

Item 1. Form ADV Part 2A

Firm Brochure – Form ADV Part 2A

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This Brochure provides information about the qualifications and business practices of Kensys (hereinafter, “we,” “our,” the “Firm” or “Kensys”). Kensys operates the advisor services for the website (and technology behind) [www.one-up.io](https://one-up.io/). If you have any questions about the contents of this brochure, please contact us at the above email. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Kensys is a registered investment adviser. Registration as an investment adviser does not imply any special degree of skill or training, or any sort of approval by any regulatory authority of an adviser’s investment methods.

Additional information about Kensys can be found on the Investment Adviser Public Disclosure website at adviserinfo.sec.gov by using our identification number referred to as a CRD number. Kensys’s CRD No. is 327832. If you have any questions about the contact of this brochure, please contact us at the email address shown above.

Item 2. Material Changes

Kensys, Ltd has the following material changes to report. Material changes relate to Kensys, Ltd's policies, practices or conflicts of interests.

For future filings, this section of the Disclosure Brochure will address only those “material changes” that have been incorporated since our last delivery or posting of this Brochure on the SEC’s public disclosure website (IAPD) at adviserinfo.sec.gov.

We may, at any time, update this Disclosure Brochure and send a copy to you with a summary of material changes, or send you only a summary of material changes that includes an offer to send you a copy of the full brochure either by electronic means (email) or in hard copy form.

If you would like another copy of this Disclosure Brochure, please download it from the SEC website as indicated above, download it from the Kensys website at www.kensys.io or contact our Chief Compliance Officer, Edwy Zoonekynd at ez@kensys.io.

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| Kensys has discretionary authority, pursuant to its written investment management agreements with client(s), to determine, without obtaining specific client consent, the securities to be bought or sold, the amount of the securities to be bought or sold, and the time when securities may be purchased or sold. Any restrictions or limitations on Kensys' discretionary authority must be made in writing in the investment management agreement between Kensys and the client. At this time, our clients have not imposed any limitations on our discretionary authority. | 22 |
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Item 4. Advisory Business and Services

A. Advisory Business

Kensys, Ltd (referred to herein as “Kensys,” “Firm,” “we,” and “our”) is an independent investment advisory firm registered as an internet-only investment adviser with the U.S. Securities and Exchange Commission (“SEC”). An internet-only investment adviser provides investment advice to almost all of its clients exclusively through an interactive website. The company was formed in 2020 as a Limited company in the United Kingdom and is currently owned by Stéphane Renard and Edwy Zoonekynd primarily. For more information about them please see the brochure supplement (Form ADV Part 2B).

B. Portfolio Management Services

Portfolio management services are provided on a discretionary basis. This means the client grants the Firm ongoing and continuous discretionary authority to make, and to enter orders with a broker/dealer for the execution of, its investment recommendations in accordance with the client’s investment profile without the client’s prior approval of each specific transaction. All transactions in the clients’ account shall be made in accordance with the directions and preferences provided to the Firm by the client. The client will execute instructions regarding the Firm’s trading authority as required by each account custodian. Clients engaging us will be asked to grant such authority upon signing our Investment Advisory Agreement.

If a client engages us to perform portfolio management services, Kensys’ website will ask a series of questions designed to determine suitability of different investment options for a particular client. Kensys determines a suitable proposed investment plan by performing a review of each client’s individual account and suitability parameters. This review may include the client’s preferred investment universe, investment objective, risk profile, preferred investment ethos, and preferred strategy type, as well as financial situation. Based on client suitability parameters, Kensys will design, revise, and reallocate a client’s custom portfolio.

After a suitability analysis is conducted, Kensys utilizes the information from the questionnaire to create portfolio recommendations customized to Clients’ risk tolerance, financial parameters and investment objectives. For each Client’s portfolio recommendations, Kensys considers the Client’s employment status, income, investment goals and reasons to invest, time horizon and net assets. Kensys also specifically looks at Client’s answers to questions about desired investment universe, investment style, investment ethos, and alternative vs. traditional strategy preference. Kensys evaluates each Client’s responses and proposes a portfolio plan. For example, if a Client is looking for a less aggressive, mid-cap universe, traditional investment strategy that follows a value style with special consideration to environmental concerns, Kensys creates a portfolio with these 5 factors and other suitability factors in mind. The portfolio recommendations created by Kensys for each Client are based solely upon the information provided by the Client through the Firm’s website. As such, the suitability of the investment plan recommendations is limited by and relies on the accuracy and completeness of the information provided by the Client. Kensys does not capture any additional information not covered in the questionnaire in making its risk assessment and providing its investment advice. Clients’ portfolio is invested through the client’s own brokerage

account(s) – Kensys is able to operate buying/selling of securities within these accounts, but cannot control the deposit or withdrawal of cash.

The types of restrictions a Client may impose on their recommendations include the degree of risk level (concentrated, balanced, diversified), investment universe (Small-Mid cap or Large cap), Investment style (Value, Dividend, Growth, Momentum, Core), Investment ethos (ESG impact with footprint and exclusions), and strategy type (Traditional or Alternative) based on the information provided in the questionnaire. Clients are obligated to update their information through the Firm's website promptly if there are changes to their financial situation, goals, objectives, personal circumstances, time horizon or if other relevant information changes or becomes available.

A Client must connect an existing securities brokerage account and provide discretionary authority over that account to Kensys. Brokerage accounts, agreements, and order processing will be conducted through the Client's own existing brokerage relationships. Kensys will not store secure brokerage account information (like the password) but will rather store a related token that allows it to connect securely to the brokerage account and execute trades.

Certain transactional costs will still be paid by the Client, including transaction fees for the purchase or sale of securities, expenses related to the use of margin, wire transfer fees, the fees (including expense ratios) charged to shareholders of mutual funds or ETFs, short-term redemption fees, mark-ups and mark-downs, spreads, odd-lot differentials, paper statement fees, fees charged by regulatory agencies, exchange fees, American Depositary Receipt fees, transfer taxes, fees required by law. These fees may be charged by Client's brokerage account provider, but not charged by Kensys.

A client's portfolio may be comprised of publicly-traded stocks or ETFs through US markets.

We will also monitor the client's accounts to ensure that they are meeting the client's investment objectives and other requirements. If any changes are needed to the client's investments, we will make the changes or recommend the changes to the client. These changes may involve selling a security or group of investments and buying others or keeping the proceeds in cash or some liquid alternative. The client will receive written or electronic confirmations from the client's account custodian after any changes are made to the client's account. The client will also receive statements at least quarterly from the client's account custodian. Our Investment Advisory Agreement outlines the responsibilities of both the client and Kensys.

Item 5. Fees and Compensation

Kensys charges a fixed monthly “subscription” fee for investment advisory services which will be \$25 per month. The Subscription Fee is not based upon transactions in a client’s account, but rather is a bundled fee charged to the client to cover the costs and expenses to provide the platform, including development of the software platform, purchase of data feeds, costs of data storage, R&D expenses, customer support, and traditional overhead expenses. There is no minimum account size requirement.

We believe the Subscription Fee is reasonable considering the quality and scope of the services we provide and the fees charged by other investment advisers offering similar services/programs.

Fees are paid monthly in advance. Kensys reserves the right to charge a lower amount to Clients.

Subscription fees will be invoiced and billed directly to the Client, payable through an online or mobile payment service such as Apple Pay or Google Pay, monthly. Clients pay the fees even if they do not have any transactions.

Kensys does not own the relationship with the Client’s brokerage firm, but uses its best effort to ensure the qualified custodian/broker delivers an account statement, at least quarterly, directly to the client, showing all disbursements from the account. The client is encouraged to review all account statements for accuracy.

For the initial period of portfolio management services, the first period’s fees will be calculated on a pro-rata basis until the beginning of the following month. The client may terminate the agreement within five days of entering into the agreement and obtain a full refund. After the five- day period, either party may terminate the agreement upon a written notice to the other party or cancellation through the website. Any pre-paid, unearned fees will be promptly refunded to the client.

Item 6. Performance-Based Fees and Side-By-Side Management

Performance-based fees are based on a share of capital gains on or capital appreciation of the client’s assets. Side-by-side management occurs when advisers manage both accounts that are charged a performance-based fee and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee. We do not accept performance-based fees, nor do we engage in side-by-side management.

Item 7. Account Requirements and Types of Clients

Clients participating in advisory services include individuals. There is no minimum account size requirement.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

Advisory services offered by Kensys are sponsored by the Firm. Kensys is the only portfolio manager. Our advice and services are based on the individual needs of our clients as determined after analyzing and thoroughly evaluating the client's goals, objectives, investment horizon, and risk tolerance. Clients may impose reasonable restrictions on investing in portfolios with certain risk profiles by advising Kensys of the degree of their risk level (concentrated, balanced, diversified) based on the information provided in the questionnaire.

Kensys has developed a fundamental research process, which includes both quantitative factors based on its questionnaire, that it employs to construct portfolios, that are recommended based on a Client's answers to the required questionnaire. The research process aims to construct portfolios that meet certain characteristics such as the following: robust academic support, durable backtests, and high risk-adjusted and absolute returns.

Kensys does not engage in holistic financial planning. Kensys's primary approach is to provide its Clients with a collection of attractive high upside portfolios. As part of the analysis and review process, Kensys may add, remove, re-categorize or replace investments offered by the Program. In the event an investment is removed and replaced with another substantially similar investment, Kensys will liquidate Client positions to cash and directly initiate a reinvestment in the replacement investment. In the event an investment is re-categorized from a suitability standpoint, the investment may be liquidated to cash if the investment is no longer suitable for the Client and a new re-investment recommendation will be made to the Client based on the Client's new suitability profile. In events such as this where an investment is re-categorized for suitability purposes, the Client will be notified at least two weeks in advance of any investment being liquidated to cash.

Kensys' portfolios are personalized to each client, and come from an investment universe including all US stocks and ETFs. The portfolios are built using Kensys' algorithm which analyzes and rates the investment decisions of institutional investors and aggregate them to decide how to build and manage the strategies. These personalizations are based on Client answers to 5 questions:

- Investment Universe: Small-Mid Cap or Large Cap
- Investment Style: Value, Dividend, Growth, Momentum, Core
- Risk Profile: Concentrated, Balanced, Diversified
- Investment Ethos: ESG impact with footprint and exclusions
- Strategy Type: Traditional or Alternative

Kensys does not have standard model portfolios, as other internet advisors may, but rather uses its algorithm to recommend existing securities (including ETFs) based on its rating of these securities compared to the Client's questionnaire responses.

A. Risk of Loss

There are always risks to investing. All clients should be aware that all investments are subject to the potential loss of principal that clients should be prepared to bear. Clients should discuss specific investment decisions with their investment professional.

When evaluating risk, financial loss may be viewed differently by each client and may depend on many different risks, each of which may affect the probability and magnitude of any potential losses. The following risks may not be all-inclusive, but should be considered carefully by a prospective client before retaining our services.

1. General Risks

It is impossible to describe all possible types of risks which may affect investments. Some general risks associated with investing include the following:

- Concentration Risk. To the extent a portfolio is concentrated in assets related to a particular industry or geographic region, the portfolio will be subject to additional volatility risks associated with such industry or region. In addition, concentrating in a single industry or group of industries may be more susceptible to any single economic, market, political or regulatory occurrence affecting that industry or group of industries.
- Market Risk. Markets can, as a whole, go up or down on various news releases or for no understandable reason at all. This sometimes means that the price of specific securities could go up or down without real reason and may take some time to recover any lost value. Adding additional securities does not help to minimize this risk since all securities may be affected by market fluctuations.

- Currency Risk. Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Interest Rate Risk. Movements in interest rates may directly cause prices of fixed income securities fluctuate. For example, rising interest rates can cause "high quality, relatively safe" fixed income investments to lose principal value.
- Credit Risk. Credit risk typically applies to debt investments such as corporate, municipal, and sovereign fixed income or bonds. A bond issuing entity can experience a credit event that could impair or erase the value of an issuer's securities held by a client. For example, if debt obligations held by an account are downgraded by ratings agencies or go into default, or if management action, legislation or other government action reduces the ability of issuers to pay principal and interest when due, the value of those obligations may decline, and an account's value may be reduced. Because the ability of an issuer of a lower-rated or unrated obligation (including particularly "junk" or "high yield" bonds) to pay principal and interest when due is typically less certain than for an issuer of a higher-rated obligation, lower rated and unrated obligations are generally more vulnerable than higher-rated obligations to default, to ratings downgrades, and to liquidity risk.
- Purchasing Power Risk. Purchasing power risk is the risk that an investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply.
- Maturity Risk. The value of bonds or notes may change from the time of issuance to the time of maturity. Generally speaking, maturity risk increases as the length of time until maturity increases.
- Liquidity Risk. Liquidity is the ability to readily convert an investment into cash. For example, Treasury Bills are highly liquid, while real estate properties are not. Some securities are highly liquid while others are highly illiquid. Illiquid investments carry more risk because it can be difficult to sell them.
- Political Risk. Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- Regulatory Risk. Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.
- Risks Related to Investment Term. If the client requires a liquidation of their portfolio during a period in which the price of the security is low, the client will not realize as much value as they would have had the investment had the opportunity to regain its

value, as investments frequently do, or had it been able to be reinvested in another security.

- Horizon and Longevity Risks. The risk that your investment horizon is shortened because of an unforeseen event, for example, the loss of your job. This may force you to sell investments that you were expecting to hold for the long term. If you must sell at a time that the markets are down, you may lose money. Longevity Risk is the risk of outliving your savings. This risk is particularly relevant for people who are retired, or are nearing retirement.
- Business Risk. Many investments contain interests in operating businesses. Business risks are risks associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- Financial Risk. Many investments contain interests in operating businesses. Excessive borrowing to finance a business' operations decreases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- Default Risk. This risk pertains to the ability of a company to service their debt. Ratings provided by several rating services help to identify those companies with more risk. Obligations of the U.S. government are said to be free of default risk.
- Cybersecurity Risk. There is cybersecurity risk with the increased use of technologies such as the Internet to conduct business. Kensys and its service providers are susceptible to operational, information security, and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber-attacks include, but are not limited to, gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber incidents affecting us or our service providers have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, impediments to trading, the inability of clients to transact business, violations of applicable privacy and other law. While both we and our service providers have established business continuity plans in the event of such cyber incidents, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Furthermore, we are unable to control the cyber security plans and systems put in place by our service providers or any other third parties whose operations may affect us and or its clients. As a result, Kensys and its clients could be negatively impacted.
- Robo-adviser Risk. The inherent risk with automated investment advice (or a "robo-adviser") is that it lacks human judgment and oversight. A robo-adviser might rely on

broad assumptions that may not reflect current economic conditions or a client's particular situation. Algorithms may not comprehensively provide personalized recommendations based on a client's overall tax situation, other investments a client may own, and the client's ability or desire to withstand losses. The algorithm might suggest securities to client accounts without regard to market conditions at an inopportune time. The algorithm may not address prolonged changes in market conditions. It is possible that Clients or Kensys itself may experience computer equipment failure, loss of internet access, viruses, or other events that may impair access to Kensys's software-based investment advisory service.

2. Specific Risks

There are also risks related to recommendation of specific types of securities. A portfolio may be comprised of stocks, bonds, preferred securities, publicly traded partnerships, ETFs, mutual funds, separately managed accounts, listed options on ETFs and stocks, leveraged ETFs cash or cash equivalents and select alternative investments. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with the investment. A description of the types of securities we may recommend and some of their inherent risks are provided below.

- **Preferred Investment Universe: Small-Mid cap or Large Cap**
 - Large-Cap Stock Risk. Investment strategies focusing on large-cap companies may underperform other equity investment strategies as large cap companies may not experience sustained periods of growth in the mature product markets in which they operate.
 - Small/Mid-Cap Stock Risk. Investment strategies focusing on small- and mid-cap stocks involve more risk than strategies focused on larger more established companies because small- and mid-cap companies may have smaller revenue, narrower product lines, less management depth, small market share, fewer financial resources and less competitive strength.
- **Preferred Investment Style: Value, Dividend, Growth, Momentum, Core**
 - Value Investing Risk: Value stocks may remain undervalued for extended periods of time and may not realize their intrinsic value.
 - Dividend Investing Risk: Companies may reduce or eliminate the dividend payment if their profits decline. Also, dividend-oriented stocks may not participate in market rallies to the same degree as growth-oriented stocks.
 - Growth Investing Risk: Growth stocks may be more volatile than other types of stocks and their prices may be higher in relation to their earnings or assets, which results in higher valuation risk.
 - Momentum Investing Risk: Momentum can turn quickly and cause significant losses if the investor is not able to exit the investment in a timely manner.
 - Core Investing Risk: The mix of growth and value stocks could lead to moderate performance, where neither growth nor value stocks outperform.
- **Preferred Risk Profile: Concentrated, Balanced, Diversified**
 - Concentrated Investing Risk: A concentrated portfolio carries the risk of lack of diversification. If one or a few investments decline or do not perform as expected, the entire portfolio could suffer significantly.
 - Balanced Investing Risk: While a balanced approach attempts to mitigate risk by spreading investments, it may also limit the potential for higher returns.

- Diversified Investing Risk: While diversification reduces the risk associated with individual investments, it cannot protect against market risk or the risk of choosing poor-performing asset classes.
- **Preferred Investment Ethos: ESG, etc.**
 - ESG Investing Risk: ESG (Environmental, Social, and Governance) investing carries the risk of underperformance compared to the broader market if companies with strong ESG credentials do not perform as well financially.
 - Non-ESG Investing Risk: Companies with poor ESG practices may face regulatory fines, reputational damage, and other risks that can negatively impact their financial performance.
- **Preferred Strategy Type: Traditional or Alternative**
 - Traditional Investing Risk: Traditional investment strategies typically focus on stocks, bonds, and cash. The risks associated with these asset classes include market risk, interest rate risk, and inflation risk.
 - Alternative Investing Risk: Alternative investments can include assets like real estate-tracking, commodities-tracking, or hedge fund-tracking ETFs. These often carry higher risks and costs, and may be less liquid and more difficult to value accurately.

- Mutual Fund and Exchange Traded Fund ("ETF") Risk. Mutual funds and exchange traded funds ("ETF") are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. ETFs differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. Also, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees which can also reduce returns. Mutual funds can also be "closed end" or "open end". So-called "open end" mutual funds continue to allow in new investors indefinitely whereas "closed end" funds have a fixed number of shares to sell which can limit their availability to new investors.

When investing in an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. You will also incur brokerage costs when purchasing ETFs. The returns from the types of securities in which an ETF invests may underperform returns from the various general securities markets or different asset classes. The securities in the underlying indexes may underperform fixed-income investments and stock market investments that track other markets, segments and sectors. Different types of securities tend to go through cycles of out-performance and underperformance in comparison to the general securities markets.

ETFs may have tracking error risks. For example, the ETF investment adviser may not be able to cause the ETF's performance to match that of its Underlying Index or other benchmark, which may negatively affect the ETF's performance. In addition, for leveraged and inverse ETFs that seek to track the performance of their Underlying Indices or benchmarks on a daily basis, mathematical compounding may prevent the ETF from correlating with performance of its benchmark. In addition, an ETF may not have investment exposure to all of the securities included in its Underlying Index, or its

weighting of investment exposure to such securities may vary from that of the Underlying Index. Some ETFs may invest in securities or financial instruments that are not included in the Underlying Index, but which are expected to yield similar performance.

- Options Risk. Options are complex securities that involve risks and are not suitable for everyone. Option trading can be speculative in nature and carry substantial risk of loss. Options trading involves certain risks which trading in the underlying securities alone does not. For example, interest rates and market volatility affect values, and options have limited life spans and so may expire worthless despite the underlying position becoming profitable soon thereafter. If a portfolio fund writes (sells) options, it may sustain major marked-to-market losses — even if the options sold are never “in-the-money” — as a result of increases in market volatility and/or market movements towards the strike prices of such options. It is generally recommended that you only invest in options with risk capital. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an underlying asset at a specific price on or before a certain date (the “expiration date”). The two types of options are calls and puts:
 - A call gives the holder the right to buy an asset at a certain price within a specific period of time. Calls are similar to having a long position on a stock. Buyers of calls hope that the stock will increase substantially before the option expires.
 - A put gives the holder the right to sell an asset at a certain price within a specific period of time. Puts are very similar to having a short position on a stock. Buyers of puts hope that the price of the stock will fall before the option expires.

Selling options is more complicated and can be even riskier.

The option trading risks pertaining to options buyers are:

- Risk of losing your entire investment in a relatively short period of time.
- The risk of losing your entire investment increases if, as expiration nears, the stock is below the strike price of the call (for a call option) or if the stock is higher than the strike price of the put (for a put option).
- European style options which do not have secondary markets on which to sell the options prior to expiration can only realize its value upon expiration.
- Specific exercise provisions of a specific option contract may create risks.
- Regulatory agencies may impose exercise restrictions, which stops you from realizing value.

The option trading risks pertaining to options sellers are:

- Options sold may be exercised at any time before expiration.
- Covered Call traders forgo the right to profit when the underlying stock rises above the strike price of the call options sold and continues to risk a loss due to a decline in the underlying stock.
- Writers of Naked Calls risk unlimited losses if the underlying stock rises.
- Writers of Naked Puts risk substantial losses if the underlying stock drops.
- Writers of naked positions run margin risks if the position goes into significant losses. Such risks may include liquidation by the broker.

- Writers of call options could lose more money than a short seller of that stock could on the same rise on that underlying stock. This is an example of how the leverage in options can work against the option trader.
- Writers of Naked Calls are obligated to deliver shares of the underlying stock if those call options are exercised.
- Call options can be exercised outside of market hours such that effective remedy actions cannot be performed by the writer of those options.
- Writers of stock options are obligated under the options that they sold even if a trading market is not available or that they are unable to perform a closing transaction.
- The value of the underlying stock may surge or ditch unexpectedly, leading to automatic exercises.

Other option trading risks are:

- The complexity of some option strategies is a significant risk on its own.
 - Option trading exchanges or markets and option contracts themselves are open to changes at all times.
 - Options markets have the right to halt the trading of any options, thus preventing investors from realizing value.
 - Risk of erroneous reporting of exercise value.
 - If an options brokerage firm goes insolvent, investors trading through that firm may be affected.
 - Internationally traded options have special risks due to timing across borders.
- Cryptocurrency Risk. Cryptocurrency (notably, bitcoin), often referred to as “virtual currency”, “digital currency,” or “digital assets,” operates as a decentralized, peer-to-peer financial exchange and value storage that is used like money. Cryptocurrency operates without central authority or banks and is not backed by any government. Even indirectly, cryptocurrencies may experience very high volatility. Cryptocurrency is also not legal tender. Federal, state or foreign governments may restrict the use and exchange of cryptocurrency, and regulation in the U.S. is still developing. Cryptocurrency exchanges may stop operating or permanently shut down due to fraud, technical glitches, hackers or malware. Due to its relatively recent launch, bitcoin has a limited trading history, making it difficult for investors to evaluate investments in this cryptocurrency. It is also possible that a cryptocurrency other than bitcoin, including cryptocurrencies in which clients have limited or no exposure to, could become materially popular and have a negative impact on the demand for and price of bitcoin. It is possible that another entity could manipulate the blockchain in a manner that is detrimental to the bitcoin network. Bitcoin transactions are irreversible such that an improper transfer can only be undone by the receiver of the bitcoin agreeing to return the bitcoin to the original sender. Digital assets are highly dependent on their developers and there is no guarantee that development will continue or that developers will not abandon a project with little or no notice.

- Leveraged ETFs Risk. Leverage is the investment strategy of using borrowed money: specifically, the use of various financial instruments or borrowed capital to increase the potential return of an investment. Leverage can also refer to the amount of debt used to finance assets. When one refers to something (a company, a property or an investment) as "highly leveraged," it means that item has more debt than equity. Like other ETFs, leveraged ETFs are individual securities that trade on an exchange and can be bought and sold in intraday trading. But leveraged ETFs differ from their traditional cousins in that they typically invest in one or more derivatives, which will cause their prices to rise or fall exponentially farther than the underlying benchmark against which they trade. For example, an ETF that is double leveraged against the S&P 500 Index would rise and fall twice as much in price as the index itself. If the index rises 2% in a day, then this fund would rise by 4% in value. These funds can be leveraged at different rates, with some moving twice as much as the underlying market or index and others rising or falling three, four or more times as much as the benchmark. There are also leveraged ETFs that move inversely to their benchmarks, where the fund will fall in price by a given exponential rate when the benchmark rises and vice-versa. Due to the effect of compounding, their performance over longer periods of time can differ significantly from the performance (or inverse of the performance) of their underlying index or benchmark during the same period of time. These investment vehicles may be extremely volatile and can potentially expose a portfolio to significant losses.
 - Leveraged ETF Leveraged Risk: The leveraged ETF obtains investment exposure in excess of its assets in seeking to achieve its investment objective — a form of leverage — and will lose more money in market environments adverse to its daily objective than a similar fund that does not employ such leverage. The use of such leverage could result in the total loss of an investor's investment.
 - Leveraged ETF Compounding Risk: Compounding affects all investments, but has a more significant impact on a leveraged fund. Particularly during periods of higher Index volatility, compounding will cause results for periods longer than a single day to vary from the stated multiplier of the return of the Index. This effect becomes more pronounced as volatility increases.
 - Leveraged ETF Use of Derivatives: The leveraged ETF obtains investment exposure through derivatives. Investing in derivatives may be considered aggressive and may expose the leveraged ETF to greater risks than investing directly in the reference asset(s) underlying those derivatives. These risks include counterparty risk, liquidity risk and increased correlation risk (each as discussed below). When the leveraged ETF uses derivatives, there may be imperfect correlation between the value of the reference asset(s) and the derivative, which may prevent the leveraged ETF from achieving its investment objective. Because derivatives often require only a limited initial investment, the use of derivatives also may expose the leveraged ETF to losses in excess of those amounts initially invested. The leveraged ETF may use a combination of swaps on the Index and swaps on an ETF that is designed to track the performance of the Index. The performance of an ETF

may not track the performance of the Index due to embedded costs and other factors. Thus, to the extent the leveraged ETF invests in swaps that use an ETF as the reference asset, the leveraged ETF may be subject to greater correlation risk and may not achieve as high a degree of correlation with the Index as it would if the leveraged ETF only used swaps on the Index. Moreover, with respect to the use of swap agreements, if the Index has a dramatic intraday move that causes a material decline in the leveraged ETF's net assets, the terms of a swap agreement between the leveraged ETF and its counterparty may permit the counterparty to immediately close out the transaction with the leveraged ETF. In that event, the leveraged ETF may be unable to enter into another swap agreement or invest in other derivatives to achieve the desired exposure consistent with the leveraged ETF's investment objective. This, in turn, may prevent the leveraged ETF from achieving its investment objective, even if the Index reverses all or a portion of its intraday move by the end of the day. Any costs associated with using derivatives will also have the effect of lowering the leveraged ETF's return.

In addition, there is no assurance that a mutual fund, an ETF, or any security will achieve its investment objective. The principal risks of investing in any mutual fund or ETF are market risk, diversification risk and style risk (growth investing risk and mid-cap company risk). To the extent that a mutual fund or ETF invests in foreign securities or debt securities, a fund would be subject to foreign exposure risk, interest rate risk and credit risk. A fund may invest in derivative instruments that carry derivative instruments risk. A principal risk is the risk that the value of equity securities may decline. Although a mutual fund or ETF may be a diversified fund, it may invest in securities of a limited number of issuers to achieve a potentially greater investment return than a fund that invests in a larger number of issuers. As a result, price movements of a single issuer's securities will have a greater impact on this fund's net asset value causing it to fluctuate more than that of a more widely diversified fund. These and other risk considerations are discussed in a fund's prospectus. Past performance of investments is no guarantee of future results.

Mutual fund investing involves risk including the possible loss of principal. Non-diversified funds are more susceptible to financial, market and economic events affecting the particular issuers and industry sectors in which they invest and therefore may be more volatile or risky than less concentrated investments. There can be no assurance that any fund will be able to achieve its investment objective. For more information on a particular fund's associated risks, please refer to that fund's prospectus or equivalent disclosure document.

Due to the volatile nature and risks involved when investing in certain types of strategies and/or securities, clients should be aware that the actual return and value of their account(s) may fluctuate and at any point in time be worth more or less than the amount originally invested. We do not represent, guarantee or imply that the services or methods of analysis employed by Us can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

Item 9. Disciplinary Information

Kensys is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. We do not have any required disclosures to report in response to this Item.

Item 10. Other Financial Industry Activities and Affiliations

Kensys does not have a related person that is:

- A broker/dealer, municipal securities dealer or government securities dealer or broker
- An investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
- An investment adviser or financial planner
- A futures commission merchant, commodity pool operator or commodity trading advisor
- A banking or thrift institution
- An Accountant or accounting firm
- A lawyer or law firm
- An insurance company or agency
- A pension consultant
- A real estate broker or dealer
- A sponsor or syndicator of limited partnerships.

Kensys manages all client accounts directly and does not share client information with other portfolio managers.

Kensys will provide investment advice exclusively through its website -- Clients may interact with Kensys through its website one-up.io, but will not be able to directly contact Kensys's portfolio managers for investment advice. Clients may contact Kensys for technical and customer service issues via email at info@kensys.io, but not for investment advice.

Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Kensys, its management and supervised persons (collectively "personnel"), subscribe to a strict Code of Ethics. The Code of Ethics is designed to comply with the investment advisory laws and regulations that require firms to act as fiduciaries in transactions with their clients. The Firm's inherent fiduciary duty requires that the Firm act solely in its clients' best interest and adhere to standards of utmost integrity in its communications and transactions. These standards ensure that clients' interests are preeminent.

Accordingly, Kensys has implemented extensive policies, guidelines, and procedures that promote ethical practices and conduct by all of the Firm's personnel. The Firm's Code of Ethics specifies and prohibits certain types of transactions deemed to create conflicts of interest (or perceived conflicts of interest), as well as to establish reporting requirements and enforcement procedures relating to personal transactions by its personnel. The Code of Ethics, which specifically deals with professional standards, insider trading, personal trading, gifts and entertainment, and fiduciary duties, establishes the Firm's ideals for ethical conduct based upon fundamental principles of openness, integrity, honesty, and trust. The Firm will provide a copy of the complete Code of Ethics to any client or prospective client upon request.

1. Proprietary Trading

Kensys and its representatives are permitted to buy or sell securities for their own accounts that the Firm also recommends to clients, consistent with the Firm's policies and procedures. This presents a conflict of interest because it may be possible for Us or our representatives to receive more favorable prices than our clients. We will always document any transactions that could be construed as a conflict of interest. To mitigate this conflict of interest, we will monitor trading reports for adherence to our Code of Ethics.

2. Participation or Interest in Client Transactions

The Firm does not recommend that clients buy or sell securities in which it or a related person may have a material financial interest.

Item 12. Brokerage Practices

Kensys does not recommend the brokerage and/or clearing services of any specific broker/dealer. Clients utilize their own existing brokerage accounts to connect to Kensys.

We do not receive research or other products or services (i.e., soft dollar benefits) from broker-dealers in exchange for placing trades or processing securities related transactions for clients.

We do not receive client referrals or compensation of any kind from broker-dealers or other third parties in exchange for using any particular broker-dealer.

We permit clients to utilize their own broker-dealer. We do not have a business relationship with any broker-dealers.

We do not block trade.

Item 13. Review of Accounts

We provide all clients with continuous access to our platform to review information, suitability, portfolio allocations, balances, and other information regarding their investment account status. Changes to the investment account will be made unilaterally by clients if and when

desired through the interactive website. Rebalances in client portfolios will be placed by the website based on client elections.

We use algorithms connected to the interactive website on at least an annual basis to ensure that portfolio management clients are in line with their investment objectives as stated in their suitability questionnaire responses. If a discrepancy is found, the client will be prompted by the interactive website to review their accounts. Reviews are done automatically by algorithms connected to the website.

Kensys may review client accounts more frequently than described above. Among the factors which may trigger an off-cycle review by Kensys algorithms are major market or economic events or updates by the client of their profile through the questionnaire provided by Kensys on its website.

Item 14. Client Referrals and Other Compensation

Kensys does not receive referral compensation. Kensys does not compensate others for referrals.

We do not currently compensate any third parties for client referrals.

Item 15. Custody

Other than as described below, Kensys does not maintain physical custody of client funds or securities. Clients control their own assets through brokerage accounts that they connect to Kensys. We have implemented the safeguard requirements of SEC regulations by requiring safekeeping of clients' funds and securities by a qualified custodian.

Kensys invoices its advisory Subscription fee, billed directly to the Client, payable through an online or mobile payment service such as Apple Pay or Google Pay, monthly.

Kensys will make a best effort to ensure that Client account statements are mailed or sent electronically by the account custodian. At least quarterly, Kensys will provide a written fee confirmation notice and regular written summary statement disclosing to the client the amount of the fee. Clients are advised to review these statements carefully.

Item 16. Investment Discretion

Kensys has discretionary authority, pursuant to its written investment management agreements with client(s), to determine, without obtaining specific client consent, the securities to be bought or sold, the amount of the securities to be bought or sold, and the time when securities may be purchased or sold. Any restrictions or limitations on Kensys' discretionary authority must be made in writing in the investment management agreement between Kensys and the client. At this time, our clients have not imposed any limitations on our discretionary authority.

Item 17. Voting Client Securities

Kensys does not participate in proxy voting on behalf of clients. Our clients are responsible for directing their own proxies solicited by issuers of securities. Clients are responsible for making elections relative to mergers, acquisitions, tender offers, bankruptcy proceedings and other type events pertaining to the securities in your account. Proxy and other solicitation information will be emailed to clients from the brokerage they connect to Kensys. Clients may not contact us with questions about a particular solicitation. Please follow the instructions for proxy voting included in the mailing.

Item 18. Financial Information

Kensys does not require or solicit the prepayment of more than \$1200 in fees six months or more in advance of services rendered. We do not have a financial condition that is reasonably

likely to impair our ability to meet contractual commitments to clients and we have not been the subject of a bankruptcy petition at any time during the past ten years.

