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OMB No. 1124-0004; Expires July 31, 2023

U.S. Department of Justice

Washington, DC 20530

Exhibit B to Registration Statement Pursuant to the Foreign Agents Registration Act of 1938, as amended

INSTRUCTIONS. A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. Compliance is accomplished by filing an electronic Exhibit B form at https://www.fara.gov.

Privacy Act Statement. The filing of this document is required for the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide the information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the FARA Unit in Washington, DC. Statements are also available online at the FARA Unit's webpage: https://www.fara.gov. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: https://www.fara.gov .

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .32 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, FARA Unit, Counterintelligence and Export Control Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant	2. Registration Number
Teneo Strategy LLC	6698

3. Name of Foreign Principal
SHF HOLDING LLC

Check Appropriate Box:

4. ☒ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.

5. ☐ There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.

6. ☐ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.

7. What is the date of the contract or agreement with the foreign principal? 03/20/2023

8. Describe fully the nature and method of performance of the above indicated agreement or understanding.

The registrant has revised its previously disclosed agreement with existing foreign principal SHF Holding LLC to again extend the term of the communications and media relations services provided to the foreign principal, as originally disclosed in the Exhibit B for the foreign principal filed on June 8, 2020. As described in the enclosed agreement, the foreign principal will now pay the registrant a base monthly retainer of $50,000 for these services.

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9. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Under the extended agreement, the registrant will continue to provide the same previously-disclosed communications and media relations services that were originally described in the Exhibit B filed for the foreign principal on June 8, 2020.

10. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act[1].

Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose. The response must include, but not be limited to, activities involving lobbying, promotion, perception management, public relations, economic development, and preparation and dissemination of informational materials.

Under the extended agreement, the registrant's activities may continue to include communications with members of the U.S. media as previously described in the original Exhibit B filed for the foreign principal on June 8, 2020.

11. Prior to the date of registration[2] for this foreign principal has the registrant engaged in any registrable activities, such as political activities, for this foreign principal?

Yes ☐ No ☐ N/A - This statement is filed to update the registrant's agreement/contract with the foreign principal.

If yes, describe in full detail all such activities. The response should include, among other things, the relations, interests, and policies sought to be influenced and the means employed to achieve this purpose. If the registrant arranged, sponsored, or delivered speeches, lectures, social media, internet postings, or media broadcasts, give details as to dates, places of delivery, names of speakers, and subject matter. The response must also include, but not be limited to, activities involving lobbying, promotion, perception management, public relations, economic development, and preparation and dissemination of informational materials.

Set forth below a general description of the registrant's activities, including political activities.

Set forth below in the required detail the registrant's political activities.

Date	Contact	Method	Purpose

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12. During the period beginning 60 days prior to the obligation to register[3] for this foreign principal, has the registrant received from the foreign principal, or from any other source, for or in the interests of the foreign principal, any contributions, income, money, or thing of value either as compensation, or for disbursement, or otherwise?

Yes ☐ No ☐ N/A - This statement is filed to update the registrant's agreement/contract with the foreign principal.

If yes, set forth below in the required detail an account of such monies or things of value.

Date Received	From Whom	Purpose	Amount/Thing of Value

13. During the period beginning 60 days prior to the obligation to register[4] for this foreign principal, has the registrant disbursed or expended monies, or disposed of anything of value other than money, in connection with activity on behalf of the foreign principal or transmitted monies to any such foreign principal?

Yes ☐ No ☐ N/A - This statement is filed to update the registrant's agreement/contract with the foreign principal.

If yes, set forth below in the required detail an account of such monies or things of value.

Date	Recipient	Purpose	Amount/Thing of Value

1 "Political activity," as defined in Section 1(o) of the Act, means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

2,3,4 Pursuant to Section 2(a) of the Act, an agent must register within ten days of becoming an agent, and before acting as such.

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EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

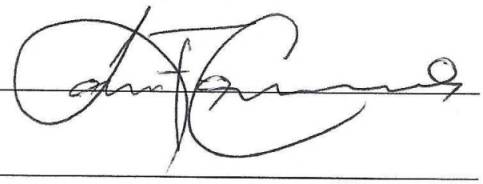
Date	Printed Name	Signature
03/28/2023	Lawrence F. Carnevale	/s/Lawrence F. Carnevale

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Date	Printed Name	Signature
3/27/23	LAWRENCE F. CARNEVALE	

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Teneo®

March 20, 2023

Attn: Angela Migally, Executive Director
Salama Bint Hamdan Al Nahyan Foundation
Al Mamoura A
Abu Dhabi, United Arab Emirates

Re: Amendment No. 8 Agreement to Engagement Letter dated April 12, 2020 (the "*Amnd. No. 8*")

We refer to that certain Engagement Letter, as amended, effective as of April 12, 2020 (the "***Agreement***"), between **Teneo Strategy LLC**, a Delaware limited liability company (the "***Consultant***"), and **SHF Holding L.L.C.** (formerly known as Salama Bint Hamdan AI Nahyan Foundation) (the "***Company***"). Capitalized terms used herein but not otherwise defined shall have the meanings assigned to such terms in the Agreement.

The parties hereby agree to amend the Agreement, effective as of January 1, 2023 (the "***Transfer Effective Date***"), as follows:

1. The parties agree to extend the Term until December 31, 2023 (the "***Renewal Term***");

2. In consideration for the Services provided during the Renewal Term, the Company shall pay the Consultant the following monthly fee: Base Monthly Retainer of $50,000 (AED 183,652.50).

Except as modified herein, all terms and conditions of the Agreement shall remain in full force and effect. This Amnd. No. 8 shall be governed under the laws of the State of New York, without regard to its conflict of law provisions and may be executed in counterpart and by facsimile.

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and delivered as of the date first written above.

SHF HOLDING L.L.C.	**TENEO STRATEGY LLC**
Angela Migally	Tom O'Connor
Name	Name
Executive Director	CFO- Teneo Americas
Title	Title
Signature	Signature
3/22/23	03.23.2023
Date	Date

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