AOG INSTITUTIONAL FUND

Supplement dated April 30, 2026 to the
Statement of Additional Information ("SAI")
dated January 28, 2026, as supplemented

This Supplement provides new and additional information beyond that in, and should be read in conjunction with, the Fund's SAI.

At a special meeting of the shareholders held on February 27, 2026, shareholders of the Fund elected Betsy Cochrane and Gregory M. Pinkus as Independent Trustees for the Fund.

Accordingly, the sections regarding Trustees and Officers of the Fund on pages 8-10 of the SAI are hereby updated as follows:

Trustees and Officers of the Fund. Set forth below are the names, years of birth, position with the Fund and length of time served, and the principal occupations and other directorships held during at least the last five years of each of the persons currently serving as a Trustee or officer of the Fund. There is no stated term of office for the Trustees and officers of the Fund. Nevertheless, an independent Trustee must retire from the Board as of the end of the calendar year in which such independent Trustee first attains the age of seventy-five years, provided, however, that, an Independent Trustee may continue to serve for one or more additional one calendar year terms after attaining the age of seventy-five years (each additional calendar year, a "Waiver Term") if, and only if, prior to the beginning of such Waiver Term: (1) the Nominating Committee (a) meets to review the performance of the Independent Trustee; (b) finds that the continued service of such Independent Trustee is in the best interests of the Fund; and (c) unanimously approves excepting the Independent Trustee from the general retirement policy set out above; and (2) a majority of the Trustees approves excepting the Independent Trustee from the general retirement policy set forth above. Unless otherwise noted, the business address of each Trustee or officer is, as applicable, AOG Institutional Fund, 11911 Freedom Drive, Suite 730, Reston, VA 20190.

Trustees

Name and Year of Birth	Position with Fund and Length of Time Served	Principal Occupations in the Past 5 Years	Other Directorships Held in the Past 5 Years
Interested Trustee			
Frederick Baerenz (1961)	President; Indefinite; Since Inception	Managing Director of Interval Funds, F.L. Putnam Investment Management Co., 2025-Present; President and Chief Executive Officer of AOG Wealth Management, 2000-2025.	None

Name and Year of Birth	Position with Fund and Length of Time Served	Principal Occupations in the Past 5 Years	Other Directorships Held in the Past 5 Years
Independent Trustees			
John Grady (1961)	Trustee; Indefinite; Since Inception	Executive Director, ADISA, June 2025 - Present; General Counsel of ABR Dynamic Funds, LLC, April 2025 – Present; General Counsel, Chief Operating Officer	None

Name and Year of Birth	Position with Fund and Length of Time Served	Principal Occupations in the Past 5 Years	Other Directorships Held in the Past 5 Years
		and Chief Compliance Officer, ABR Dynamic Funds LLC, February 2021 – March 2025.	
Maureen E. O'Toole (1957)	Trustee; Indefinite; Since June 2023	Retired; Managing Director at Actis, 2019 – 2023; Managing Director at Morgan Stanley, 2012 - 2019.	None
Betsy Cochrane (1978)	Trustee; Indefinite; Since June 2023	Attorney/Legal Consultant, Axiom and MLA Global Interim Legal Talent, 2023-Present; Executive Vice President, Senior Counsel at Greenbacker Capital Management, LLC, 2021-2023; Member, US Commodity Futures Trading Commission Global Markets Advisory Committee's Sub-Committee on Margin Requirements for Uncleared Swaps, 2020-2022; Assistant General Counsel, Director, Barings LLC, 2012-2020.	None
Gregory M. Pinkus (1964)	Trustee; Indefinite; Since February 2026	Chief Financial Officer, Treasurer and Secretary of the Terra Property Trust, Inc. and Chief Financial Officer and Chief Operating Officer of Terra Capital Partners, LLC and Terra Fund Advisors, January 2016 – Present (various dates, including October 2017); Chief Operating Officer of Terra Property Trust, January 2016 – February 2024; Chief Financial Officer and Chief Operating Officer of Terra Income Advisors and Chief Financial Officer, Treasurer and Secretary of Terra BDC, May 2013 – October 2022.	None

Officers

Name and Year of Birth	Position with Fund and Length of Time Served	Principal Occupations in Past 5 Years
Frederick Baerenz (1961)	President; Indefinite; Since Inception	Managing Director of Interval Funds, F.L. Putnam Investment Management Co., 2025-Present; President and Chief Executive Officer of AOG Wealth Management, 2000-2025.
Peter Sattelmair (1977)	Chief Financial Officer and Treasurer; Indefinite; Since May 2023	Director, PINE Advisor Solutions (2021 – present); Director of Fund Operations and Assistant Treasurer, Transamerica Asset Management (2014 – 2021).
Jesse Hallee (1976)	Secretary; Indefinite; Since Inception	Senior Vice President and Associate General Counsel; Ultimus Fund Solutions, LLC, 2022-Present; Vice President and Senior Managing Counsel, Ultimus Fund Solutions, LLC, 2019 – 2022; Vice President and Managing Counsel, State Street Bank and Trust Company, 2013 – 2019.

Name and Year of Birth	Position with Fund and Length of Time Served	Principal Occupations in Past 5 Years
Alexander Woodcock (1989)	Chief Compliance Officer; Indefinite; Since 2022	Director of PINE Advisor Solutions since 2022; SVP and PFO of PINE Distributors LLC since 2025; CCO of PINE Distributors LLC from 2022 to 2025; Vice President of Compliance Services, SS&C ALPS from 2019 to 2022.
Aaron Rosen (1983)	Chief Investment Officer; Indefinite; Since 2024	Co-Portfolio Manager of the Fund since February 2025; Portfolio Manager of the Fund since April 2023 and Chief Investment Officer of the Fund since May 2024; Principal of Copia Wealth Services from August 2021 to January 2023; Director of Sky & Ray from August 2021 to January 2023; Managing Director and Portfolio Manager of Validus Growth Investors from November 2014 to August 2021.

Individual Trustee Qualifications. The Fund has concluded that each of the Trustees should serve on the Board because of their ability to review and understand information about the Fund provided to them by management, to identify and request other information they may deem relevant to the performance of their duties, to question management and other service providers regarding material factors bearing on the management and administration of the Fund, and to exercise their business judgment in a manner that serves the best interests of the Fund's Shareholders. The Fund has concluded that each of the Trustees should serve as a Trustee based on their own experience, qualifications, attributes and skills as described below.

The Fund has concluded that Mr. Baerenz should serve as Trustee because of the extensive experience he gained in the financial services industry, including experience in various senior management positions with financial services firms.

The Fund has concluded that Ms. O'Toole should serve as Trustee because of the extensive experience she gained in the financial services industry, including experience in various senior management positions.

The Fund has concluded that Mr. Grady should serve as Trustee because of the experience he gained in a variety of leadership roles with different investment management institutions and his experience in and knowledge of the financial services industry.

The Fund has concluded that Ms. Cochrane should serve as Trustee because of the experience she gained in a variety of leadership roles with different investment management institutions and her experience in and knowledge of the financial services industry.

The Fund has concluded that Mr. Pinkus should serve as Trustee because of the experience he gained in a variety of leadership roles with different investment management institutions and his experience in and knowledge of the financial services industry.

In its periodic assessment of the effectiveness of the Board, the Board considers the complementary individual skills and experience of the individual Trustees primarily in the broader context of the Board's overall composition so that the Board, as a body, possesses the appropriate (and appropriately diverse) skills and experience to oversee the business of the Fund.

Board Committees. The Board has established the following standing committees:

- **Audit Committee**. The Board has a standing Audit Committee that is composed of each of the Independent Trustees. The Audit Committee operates under a written charter approved by the Board. The principal responsibilities of the Audit Committee include: (i) recommending which firm to engage as the Fund's independent registered public accounting firm and whether to terminate this relationship; (ii) reviewing the independent registered public accounting firm's compensation, the proposed scope and terms of its engagement, and the firm's independence; (iii) pre-approving audit and non-audit services provided by the Fund's independent registered public accounting firm to the Fund and certain other affiliated entities; (iv)

serving as a channel of communication between the independent registered public accounting firm and the Trustees; (v) reviewing the results of each external audit, including any qualifications in the independent registered public accounting firm's opinion, any related management letter, management's responses to recommendations made by the independent registered public accounting firm in connection with the audit, reports submitted to the Committee by the internal auditing department of the Administrator that are material to the Fund as a whole, if any, and management's responses to any such reports; (vi) reviewing the Fund's audited financial statements and considering any significant disputes between the Fund's management and the independent registered public accounting firm that arose in connection with the preparation of those financial statements; (vii) considering, in consultation with the independent registered public accounting firm and the Fund's senior internal accounting executive, if any, the independent registered public accounting firms' reports on the adequacy of the Fund's internal financial controls; (viii) reviewing, in consultation with the Fund's independent registered public accounting firm, major changes regarding auditing and accounting principles and practices to be followed when preparing the Fund's financial statements; and (ix) other audit related matters. Ms. O'Toole, Ms. Cochrane, Mr. Grady and Mr. Pinkus currently serve as members of the Audit Committee. Mr. Grady serves as the Chair of the Audit Committee. The Audit Committee meets periodically, as necessary.

- **Nominating Committee**. The Board has a standing Nominating Committee that is composed of each of the Independent Trustees. The Nominating Committee operates under a written charter approved by the Board. The principal responsibilities of the Nominating Committee include: (i) considering and reviewing Board governance and compensation issues; (ii) conducting a self-assessment of the Board's operations; (iii) selecting and nominating all persons to serve as Independent Trustees and considering proposals of and making recommendations for "interested" Trustee candidates to the Board; and (iv) reviewing Shareholder recommendations for nominations to fill vacancies on the Board if such recommendations are submitted in writing and addressed to the Committee at a Fund's office. Ms. O'Toole, Ms. Cochrane, Mr. Grady and Mr. Pinkus currently serve as members of the Nominating Committee. Ms. O'Toole serves as the Chair of the Nominating Committee. The Nominating Committee meets periodically, as necessary.

Fund Shares Owned by Board Members. As of January 2, 2026, the Trustees and the officers of the Fund directly and indirectly owned 1.28% of the outstanding Shares of the Fund.

Board Compensation. The Fund paid the following compensation to the Trustees during the Fund's fiscal year ended September 30, 2025. The Fund does not pay compensation to the Interested Trustee or the officers of the Fund. For their service as Trustees, each Independent Trustee receives from the Fund retainers and meeting fees, as well as reimbursement for expenses incurred in connection with attendance at Board meetings.

Name	Aggregate Compensation from the Fund	Pension or Retirement Benefits Accrued as Part of Fund Expenses	Estimated Annual Benefits Upon Retirement	Total Compensation from the Fund
Interested Trustee				
Frederick Baerenz	$0	N/A	N/A	$0
Independent Trustees				
John Grady	$20,500	N/A	N/A	$20,500 for service on one (1) board and two (2) committees
Maureen E. O'Toole	$22,500	N/A	N/A	$22,500 for service on one (1) board and two (2) committees
Betsy Cochrane	$22,500	N/A	N/A	$22,500 for service on one (1) board and two (2) committees

Name	Aggregate Compensation from the Fund	Pension or Retirement Benefits Accrued as Part of Fund Expenses	Estimated Annual Benefits Upon Retirement	Total Compensation from the Fund
Gregory M. Pinkus*	$0	N/A	N/A	$0

* Mr. Pinkus was appointed as a Trustee on February 27, 2026.

* * *

This Supplement and the Fund's SAI provide relevant information for all shareholders and should be retained for future reference.

AOG INSTITUTIONAL FUND

Supplement dated February 23, 2026 to the
Prospectus and Statement of Additional Information ("SAI") each
dated January 28, 2026

This Supplement provides new and additional information beyond that in, and should be read in conjunction with, the Fund's Prospectus and SAI.

Effective immediately, all references to the Fund's telephone number are hereby updated to 703-318-2350.

This Supplement and the Fund's Prospectus and SAI provide relevant information for all shareholders and should be retained for future reference.

STATEMENT OF ADDITIONAL INFORMATION

January 28, 2026

AOG Institutional Fund

Class A Shares
Class I Shares

Investment Adviser:

F.L. Putnam Investment Management Co.

This Statement of Additional Information ("SAI") is not a prospectus. This SAI is intended to provide additional information regarding the activities and operations of AOG Institutional Fund (the "Fund"). This SAI is incorporated by reference and should be read in conjunction with the Fund's prospectus dated January 28, 2026 (the "Prospectus"). You may obtain a copy of the Prospectus without charge by writing the Fund's Transfer Agent, Ultimus Fund Solutions, LLC, at P.O. Box 46707, Cincinnati, OH 45246 (regular mail) or 225 Pictoria Drive, Suite 450, Cincinnati, OH 45246 (overnight mail), or by calling the Fund toll-free at 877-600-3573. Capitalized terms used and not defined herein are defined in the Prospectus.

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THE FUND

General. The Fund is a non-diversified, closed-end management investment company established under Delaware law as a Delaware statutory trust under an Agreement and Declaration of Trust, dated December 13, 2021, and as may be amended from time to time (the "Declaration of Trust"). F.L. Putnam Investment Management Co. serves as the Fund's investment adviser (the "Adviser").

The Fund operates as an interval fund, a type of fund that, in order to provide liquidity to shareholders (the "Shareholders"), has adopted a fundamental policy to make quarterly repurchase offers of not less than 5% and no more than 25% of outstanding shares (the "Shares") at the then-current net asset value ("NAV") of Shares each calendar year. See the "Repurchase Offers" section of the Prospectus. The investment objective of the Fund is non-fundamental and, therefore, may be changed without the approval of the Shareholders.

This SAI is not an offer to sell, and no person is soliciting an offer to buy any Shares issued by the Fund.

Description of Shares. The Fund currently offers two classes of Shares: Class A Shares and Class I Shares. An investment in any Share class of the Fund represents an investment in the same assets of the Fund. It should be noted that the only difference between Class A and Class I Shares is the applicability of the sales load to Class A Shares.

Investors should be aware that the Fund has not applied for, and consequently has not received, exemptive relief from the SEC permitting it to charge certain class-level expenses and fees attributable to the particular class being purchased. The Fund has set forth all class-specific fees and expenses which a particular Share class would be obligated to pay in the "Summary of Fees and Expenses" section in the Prospectus. With the exception of any expenses or fees attributable to the class of Shares of the Fund being purchased, as further set forth in the "Summary of Fees and Expenses" section in the Prospectus, there are no additional fees or expenses attributable to any class of Shares of the Fund that are not applicable to all Share classes, including Class A Shares and Class I Shares. Accordingly, unless otherwise specified in the "Summary of Fees and Expenses" section in the Prospectus, all Share classes will be subject to the same fees, expenses, and reimbursements within the Fund.

Voting Rights. Each Shareholder of record is entitled to one vote for each Share held on the record date for the Shareholder action or meeting. The Fund is not required, and does not intend, to hold annual meetings of Shareholders. Approval of Shareholders will be sought, however, for certain changes in the operation of the Fund and for the election of trustees of the Fund (each, a "Trustee" and collectively, the "Trustees") under certain circumstances. Under the Declaration of Trust, the Trustees have the power to liquidate the Fund without Shareholder approval. While the Trustees have no present intention of exercising this power, they may do so if the Fund fails to reach a viable size within a reasonable amount of time or for such other reasons as may be determined by the Board of Trustees (the "Board").

In addition, a Trustee may be removed by the remaining Trustees or by Shareholders at a special meeting called upon written request of Shareholders owning at least 10% of the outstanding Shares of the Fund. In the event that such a meeting is requested, the Fund will provide appropriate assistance and information to the Shareholders requesting the meeting.

Shares represent proportionate interests in the Fund's assets.

INVESTMENT POLICIES AND PRACTICES

The Adviser intends to invest the Fund's assets primarily in a diversified portfolio of investments, including a mix of liquid, traditional equity and fixed income investments as well as less liquid, alternative and non-traditional investments (collectively, "Portfolio Investments"). The investment objective and principal investment strategies of the Fund, as well as the principal risks associated with the Fund's investment strategies, are set forth in the Prospectus. Certain additional investment information is set forth below.

INVESTMENT OBJECTIVES AND RESTRICTIONS

Investment Objectives. The Fund's investment objective is described in the Prospectus. The Fund's investment objective is non-fundamental, and may be changed without Shareholder approval. However, the Board must approve any changes to non-fundamental investment objectives, and the Fund will notify Shareholders at least sixty (60) days prior to a material change in the Fund's investment objective.

Fundamental Investment Restrictions. The Fund has adopted the following restrictions that cannot be changed without approval by the holders of a "majority" of the Fund's outstanding Shares, which is a vote by the holders of the lesser of: (i) 67% or more of the voting securities present in person or by proxy at a meeting, if the holders of more than 50% of the outstanding voting securities are present or represented by proxy; or (ii) more than 50% of the outstanding voting securities. The percentage limitations contained in the restrictions and policies set forth herein apply at the time of purchase of securities.

1. The Fund may not concentrate investments in a particular industry or group of industries, as concentration is defined under the Investment Company Act of 1940, as amended (the "1940 Act"), the rules and regulations thereunder or any exemption therefrom, as such statute, rules or regulations may be amended or interpreted from time to time.

2. The Fund may borrow money or issue senior securities (as defined under the 1940 Act), except as prohibited under the 1940 Act, the rules and regulations thereunder or any exemption therefrom, as such statute, rules or regulations may be amended or interpreted from time to time.

3. The Fund may make loans, except as prohibited under the 1940 Act, the rules and regulations thereunder or any exemption therefrom, as such statute, rules or regulations may be amended or interpreted from time to time.

4. The Fund may purchase or sell commodities or real estate, except as prohibited under the 1940 Act, the rules and regulations thereunder or any exemption therefrom, as such statute, rules or regulations may be amended or interpreted from time to time.

5. The Fund may underwrite securities issued by other persons, except as prohibited under the 1940 Act, the rules and regulations thereunder or any exemption therefrom, as such statute, rules or regulations may be amended or interpreted from time to time.

6. The Fund will conduct quarterly repurchase offers each calendar year at the then-current NAV per Share, of not less than 5% and no more than 25% of the Fund's outstanding Shares.

In applying the Fund's policy on concentration (i.e., investing more than 25% of its net assets in the securities of issuers primarily engaged in the same industry) described above: (i) utility companies will be divided according to their services, for example, gas, gas transmission, electric, and telephone will each be considered a separate industry; (ii) financial service companies will be classified according to the end users of their services, for example, automobile finance, bank finance, and diversified finance will each be considered a separate industry; (iii) asset-backed securities will be classified according to the underlying assets securing such securities; (iv) the Fund may invest without limitation in securities issued or guaranteed by the U.S. government, its agencies or instrumentalities and repurchase agreements involving such securities or tax-exempt obligations of state or municipal governments and their political subdivisions; (v) the Fund does not consider privately offered pooled investment vehicles, including hedge funds, which are issued in private placements to investors that meet certain suitability standards ("Private Investment Funds") to be investments in any single industry or group of industries; and (vi) the Fund will use its reasonable best efforts to take into account a Private Investment Fund's focus on particular industries.

Except for the Fund's policy with respect to borrowing, any investment restriction that involves a maximum percentage of securities or assets shall not be considered to be violated unless an excess over the percentage occurs immediately after an acquisition of securities or utilization of assets and such excess results therefrom.

The following descriptions of certain provisions of the 1940 Act may assist investors in understanding the above policies and restrictions:

Borrowing. The 1940 Act presently allows a fund to borrow (including pledging, mortgaging or hypothecating assets) in an amount up to 33⅓% of its total assets (including the amount borrowed) and to borrow for temporary purposes in an amount not exceeding 5% of the value of its total assets.

Senior Securities. Senior securities may include any obligation or instrument issued by a fund evidencing indebtedness and any stock of a class having priority over any other class as to distribution of assets or payment of dividends. The 1940 Act generally prohibits funds from issuing senior securities, although it does not treat certain transactions as senior securities, such as certain borrowings, short sales, reverse repurchase agreements, firm commitment agreements and standby commitments, with appropriate earmarking or segregation of assets to cover such obligation.

Under Section 18(a) of the 1940 Act, the Fund is not permitted to issue preferred shares unless immediately after such issuance the value of the Fund's total assets, less all liabilities and indebtedness of the Fund other than senior securities, is at least 200% of the liquidation value of the outstanding preferred shares (i.e., the liquidation value may not exceed 50% of the Fund's total assets less all liabilities and indebtedness of the Fund other than senior securities).

Lending. The 1940 Act does not prohibit a fund from making loans. The Fund may make loans to corporations or other business entities. The Fund also may acquire securities subject to repurchase agreements.

Underwriting. Under the 1940 Act, underwriting securities involves a fund purchasing securities directly from an issuer for the purpose of selling (distributing) them or participating in any such activity either directly or indirectly.

Real Estate. The Fund may purchase and sell instruments secured by real estate or interests in real estate and securities issued by companies which own or invest in real estate (including REITs). The Fund may acquire, hold and sell real estate acquired through default, liquidation, or other distributions of an interest in real estate as a result of the Fund's ownership of such other assets.

Concentration. The Securities and Exchange Commission (the "SEC") has defined concentration as investing 25% or more of an investment company's net assets in an industry, with certain exceptions. Securities of the U.S. government, its agencies or instrumentalities and securities backed by the credit of a U.S. governmental entity are not considered to represent industries. In the case of loan participations, both the financial intermediary and the ultimate borrower are considered issuers where the loan participation does not shift to the Fund the direct debtor/creditor relationship with the borrower. For purposes of the Fund's concentration policy, the Fund may classify and re-classify companies in a particular industry and define and re-define industries in any reasonable manner, consistent with SEC and SEC staff guidance.

THE ADVISER

General.

On February 28, 2025, Alpha Omega Group, Inc., dba AOG Wealth Management (the "Prior Adviser") completed a transaction with the Adviser, whereby the Adviser acquired substantially all of the Prior Adviser's assets, including its investment management business (the "Transaction"). As a result of the Transaction, as well as Board and investor approval, the Adviser assumed the role as investment adviser to the Fund.

The Adviser, located at 6 Kimball Lane, Lynnfield, Massachusetts, 01940 furnishes investment management services to the Fund, subject to the supervision and direction of the Board. Affiliates of the Adviser also manage other investment accounts. In the course of discharging its non-portfolio management duties under the advisory contract, the Adviser may delegate to affiliates.

As of December 31, 2025, the Adviser managed approximately $9.59 billion in assets for individuals (including high net worth individuals) and their families, as well as foundations, endowments, secondary schools, educational institutions, religious organizations, corporations, and other investment advisers.

Advisory Agreement with the Fund. The Fund and the Adviser have entered into an investment advisory agreement (the "Advisory Agreement"). Under the Advisory Agreement, the Adviser serves as the investment adviser and makes investment decisions for the Fund.

After the initial two-year term, the continuance of the Advisory Agreement must be specifically approved at least annually, with respect to the Fund: (i) by the vote of the Trustees or by a vote of the majority of the outstanding voting securities of the Fund; and (ii) by the vote of a majority of the Trustees who are not parties to the Advisory Agreement or "interested persons" of any party thereto, cast in person at a meeting called for the purpose of voting on such approval. The Advisory Agreement will terminate automatically in the event of its assignment, and with respect to the Fund is terminable at any time without penalty by the Trustees or by a majority of the outstanding voting securities of the Fund, or by the Adviser on not less than thirty (30) days' nor more than sixty (60) days' written notice to the Fund. As used in the Advisory Agreement, the terms "majority of the outstanding voting securities," "interested persons" and "assignment" have the same meaning as such terms in the 1940 Act.

Advisory Fees Paid to the Adviser.

Management Fee. In consideration of the services provided by the Adviser to the Fund, the Fund pays the Adviser a fee (the "Management Fee"), accrued daily and payable monthly, at the annual rate of 1.49% of the Fund's average daily Managed Assets. "Managed Assets" means the total assets of the Fund (including any assets attributable to money borrowed for investment purposes) minus the sum of the Fund's accrued liabilities (other than money borrowed for investment purposes) and calculated before giving effect to any repurchase of Shares on such date. The Management Fee is paid to the Adviser out of the Fund's assets and, therefore, decreases the net profits or increases the net losses of the Fund. The Fund and the Master Fund paid $779,260 in Management Fees to the Prior Adviser for the fiscal year ended September 30, 2023. The Fund paid $938,653 in Management Fees (net of waivers) to the Prior Adviser for the fiscal year ended September 30, 2024. The Fund paid $573,851 in Management Fees (net of waivers) to the Adviser for the fiscal year ended September 30, 2025.

The Adviser has contractually agreed to waive fees and/or to reimburse expenses to the extent necessary to keep Fund Operating Expenses (defined below) incurred by the Fund from exceeding 2.95% of the Fund's average daily net assets attributable to Class A Shares and Class I Shares, respectively, until September 30, 2027 (the "Initial Term End Date").

"Fund Operating Expenses" are defined to include all expenses incurred in the business of the Fund, provided that the following expenses ("excluded expenses") are excluded from the definition of Fund Operating Expenses: (i) any class-specific expenses (including distribution and service (12b-1) fees and shareholder servicing fees), (ii) any acquired fund fees and expenses, (iii) short sale dividend and interest expenses, and any other interest expenses incurred by the Fund in connection with its investment activities, (iv) fees and expenses incurred in connection with a credit facility, if any, obtained by the Fund, (v) taxes, (vi) certain insurance costs, (vii) transactional costs, including legal costs and brokerage fees and commissions, associated with the acquisition and disposition of the Fund's Portfolio Investments and other investments, (viii) nonroutine expenses or costs incurred by the Fund, including, but not limited

to, those relating to reorganizations, litigation, conducting Shareholder meetings and tender offers and liquidations and (ix) other expenditures which are capitalized in accordance with generally accepted accounting principles.

In addition, the Adviser may receive from the Fund the difference between the Fund Operating Expenses (not including excluded expenses) and the contractual expense limit to recoup all or a portion of its prior fee waivers or expense reimbursements made during the rolling three-year period preceding the date of the recoupment if at any point Fund Operating Expenses (not including excluded expenses) are below the contractual expense limit (a) at the time of the fee waiver and/or expense reimbursement and (b) at the time of the recoupment. This agreement will continue in effect from year to year for successive one-year terms after the Initial Term End Date unless terminated by the Board or the Adviser. The agreement may be terminated: (i) by the Board, for any reason at any time; or (ii) by the Adviser, upon ninety (90) days' prior written notice to the Fund. If the agreement is terminated by the Adviser, the effective date of such termination will be the last day of the then current term.

For the fiscal year ended September 30, 2023, the Prior Adviser waived $0 in fees and expenses of the Fund pursuant to the agreement. For the fiscal year ended September 30, 2024, the Prior Adviser waived $52,527 in fees and expenses of the Fund pursuant to the agreement. For the fiscal year ended September 30, 2025, the Adviser waived $509,151 in fees and expenses of the Fund pursuant to the agreement.

PORTFOLIO MANAGEMENT

Aaron Rosen and Michael Boensch are co-Portfolio Managers of the Fund and are primarily responsible for the day-to-day management of the Fund's portfolio. This section includes information about Messrs. Rosen and Boensch, including information about other accounts they manage, the dollar range of Shares they own and how they are compensated.

Compensation. Compensation for Messrs. Rosen and Boensch comprises a base salary with a bonus. The base salary is consistent with industry standards for each of their specific levels of experience and is adjusted based on merit. Their base salaries are reviewed annually during performance reviews. Bonuses are based upon individual performance and overall business profitability.

Fund Shares Owned by the Portfolio Managers. The Fund is required to show the dollar amount range of each portfolio manager's "beneficial ownership" of Shares of the Fund as of the end of the most recently completed year. Dollar amount ranges disclosed are established by the SEC. "Beneficial ownership" is determined in accordance with Rule 16a-1(a)(2) under the Exchange Act. As of September 30, 2025, each portfolio manager owned Shares of the Fund as summarized in the following table:

Portfolio Manager	Dollar Range of Beneficial Ownership in the Fund
Aaron Rosen	$10,001-$50,000
Michael Boensch	$10,001-$50,000

Other Accounts. In addition to the Fund, Messrs. Rosen and Boensch may also be responsible for the day-to-day advisement of certain other accounts, as indicated by the following table ("Other Accounts"). The information below is provided as of September 30, 2025, and excludes accounts where each of Messrs. Rosen and Boensch has advisory but not discretionary authority.

	Registered Investment Companies		Other Pooled Investment Vehicles		Other Accounts	
Name	Number of Accounts	Total Assets (in millions)	Number of Accounts	Total Assets (in millions)	Number of Accounts	Total Assets (in millions)
Aaron Rosen	0	$0	0	$0	0	$0
Michael Boensch	0	$0	0	$0	0	$0

Conflicts of Interests. Adviser-advised accounts may have overlapping investment objectives and strategies with the Fund and will invest in private markets investments similar to those targeted by the Fund. In addition, certain Adviser employees may face conflicts in their time management and commitments as well as in the allocation of investment opportunities to all clients, including the Fund. The Adviser uses reasonable efforts to ensure fairness and transparency in the allocation of limited capacity in primary partnership, secondary partnership and direct portfolio company private equity investments. The Adviser has designed the allocation process and policy to be clear and objective with the intent of limiting subjective judgment. The Adviser's policy focuses on eligibility, priority, materiality, and transparency.

Notwithstanding the generality of the foregoing, when allocating any particular investment opportunity among the Fund and other Adviser-advised accounts, the Adviser will take into account relevant factors, such as: (1) a client's investment objectives and model portfolio guidelines and targets, including minimum and maximum investment size requirements, (2) the composition of a client's

portfolio, (3) the nature of any requirements or constraints placed on an investment opportunity (e.g., conditions imposed by a GP of an underlying fund), (4) transaction sourcing or an investor's relationship with a GP, (5) the amount of capital available for investment by a client, (6) a clients' liquidity, (7) tax implications and other relevant legal, contractual or regulatory considerations, (8) the availability of other suitable investments for a client, and (9) any other relevant limitations imposed by or set forth in the applicable offering and organizational documents of the client. There can be no assurance that the factors set forth above will result in a client, including the Fund, participating in all investment opportunities that fall within its investment objectives. In fact, until the Fund has obtained co-investment exemptive relief, only those investment opportunities that are not determined to be appropriate for other Adviser-advised accounts will be made available to the Fund.

ERISA AND CERTAIN OTHER CONSIDERATIONS

Persons who are fiduciaries with respect to an employee benefit plan, IRA, Keogh plan, or other arrangement subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), or the Internal Revenue Code of 1986, as amended (the "Code")(any such plan, an "ERISA Plan") should consider, among other things, the matters described below before determining whether to invest in the Fund. ERISA imposes certain general and specific responsibilities on persons who are fiduciaries with respect to an ERISA Plan, including prudence, diversification, an obligation not to engage in a prohibited transaction and other standards.

An ERISA Plan that proposes to invest in the Fund may be required to represent to the Board that it, and any fiduciaries responsible for such ERISA Plan's investments, are aware of and understand the Fund's investment objective; policies and strategies; that the decision to invest plan assets in the Fund was made with appropriate consideration of relevant investment factors with regard to the ERISA Plan; and that the decision to invest plan assets in the Fund is consistent with the duties and responsibilities imposed upon fiduciaries with regard to their investment decisions under ERISA and the Code, as applicable.

Certain prospective ERISA Plan Shareholders may currently maintain relationships with the Adviser or its affiliates. Each of such persons may be deemed to be a fiduciary of or other party in interest or disqualified person of any ERISA Plan to which it provides investment management, investment advisory or other services. ERISA prohibits (and the Code penalizes) the use of ERISA Plan assets for the benefit of a party in interest, and also prohibits (or penalizes) an ERISA Plan fiduciary from using its position to cause such ERISA Plan to make an investment from which it or certain third-parties in which such fiduciary has an interest would receive a fee or other consideration. ERISA Plan Shareholders should consult with their own counsel and other advisors to determine if participation in the Fund is a transaction that is prohibited by ERISA or the Code or is otherwise inappropriate. Fiduciaries of ERISA Plan Shareholders may be required to represent that the decision to invest in the Fund was made by them as fiduciaries that are independent of such affiliated persons, that such fiduciaries are duly authorized to make such investment decision and that they have not relied on any individualized advice of such affiliated persons as a basis for the decision to invest in the Fund.

Employee benefit plans or similar arrangements which are not subject to either ERISA or the related provisions of the Code may be subject to other rules governing such plans, and such plans are not addressed above; fiduciaries of employee benefit plans or similar arrangements which are not subject to ERISA, whether or not subject to the Code, should consult with their own counsel and other advisors regarding such matters.

The provisions of ERISA and the Code are subject to extensive and continuing administrative and judicial interpretation and review. The discussion of ERISA and the Code contained herein is, of necessity, general and may be affected by future publication of regulations and rulings. Potential investors should consult their legal advisers regarding the consequences under ERISA and the Code of the acquisition and ownership of Shares.

ADMINISTRATOR, ACCOUNTANT, AND TRANSFER AGENT

Ultimus Fund Solutions, LLC (the "Administrator"), located at 225 Pictoria Drive, Suite 450, Cincinnati, Ohio 45246, serves as administrator, fund accountant, and transfer agent of the Fund. The Administrator maintains the records of each Shareholder's account, answers Shareholders' inquiries concerning their accounts, processes purchases and redemptions of the Shares, acts as dividend and distribution disbursing agent and performs other Shareholder service functions. The Administrator also provides accounting and pricing services to the Fund and assists the Adviser in monitoring Fund holdings for compliance with prospectus investment restrictions and in the preparation of periodic compliance reports. The Administrator prepares and/or supervises the preparation of tax returns, reports to Shareholders of the Fund, reports to and filings with the SEC and state securities commissions, and materials for meetings of the Board.

For the performance of these services the Administrator receives a monthly fee from the Fund based on its average net assets (subject to a minimum fee per month), plus out-of-pocket expenses.

For the fiscal year ended September 30, 2023, the Fund and the Master Fund paid Ultimus $190,640 for administration services, $31,712 for accounting services and $44,637 for transfer agency services. For the fiscal year ended September 30, 2024, the Fund paid Ultimus $228,245 for administration services, $58,017 for accounting services and $70,401 for transfer agency services. For

the fiscal year ended September 30, 2025, the Fund paid Ultimus $227,565 for administration services, $57,216 for accounting services and $68,206 for transfer agency services.

CHIEF COMPLIANCE OFFICER AND PRINCIPAL FINANCIAL OFFICER SERVICES

PINE Advisors LLC ("PINE"), 501 S. Cherry Street, Suite 610, Denver, CO 80246, provides principal financial officer ("PFO") and chief compliance officer ("CCO") services to the Fund pursuant to a Services Agreement. The Fund pays PINE a fee for supplying the Fund's PFO and CCO and providing related services. The Fund also reimburses PINE for certain out-of-pocket expenses incurred on the Fund's behalf. The fees are accrued and paid monthly by the Fund. For the fiscal year ended September 30, 2023, the Fund and the Master Fund paid PINE $101,118 in service fees. For the fiscal year ended September 30, 2024, the Fund paid PINE $117,603 in service fees. For the fiscal year ended September 30, 2025, the Fund paid PINE $132,754 in service fees.

THE DISTRIBUTOR

Distribution Services, LLC (the "Distributor"), whose principal business address is 190 Middle Street, Suite 301, Portland, ME 04101, acts as Distributor of the Fund on a best-efforts basis, pursuant to a distribution agreement (the "Distribution Agreement") between the Fund and the Distributor.

The Distributor may enter into agreements with selected broker-dealers or other financial intermediaries for distribution of the Shares. The Distributor does not receive compensation from the Fund for its distribution services, but will receive compensation for its distribution services from the Adviser. Pursuant to the Distribution Agreement, the Distributor is solely responsible for the costs and expenses incurred in connection with its qualification as broker-dealer under state or federal laws. The Distribution Agreement also provides that the Fund will indemnify the Distributor and its affiliates and certain other person against certain liabilities. The indemnification will not apply to action of the Distributor, its officers, or employees in cases of their willful misconduct, bad faith, reckless disregard or gross negligence in the performance of their duties.

THE CUSTODIAN

Fifth Third Bank, National Association (the "Custodian"), 38 Fountain Square Plaza, Cincinnati, OH 45202, serves as the custodian of the Fund. The Custodian holds cash, securities and other assets of the Fund as required by the 1940 Act.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Tait, Weller & Baker, LLP, Two Liberty Place, 50 S. 16th Street, Suite 2900, Philadelphia, PA 19102, serves as the independent registered public accounting firm for the Fund. Cohen & Company, Ltd., 1835 Market St., Suite 310, Philadelphia, PA 19103, previously served as the independent registered public accounting firm for the Fund.

LEGAL COUNSEL

Alston & Bird LLP, 1201 W Peachtree St NE, Atlanta, GA 30309, serves as legal counsel to the Fund.

TRUSTEES AND OFFICERS OF THE FUND

Board Responsibilities. The management and affairs of the Fund are overseen by the Trustees. The Board has approved contracts, as described above, under which certain companies provide essential management services to the Fund.

The day-to-day business of the Fund, including the management of risk, is performed by third party service providers, such as the Adviser and the Administrator. The Trustees are responsible for overseeing the Fund's service providers and, thus, have oversight responsibility with respect to risk management performed by those service providers. Risk management seeks to identify and address risks, i.e., events or circumstances that could have material adverse effects on the business, operations, shareholder services, investment performance or reputation of the Fund. The Fund and their service providers employ a variety of processes, procedures and controls to identify various possible events or circumstances, to lessen the probability of their occurrence and/or to mitigate the effects of such events or circumstances if they do occur. Each service provider is responsible for one or more discrete aspects of the Fund's business (e.g., the Adviser is responsible for the day-to-day management of the Fund's portfolio investments) and, consequently, for managing the risks associated with that business. The Board has emphasized to the Fund's service providers the importance of maintaining vigorous risk management.

The Trustees' role in risk oversight begins before the inception of the Fund, at which time certain of the Fund's service providers present the Board with information concerning the investment objective, strategies and risks of the Fund as well as proposed investment limitations for the Fund. Additionally, the Adviser provides the Board with an overview of, among other things, their respective investment philosophies, brokerage practices and compliance infrastructures. Thereafter, the Board continues its oversight

function as various personnel, including the Fund's CCO, as well as personnel of the Adviser and other service providers such as the Fund's independent accountants, make periodic reports to the Audit Committee or to the Board with respect to various aspects of risk management. The Board and the Audit Committee oversee efforts by management and service providers to manage risks to which the Fund may be exposed.

The Board is responsible for overseeing the services provided to the Fund by the Adviser and receives information about those services at its regular meetings. In addition, following an initial two-year term, on an annual basis, in connection with its consideration of whether to renew the Advisory Agreements, the Board meets with the Adviser to review such services. Among other things, the Board regularly considers the Adviser's adherence to the Fund's investment restrictions and compliance with various Fund policies and procedures and with applicable securities regulations. The Board also reviews information about the Fund's investments, including, for example, reports on the Adviser's use of derivatives in managing the Fund, if any, as well as reports on the Fund's investments in other investment companies, if any.

The CCO reports regularly to the Board to review and discuss compliance issues and Fund and Adviser risk assessments. At least annually, the CCO provides the Board with a report reviewing the adequacy and effectiveness of the Fund's policies and procedures and those of its service providers, including the Adviser. The report addresses the operation of the policies and procedures of the Fund and each service provider since the date of the last report; any material changes to the policies and procedures since the date of the last report; any recommendations for material changes to the policies and procedures; and any material compliance matters since the date of the last report.

The Board receives reports from the Fund's service providers regarding operational risks and risks related to the valuation and liquidity of portfolio securities. The Fund's Fair Valuation Committee makes regular reports to the Board concerning investments for which market quotations are not readily available. Annually, the Fund's independent registered public accounting firm reviews with the Audit Committee its audit of the Fund's financial statements, focusing on major areas of risk encountered by the Fund and noting any significant deficiencies or material weaknesses in the Fund's internal controls. Additionally, in connection with its oversight function, the Board oversees Fund management's implementation of disclosure controls and procedures, which are designed to ensure that information required to be disclosed by the Fund in its periodic reports with the SEC are recorded, processed, summarized, and reported within the required time periods. The Board also oversees the Fund's internal controls over financial reporting, which comprise policies and procedures designed to provide reasonable assurance regarding the reliability of the Fund's financial reporting and the preparation of the Fund's financial statements.

From their review of these reports and discussions with the Adviser, the CCO, the independent registered public accounting firm and other service providers, the Board and the Audit Committee learn in detail about the material risks of the Fund, thereby facilitating a dialogue about how management and service providers identify and mitigate those risks.

The Board recognizes that not all risks that may affect the Fund can be identified and/or quantified, that it may not be practical or cost-effective to eliminate or mitigate certain risks, that it may be necessary to bear certain risks (such as investment-related risks) to achieve the Fund's goals, and that the processes, procedures and controls employed to address certain risks may be limited in their effectiveness. Moreover, reports received by the Trustees as to risk management matters are typically summaries of the relevant information. Most of the Fund's investment management and business affairs are carried out by or through the Adviser and other service providers each of which has an independent interest in risk management but whose policies and the methods by which one or more risk management functions are carried out may differ from the Fund and each other's in the setting of priorities, the resources available or the effectiveness of relevant controls. As a result of the foregoing and other factors, the Board's ability to monitor and manage risk, as a practical matter, is subject to limitations.

Members of the Board. There are four members of the Board, three of whom are not "interested persons" of the Fund, as that term is defined in the 1940 Act ("Independent Trustees"). Mr. Baerenz, an interested person of the Fund, serves as Chairman of the Board. Mr. Grady, an Independent Trustee, serves as the lead Independent Trustee. The Fund has determined its leadership structure is appropriate given the specific characteristics and circumstances of the Fund. The Fund made this determination in consideration of, among other things, the fact that the chairperson of each Committee of the Board is an Independent Trustee and the amount of assets under management in the Fund. The Board also believes that its leadership structure facilitates the orderly and efficient flow of information to the Independent Trustees from Fund management.

The Board has two standing committees: the Audit Committee and the Nominating Committee. The Audit Committee and Nominating Committee are each chaired by an Independent Trustee and composed of all of the Independent Trustees.

In his role as Chairman, Mr. Baerenz, among other things: (i) presides over board meetings; (ii) oversees the development of agendas for Board meetings; (iii) facilitates communication between the Trustees and management; and (iv) has such other responsibilities as the Board determines from time to time.

In his role as lead Independent Trustee, Mr. Grady, among other things: (i) presides over Board meetings in the absence of the Chairman of the Board; (ii) presides over executive sessions of the Independent Trustees; (iii) along with the Chairman of the Board, oversees the development of agendas for Board meetings; (iv) facilitates communication between the Independent Trustees and management, and

among the Independent Trustees; (v) serves as a key point person for dealings between the Independent Trustees and management; and (vi) has such other responsibilities as the Board or Independent Trustees determine from time to time.

Trustees and Officers of the Fund. Set forth below are the names, years of birth, position with the Fund and length of time served, and the principal occupations and other directorships held during at least the last five years of each of the persons currently serving as a Trustee or officer of the Fund. There is no stated term of office for the Trustees and officers of the Fund. Nevertheless, an independent Trustee must retire from the Board as of the end of the calendar year in which such independent Trustee first attains the age of seventy-five years, provided, however, that, an Independent Trustee may continue to serve for one or more additional one calendar year terms after attaining the age of seventy-five years (each additional calendar year, a "Waiver Term") if, and only if, prior to the beginning of such Waiver Term: (1) the Nominating Committee (a) meets to review the performance of the Independent Trustee; (b) finds that the continued service of such Independent Trustee is in the best interests of the Fund; and (c) unanimously approves excepting the Independent Trustee from the general retirement policy set out above; and (2) a majority of the Trustees approves excepting the Independent Trustee from the general retirement policy set forth above. Unless otherwise noted, the business address of each Trustee or officer is, as applicable, AOG Institutional Fund, 11911 Freedom Drive, Suite 730, Reston, VA 20190.

Trustees

Name and Year of Birth	Position with Fund and Length of Time Served	Principal Occupations in the Past 5 Years	Other Directorships Held in the Past 5 Years
Interested Trustee			
Frederick Baerenz (1961)	President; Indefinite; Since Inception	Managing Director of Interval Funds, F.L. Putnam Investment Management Co., 2025-Present; President and Chief Executive Officer of AOG Wealth Management, 2000-2025.	None

Name and Year of Birth	Position with Fund and Length of Time Served	Principal Occupations in the Past 5 Years	Other Directorships Held in the Past 5 Years
Independent Trustees			
John Grady (1961)	Trustee; Indefinite; Since Inception	Executive Director, ADISA, June 2025 - Present; General Counsel of ABR Dynamic Funds, LLC, April 2025 – Present; General Counsel, Chief Operating Officer and Chief Compliance Officer, ABR Dynamic Funds LLC, February 2021 – March 2025.	None
Maureen E. O'Toole (1957)	Trustee; Indefinite; Since June 2023	Retired; Managing Director at Actis, 2019 – 2023; Managing Director at Morgan Stanley, 2012 - 2019.	None
Betsy Cochrane (1978)	Trustee; Indefinite; Since June 2023	Attorney/Legal Consultant, Axiom and MLA Global Interim Legal Talent, 2023-Present; Executive Vice President, Senior Counsel at Greenbacker Capital Management, LLC, 2021-2023; Member, US Commodity Futures Trading Commission Global Markets Advisory Committee's Sub-Committee on Margin Requirements for Uncleared Swaps, 2020-2022; Assistant General Counsel, Director, Barings LLC, 2012-2020.	None

Officers

Name and Year of Birth	Position with Fund and Length of Time Served	Principal Occupations in Past 5 Years
Frederick Baerenz (1961)	President; Indefinite; Since Inception	Managing Director of Interval Funds, F.L. Putnam Investment Management Co., 2025-Present; President and Chief Executive Officer of AOG Wealth Management, 2000-2025.
Peter Sattelmair (1977)	Chief Financial Officer and Treasurer; Indefinite; Since May 2023	Director, PINE Advisor Solutions (2021 – present); Director of Fund Operations and Assistant Treasurer, Transamerica Asset Management (2014 – 2021).
Jesse Hallee (1976)	Secretary; Indefinite; Since Inception	Senior Vice President and Associate General Counsel; Ultimus Fund Solutions, LLC, 2022-Present; Vice President and Senior Managing Counsel, Ultimus Fund Solutions, LLC, 2019 – 2022; Vice President and Managing Counsel, State Street Bank and Trust Company, 2013 – 2019.
Alexander Woodcock (1989)	Chief Compliance Officer; Indefinite; Since 2022	Director of PINE Advisor Solutions since 2022; SVP and PFO of PINE Distributors LLC since 2025; CCO of PINE Distributors LLC from 2022 to 2025; Vice President of Compliance Services, SS&C ALPS from 2019 to 2022.
Aaron Rosen (1983)	Chief Investment Officer; Indefinite; Since 2024	Co-Portfolio Manager of the Fund since February 2025; Portfolio Manager of the Fund since April 2023 and Chief Investment Officer of the Fund since May 2024; Principal of Copia Wealth Services from August 2021 to January 2023; Director of Sky & Ray from August 2021 to January 2023; Managing Director and Portfolio Manager of Validus Growth Investors from November 2014 to August 2021.

Individual Trustee Qualifications. The Fund has concluded that each of the Trustees should serve on the Board because of their ability to review and understand information about the Fund provided to them by management, to identify and request other information they may deem relevant to the performance of their duties, to question management and other service providers regarding material factors bearing on the management and administration of the Fund, and to exercise their business judgment in a manner that serves the best interests of the Fund's Shareholders. The Fund has concluded that each of the Trustees should serve as a Trustee based on their own experience, qualifications, attributes and skills as described below.

The Fund has concluded that Mr. Baerenz should serve as Trustee because of the extensive experience he gained in the financial services industry, including experience in various senior management positions with financial services firms.

The Fund has concluded that Ms. O'Toole should serve as Trustee because of the extensive experience she gained in the financial services industry, including experience in various senior management positions.

The Fund has concluded that Mr. Grady should serve as Trustee because of the experience he gained in a variety of leadership roles with different investment management institutions and his experience in and knowledge of the financial services industry.

The Fund has concluded that Ms. Cochrane should serve as Trustee because of the experience she gained in a variety of leadership roles with different investment management institutions and her experience in and knowledge of the financial services industry.

In its periodic assessment of the effectiveness of the Board, the Board considers the complementary individual skills and experience of the individual Trustees primarily in the broader context of the Board's overall composition so that the Board, as a body, possesses the appropriate (and appropriately diverse) skills and experience to oversee the business of the Fund.

Board Committees. The Board has established the following standing committees:

- **Audit Committee**. The Board has a standing Audit Committee that is composed of each of the Independent Trustees. The Audit Committee operates under a written charter approved by the Board. The principal responsibilities of the Audit Committee include: (i) recommending which firm to engage as the Fund's independent registered public accounting firm and whether to terminate this relationship; (ii) reviewing the independent registered public accounting firm's compensation, the proposed scope and terms of its engagement, and the firm's independence; (iii) pre-approving audit and non-audit services provided by the Fund's independent registered public accounting firm to the Fund and certain other affiliated entities; (iv) serving as a channel of communication between the independent registered public accounting firm and the Trustees; (v) reviewing the results of each external audit, including any qualifications in the independent registered public accounting firm's opinion, any related management letter, management's responses to recommendations made by the independent registered public accounting firm in connection with the audit, reports submitted to the Committee by the internal auditing department of the Administrator

that are material to the Fund as a whole, if any, and management's responses to any such reports; (vi) reviewing the Fund's audited financial statements and considering any significant disputes between the Fund's management and the independent registered public accounting firm that arose in connection with the preparation of those financial statements; (vii) considering, in consultation with the independent registered public accounting firm and the Fund's senior internal accounting executive, if any, the independent registered public accounting firms' reports on the adequacy of the Fund's internal financial controls; (viii) reviewing, in consultation with the Fund's independent registered public accounting firm, major changes regarding auditing and accounting principles and practices to be followed when preparing the Fund's financial statements; and (ix) other audit related matters. Ms. O'Toole, Ms. Cochrane and Mr. Grady currently serve as members of the Audit Committee. Mr. Grady serves as the Chair of the Audit Committee. The Audit Committee meets periodically, as necessary.

- **Nominating Committee**. The Board has a standing Nominating Committee that is composed of each of the Independent Trustees. The Nominating Committee operates under a written charter approved by the Board. The principal responsibilities of the Nominating Committee include: (i) considering and reviewing Board governance and compensation issues; (ii) conducting a self-assessment of the Board's operations; (iii) selecting and nominating all persons to serve as Independent Trustees and considering proposals of and making recommendations for "interested" Trustee candidates to the Board; and (iv) reviewing Shareholder recommendations for nominations to fill vacancies on the Board if such recommendations are submitted in writing and addressed to the Committee at a Fund's office. Ms. O'Toole, Ms. Cochrane and Mr. Grady currently serve as members of the Nominating Committee. Ms. O'Toole serves as the Chair of the Nominating Committee. The Nominating Committee meets periodically, as necessary.

Fund Shares Owned by Board Members. As of January 2, 2026, the Trustees and the officers of the Fund directly and indirectly owned 1.28% of the outstanding Shares of the Fund.

Board Compensation. The Fund paid the following compensation to the Trustees during the Fund's fiscal year ended September 30, 2025. The Fund does not pay compensation to the Interested Trustee or the officers of the Fund. For their service as Trustees, each Independent Trustee receives from the Fund retainers and meeting fees, as well as reimbursement for expenses incurred in connection with attendance at Board meetings.

Name	Aggregate Compensation from the Fund	Pension or Retirement Benefits Accrued as Part of Fund Expenses	Estimated Annual Benefits Upon Retirement	Total Compensation from the Fund
Interested Trustee				
Frederick Baerenz	$0	N/A	N/A	$0
Independent Trustees				
John Grady	$20,500	N/A	N/A	$20,500 for service on one (1) board and two (2) committees
Maureen E. O'Toole	$22,500	N/A	N/A	$22,500 for service on one (1) board and two (2) committees
Betsy Cochrane	$22,500	N/A	N/A	$22,500 for service on one (1) board and two (2) committees

LIMITATION OF TRUSTEES' LIABILITY

The Declaration of Trust provides that a Trustee shall be liable only for his or her own willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of the office of Trustee, and shall not be liable for errors of judgment or mistakes of fact or law. The Trustees shall not be responsible or liable in any event for any neglect or wrongdoing of any officer, agent, employee, investment adviser or principal underwriter of the Fund, nor shall any Trustee be responsible for the act or omission of any other Trustee. The Declaration of Trust also provides that the Fund will indemnify and hold harmless its Trustees against liabilities and expenses arising out of or related to their performance of their duties as a Trustee. However, nothing in the Declaration of Trust shall protect or indemnify a Trustee against any liability for his or her willful misfeasance, bad faith, gross negligence or reckless disregard of his or her duties. Nothing contained in this section attempts to disclaim a Trustee's individual liability in any manner inconsistent with the federal securities laws.

PROXY VOTING

Investments in the Portfolio Investments do not typically convey traditional voting rights, and the occurrence of corporate governance or other consent or voting matters for this type of investment is substantially less than that encountered in connection with registered

equity securities. On occasion, however, the Fund may receive notices or proposals from the Portfolio Investments seeking the consent of or voting by holders ("proxies"). The Fund has delegated any voting of proxies in respect of portfolio holdings to the Adviser to vote the proxies in accordance with the Adviser's proxy voting guidelines and procedures. In general, the Adviser believes that voting proxies in accordance with the policies described below will be in the best interests of the Fund.

The Adviser will generally vote to support management recommendations relating to routine matters, such as the election of board members (where no corporate governance issues are implicated) or the selection of independent auditors. The Adviser will generally vote in favor of management or investor proposals that the Adviser believes will maintain or strengthen the shared interests of investors and management, increase value for investors and maintain or increase the rights of investors. On non-routine matters, the Adviser will generally vote in favor of management proposals for mergers or reorganizations and investor rights plans, so long as it believes such proposals are in the best economic interests of the Fund. In exercising its voting discretion, the Adviser will seek to avoid any direct or indirect conflict of interest presented by the voting decision. If any substantive aspect or foreseeable result of the matter to be voted on presents an actual or potential conflict of interest involving the Adviser, the Adviser will make written disclosure of the conflict to the Independent Trustees indicating how the Adviser proposes to vote on the matter and its reasons for doing so.

The Fund intends to hold its interests in the Portfolio Investments in non-voting form. Where only voting securities are available for purchase by the Fund, in all, or substantially all, instances, the Fund will seek to create, by contract, the same result as owning a non-voting security by entering into a contract, typically before the initial purchase, to relinquish the right to vote in respect of its investment.

Information regarding how the Prior Adviser voted proxies related to the Fund's portfolio holdings during the 12-month period ending June 30, 2024, is available, without charge, upon request by calling collect (855) 520-7711, and on the SEC's website at www.sec.gov. The Adviser's proxy voting policies and procedures are attached hereto as Appendix A.

CODES OF ETHICS

The Board, on behalf of the Fund, has adopted a Code of Ethics pursuant to Rule 17j-1 under the 1940 Act. In addition, the Adviser has adopted Codes of Ethics pursuant to Rule 17j-1. These 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 generally required to pre-clear their personal securities transactions, including private investments and IPOs and must report their holdings for monitoring purposes. Access Persons may engage in personal securities transactions in securities that are held by the Fund, subject to the limitations of the Codes of Ethics. Copies of these Codes of Ethics are on file with the SEC, and are available to the public.

PRINCIPAL SHAREHOLDERS AND CONTROL PERSONS

A principal Shareholder is any person who owns (either of record or beneficially) 5% or more of the outstanding Shares of the Fund. A control person is a Shareholder who owns, either directly or indirectly, more than 25% of the voting securities of the Fund or acknowledges the existence of control. A control person may be able to determine the outcome of any matter affecting and voted on by Shareholders of the Fund.

The name, address and percentage ownership of each entity or person that owned of record or beneficially 5% or more of the outstanding Class I Shares of the Fund as of January 2, 2026 are as follows:

Name and Address	Percentage
Charles Schwab & Co. (for the benefit of its customers) Attn: Mutual Funds 211 Main Street San Francico, CA 94105	83.86%
National Financial Services LLC 499 Washington Blvd Jersey City, NJ 07310	16.14%

No entity or person owned of record or beneficially 5% or more of the outstanding Class A Shares of the Fund as of January 2, 2026, other than Mr. Baerenz, who owns 100% of Class A Shares.

FINANCIAL STATEMENTS

The financial statements and the report of the former independent registered public accounting firm thereon, appearing in the Fund's Annual Report for the fiscal year ended September 30, 2025 are incorporated by reference in this SAI. Such report is available upon request and free of charge by contacting the Fund at 877-600-3573.

APPENDIX A - PROXY VOTING POLICIES AND PROCEDURES

Proxy Voting Policy and Procedures

The AOG Institutional Fund has adopted the following Proxy Voting Policy and Procedures (the "Fund's Policy"), as set forth below, in recognition of the fact that proxy voting is an important component of investment management and must be performed in a dutiful and purposeful fashion in order to advance the best interests of the Fund shareholders.

Shareholders of the Fund expect the Fund to vote proxies received from issuers whose voting securities are held by the Fund. The Fund exercises its voting responsibilities as a fiduciary, with the goal of maximizing the value of the Fund and its shareholder's investments. F.L. Putnam (the "Adviser") will seek to ensure that proxies are voted in the best interests of the Fund and its shareholders except where the Fund may be required by law to vote proxies in the same proportion as the vote of all other shareholders (i.e., "echo vote").

Delegation of Proxy Voting to the Adviser
The Adviser shall vote all proxies relating to securities held by the Fund subject to any further policies and procedures contained herein, and in accordance with proxy voting policies and procedures ("Proxy Policy") adopted by the Adviser in conformance with Rule 206(4)-6 under the Investment Advisers Act of 1940, as amended ("Advisers Act").

Disclosure of Proxy Voting Policy and Procedure in the Fund's Statement of Additional Information ("SAI") and Annual Report to Shareholders
The Fund shall include in its annual report to shareholders on Form N-CSR, filed with the Securities and Exchange Commission ("SEC"), a summary of the Proxy Policies and Procedures used to determine how proxies are voted relating to securities held in the portfolio(s). In lieu of including a summary of policy, the Fund may include the policies and procedures in full.

Material Conflicts of Interest
If (i) the Adviser knows that a vote presents a material conflict between the interests of: (a) shareholders of the Fund, and (b) the Adviser or any of affiliated persons; and (ii) the Adviser proposes to vote on the particular issue in the manner not prescribed by its Proxy Policy, then the Adviser will follow the material conflict of interest procedures set forth in the Adviser's Proxy Policy when voting such proxies.

Adviser and Fund CCO Responsibilities
The Fund has delegated proxy voting authority with respect to the Fund's portfolio securities to the Adviser, as set forth above. Consistent with this delegation, the Adviser and Fund CCO are responsible for the following:

- The Adviser must implement written policies and procedures, in compliance with Rule 206(4)-6 under the Advisers Act, reasonably designed to ensure that the voting of portfolio securities is in the best interest of shareholders of the Fund.
- At least annually, the Adviser will provide a summary of the material changes to their Proxy Policies. These changes, and a redlined copy of such Proxy Policies, as applicable, shall be provided to the Board and to the Fund CCO. The Adviser CCO shall review each applicable Proxy Policy at least annually to ensure compliance with Rule 206(4)-6 under the Advisers Act and appear reasonably designed to ensure that the Adviser votes portfolio securities in the best interest of shareholders of the Fund which owns the portfolio securities votes, as applicable.
- Quarterly, the Fund CCO will request confirmation from the Adviser that any proxy votes for the Fund were handled in compliance with the Proxy Policies.

Review Responsibilities
The Adviser may retain a third-party proxy-voting service to coordinate, collect, and maintain all proxy-related information.

If the Adviser retains a third-party proxy-voting service, the Adviser will inquire with the service provider to confirm, at least annually, that any proxy votes for the Fund were handled in compliance with the Proxy Policies.

Preparation and Filing of Proxy Voting Record on Form N-PX
The Fund will file its complete proxy voting record with the SEC on Form N-PX annually by August 31 of each year.

The Fund's Administrator will be responsible for the oversight and completion of the filing of Form N-PX with the SEC. The Fund's Administrator will file Form N-PX for each twelve-month period ended June 30, and the filing for each year will be made with the SEC on or before August 31 of that year.

The Fund shall make available to shareholders, on its website and upon request, the record of how the Fund voted proxies relating to portfolio securities held by the Fund

Recordkeeping
Documentation of all votes for the Fund will be maintained by the Adviser, or through a third-party proxy voting service, if applicable.

Adopted: 12/13/2021

Amended: 5/14/2025