offset losses resulting from the mortgage crisis, the Federal Housing Finance Agency ("FHFA") placed Freddie Mac and Fannie Mae into conservatorship and stepped into the shoes of and succeeded to all of the rights of their shareholders. In addition to the conservatorship, the U.S. government has taken various steps to provide additional financial support to Freddie Mac and Fannie Mae, including by having the FHFA (as conservator of Fannie Mae and Freddie Mac) enter into an agreement with the U.S. Treasury to provide financial support in exchange for Senior Preferred Stock and warrants to purchase common stock of the entities. The actions of the U.S. government were intended to assist Freddie Mac and Fannie Mae in maintaining a positive net worth and meeting their financial obligations. Although the U.S. government provided financial support to such entities, no assurance can be given that it will always do so.

The future for Fannie Mae and Freddie Mac is uncertain. Under a letter agreement between the FHFA (in its role as conservator) and the U.S. Treasury, the FHFA is prohibited from removing its conservatorship of each enterprise until all litigation regarding the conservatorship has ended and each enterprise has retained equity capital levels equal to three percent of their total assets. It is unclear how long it will be before the FHFA will be able to remove its conservatorship of the enterprises under this letter agreement. The FHFA has indicated that the conservatorship of each enterprise will end when the director of FHFA determines that FHFA's plan to restore the enterprise to a safe and solvent condition has been completed. Under amendments to the FHFA's Enterprise Regulatory Capital Framework ("ERCF"), Fannie Mae and Freddie Mac have published capital disclosures which provide additional information about their capital position and capital requirements on a quarterly basis since the first quarter of 2023 and delivered their first capital plans to FHFA in May 2023. The FHFA finalized amendments to certain provisions of the ERCF in November 2023 that modify various capital requirements for Fannie Mae and Freddie Mac. Should

Fannie Mae and Freddie Mac be taken out of conservatorship, it is unclear whether the U.S. Treasury would continue to enforce its rights or perform its obligations under the Senior Preferred Stock Purchase Agreement. It is also unclear how the capital structure of Fannie Mae and Freddie Mac would be constructed post-conservatorship, and what effects, if any, the privatization of Fannie Mae and Freddie Mac will have on their creditworthiness and guarantees of certain mortgage-backed securities. The ERCF requires Fannie Mae and Freddie Mac, upon exit from conservatorship, to maintain higher levels of capital than prior to conservatorship to satisfy their risk-based capital requirements, leverage ratio requirements and prescribed buffer amounts. Accordingly, should the FHFA take Fannie Mae and Freddie Mac out of conservatorship, there could be an adverse impact on the value of their securities which could cause the Fund's investments to lose value. The U.S. Congress and the executive branch, including the U.S. Treasury and the FHFA, continue to evaluate proposals to reduce the U.S. government's role in the mortgage market, including to take Fannie Mae and Freddie Mac out of conservatorship, wind down, restructure, consolidate, or privatize Fannie Mae and Freddie Mac. Should the U.S. government adopt any such proposal, or should the FHFA take Fannie Mae and Freddie Mac out of conservatorship, the value of the Fund's investments in securities issued by Fannie Mae or Freddie Mac may be impacted.

U.S. government securities also include separately traded principal and interest components of securities issued or guaranteed by the U.S. Treasury, which are traded independently under the Separate Trading of Registered Interest and Principal of Securities ("STRIPS") program. Under the STRIPS program, the principal and interest components are individually numbered and separately issued by the U.S. Treasury.

On June 3, 2019, under the FHFA's "Single Security Initiative", Fannie Mae and Freddie Mac started issuing uniform mortgage-backed securities ("UMBS"). The Single Security Initiative seeks to align the characteristics of certain Fannie Mae and Freddie Mac mortgage-backed securities and to support the overall liquidity in certain markets. In addition, Freddie Mac has offered investors the opportunity to exchange outstanding legacy mortgage-backed securities for mirror UMBS. The effects that the Single Security Initiative may have on the market and other mortgage-backed securities are uncertain.

Any controversy or ongoing uncertainty regarding the status of negotiations in the U.S. Congress to increase the statutory debt ceiling could increase the risk that the U.S. government may default on payments on certain U.S. government securities, including those held by the Fund, which could have a material adverse impact on the Fund. The long-term U.S. credit rating has been subject to downgrades by multiple major credit rating agencies since 2011, in part as a result of disagreements within the U.S. government over raising the debt ceiling to repay outstanding obligations, and similar situations in the future could increase volatility in both stock and bond markets, result in higher interest rates, lower prices of U.S. Treasury securities and increase the costs of different kinds of debt. It is at least theoretically possible that under certain scenarios the U.S. government could default on its debt, including U.S. Treasuries. The Adviser cannot predict the effects of these or similar events in the future on the U.S. economy and securities markets or on the Fund's portfolio.

**Variable and Floating Rate Securities and Demand Instruments.** The Fund may purchase variable and floating rate securities with remaining maturities in excess of 13 months issued by U.S. government agencies or instrumentalities or guaranteed by the U.S. government. The yields on these securities are adjusted in relation to changes in specific rates, such as the prime rate, and different securities may have different adjustment rates.

Certain of these obligations carry a demand feature that gives the Fund the right to tender them back to a specified party, usually the issuer or a remarketing agent, prior to maturity. The Fund's investments in variable and floating rate securities must comply with conditions established by the SEC under which they may be considered to have remaining maturities of 13 months or less. See "The Fund's investments, related risks and limitations—Credit and liquidity enhancements."

Generally, the Fund may exercise demand features (1) upon a default under the terms of the underlying security, (2) to maintain its portfolio in accordance with its investment objective and policies or applicable legal or regulatory requirements or (3) as needed to provide liquidity to the Fund in order to meet redemption requests. The ability of a bank or other financial institution to fulfill its obligations under a letter of credit, guarantee or other liquidity arrangement might be affected by possible financial difficulties of its borrowers, adverse interest rate or economic conditions, regulatory limitations or other factors. The interest rate on floating rate or variable rate securities ordinarily is readjusted on the basis of the prime rate of the bank that originated the financing or some other index or published

rate, such as the 90-day U.S. Treasury bill rate, or is otherwise reset to reflect market rates of interest. Generally, these interest rate adjustments cause the market value of floating rate and variable rate securities to fluctuate less than the market value of fixed rate securities.

**Illiquid Securities.** The term “illiquid securities” means securities that cannot be sold or disposed of in the ordinary course of business within seven calendar days at approximately the amount at which the Fund has valued the securities and includes, among other things, repurchase agreements maturing in more than seven days and restricted securities other than those the Adviser has determined are liquid pursuant to guidelines established by the Fund’s Board. The Fund may not be able to readily liquidate its investments in illiquid securities and may have to sell other investments if necessary to raise cash to meet its obligations. The lack of a liquid secondary market for illiquid securities may make it more difficult for the Fund to assign a value to those securities for purposes of valuing its portfolio and calculating its NAV.

Restricted securities are not registered under the Securities Act of 1933, as amended (“Securities Act”), and may be sold only in privately negotiated or other exempted transactions or after a registration statement under the Securities Act has become effective. Where registration is required, the Fund may be obligated to pay all or part of the registration expenses and a considerable period may elapse between the time of the decision to sell and the time the Fund may be permitted to sell a security under an effective registration statement. If, during such a period, adverse market conditions were to develop, the Fund might obtain a less favorable price than that which prevailed when it decided to sell.

Not all restricted securities are illiquid. A large institutional market has developed for many U.S. and non-U.S. securities that are not registered under the Securities Act. Institutional investors generally will not seek to sell these instruments to the general public, but instead will often depend either on an efficient institutional market in which such unregistered securities can be readily resold or on an issuer’s ability to honor a demand for repayment. Therefore, the fact that there are contractual or legal restrictions on resale to the general public or certain institutions is not dispositive of the liquidity of such investments.

Institutional markets for restricted securities also have developed as a result of Rule 144A under the Securities Act, which establishes a “safe harbor” from the registration requirements of the Securities Act for resales of certain securities to qualified institutional buyers. These markets include automated systems for the trading, clearance and settlement of unregistered securities of U.S. and non-U.S. issuers, such as the PORTAL System sponsored by FINRA. An insufficient number of qualified institutional buyers interested in purchasing Rule 144A-eligible restricted securities held by the Fund, however, could affect adversely the marketability of such portfolio securities, and the Fund might be unable to dispose of them promptly or at favorable prices.

The Board has delegated the function of making day-to-day determinations of liquidity to the Adviser pursuant to guidelines approved by the Board. The Adviser takes into account a number of factors in reaching liquidity decisions, which may include (1) the frequency of trades for the security, (2) the number of dealers that make quotes, or are expected to make quotes, for the security, (3) the nature of the security and how trading is effected (*e.g.*, the time needed to sell the security, how bids are solicited and the mechanics of transfer) and (4) the existence of demand features or similar liquidity enhancements. The Adviser monitors the liquidity of restricted securities in the Fund’s portfolio and reports periodically on such decisions to the Board.

The Adviser also monitors the Fund’s overall holdings of illiquid securities. If the Fund’s holdings of illiquid securities exceed its limitation on investments in illiquid securities for any reason (such as a particular security becoming illiquid, changes in the relative market values of portfolio securities or shareholder redemptions), the Adviser will consider what action would be in the best interests of the Fund and its shareholders. Such action may include engaging in an orderly disposition of securities to reduce the Fund’s holdings of illiquid securities. However, the Fund is not required to dispose of illiquid securities under these circumstances.

**Repurchase Agreements.** The Fund may enter into repurchase agreements. Repurchase agreements are transactions in which the Fund purchases securities or other obligations from a bank or securities dealer (or its affiliate) and simultaneously commits to resell them to the counterparty at an agreed-upon date or upon demand and at a price reflecting a market rate of interest unrelated to any coupon rate or maturity of the purchased obligations. Securities or other obligations subject to repurchase agreements may have maturities in excess of 13 months. The Fund maintains custody of the underlying obligations prior to their repurchase, either through its regular custodian or through a special

“tri-party” custodian or sub-custodian that maintains separate accounts for both the Fund and its counterparty. Thus, the obligation of the counterparty to pay the repurchase price on the date agreed to or upon demand is, in effect, secured by such obligations. The Fund may utilize a put feature to limit the maturity of repurchase agreements it enters into in accordance with Rule 2a-7.

Repurchase agreements carry certain risks not associated with direct investments in securities, including a possible decline in the market value of the underlying obligations. If their value becomes less than the repurchase price, plus any agreed-upon additional amount, the counterparty must provide additional collateral so that the collateral is at least equal to the repurchase price plus any agreed-upon additional amount. The difference between the total amount to be received upon repurchase of the obligations and the price that was paid by the Fund upon acquisition is accrued as interest and included in its net investment income. Repurchase agreements secured by obligations that are not eligible for direct investment under Rule 2a-7 or the Fund’s investment strategies and limitations may require the Fund to promptly dispose of such collateral if the seller or guarantor becomes insolvent. If the seller or guarantor becomes insolvent, the Fund may suffer delays, costs and possible losses in connection with the disposition of collateral.

**Counterparty Risk.** The Fund may be exposed to the risk of financial failure or insolvency of another party. To help lessen those risks, the Adviser and/or its affiliates, subject to the supervision of the Board, monitors and evaluates the creditworthiness of the parties with which the Fund does business.

**Operations Risk.** The Fund is subject to the risk that it may not be able to complete a transaction in the manner or at the time desired because of difficulties with the settlement process or other functions related to the processing of securities transactions. Such risks may arise from factors such as processing errors, human errors, inadequate or failed internal or external processes, failures in systems and technology, changes in personnel and errors caused by third-party service providers.

**When-issued and Delayed Delivery Securities.** The Fund may purchase securities on a “when-issued” basis or may purchase or sell securities for delayed delivery to or by the Fund later than the normal settlement date at a stated price and yield. The Fund generally would not pay for such securities or start earning interest on them until they are received. However, when the Fund undertakes a when-issued or delayed delivery obligation, it immediately assumes the risks of ownership, including the risks of price fluctuation. Failure of the issuer to deliver a security purchased by the Fund on a when-issued or delayed delivery basis may result in the Fund’s incurring a loss or missing an opportunity to make an alternative investment.

A security purchased on a when-issued or delayed delivery basis is recorded as an asset on the commitment date and is subject to changes in market value, generally based upon changes in the level of interest rates. Thus, fluctuation in the value of the security from the time of the commitment date will affect the Fund’s NAV. When the Fund commits to purchase securities on a when-issued or delayed delivery basis, it will designate cash or other liquid assets on the books of its custodian, marked to market daily, in an amount at least equal to its obligations under the commitment. The Fund’s when-issued and delayed delivery purchase commitments could cause its NAV per Share to be more volatile.

The Fund may sell the right to acquire the security prior to delivery if the Adviser deems it advantageous to do so, which may result in a gain or loss to the Fund.

Under Rule 18f-4, a money market fund, such as the Fund, is only permitted to invest in a security on a when-issued or forward-settling basis, or with a non-standard settlement cycle, and the transaction will be deemed not to involve a senior security (as defined under Section 18(g) of the Investment Company Act), provided that, (i) the Fund intends to physically settle the transaction and (ii) the transaction will settle within 35 days of its trade date. These requirements may limit the ability of the Fund to invest in securities on a when-issued or forward-settling basis, or with a non-standard settlement cycle, as part of its investment strategies.

**Investments in Other Investment Companies.** The Fund may invest in securities of other investment companies to the extent that such an investment would be consistent with the requirements of Section 12(d)(1) of the Investment Company Act, or any rule, regulation or order of the SEC or interpretation thereof. Among other things, these requirements generally restrict the Fund’s aggregate investments in other investment companies that are not themselves money market funds to no more than 10% of its total assets, subject to a number of exceptions under SEC

rules. The shares of other money market funds are subject to the management fees and/or other expenses of those funds. At the same time, the Fund would continue to pay its own management fees and expenses with respect to all its investments, including shares of other money market funds. The Fund may invest in the securities of other money market funds when the Adviser believes that (1) the amounts to be invested are too small or are available too late in the day to be effectively invested in other money market instruments, (2) shares of other money market funds otherwise would provide a better return than direct investment in other money market instruments or (3) such investments would enhance the Fund's liquidity.

**Cybersecurity Risk.** The Fund, like all companies, may be susceptible to operational and information security risks. Cybersecurity failures or breaches of the Fund or its service providers or the issuers of securities in which the Fund invests have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, the inability of Fund shareholders to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, and/or additional compliance costs. The Fund and its shareholders could be negatively impacted as a result.

**Market Risk.** Market risks, including political, regulatory, market, economic and social developments, and developments that impact specific economic sectors, industries or segments of the market, can affect the value and liquidity of the Fund's investments. In addition, turbulence in financial markets and reduced liquidity in equity and/or fixed-income markets may negatively affect the Fund. Global economies and financial markets are becoming increasingly interconnected, and conditions and events in one country, region or financial market may adversely impact issuers in a different country, region or financial market. Events such as geological disputes, war, acts of terrorism, supply chain disruptions, tariffs and other restrictions on trade, natural or environmental disasters, social or political unrest, recessions, rapid inflation, the imposition of international sanctions, pandemics or other public health threats could also significantly impact the Fund and its investments. These risks may be magnified if certain events or developments adversely interrupt the global supply chain and could affect companies worldwide.

During a general market downturn, multiple asset classes may be negatively affected. Changes in market conditions and interest rates can have the same impact on all types of securities and instruments. In times of severe market disruptions, you could lose your entire investment. In stressed market conditions, the market for the Fund's Shares may become less liquid in response to deteriorating liquidity in the markets for the Fund's underlying portfolio holdings.

**Low or Negative Interest Rates.** In a low or negative interest rate environment, debt instruments may trade at negative yields, which means the purchaser of the instrument may receive at maturity less than the total amount invested. In addition, in a negative interest rate environment, if a bank charges negative interest, instead of receiving interest on deposits, a depositor must pay the bank fees to keep money with the bank. To the extent the Fund holds a negatively-yielding debt instrument or has a bank deposit with a negative interest rate, the Fund would generate a negative return on that investment.

In the past, certain European countries and Japan have pursued negative interest rate policies, and there is the possibility that negative interest rate policies might be pursued in the United States at some point in the future. In a low or negative interest rate environment, some investors may seek to reallocate assets to other income-producing assets, such as investment-grade and higher-yield debt instruments, or equity investments that pay a dividend, absent other market risks that may make such alternative investments unattractive. This increased demand for higher yielding assets may cause the price of such instruments to rise while triggering a corresponding decrease in yield over time, thus reducing the value of such alternative investments. In addition, a move to higher yielding investments may cause investors, including the Fund (to the extent permitted by its investment objective and strategies), to seek fixed-income investments with longer maturities and/or potentially reduced credit quality in order to seek the desired level of yield. These considerations may limit the Fund's ability to locate fixed-income instruments containing the desired risk/return profile.

A low or negative interest rate environment could impact the Fund's ability to maintain a stable \$1.00 share price. If the Fund has a negative gross yield as a result of negative interest rates, it may reduce the number of Shares outstanding on a pro rata basis through reverse stock splits, negative dividends or other mechanisms to seek to maintain a stable \$1.00 price per share, to the extent permissible by applicable law and its organizational documents. Alternatively, the Fund may discontinue using the amortized cost method of valuation to maintain a stable \$1.00 price per share and

establish a fluctuating NAV per Share rounded to four decimal places by using available market quotations or equivalents.

## INVESTMENT LIMITATIONS

**Fundamental Investment Limitations.** The following investment limitations cannot be changed for the Fund without the affirmative vote of the lesser of (1) more than 50% of the outstanding Shares of the Fund or (2) 67% or more of the Shares of the Fund present at a shareholders' meeting if more than 50% of the outstanding Shares are represented at the meeting in person or by proxy. If a percentage restriction is adhered to at the time of an investment or transaction, a later increase or decrease in percentage resulting from changing values of portfolio securities or amount of total assets will not be considered a violation of any of the following limitations. With regard to the borrowings limitation in fundamental limitation (3), the Fund will comply with the applicable restrictions of Section 18 of the Investment Company Act.

The Fund will not:

1. With respect to 75% of its total assets, purchase the securities of any one issuer if, immediately after and as a result of such purchase, (a) the value of its holdings in the securities of such issuer exceeds 5% of the value of its total assets, or (b) it owns more than 10% of the outstanding voting securities of the issuer (with the exception that this restriction does not apply to the Fund's investments in the securities of the U.S. government, or its agencies or instrumentalities, or other investment companies).

The following interpretations apply to, but are not a part of, this fundamental restriction: (a) mortgage- and asset-backed securities will not be considered to have been issued by the same issuer by reason of the securities having the same sponsor, and mortgage- and asset-backed securities issued by a finance or other special purpose subsidiary that are not guaranteed by the parent company will be considered to be issued by a separate issuer from the parent company, and (b) consistent with SEC and SEC staff guidance, the Fund may invest up to 10% of its total assets in securities that are subject to demand features or guarantees issued by a single institution.

2. Concentrate its investments in a particular industry or group of industries, as that term is used in the Investment Company Act, except that this limitation does not apply to securities issued or guaranteed by the U.S. government, its agencies or instrumentalities or to municipal securities or to certificates of deposit and bankers' acceptances of domestic branches of U.S. banks.

The following interpretations apply to, but are not a part of, this fundamental restriction: (a) U.S. banking (including U.S. finance subsidiaries of non-U.S. banks) and non-U.S. banking will be considered to be different industries; (b) asset-backed securities will be grouped in industries based upon their underlying assets and not treated as constituting a single, separate industry; and (c) taxable municipal securities will not be considered municipal securities for purposes of this industry concentration limitation.

3. Issue senior securities, except to the extent permitted by the Investment Company Act, the rules and regulations thereunder and any applicable exemptive relief.
4. Borrow money, except to the extent permitted by the Investment Company Act, the rules and regulations thereunder and any applicable exemptive relief.
5. Make loans, except to the extent permitted under the Investment Company Act, the rules and regulations thereunder and any applicable exemptive relief.

The following interpretation applies to, but is not a part of, this fundamental restriction: the Fund's investments in master notes and similar instruments will not be considered to be the making of a loan.

6. Engage in the business of underwriting securities except to the extent that the Fund may be considered an underwriter within the meaning of the 1933 Act in the acquisition, disposition or resale of its portfolio securities or in connection with investments in other investment companies, or to the extent otherwise

permitted under the Investment Company Act, the rules and regulations thereunder and any applicable exemptive relief.

7. Purchase or sell real estate, except to the extent permitted under the Investment Company Act, the rules and regulations thereunder and any applicable exemptive relief, and except that investments in securities of issuers that invest in real estate and investments in mortgage-backed securities, mortgage participations or other instruments supported by interests in real estate are not subject to this limitation, and except that the Fund may exercise rights under agreements relating to such securities, including the right to enforce security interests and to hold real estate acquired by reason of such enforcement until that real estate can be liquidated in an orderly manner.
8. Purchase or sell physical commodities, unless acquired as a result of ownership of securities or other instruments, and provided that this limitation does not prevent the Fund from (i) purchasing or selling securities of companies that purchase or sell commodities or that invest in commodities; (ii) engaging in any transaction involving currencies, options, forwards, futures contracts, options on futures contracts, swaps, hybrid instruments or other derivatives; or (iii) investing in securities, or transacting in other instruments, that are linked to or secured by physical or other commodities.

#### DISCLOSURE OF PORTFOLIO HOLDINGS

The Board has approved a policy and procedures that govern the timing and circumstances regarding the disclosure of Fund portfolio holdings information to shareholders and third parties. These policies and procedures are designed to, among other things, ensure that disclosure of non-public information regarding the Fund's portfolio holdings is in the best interests of Fund shareholders, and that conflicts between the interests of the Fund's shareholders and those of the Adviser or any affiliated person of the Fund are adequately considered. Pursuant to such procedures, the Board has authorized the Chief Compliance Officer ("CCO") to authorize the release of the Fund's portfolio holdings, as necessary, in conformity with the Fund's procedures.

##### *Public Disclosure*

Pursuant to applicable law, the Fund is required to disclose its complete portfolio holdings monthly, within five business days of month end, and daily. In addition to the public disclosure of portfolio holdings as required by law, the Fund may make its portfolio holdings publicly available on the website in such scope and form and with such frequency as the Adviser may reasonably determine and as described in the Fund's prospectus or SAI.

The Fund publicly discloses its portfolio holdings information on the Fund's website at <https://fundsmanagement.texascapital.com/funds/txgxx/>, as well as through public filings on the SEC website.

SEC's EDGAR Database: [sec.gov](https://www.sec.gov)

The Fund files its monthly portfolio information with the SEC on Form N-MFP. This information is available on the SEC's website immediately upon filing. The Fund may disclose its top ten holdings or an incomplete list of its holdings, provided that the top ten holdings or other incomplete list has been made publicly available on the Fund's website at least one day prior to disclosure of such information or has been included in an SEC filing that is required to include the information. A discussion of one or more portfolio holdings also may be made available, provided that the substance of such discussion has been made publicly available on the Fund's website at least one day prior to disclosure of such information or is otherwise publicly available. Any such list of holdings or discussion of one or more portfolio holdings will remain available on the Fund's website at least until the date on which the Fund files a report with the SEC that includes a list of portfolio holdings and is for the period that includes the date as of which such information is current.

### *Release of Portfolio Holdings to Fund Service Providers and Other Third Parties*

In addition to information provided to shareholders and the general public, portfolio holdings information may be disclosed as frequently as daily to certain service providers, such as the custodian and accounting service provider, transfer agent, employee pre-clearance and compliance reporting system, investment reconciliation platform, investment analytics service providers, proxy voting service, legal counsel, auditors, financial printer, regulatory filing service providers, and brokers through which the Adviser effects trades of portfolio securities on behalf of the Fund, in connection with its services to the Fund. The Fund or the Adviser may, to the extent permitted under applicable law, and in accordance with the Fund's policies and procedures, distribute nonpublic portfolio holdings information to certain third parties that have a legitimate business purpose in receiving such information, including, but not limited to, mutual fund analysts and rating and ranking organizations (e.g., Moody's, S&P Global Ratings, Fitch, Morningstar, Lipper Analytical Services, MSCI, Bloomberg PORT, and FactSet, etc.), pricing information vendors, analytical service providers, certain platform providers (e.g., financial intermediaries needing to monitor their clients' issuer exposure and asset allocations), and potential Fund service providers, provided, however, that any recipient of non-public portfolio holdings information shall be subject to a duty of confidentiality.

The Fund will provide portfolio holdings to a client (or its custodian or other agent) when the client is effecting a redemption-in-kind from the Fund and the CCO believes that such disclosure will not be harmful to the Fund's other shareholders, and does not perceive any conflicts of interest. In these situations, the Fund requires them to agree, through non-disclosure agreements or other means, that the confidential information will be used only as necessary to effect the redemption-in-kind, and that the recipient will not trade on the information and will maintain the information in a manner designed to protect against unauthorized access or misuse. Portfolio holdings information may be disclosed no more frequently than monthly to ratings agencies, consultants and other third parties with a legitimate business purpose. Any such disclosure will not be made sooner than three days after the date of the information.

The Fund's policies and procedures provide that the CCO may authorize disclosure of non-public portfolio holdings information to such third parties at differing times and/or with different lag times in accordance with the policies and procedures. Prior to authorizing any such disclosure to a third party, the CCO must determine that such disclosure serves a legitimate business purpose of the Fund, is in the best interests of the Fund's shareholders and that any conflicts between the interests of the Fund's shareholders and those of the Adviser or any affiliated person thereof or of the Fund are considered.

The release of non-public portfolio holdings information must be subject to a confidentiality agreement or other duty/understanding of confidentiality to prohibit the recipient from sharing with an unauthorized recipient or trading upon the information provided.

The Fund's policies and procedures prohibit any compensation or other consideration from being paid to or received by any party in connection with the disclosure of portfolio holdings information, including the Fund, the Adviser and its affiliates or recipient of the Fund's portfolio holdings information.

## MANAGEMENT OF THE FUND

### **Trustees and Officers**

The business and affairs of the Trust are managed by its officers under the oversight of its Board. The Board sets broad policies for the Trust and may appoint Trust officers. The Board oversees the performance of the Adviser and the Trust's other service providers. Each Trustee serves until his or her successor is duly elected or appointed and qualified.

The Board is comprised of six Trustees. Two of the Trustees and certain of the officers of the Trust are directors, officers or employees of the Adviser, and are therefore characterized as "interested persons" (as defined in Section 2(a)(19) of the Investment Company Act) of the Trust. The other Trustees (the "Independent Trustees") are not "interested persons" (as defined in Section 2(a)(19) of the Investment Company Act) of the Trust. The fund complex includes all funds advised by the Adviser ("Fund Complex").

The Trustees, their age, term of office and length of time served, their principal business occupations during the past five years, the number of portfolios in the Fund Complex overseen and other directorships, if any, held by each Trustee,

are shown below. The officers, their year of birth, term of office and length of time served and their principal business occupations during the past five years are shown below. Unless noted otherwise, the address of each Trustee and each officer is: c/o Texas Capital Funds Trust, 2000 McKinney Avenue, Suite 1800, Dallas, TX 75201.

<b>Name, Address, and Year of Birth</b>	<b>Position(s) Held with Trust</b>	<b>Term of Office and Length of Time Served</b>	<b>Principal Occupation During Past 5 Years</b>	<b>Number of Funds in Fund Complex Overseen by Trustee</b>	<b>Other Directorships Held by Trustee During Past 5 Years</b>
<b>Independent Trustees*</b>					
J. Kyle Bass Year of Birth: 1969	Trustee	Since 2023	Founder and Chief Investment Officer, Hayman Capital Management, LP.	4	None
Rhys J. Best Year of Birth: 1946	Trustee	Since 2026	None.	4	Arcosa Inc. (2018-Present); Texas Pacific Land Corporation (2022-Present); Commercial Metals Company (2010-2022); MRC Global, Inc. (2008-2022).
R. David Kelly Year of Birth: 1963	Trustee	Since 2026	Executive Chairman and Founder, Circuit Avenue Advisors (2020-Present); Partner and Founder, Serra Real Estate Capital (2016-Present); Executive Chairman and Founder, Croesus & Company (2014-Present); Founder and Managing Partner, StraightLine Realty Partners (2010-Present).	4	Acadia Healthcare Company, Inc. (2022-Present); Invesco Commercial Real Estate Finance Trust, Inc. and Invesco Real Estate Income Trust Inc. (2018-Present); TCW Direct Lending VII LLC and TCW Direct Lending VIII LLC (2017-Present).
<b>Interested Trustees**</b>					
Daniel S. Hoverman Year of Birth: 1975	Trustee	Since 2023	Managing Director, Head of Corporate & Investment Banking, Texas Capital Bancshares, Inc. & Texas Capital Bank; Managing Partner and President Texas	4	None

			Capital Securities (2021-Present); Managing Director, Head of Corporate Advisory and Financial Sponsors, Regions Securities LLC, (2016-2021).		
Jocelyn E. Kukulka Year of Birth: 1984	Trustee	Since 2023	Managing Director, Head of Investor Relations and Corporate Development, Texas Capital Bank (2022-Present); Vice President, Western Alliance Bancorporation (2017-2022).	4	None

\* Avery Johnson resigned from the Board on April 15, 2026.

\* Eduardo Margain resigned from the Board on June 3, 2026.

\*\* Daniel S. Hoverman and Jocelyn E. Kukulka are each an “interested person,” as defined by the 1940 Act, because of his or her employment with the Adviser.

<b>Name, Address, and Year of Birth</b>	<b>Position(s) Held with Trust</b>	<b>Term of Office and Length of Time Served</b>	<b>Principal Occupation During Past 5 Years</b>
J. Steven Orr Year of Birth: 1960	President and Chief Executive Officer	Since 2025	Executive Vice-President (2013-2019), Senior Vice-President (2019-2023), Managing Director (2023-Present), Texas Capital Bank; Chief Investment Officer of Texas Capital Bank Private Wealth Advisors (2013-Present); and Portfolio Manager in the ETF & Funds Management group of Texas Capital (2023-2025).
Joel Colpitts Year of Birth: 1968	Treasurer and Principal Financial Officer	Since 2023	Managing Director, Financial and Operations Principal for TCBI Securities, Inc. (2021-Present); Chief Financial Officer, Purshe Kaplan Sterling Investments (2021); Assistant Vice President, Finance, Avantax (2013–2021).
Neil Rajan Year of Birth: 1979	Secretary and Chief Legal Officer	Since 2023	Legal Head of Investment Banking Coverage (2023-present), Executive Director and Senior Associate General Counsel (2025-present) and Director and Associate General Counsel (2023-2025) for Texas Capital; General Counsel, Global Tracking/Search & Rescue and Assistant General Counsel, Sensing & Safety Technologies – Honeywell International Inc. (2020-2023).
Kevin Patton Year of Birth: 1970	Chief Compliance Officer	Since 2023	Vice President – Compliance Officer, Ultimus Fund Solutions (June 2023 – present);

			Outsourced Chief Compliance Officer, Dinsmore Compliance Services (Jan 2023- June 2023); Senior Principal Consultant, ACA Group (2022-2023); Assistant Vice President, Compliance Officer, Ultimus Fund Solutions, LLC (2020-2022); Partner and Chief Compliance Officer, Renaissance Investment Management (2005-2020).
Gage M. Mayborn Year of Birth: 1993	Assistant Treasurer	Since 2024	Vice President, Investment Banking Finance, TCBI Securities, Inc. (2022-Present); Mortgage Accounting Analyst, Texas Capital Bank (2019-2022).
Marc Guthrie Year of Birth: 1976	Assistant Treasurer	Since 2024	Assistant Vice President, Financial Administration, Ultimus Fund Solutions, LLC (January 2024-Present); Manager, Financial Administration, Ultimus Fund Solutions, LLC (December 2015- December 2023).
David Lucas Year of Birth: 1960	Vice President	Since 2024	Chief Compliance Officer, Texas Capital Bank Private Wealth Advisors (2023-Present); Independent Compliance Consultant (2015-2022).
Karen Jacoppo-Wood Year of Birth: 1966	Assistant Secretary	Since 2024	Senior Vice President and Associate General Counsel, Ultimus Fund Solutions, LLC (2022-Present); Managing Director and Managing Counsel, State Street Bank and Trust Company (2019-2022).
Timothy Shaloo Year of Birth: 1970	Anti-Money Laundering Compliance Officer	Since 2023	AVP, Compliance Officer, Northern Lights Compliance Services, LLC (2021-Present); Compliance Specialist, Ultimus Fund Solutions, LLC (2016-2020).

### Trustee Qualifications

Information on the Trust's Trustees and officers appears above including information on the business activities of Trustees during the past five years. In addition to personal qualities, such as integrity, the role of an effective Trustee inherently requires the ability to comprehend, discuss and critically analyze materials and issues presented in exercising judgments and reaching informed conclusions relevant to his or her duties and fiduciary obligations. The Board believes that the specific background of each Trustee evidences such ability and is appropriate to his serving on the Board. As indicated:

**J. Kyle Bass** is the Founder and Chief Investment Officer of Hayman Capital Management, an investment manager of private funds focused on global event-driven opportunities. He is also the Co-Founder and Chief Executive Officer of Conservation Equity Management, an environmental sustainability private equity firm founded in 2021. Mr. Bass is a Life Member of the Council on Foreign Relations and the recipient of the 2019 Foreign Policy Association Medal for his responsible internationalism. Mr. Bass has testified as an expert witness before the U.S. House of Representatives, U.S. Senate, and the Financial Crisis Inquiry Commission. Mr. Bass has lectured on global economics, national security, geopolitics, and the architecture of the Chinese financial system at various universities, including Columbia, Yale, Harvard, Stanford, UC Berkeley, University of Texas, and the University of Virginia. Mr. Bass is the former Chair of the Risk Committee of the Board of Directors of the University of Texas Investment Management Company (UTIMCO), which manages approximately \$65 billion. Formerly, he was a Managing Director at Legg Mason and a Senior Managing Director at Bear Stearns. He graduated from Texas Christian University with a degree in finance. Mr. Bass is an Advisory Board member of the Hudson Institute's China Center,

an Executive Advisory Board member of the George W. Bush Presidential Center, and an Investment Advisory Board member to RIA NewEdge Wealth. He also serves on the boards of the Texas Wildlife Association Foundation, Texas Department of Public Safety Foundation, and Melinda's Foods. He also is a Board Observer for Divergent Technologies, Inc., the world's leading aerospace and defense digital manufacturer.

**Daniel S. Hoverman** is Head of Corporate & Investment Banking at Texas Capital Bank. He focuses on leading the bank's delivery of a wide array of products, services, and solutions to our clients. He also serves as Managing Partner and President of TCBI Securities, Inc., doing business as Texas Capital Securities. Mr. Hoverman joined Texas Capital Bank in August 2021, bringing more than 20 years of experience encompassing financial and legal roles in investment banking, corporate advisory, and capital markets. He most recently served as Managing Director, Head of Corporate Advisory and Sponsors Coverage at Regions Bank in Dallas, Texas. Prior to that, Hoverman was a Director in the Corporate Finance group at Houlihan Lokey, where he advised clients on mergers and acquisitions and capital markets activities. He previously held various financial and legal roles at Credit Suisse, UBS Investment Bank, and Kirkland & Ellis in New York, London, and Hong Kong. Hoverman earned a BA from Yale University and a JD and an MBA from Columbia University.

**Rhys J. Best** is the non-executive Chairman of the Board of Arcosa Inc., a producer of construction products used in the construction, energy and transportation segments. Mr. Best also serves as the non-executive Chairman of the Board of Texas Pacific Land Corporation, one of the largest landowners in the State of Texas, with operations concentrated in the Permian Basin. Mr. Best has previously served and retired from several boards to include Cabot Oil and Gas, Commercial Metals Company, CrossTex Energy Services, LP, MRC Global, Trinity Industries, and Austin Industries, an employee-owned construction company. Mr. Best's board assignments have included non-executive chairman, lead director, audit, compensation and governance committees, as well as special committees. Previously, Mr. Best was the Chairman, President, and Chief Executive Officer of Lone Star Technologies, Inc. Before joining Lone Star, Mr. Best held several leadership positions in the banking industry. In 2014, Mr. Best was named Director of the Year by the National Association of Corporate Directors. Mr. Best is involved in a number of industry and civic organizations. He is a graduate of the College of Business at the University of North Texas and he earned a Masters of Business Administration Degree from Southern Methodist University.

**R. David Kelly** is the Chief Executive Officer and Chairman of Croesus and Company, a real estate investment and advisory firm, since 2014. He is also the Managing Partner of StraightLine Realty Partners, LLC, an alternative investment platform he founded in 2010 focused on real estate financial services and venture capital. Mr. Kelly has extensive investment experience across public and private companies in financial advisory, real estate development, and operating sectors. Mr. Kelly serves as Lead Director or Trustee for several TCW Direct Lending entities, including TCW Direct Lending VII LLC, TCW Direct Lending VIII LLC, TCW Star Direct Lending, TCW Specialty Lending, and TCW Steel City Senior Lending BDC. He is also Lead Director of the Invesco Commercial Real Estate Finance Trust, Inc., an at-large director of Ashton Woods Homes, and an Independent Director of Acadia Healthcare. In addition, Mr. Kelly serves on the Children's Medical Center of Dallas Investment Committee, and is a trustee of the Dallas Fire and Police Pension Fund. His prior public service includes serving as Chairman of the Teacher's Retirement System of Texas (2007–2017) and Chairman of the Texas Public Finance Authority (2002–2006). He holds a Bachelor of Arts in Economics from Harvard University and a Master of Business Administration from Stanford University.

**Jocelyn E. Kukulka** is Managing Director, Head of Investor Relations and Corporate Development at Texas Capital. She focuses on driving corporate strategy and developing opportunities to drive shareholder returns, as well as maintaining relationships with investors and sell-side analysts. Additionally, she is responsible for financial analysis and strategy related to various lines of business at Texas Capital. Ms. Kukulka joined Texas Capital in April 2022. Previously, she spent five years with Western Alliance Bank building out operating strategies and maintaining relationships with investors and sell-side analysts. Prior to that, she spent nearly a decade at Sandler O'Neill & Partners in New York City, advising financial services companies on a broad range of transactions, including over \$10 billion in mergers and acquisitions, plus debt and equity financings, recapitalizations and other corporate restructuring activities. Ms. Kukulka earned both a Bachelor of Science in business administration and finance and a Bachelor of Science in psychology at the University of Arizona.

## **Board Structure**

The Trust is governed by the Board, which is responsible for protecting the interests of shareholders under applicable law. The Board is led by an independent chair, who is not an “interested person” of the Trust, as that term is defined in the 1940 Act. The Board meets periodically throughout the year to oversee the Fund’s activities, review the Fund’s performance, oversee the potential conflicts that could affect the Fund, and review the actions of the Adviser. The Board has an audit committee and a nominating committee, each comprised solely of trustees who are not “interested persons” under the 1940 Act (“Independent Trustees”). The principal functions of those committees are described below. The Board has determined that the Board’s leadership and committee structure is appropriate because it enables the Board to effectively and efficiently fulfill its oversight responsibilities and it facilitates the exercise of the Board’s independent judgment in evaluating and managing the relationship between the Fund and other funds in the Trust, on the one hand, and the Adviser and certain other principal service providers, on the other.

Independent Trustee J. Kyle Bass serves as Board chair (the “Chair”). The Chair’s responsibilities include: setting an agenda for each meeting of the Board; presiding at all meetings of the Board and all meetings of the Independent Trustees; and serving as a liaison between the other Trustees, Trust officers, management personnel and counsel.

The Board intends to hold four regularly scheduled meetings each year. The Board may also hold special meetings, as needed, either in person, by telephone, or virtually (if permitted), to address matters arising between regular meetings. The Independent Trustees meet separately at each regularly scheduled in-person (or virtually, if permitted) meeting of the Board; during a portion of each such separate meeting management is not present. The Independent Trustees may also hold special meetings, as needed, either in person, by telephone, or virtually (if permitted). The Board met six times during the fiscal period ended December 31, 2025.

The Board conducts a self-assessment on an annual basis, as part of which it considers whether the structure of the Board and its Committees is appropriate under the circumstances. Based on such self-assessment, among other things, the Board will consider whether its current structure is appropriate. As part of this self-assessment, the Board will consider several factors, including the number of funds overseen by the Board, their investment objectives, and the responsibilities entrusted to the Adviser and other service providers with respect to the oversight of the day-to-day operations of the Trust and the Fund Complex.

The Board sets broad policies for the Trust and may appoint Trust officers. The Board oversees the performance of the Adviser and the Trust’s other service providers. As part of its oversight function, the Board monitors the Adviser’s risk management, including, as applicable, its management of investment, compliance and operational risks, through the receipt of periodic reports and presentations. The Board has not established a standing risk committee. Rather, the Board relies on Trust officers, advisory personnel and service providers to manage applicable risks and report exceptions to the Board in order to enable it to exercise its oversight responsibility. To this end, the Board receives reports from such parties at least quarterly, including, but not limited to, investment and/or performance reports, distribution reports, valuation reports and internal controls reports. Similarly, the Board receives quarterly reports from the Trust’s chief compliance officer (“CCO”), including, but not limited to, a report on the Trust’s compliance program, and the Independent Trustees have an opportunity to meet separately each quarter with the CCO. The CCO typically provides the Board with updates regarding the Trust’s compliance policies and procedures, including any enhancements to them. The Board expects all parties, including, but not limited to, the Adviser, service providers and the CCO, to inform the Board on an intra-quarter basis if a material issue arises that requires the Board’s oversight.

The Board generally exercises its oversight as a whole but has delegated certain functions to an Audit Committee and a Nominating Committee. The functions of each Committee are discussed in detail below.

## **Committees**

The Board currently has two standing committees: an Audit Committee and Nominating Committee. Each Independent Trustee serves on each of these committees.

The purposes of the Audit Committee are, among other things, to: (1) oversee generally the Trust’s accounting and financial reporting policies and practices, its internal controls and, as appropriate, the internal controls of certain service providers; (2) oversee the quality, integrity and objectivity of the Trust’s financial statements and the independent audit and reviews thereof; (3) approve, prior to appointment, the engagement of the independent

registered public accounting firm retained by the Trust (the “independent auditors”) and, in connection therewith, to review and evaluate the qualifications, independence and performance of the Trust’s independent auditors; (4) resolve any disagreements between the Trust’s management and the Trust’s independent auditors; and (5) act as a liaison between the Trust’s independent auditors and the full Board. The Audit Committee met six times during the fiscal period ended December 31, 2025.

The purposes of the Nominating Committee are, among other things, to: (1) identify and recommend for nomination candidates to serve as Independent Trustees of the Trust; (2) make recommendations to the Board with respect to the effectiveness of the Board in carrying out its responsibilities in governing the Fund and overseeing its management; (3) make recommendations to the Board regarding its size, structure and composition as well as qualifications for Board membership; (4) make recommendations to the Board with respect to the Board’s committee structure, committee membership and chairpersonship; and (5) oversee and review Board and committee evaluations that are performed from time to time and, based on such review, recommend such actions as the Nominating Committee deems appropriate. The Nominating Committee will generally not consider potential candidates for nomination identified by shareholders. The Nominating Committee met one time during the fiscal period ended December 31, 2025.

### Compensation of Trustees

The Trust’s officers and any interested Trustees receive no compensation directly from the Trust.

The Independent Trustees determine the amount of compensation that they receive. In determining compensation for the Independent Trustees, the Independent Trustees take into account a variety of factors including, among other things, their collective significant work experience (*e.g.*, in business and finance, government or academia). The Independent Trustees also recognize that these individuals’ advice and counsel are in demand by other organizations, that these individuals may reject other opportunities because of the time demands of their duties as Independent Trustees, and that they undertake significant legal responsibilities. The Independent Trustees also consider the compensation paid to independent board members of other registered investment company complexes of comparable size.

Independent Trustees are paid an annual retainer for their services, including attendance at meetings of the Board. All Trustees are reimbursed for their travel expenses and other reasonable out-of-pocket expenses incurred in connection with attending Board meetings. In addition, each Independent Trustee is entitled to reimbursement for reasonable travel and other out-of-pocket expenses, including those incurred in connection with attending educational programs to stay informed about industry and regulatory developments. The Trust does not accrue pension or retirement benefits as part of the Fund’s expenses, and Trustees are not entitled to benefits upon retirement from the Board.

The table shows the compensation paid to Trustees for the fiscal period ended December 31, 2025 by the Fund Complex.

<b>Independent Trustees</b>	<b>Texas Capital Government Money Market Fund Compensation</b>	<b>Compensation Deferred</b>	<b>Total Compensation from the Fund Complex Paid to Trustee</b>
J. Kyle Bass	\$1,250	\$0	\$10,000
Rhys J. Best*	\$0	\$0	\$0
R. David Kelly*	\$0	\$0	\$0
<b>Interested Trustees**</b>			
Daniel S. Hoverman	\$0	\$0	\$0
Jocelyn E. Kukulka	\$0	\$0	\$0

\* Rhys J. Best and R. David Kelly began serving as Independent Trustees on April 15, 2026.

\*\* Daniel S. Hoverman and Jocelyn E. Kukulka are each an “interested person,” as defined by the Investment Company Act, because of his or her employment with the Adviser or an affiliate.



## Trustee Ownership of Shares

The following table sets forth the dollar range of equity ownership of Fund Shares by each then-serving Trustee as of December 31, 2025, using the following ranges: None, \$1-\$10,000, \$10,001-\$50,000, \$50,001-\$100,000, and Over \$100,000.

	Dollar Range of Equity Securities Owned	
	Texas Capital Government Money Market Fund	Aggregate Dollar Range of Shares (All Funds in the Complex)
<b>Independent Trustees</b>		
J. Kyle Bass	None	None
Rhys J. Best*	None	None
R. David Kelly*	None	None
<b>Interested Trustees</b>		
Daniel S. Hoverman	None	\$10,001-\$50,000
Jocelyn E. Kukulka	None	None

\* Rhys J. Best and R. David Kelly began serving as Independent Trustees on April 15, 2026.

As of December 31, 2025, none of the then-serving Independent Trustees or their immediate family members beneficially owned any securities in any investment adviser, or principal underwriter of the Trust, or in any person (other than a registered investment company) directly or indirectly controlling, controlled by, or under common control with the investment adviser or principal underwriter of the Trust.

## Codes of Ethics

The Board, on behalf of the Trust, has adopted a Code of Ethics pursuant to Rule 17j-1 under the Investment Company Act (“Rule 17j-1”). In addition, the Adviser has adopted a Code of Ethics pursuant to Rule 17j-1. These Codes of Ethics (each a “Code of Ethics” and together the “Codes of Ethics”) apply to the personal investing activities of trustees, directors, officers and certain employees (“access persons”). Rule 17j-1 and the Codes of Ethics are designed to prevent unlawful practices in connection with the purchase or sale of securities by access persons. Under each Code of Ethics, access persons are permitted to engage in personal securities transactions, but are required to report their personal securities transactions for monitoring purposes. In addition, certain access persons are required to obtain approval before investing in private placements and are prohibited from investing in initial public offerings. Copies of the Codes of Ethics are on file with the SEC and are available to the public.

Under its Code of Ethics, the personnel of the Adviser are permitted to invest in the same securities as held by the Fund. However, the trading of such investments is subject to blackout periods. While the Code of Ethics is reasonably designed to prevent conflicts arising from personal securities transactions by access persons there can be no assurance that these policies and procedures will be effective, however.

## Proxy Voting

The Board has delegated to the Adviser the responsibility to vote proxies related to the securities held in the Fund’s portfolios. Under this authority, the Adviser is required by the Board to vote proxies related to portfolio securities in the best interests of the Fund and its shareholders. The Adviser will vote such proxies in accordance with its proxy policies and procedures, which are included in Appendix A to this SAI. The Board will periodically review the Fund’s proxy voting record.

The Trust will annually disclose its complete proxy voting record for the year ended June 30 on Form N-PX. Information regarding how the Fund voted proxies relating to portfolio securities during the most recent 12-month period ended June 30 will be available (1) without charge, upon request, by calling 844.822.3837 (844.TCB.ETFS); (2) on or through the Fund’s website at <https://fundsmangement.texascapital.com/funds/txgxx/>; and (3) on the SEC’s website at <http://www.sec.gov>.

## CONTROL PERSONS AND PRINCIPAL HOLDERS OF SECURITIES

A principal shareholder is any person who owns of record or beneficially 5% or more of the outstanding Shares of the Fund. A control person is one who owns beneficially or through controlled companies more than 25% of the voting securities of a company or acknowledges the existence of control. Shareholders with a controlling interest could affect the outcome of voting or the direction of management of the Fund. As of April 7, 2026, the following shareholders were considered to be either a principal shareholder or a control person of the Fund:

Name and Address of Record Owner	Percentage Ownership
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303	66.33%
Grassroots Carbon Public Benefit LLC 122 E Houston St STE 105 San Antonio, TX 78205	11.95%
Amaero Advanced Materials & Manufacturing Inc. 130 Innovation Dr SW McDonald, TN 37353	10.93%
Driver Pipeline Company Inc. 1200 N Union Bower Rd. Irving, TX 75061	8.99%

### Management Ownership

As of April 16, 2026, the Trustees and Officers of the Trust as a group owned beneficially (*i.e.*, had direct or indirect voting or investment power) less than 1% of the then-outstanding Shares of the Fund.

### INVESTMENT MANAGEMENT AND OTHER SERVICES

#### Investment Advisory Agreement

Under an investment advisory agreement between the Trust, on behalf of the Fund, and the Adviser (the “Advisory Agreement”), the Fund pays the Adviser a fee at an annualized rate, which is calculated daily and paid monthly, based on its average daily net assets, set forth in the table below:

Fund	Management Fee
Texas Capital Government Money Market Fund	0.20%

The Adviser serves as investment adviser to the Fund pursuant to an investment advisory agreement between the Trust, on behalf of the Fund, and the Adviser. The Adviser is a Texas Corporation owned by Texas Capital Bank and indirectly owned by Texas Capital Bancshares, Inc. Under its investment advisory agreement with the Trust, the Adviser provides trading, execution and various other administrative services and supervises the overall daily affairs of the Fund, subject to the general supervision and control of the Board. The Adviser is a registered investment adviser under the Investment Advisers Act of 1940, as amended. The Adviser’s address is 2000 McKinney Avenue, Suite 1800, Dallas, TX 75201.

The Advisory Agreement for the Fund was approved by the Trustees (including all the Independent Trustees) and holders of a majority of the outstanding Shares, in compliance with the 1940 Act, and will remain in effect for an initial term of two years from its effective date and thereafter continue in effect for as long as its continuance is specifically approved at least annually, by (1) the vote of the Trustees or by a vote of a majority of the shareholders of the Fund, and (2) by the vote of a majority of the Trustees who are not parties to the Advisory Agreement or Interested Persons of any person thereto, cast at a meeting called for the purpose of voting on such approval. A discussion regarding the basis for the Board’s approval of the Fund’s Advisory Agreement is available in the Fund’s Form N-CSR filing for the fiscal period ended June 30, 2025. The Advisory Agreement provides that the Adviser shall not be protected against any liability to the Trust or its shareholders by reason of willful misfeasance, fraud, bad faith or gross negligence on its part in the performance of its duties or from reckless disregard of its obligations or

duties thereunder. The Advisory Agreement for the Fund provides that it may be terminated at any time, without the payment of any penalty, by the Board or, with respect to the Fund, by a majority of the outstanding Shares, on 60 days' written notice to the Adviser, and by the Adviser upon 60 days' written notice, and that it shall be automatically terminated if it is assigned.

Under the Advisory Agreement, the Fund paid the following advisory fees to the Adviser for the fiscal period or year indicated:

	<b>Advisory Fees Earned</b>	<b>Advisory Fees Waived</b>
For the fiscal period ended December 31, 2024*	\$9,497	\$9,497
For the fiscal year ended December 31, 2025	\$65,431	\$65,431

\* The Fund's inception date was July 14, 2024.

The Adviser has contractually agreed to waive its fees and/or reimburse certain expenses (exclusive of any front-end sales loads, taxes, interest on borrowings, dividends on securities sold short, brokerage commissions, 12b-1 fees, acquired fund fees and expenses, expenses incurred in connection with any merger or reorganization and extraordinary expenses) to limit the Fund's Operating Expenses (as defined in the Operating Expense Limitation Agreement) to 0.20% and 0.25% of the Fund's average daily net assets with respect to Institutional Class Shares and Lonestar Class Shares, respectively (the "Expense Limit") through April 30, 2027. The Expense Limit excludes certain expenses (e.g., 12b-1 fees), and consequently, the Fund's Total Annual Fund Operating Expenses after Fee Waiver/Expense Reimbursement may be higher than such Fund's Expense Limit. The contractual fee waivers and expense reimbursements may be changed or eliminated at any time by the Board, on behalf of the Fund, upon 60 days' written notice to the Adviser. The contractual fee waivers and expense reimbursements may not be terminated by the Adviser without the consent of the Board. The Adviser may recoup from the Fund any waived amount or reimbursed expenses with respect to the Fund pursuant to this agreement if such recoupment does not cause the Fund to exceed the current Expense Limit or the Expense Limit in place at the time of the waiver or reimbursement (whichever is lower) and the recoupment is made within three years after the end of the month in which the Adviser incurred the expense.

Certain expenses of the Institutional Class Shares of the Fund were reduced or otherwise limited by the Adviser under the Expense Limit for the fiscal period or year indicated:

For the fiscal period ended December 31, 2024*	\$145,970
For the fiscal year ended December 31, 2025	\$287,471

\* The Fund's inception date was July 14, 2024.

### **Custodian**

State Street Bank and Trust Company ("State Street") serves as Fund's custodian ("Custodian"). In its capacity as Custodian, State Street has agreed to: (1) make receipts and disbursements of money on behalf of the Fund, (2) collect and receive all income and other payments and distributions on account of the Fund's portfolio investments and (3) make periodic reports to the Fund concerning the Fund's operations. The Custodian does not exercise any supervisory function over the purchase and sale of securities. As compensation for these services, the Custodian receives certain out-of-pocket costs, transaction fees and a contractual fee. The Fund paid the following fees to the Custodian for the fiscal period or year indicated:

For the fiscal period ended December 31, 2024*	\$5,600
For the fiscal year ended December 31, 2025	\$11,200

\* The Fund's inception date was July 14, 2024.

### **Administrator, Fund Accountant and Transfer Agent**

Ultimus Fund Solutions LLC ("Administrator", "Fund Accountant" or "Transfer Agent"), located at 225 Pictoria Drive, Suite 450, Cincinnati, Ohio 45246, serves as Administrator and Fund Accountant to the Fund. The Administrator provides the Fund with all required general administrative services, including, without limitation, clerical and general back-office services; bookkeeping, internal accounting and secretarial services; the calculation of NAV; and the preparation and filing of all reports, updates to registration statements, and all other materials required

to be filed or furnished by the Fund under federal and state securities laws. As compensation for these services, the Administrator receives a contractual fee, plus certain out-of-pocket costs and transaction fees. As Transfer Agent, Ultimus has agreed to: (1) issue and redeem Shares of the Fund, (2) make dividend and other distributions to shareholders of the Fund, (3) maintain AP accounts and (4) make periodic reports to the Fund. As compensation for these services, the Transfer Agent receives certain out-of-pocket costs and transaction fees.

The Fund paid the following in fees to the Administrator, Fund Accountant and Transfer Agent for the fiscal period or year indicated:

For the fiscal period ended December 31, 2024*	\$68,932
For the fiscal year ended December 31, 2025	\$115,028

\* The Fund's inception date was July 14, 2024.

## PORTFOLIO TRANSACTIONS AND BROKERAGE

The Fund purchases portfolio securities from dealers and underwriters as well as from issuers. Securities are usually traded on a net basis with dealers acting as principal for their own accounts without a stated commission. Prices paid to dealers in principal transactions generally include a "spread," which is the difference between the prices at which the dealer is willing to purchase and sell a specific security at the time. When securities are purchased directly from an issuer, no commissions or discounts are paid. When securities are purchased in underwritten offerings, they include a fixed amount of compensation to the underwriter.

For purchases or sales with broker-dealer firms that act as principal, the Adviser seeks best execution. Although the Adviser may receive certain research or execution services in connection with these transactions, it will not purchase securities at a higher price or sell securities at a lower price than would otherwise be paid if no weight was attributed to the services provided by the executing dealer. The Adviser may engage in agency transactions in over-the-counter securities in return for research and execution services. These transactions are entered into only pursuant to procedures that are designed to ensure that the transaction (including commissions) is at least as favorable as it would have been if effected directly with a market-maker that did not provide research or execution services.

Research services and information received from brokers or dealers are supplemental to the Adviser's own research efforts and, when utilized, are subject to internal analysis before being incorporated into its investment processes. Information and research services furnished by brokers or dealers through which or with which the Fund effects securities transactions may be used by the Adviser in advising other funds or accounts and, conversely, research services furnished to the Adviser by brokers or dealers in connection with other funds or accounts may be used in advising the Fund.

The Fund did not pay any brokerage commissions for the fiscal period ended December 31, 2025. Therefore, the Fund did not allocate any brokerage transactions for research, analysis, advice and similar services. Investment decisions for the Fund and for other investment accounts managed by the Adviser are made independently of one another in light of differing considerations for the various accounts. However, the same investment decision may occasionally be made for the Fund and one or more accounts. In those cases, simultaneous transactions are inevitable. Purchases or sales are then averaged as to price and allocated between the Fund and the other account(s) as to amount in a manner deemed equitable to the Fund and the other account(s). While in some cases this practice could have a detrimental effect upon the price or value of the security as far as the Fund is concerned, or upon its ability to complete its entire order, in other cases it is believed that simultaneous transactions and the ability to participate in volume transactions will benefit the Fund.

### Brokerage Selection

The Trust does not expect to use one particular broker-dealer to effect the Trust's portfolio transactions. When one or more broker-dealers is believed capable of providing the best combination of price and execution, the Adviser may not select a broker-dealer based on the lowest commission rate available for a particular transaction. The Adviser does not currently use soft dollars.

### Brokerage with Fund Affiliates

Although not expected, the Fund may execute brokerage or other agency transactions through registered broker-dealer affiliates of the Fund, the Adviser, or the Distributor for a commission in conformity with the Investment Company Act, the 1934 Act and rules promulgated by the SEC. Under the Investment Company Act and the 1934 Act, affiliated broker-dealers are permitted to receive and retain compensation for effecting portfolio transactions for the Fund on an exchange if a written contract is in effect between the affiliate and the Fund expressly permitting the affiliate to receive and retain such compensation. These rules further require that commissions paid to the affiliate by the Fund for exchange transactions not exceed “usual and customary” brokerage commissions. The rules define “usual and customary” commissions to include amounts that are “reasonable and fair compared to the commission, fee or other remuneration received or to be received by other brokers in connection with comparable transactions involving similar securities being purchased or sold on a securities exchange during a comparable period of time.” The Board, including those who are not “interested persons” of the Fund, has adopted procedures for evaluating the reasonableness of commissions paid to affiliates and reviews these procedures periodically.

### **Securities of “Regular Broker-Dealers”**

The Fund is required to identify any securities of its “regular brokers and dealers” (as such term is defined in the Investment Company Act) that the Fund may hold at the close of its most recent fiscal year. “Regular brokers and dealers” of the Trust are the ten brokers or dealers that, during the most recent fiscal year: (i) received the greatest dollar amounts of brokerage commissions from the Trust’s portfolio transactions; (ii) engaged as principal in the largest dollar amounts of portfolio transactions of the Trust; or (iii) sold the largest dollar amounts of the Trust’s shares.

The Fund did not hold any securities of “regular broker dealers” as of December 31, 2025.

### **THE DISTRIBUTOR**

Northern Lights Distributors, LLC, located at 4221 North 203rd Street, Suite 100, Elkhorn, Nebraska, 68022 serves as the principal underwriter and national distributor for the Fund’s Shares pursuant to an Underwriting Agreement with the Trust (the “Distribution Agreement”). The Distributor is registered as a broker-dealer under the Securities Exchange Act of 1934 and each state’s securities laws and is a member of FINRA. The offering of the Fund’s Shares is continuous. The Distribution Agreement provides that the Distributor, as agent in connection with the distribution of Fund Shares, will use reasonable efforts to facilitate the sale of the Fund’s Shares.

The Distribution Agreement provides that, unless sooner terminated, it will continue in effect for two years initially and thereafter shall continue from year to year, subject to annual approval by a majority of the Trustees who are not interested persons of the Trust or of the Distributor by vote cast in person at a meeting called for the purpose of voting on such approval.

The Distribution Agreement may be terminated by the Fund at any time, without the payment of any penalty, by vote of a majority of the entire Board of the Trust or by vote of a majority of the outstanding Shares of the Fund on 90 days’ written notice to the Distributor, or by the Distributor at any time, without the payment of any penalty, on 90 days’ written notice to the Fund. The Distribution Agreement will automatically terminate in the event of its assignment.

### **ACCOUNTING AND LEGAL SERVICE PROVIDERS**

#### **Independent Registered Public Accounting Firm**

Ernst & Young LLP, 2323 Victory Avenue, Suite 2000, Dallas, TX 75219, serves as the Fund’s independent registered public accounting firm. The independent registered public accounting firm is responsible for auditing the annual financial statements of the Fund.

## Legal Counsel

Dechert LLP, 1095 Avenue of the Americas, New York, New York 10036, serves as legal counsel to the Trust.

## ADDITIONAL INFORMATION CONCERNING SHARES

### Organization and Description of Shares of Beneficial Interest

The Trust is a Delaware statutory trust and registered open-end investment company. The Trust was organized on March 21, 2023 and has authorized capital of an unlimited number of shares of beneficial interest of no-par value that may be issued in more than one class or series. Currently, the Trust consists of four series, the Fund discussed in this SAI and the Texas Capital Texas Equity Index ETF, the Texas Capital Texas Oil Index ETF, and the Texas Capital Government Money Market ETF. The Board may designate additional series and classify shares of a particular series into one or more classes of that series.

Under Delaware law, the Trust is not required to hold an annual meeting of shareholders if the Investment Company Act does not require such a meeting, which it does not. Generally, there will not be annual meetings of Trust shareholders, but if requested in writing by shareholders of at least 25% of the outstanding shares of the Trust, the Trust will call a meeting of shareholders. Shareholders holding two-thirds of shares outstanding of the Trust may remove Trustees from office by votes cast at a meeting of Trust shareholders or by written consent.

All Shares are freely transferable. Shares will not have pre-emptive rights or cumulative voting rights, and none of the Shares will have any preference to conversion, exchange, dividends, retirements, liquidation, redemption or any other feature. Shares have equal voting rights. The Trust reserves the right to adjust the stock prices of Shares to maintain convenient trading ranges for investors. Any such adjustments would be accomplished through stock splits or reverse stock splits that would have no effect on the NAV of the Fund.

Pursuant to Article VI, Section 1 of the Fund's Declaration of Trust, if, for any reason, the net income of the Fund that maintains a stable NAV per Share, determined at any time, is a negative amount, the Trustees shall have the power to reduce the number of outstanding Shares of the Fund by reducing the number of Shares in the account of each shareholder by a pro rata portion of the number of full and fractional Shares that represents the amount of such excess negative net income or to take any other action they deem appropriate, in order to cause (or in order to assist in causing) the NAV per Share of the Fund to remain at a constant amount per outstanding share immediately after each such determination and declaration.

The Trust's Agreement and Declaration of Trust disclaims liability of the shareholders or the officers of the Trust for acts or obligations of the Trust that are binding only on the assets and property of the Trust. The Agreement and Declaration of Trust provides for indemnification out of the Fund's property for all loss and expense of the Fund's shareholders being held personally liable solely by reason of his or her being or having been a shareholder and not because of his or her acts or omissions or for some other reason. The risk of a Trust shareholder incurring financial loss on account of shareholder liability is limited to circumstances in which the Fund itself would not be able to meet the Trust's obligations and this risk should be considered remote.

If the Fund does not grow to a size to permit it to be economically viable, the Fund may cease operations. In such an event, shareholders may be required to liquidate or transfer their Shares at an inopportune time and shareholders may lose money on their investment.

**Additional redemption information.** The redemption price may be more or less than the shareholder's cost, depending on the market value of the Fund's portfolio at the time, although the Fund attempts to maintain a constant NAV of \$1.00 per share.

If conditions exist that make cash payments undesirable, the Fund reserves the right to honor any request for redemption by making payment in whole or in part in securities chosen by the Fund and valued in the same way as they would be valued for purposes of computing the Fund's NAV. If payment is made in securities, the shareholder may incur expenses in converting these securities into cash.

## DETERMINATION OF NET ASSET VALUE

The Fund uses its best efforts to maintain its NAV at \$1.00 per share. The NAV of Shares is calculated each business day as of the close of regular trading on the NYSE, generally 4:00 p.m., Eastern time.

The Fund values its portfolio securities in accordance with the amortized cost method of valuation under Rule 2a-7. To use amortized cost to value its portfolio securities, the Fund must adhere to certain conditions under Rule 2a-7 relating to its investments, some of which are discussed in this SAI. Amortized cost is an approximation of market value of an instrument, whereby the difference between its acquisition cost and value at maturity is amortized on a straight-line basis over the remaining life of the instrument. The effect of changes in the market value of a security as a result of fluctuating interest rates is not taken into account, and thus the amortized cost method of valuation may result in the value of a security being higher or lower than its actual market value. If a large number of redemptions take place at a time when interest rates have increased, the Fund might have to sell portfolio securities prior to maturity and at a price that might not be desirable.

The Fund's Board has established procedures ("Procedures") for the purpose of maintaining a constant NAV of \$1.00 per share, which include a review of the extent of any deviation of NAV per share, based on available market quotations, from the \$1.00 amortized cost per share. If that deviation exceeds 1/2 of 1% for the Fund, the Board will promptly consider whether any action should be initiated to eliminate or reduce material dilution or other unfair results to shareholders. Such action may include redeeming Shares in-kind, selling portfolio securities prior to maturity, reducing or withholding dividends and utilizing a NAV per share as determined by using available market quotations. In addition, if the Board determines that the Fund can no longer maintain a constant NAV of \$1.00 per share, the Fund may, as part of converting to a market-based NAV, take steps to: (i) temporarily suspend the offering of Fund Shares; and (ii) delay the payment of redemption proceeds for up to seven days, as permitted by the Investment Company Act.

The Board may also reduce the number of Shares outstanding on a pro rata basis through a reverse stock split to the extent permissible by applicable law and the Trust's organizational documents. The Board may consider this action if the Fund has a negative gross yield as a result of negative interest rates to maintain the Fund's \$1.00 NAV per share. The use of such measures is subject to certain determinations by the Board and disclosure requirements, and may have tax implications for the Fund and its shareholders. Consistent with SEC staff guidance, a reverse stock split may trigger a filing with the SEC on Form N-CR.

Rule 2a-5 ("Rule 2a-5") under the Investment Company Act provides that a market quotation is readily available only when that quotation is a quoted price (unadjusted) in active markets for identical investments that the Fund can access at the measurement date, provided that a quotation will not be readily available if it is not reliable. Securities for which market quotations are not readily available must be valued at fair value as determined in good faith by the Board. The Board designated the Adviser as the valuation designee pursuant to Rule 2a-5 to perform fair value determinations for the Fund. The Adviser, as the valuation designee, is responsible for periodically assessing any material risks associated with the determination of the fair value of the Fund's investments; establishing and applying fair value methodologies; testing the appropriateness of fair value methodologies; and overseeing and evaluating third-party pricing services. The Adviser has a valuation committee to assist with its designated responsibilities as valuation designee. Valuing securities at fair value involves greater reliance on judgment than valuing securities that have readily available market quotations. Accordingly, there can be no assurance that the determination of a security's fair value in accordance with the Fund's valuation procedures will in fact approximate the price at which the Fund could sell that security at that time.

The Fund will maintain a dollar-weighted average portfolio maturity of 60 days or less and a dollar-weighted average life for its portfolio of 120 days or less, will not purchase any instrument having, or deemed to have, a remaining maturity of more than 397 days, will limit portfolio investments, including repurchase agreements, to those U.S.-dollar denominated instruments that are of high quality under Rule 2a-7 and that the Adviser, acting pursuant to the Procedures, determines present minimal credit risks, and will comply with certain reporting and recordkeeping procedures. There is no assurance that constant NAV per share will be maintained. If amortized cost ceases to represent fair value per share, the Adviser will take appropriate action as the Fund's valuation designee pursuant to Rule 2a-5 under the Investment Company Act.

In determining the approximate market value of portfolio investments, the Fund may employ outside organizations, which may use a matrix or formula method that takes into consideration market indices, matrices, yield curves and other specific adjustments. This may result in the securities being valued at a price different from the price that would have been determined had the matrix or formula method not been used. Other assets, if any, are valued at fair value as determined in good faith by or under the direction of the Adviser as the Fund's valuation designee.

## TAXES

**Qualification as a regulated investment company.** The Fund intends to continue to qualify for treatment as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code. To so qualify, the Fund must distribute to its shareholders in each taxable year an amount at least equal to the sum of 90% of its investment company taxable income (consisting generally of taxable net investment income and net short-term capital gains, if any, determined without regard to any deduction for dividends paid) and any net tax-exempt income and must meet several additional requirements. With respect to the Fund, these requirements include the following:

1. the Fund must derive at least 90% of its gross income each taxable year from dividends, interest, payments with respect to securities loans, gains from the sale or other disposition of securities, net income derived from an interest in a qualified publicly-traded partnership and certain other income;
2. at the close of each quarter of the Fund's taxable year, at least 50% of the value of its total assets must be represented by cash and cash items, U.S. government securities, securities of other RICs and other securities that are limited, in respect of any one issuer, to an amount that does not exceed 5% of the value of the Fund's total assets nor 10% of the voting securities of such issuer; and
3. at the close of each quarter of the Fund's taxable year, not more than 25% of the value of its total assets may be invested in securities (other than U.S. government securities or the securities of other RICs) of any one issuer, in two or more issuers that the Fund controls and which are engaged in the same or similar trades or businesses or of one or more qualified publicly-traded partnerships.

By qualifying for treatment as a RIC, the Fund (but not its shareholders) will be relieved of federal income tax on a portion of its investment company taxable income and net capital gain that it distributes to shareholders, provided that it distributes an amount at least equal to 90% of its investment company taxable income for the taxable year. If the Fund failed to qualify for treatment as a RIC for any taxable year, (1) it would be taxed as an ordinary corporation on the full amount of its taxable income for that year without being able to deduct the distributions it makes to its shareholders and (2) the shareholders would treat all those distributions as dividends (that would generally be taxed as ordinary income) to the extent of the Fund's earnings and profits. In addition, the Fund could be required to recognize unrealized gains, pay substantial taxes and interest, and make substantial distributions before requalifying for RIC treatment.

The Fund will be subject to a nondeductible 4% excise tax to the extent it fails to distribute by the end of any calendar year substantially all its ordinary (*i.e.*, taxable) income (taking into account certain deferrals and elections) for that year and any capital gain net income for the one-year period ending October 31 of that year, plus certain other amounts.

Dividends paid by the Fund will not qualify as "exempt-interest dividends," and will not be excludable from gross income by its shareholders, because the Fund will not invest at least 50% of the value of its total assets in securities the interest on which is excludable from gross income.

**Taxes on Fund distributions.** Distributions of investment company taxable income are taxable to you, whether paid in cash or reinvested in Fund Shares. Distributions of net investment income received by the Fund from investments in debt securities and any net realized short-term capital gains distributed by the Fund will be taxable to shareholders as ordinary income and will not be eligible for the dividends-received deduction for corporations. Due to its investment strategies, the Fund will not typically derive material amounts of net long-term capital gains.

Although current tax law generally provides for a minimum tax rate for individual taxpayers of 15% or 20% (depending on whether the individual's income exceeds certain threshold amounts) on certain qualifying dividend

income, distributions from funds such as this Fund investing primarily in bonds and other debt instruments will not generally qualify for the lower tax rates.

Taxable distributions to foreign investors will generally be subject to U.S. withholding tax at a rate of 30% (or a lower rate under an applicable tax treaty). Distributions to non-residents of short-term capital gains and interest income are expected to be subject to withholding tax because certain detailed information necessary for a possible exemption is not expected to be available.

Please be advised that abandoned or unclaimed property laws for certain states (to which your account may be subject) require financial organizations to transfer (escheat) unclaimed property (including shares of a fund) to the appropriate state if no activity occurs in an account for a period of time specified by state law. For IRA accounts escheated to a state under these abandoned property laws, the escheatment will generally be treated as a taxable distribution to you; federal and any applicable state income tax will be withheld. This may apply to your Roth IRA as well.

Certain distributions reported by the Fund as Section 163(j) interest dividends under the Internal Revenue Code may be treated as interest income by shareholders for purposes of the tax rules applicable to interest expense limitations under the Internal Revenue Code Section 163(j). Such treatment by the shareholder is generally subject to holding period requirements and other potential limitations, although the holding period requirements are generally not applicable to dividends declared by money market funds and certain other funds that declare dividends daily and pay such dividends on a monthly or more frequent basis. The amount that the Fund is eligible to report as a Section 163(j) dividend for a tax year is generally limited to the excess of the Fund's business interest income over the sum of the Fund's (i) business interest expense and (ii) other deductions properly allocable to the Fund's business interest income.

The Fund is required to withhold U.S. tax (at a 30% rate) on payments of taxable dividends made to certain non-U.S. entities that fail to comply (or be deemed compliant) with extensive reporting and withholding requirements designed to inform the U.S. Department of the Treasury of U.S.-owned foreign investment accounts. Shareholders may be requested to provide additional information to the Fund to enable the Fund to determine whether withholding is required.

Nonresidents may also be subject to estate tax with respect to their Shares of the Fund.

**Sale of Fund Shares.** Assuming the Fund consistently maintains a stable NAV of \$1.00 per share, you will have no taxable gain or loss on a sale or redemption of Fund Shares.

**Medicare Tax.** An additional 3.8% Medicare tax is imposed on certain net investment income (including ordinary dividends and capital gain distributions received from the Fund and net gains from redemptions or other taxable dispositions of Fund Shares) of U.S. individuals, estates and trusts to the extent that such person's "modified adjusted gross income" (in the case of an individual) or "adjusted gross income" (in the case of an estate or trust) exceeds certain threshold amounts.

**Backup withholding.** The Fund is required to withhold 24% of all dividends payable to individuals and certain other non-corporate shareholders who do not provide the Fund or Texas Capital Bank with a correct taxpayer identification number or who are otherwise subject to backup withholding.

#### DISTRIBUTION AND SERVICE (12B-1) PLAN

The Trust has adopted a distribution plan pursuant to Rule 12b-1 under the 1940 Act with respect to the Fund's Lonestar Class Shares (the "Plan").

The Fund, pursuant to the Plan, pays the Distributor compensation at the annual rate of 0.25% of the Fund's average daily net assets of the Lonestar Class Shares.

The Fund, pursuant to the Plan, compensates the Distributor for expenses incurred for the purpose of financing any activity that is primarily intended to result in the sale of Shares of the Fund. Such activities may include, but are not limited to, the following: printing and distributing prospectuses and reports used for sales purposes, preparing and distributing sales literature (and any related services), advertisements, payment of dealer commissions and wholesaler

compensation in connection with sales of certain Fund Shares exceeding a certain amount set forth in the prospectus for such Fund (for which the Fund imposes no sales charge) and other distribution-related services permitted by Rule 12b-1.

Payments pursuant to the Plan are subject to any applicable limitations imposed by FINRA rules.

The anticipated benefits that may result from the Plan with respect to the Fund and/or the Lonestar Class Shares of the Fund and its shareholders include but are not limited to the following: (i) an increase in assets which may result in a diversified shareholder base, thereby reducing the outflow risk to other shareholders in the Fund; (ii) an increase in assets which may reduce expenses as fixed dollar costs are allocated across a larger asset base and/or allow the Fund to reach advisory fee breakpoints; and (iii) increased scale could increase the likelihood of name recognition and the profile of the Fund in its asset space, thereby improving the momentum for asset generation.

Unless terminated earlier in accordance with their terms, the Plan continues from year to year as long as such continuance is specifically approved, at least annually by the Board, including a majority of the Rule 12b-1 Trustees. The Plan may be terminated at any time by the vote of a majority of the Rule 12b-1 Trustees or by the vote of a majority of outstanding voting securities of the Lonestar Class.

Any amendment to the Plan that would increase materially the distribution expenses paid by the shareholders of the Lonestar Class requires shareholder approval; otherwise, the Plan may be amended by the trustees, including a majority of the Rule 12b-1 Trustees, by votes cast at a meeting called for the purpose of voting upon such amendment. As long as the Plan is in effect, the Board shall satisfy the fund governance standards as defined in Rule 0-1(a)(7) under the 1940 Act.

The Plan obligates the Fund to pay the Distributor the full amount of the distribution and service fees reflected on the schedules to the Plan. Thus, even if the Distributor's actual allocated share of expenses exceeds the fee payable to the Distributor at any given time, under the Plan, the Fund will not be obligated to pay more than that fee. If the Distributor's actual allocated share of expenses is less than the fee it receives, under the Plan, the Distributor will retain the full amount of the fee.

The Distributor may from time to time waive or reduce any portion of its 12b-1 fee. Voluntary fee waivers or reductions may be rescinded at any time without further notice to investors. During periods of voluntary fee waivers or reductions, the Distributor will retain its ability to be reimbursed for such fee prior to the end of each fiscal year.

The Fund may pay a service fee of up to the cap disclosed in the Fund's Plan attributable to the customers' selected dealers and financial institutions to such dealers and financial institutions, including the Distributor, acting as principal, who furnish continuing personal shareholder services and/or maintenance of accounts to their customers who purchase and own the Lonestar Class Shares of the Fund. Under the terms of a shareholder service agreement, such personal shareholder services and/or maintenance of accounts may include, but are not limited to, assisting in establishing and maintaining customer accounts and records, assisting with purchase and redemption requests, arranging for bank wires, monitoring dividend payments from the Fund on behalf of customers, forwarding certain shareholder communications from the Fund to customers, receiving and answering correspondence, aiding in maintaining the investment of their respective customers in the Fund and providing such other information and services as reasonably requested. Any amounts not paid as a service fee under the Plan would constitute an asset-based sales charge.

The Fund may agree to pay fees to selected dealers and other institutions who render the foregoing services to their customers subject to an agreement. Fees shall be paid only to those selected dealers or other institutions who are dealers or institutions of record at the close of business on the last business day of the applicable payment period for the account in which the Fund's Shares are held.

Selected dealers and other institutions entitled to receive compensation for selling Fund Shares may receive different compensation for selling Shares of one particular class over another. Under the Plan, certain financial institutions which have entered into service agreements and which sell Shares of the Fund, may receive payments from the Fund pursuant to the Plan in an amount not to exceed the maximum annual rate to be paid to the Distributor under the Plan. These payments are an obligation of the Fund and not of the Distributor.

The Distributor has voluntarily undertaken to waive or reduce 12b-1 fees to the extent necessary to assist the Fund in attempting to maintain a positive yield. There is no guarantee that the Fund will maintain a positive yield. That undertaking may be amended or rescinded at any time.

Because the Lonestar Class Shares have not commenced operations as of the date of this SAI, no payments have been made pursuant to the Plan.

#### FINANCIAL STATEMENTS

The Fund's audited financial statements for the fiscal period ended December 31, 2025, including the Financial Highlights appearing in the Prospectus, and the report of Ernst & Young LLP, the Trust's independent registered public accounting firm, are incorporated by reference from the Trust's Form N-CSR for the fiscal period ended December 31, 2025, and made a part of this SAI (meaning such documents are legally a part of this SAI) and are on file with the SEC. You may request a copy of the Fund's financial statements at no charge by calling 844.822.3837 (844.TCB.ETFS), or you may download the Fund's financial statements at the Fund's website at [www.texascapital.com/etf-funds-management](http://www.texascapital.com/etf-funds-management).

## Appendix A

### Texas Capital Funds Trust Proxy Voting Policies and Procedures

#### I. INTRODUCTION

Texas Capital Funds Trust (the “Trust”) is the beneficial owner of its portfolio securities. Accordingly, the Trust’s Board of Trustees (the “Board”), acting on behalf of the Trust and each of its series (each a “Fund” and collectively, the “Funds”), has the right and the fiduciary obligation to vote proxies relating to the Funds’ portfolio securities in a manner consistent with the best interests of the Funds and their shareholders. Accordingly, the Board has adopted these Proxy Voting Policies and Procedures with respect to voting proxies relating to portfolio securities held by the Funds (these “Policies and Procedures”).

#### II. POLICY

##### A. DELEGATION TO THE INVESTMENT ADVISER.

1. The policy of the Trust is to delegate the responsibility for voting proxies relating to portfolio securities held by a Fund to the investment adviser for the Fund (each an “Adviser”) as a part of the Adviser’s general management of the Fund, subject to the Board’s continuing oversight.

2. The policy of the Trust is also to adopt the policies and procedures used by the Adviser to a Fund to vote proxies relating to portfolio securities held by its clients, including the Fund (the “Adviser’s Policies and Procedures”).

3. The Adviser shall periodically inform its employees (i) that they are under an obligation to be aware of the potential for conflicts of interest on the part of the Adviser with respect to voting proxies on behalf of a Fund, both as a result of the employee’s personal relationships and due to circumstances that may arise during the conduct of the Adviser’s business, and (ii) that employees should bring conflicts of interest of which they become aware to the attention of the management of the Adviser.

4. The Adviser shall be responsible for coordinating the delivery of proxies by a Fund’s custodian to the Adviser or to an agent of the Adviser selected by the Adviser to vote proxies with respect to which the Adviser has such discretion.

B. DELEGATION TO SUB-ADVISORS. An Adviser to a Fund may, but is not required to, further delegate the responsibility for voting proxies relating to portfolio securities held by the Fund to one or more of the sub-advisers retained to provide investment advisory services to such Fund, if any (each a “Sub-Adviser”). If such responsibility is delegated to a Sub-Adviser, then the Sub-Adviser shall assume the fiduciary duty and reporting responsibilities of the Adviser under these policy guidelines. As used in these Policies and Procedures, the term “Adviser” includes any and all Sub-Advisers.

#### III. FIDUCIARY DUTY

The Adviser of a Fund is a fiduciary to the Fund and must vote proxies in a manner consistent with the best interest of the Fund and its shareholders.

#### IV. PROXY VOTING PROCEDURES

A. ANNUAL PRESENTATION OF PROXY VOTING POLICIES TO THE BOARD. At least annually, the Adviser shall present to the Board for its review the Adviser’s Policies and Procedures. In addition, the Adviser shall notify the Board promptly of material changes to the Adviser’s Policies and Procedures.

B. ANNUAL PRESENTATION OF PROXY VOTING RECORD TO THE BOARD. At least annually, each Adviser to a Fund shall provide to the Board a record of each proxy voted with respect to portfolio securities held by

the Fund during the year. With respect to those proxies that the Adviser has identified as involving a conflict of interest, the Adviser shall submit a separate report indicating the nature of the conflict of interest and how that conflict was resolved with respect to the voting of the proxy. For this purpose, a “conflict of interest” shall be deemed to occur when the Adviser, the Trust’s principal underwriters, or an affiliated person of the Adviser or a principal underwriter has a financial interest in a matter presented by a proxy to be voted on behalf of a Fund, other than the obligation the Adviser incurs as investment adviser to that Fund, which may compromise the Adviser’s independence of judgment and action in voting the proxy.

C. **RESOLUTION OF CONFLICTS OF INTEREST.** Where a proxy proposal raises a material conflict of interest between the interests of the Adviser to a Fund, the Trust’s principal underwriter, or an affiliated person of the Fund, the Adviser or a principal underwriter and that of the Fund, the Adviser shall resolve such conflict in the manner described below.

1. **Vote in Accordance with a Predetermined Specific Policy.** To the extent that the Adviser’s Policies and Procedures include a pre-determined voting policy for various types of proposals and the Adviser has little or no discretion to deviate from such policy with respect to the proposal in question, the Adviser shall vote in accordance with such pre-determined voting policy.

2. **Notify and Obtain Consent of the Board.** To the extent that the Adviser’s Policies and Procedures include a pre-determined voting policy for various proposals and the Adviser has discretion to deviate from such policy, the Adviser shall disclose the conflict to the Board and obtain the Board’s consent to the proposed vote prior to voting on such proposal.

a. **Detailed Disclosure to the Board.** To enable the Board to make an informed decision regarding the vote in question, such disclosure to the Board shall include sufficient detail regarding the matter to be voted on and the nature of the conflict. When the Board does not respond to such a conflict disclosure request or denies the request, the Adviser shall abstain from voting the securities held by the relevant Funds.

b. **Use of Independent Third Party.** To the extent there is a conflict of interest between the Adviser, the Funds’ principal underwriters, or an affiliated person of the Adviser or a principal underwriter and one or more Funds and the Adviser notifies the Board of such conflict, the Board may vote the proxy in accordance with the recommendation of an independent third party.

## **V. REVOCATION OF AUTHORITY TO VOTE**

The delegation by the Board of the authority to vote proxies relating to portfolio securities held by the Funds may be revoked by the Board, in whole or in part, at any time.

## **VI. ANNUAL FILING OF PROXY VOTING RECORD**

The Trust shall file an annual report of each proxy voted with respect to portfolio securities held by the Funds during the twelve-month period ended June 30 on Form N-PX not later than August 31 of each year.

## **VII. PROXY VOTING DISCLOSURES**

A. The Trust shall include in its registration statement (N-1A):

1. A description of these Policies and Procedures and of the Adviser’s Policies and Procedures; and
2. A copy of the Fund’s policies and procedures to satisfy the requirement to provide a description of the policies and procedures that it uses to determine how to vote proxies relating to portfolio securities.
3. A statement that information regarding how the Fund voted proxies relating to portfolio securities during the most recent twelve-month period ended June 30 is available without charge, upon request, by calling a specified toll-free (or collect) telephone number or on or through the Fund’s website at a specified Internet address; or both; and on the Commission’s website at <http://www.sec.gov>.

## B. Other Disclosures

1. If a Fund discloses that the Fund's proxy voting record is available by calling a toll-free (or collect) telephone number, and the Fund (or financial intermediary through which shares of the Fund may be purchased or sold) receives a request for this information, the Fund (or financial intermediary) must send the information disclosed in the Fund's most recently filed report on Form N-PX, within three business days of receipt of the request, by first-class mail or other means designed to ensure equally prompt delivery.
2. If a Fund discloses that the Fund's proxy voting record is available on or through its website, the Fund must make available free of charge the information disclosed in the Fund's most recently filed report on Form N-PX on or through its website as soon as reasonably practicable after filing the report with the Commission. The information disclosed in the Fund's most recently filed report on Form N-PX must remain available on or through the Fund's website for as long as the Fund remains subject to the requirements of Rule 30b1-4 (17 CFR 270.30b1-4) and discloses that the Fund's proxy voting record is available on or through its website

## C. The Trust shall include in its Annual and Semi-Annual Reports to shareholders:

1. A statement that a description of these Policies and Procedures is available without charge, upon request, by calling the Trust's toll-free telephone number or through a specified Internet address or both and on the SEC website.
2. A statement that information regarding how the Trust voted proxies relating to portfolio securities held by the Funds during the most recent 12-month period ended June 30 is available without charge, upon request, by calling the Trust's toll-free telephone number or through a specified Internet address or both and on the SEC website.

**Responsible Party:** Adviser

**Texas Capital Bank Private Wealth Advisors  
Proxy Voting Policies and Procedures**

**A. Background**

Rule 206(4)-6 under the Advisers Act requires that investment advisers adopt and implement policies and procedures for voting proxies in the best interest of clients, to describe the procedures to clients, and to tell clients how they may obtain information about how the Adviser has actually voted their proxies.

**B. Policy**

As a policy and in accordance with the Adviser's investment advisory agreements, the Adviser votes proxies related to discretionary managed securities held in client accounts and/or acts on behalf of client accounts with respect to corporate actions and shareholder events. The Adviser's proxy voting policies and procedures are designed and implemented in a way that is reasonably expected to ensure that any proxy matters under its discretion are conducted in the best interests of clients, discloses any conflicts of interest, and in accordance with Advisers Act requirements.

In voting proxies, the Adviser considers factors that the Adviser believes relate to the client's investment(s) and factors, if any, that are set forth in written instructions from the client. The Adviser will vote on a wide range of corporate activities for clients that have delegated this duty. In general, the Adviser believes that voting proxies in accordance with the following guidelines, with respect to such routine items, is in the best interests of clients. Accordingly, the Adviser generally votes for the following:

- The election of directors (where no corporate governance issues are implicated);
- Proposals that strengthen the shared interests of shareholders and management;
- The selection of independent auditors based on management or director recommendation, unless a conflict of interest is perceived;
- Proposals that the Adviser believes may lead to an increase in shareholder value;
- Management recommendations regarding adding or amending indemnification provisions in a charter or by-laws; and
- Proposals that maintain or increase the rights of shareholders.

PWA will generally vote against any proposals that it believes will have a negative impact on shareholder value or rights. If the Adviser perceives a conflict of interest, the Adviser's policy is to notify affected clients so that they may choose the course of action they deem most appropriate. Records of proxies voted are available to clients upon request. As required under the Advisers Act, such records are maintained for a period of five (5) years.

PWA uses Broadridge ProxyEdge to track and vote proxies. The ISG may consider recommendations made by ProxyEdge and outside counsel in making their decisions.

The Operations group uploads any new accounts from the custodian to ProxyEdge on a monthly basis, or as needed, if the custodian does not provide an automated solution.

In instances where an issuer intends to file or has filed additional soliciting materials with the Commission after the investment adviser has received the proxy advisory firm's voting recommendation but before the submission deadline, PWA will consider such information prior to exercising voting authority to demonstrate that it is voting in its client's best interest.

Voting items are reviewed at least monthly by the ISG and decisions on non-routine items are entered into the meeting notes as a record. The meeting notes will also reflect any identification of conflicts of interest related to the proxy votes. The CCO will periodically review the notes of the ISG meetings for evidence that proxy voting determinations are made in the clients' best interests. This Policy is reviewed and updated as necessary to address new and evolving proxy voting issues and standards.