



**Disclosure Brochure
Form ADV Part 2A
March 29, 2024**

Curi RMB Capital, LLC

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This Part 2A of Form ADV (this “Brochure”) provides information about the qualifications and business practices of Curi RMB Capital, LLC (“Curi RMB” or “Adviser”). If you have any questions about the contents of this Brochure, please contact us at 1-800-601-5228 or compliance@rmbcap.com. The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (the “SEC”) or by any state securities regulators.

Curi RMB is registered as an investment adviser with the SEC under the Investment Advisers Act of 1940, as amended (“Advisers Act”). Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you can use to determine whether to hire or retain an adviser.

The information provided in this Brochure should not be considered a recommendation to purchase or sell any particular security.

Additional information about Curi RMB is also available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2: MATERIAL CHANGES

This Item 2 discusses only specific material changes that were made to the Brochure since the last annual update. Since our last annual update filing on March 31, 2023, we would like to inform you of the following:

- Effective January 1, 2024, Curi Wealth Management, LLC (dba Curi Capital) merged with RMB Capital Management, LLC. In connection with the merger, Adviser changed its name to Curi RMB Capital, LLC
- This “annual” amendment to Form ADV Part 2A integrates certain information from Curi Capital with the information reported on the Form ADV Part 2A by RMB Capital Management, LLC. As certain of the investment, operational and administrative practices of the two legacy firms deviate in certain respects, this Brochure has been supplemented throughout (including Items 4, 5, 8, 10, 12, and 17) to include discussion of certain legacy business practices of Curi Capital. The information specific to clients of Curi Capital (the “Legacy Clients”) has been added to the end of each applicable section. Where the discussion of certain business practices of Curi RMB differs from the discussion relating to the legacy business practices of Curi Capital, Legacy Clients should reference the discussion specific to Legacy Clients with respect to such matters.

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ITEM 4: ADVISORY BUSINESS

About Curi RMB Capital

Curi RMB Capital, LLC (“Curi RMB”, “Adviser” or “we”) is an investment adviser offering advisory services and investment solutions to a diverse range of clients. Curi RMB resulted from the merger of RMB Capital Management, LLC (“RMB Capital”) and Curi Wealth Management, LLC (dba “Curi Capital”). Curi Capital formed in 2015 and RMB Capital was formed in 2005.

Curi RMB is principally owned by Curi Capital, LLC, which is a wholly owned subsidiary of MMIC Investment Holdings, Inc. MMIC Investment Holdings, Inc. is wholly-owned by Curi Holdings, Inc. Richard M. Burrridge and Frederick Paulman, co-founders of RMB Capital, and various other prior owners of Curi Capital and RMB Capital, continue to have an ownership interest in Curi RMB Capital, LLC. Our business is structured to help ensure our clients’ best interests are the driving force behind our practices and recommendations.

Curi RMB’s services include Wealth Management, Asset Management, Retirement Plan Solutions, and Family Office Services. Our Wealth Management business focuses on providing holistic solutions to our client’s financial needs while our Asset Management business provides various investment strategies to clients through separately managed accounts and other investment products that may serve as the building blocks for our clients’ investment portfolios. Retirement Plan Solutions provides non-discretionary advisory and consulting services and solutions to employer organizations which sponsor and/or administer employee retirement plans. Curi RMB’s Family Office Services provides a variety of customized financial planning and investment services to multi-generational clients with complex needs. These services are described more fully below.

Wealth Management Services

For individuals and families, Wealth Management provides personalized, holistic financial planning services as well as discretionary and non-discretionary asset allocation recommendations and discretionary investment implementation. Our goal is to pilot a personalized financial plan designed with each client’s best interests, unique needs, and long-term objectives in mind.

We dedicate ourselves to understanding the intricacies of each client’s financial picture. Through ongoing, in-depth conversations, we work to build a personal relationship with our clients and their families. We commonly also act as the “central adviser” by collaborating with clients’ other trusted advisers—including estate planning attorneys, tax advisors, and corporate benefits managers—to maintain a well-informed perspective. This familiarity, both practically and personally, establishes the foundation for us to create and manage a highly customized financial plan.

Our approach to investing for our Wealth Management clients is a natural extension of our approach to financial planning. We establish personalized asset allocations based on each client’s specific circumstances, taking into consideration investment goals, time horizons, risk tolerances, income requirements, total asset levels and other relevant factors. Clients may impose reasonable restrictions, limitations, or other requirements with respect to their individual accounts. We then

implement our recommendations using internally and externally managed investment strategies. We hold steadfast to the core principles of our investment philosophy – taking a long-term view, conducting fundamental analysis, being opportunistic yet disciplined, and avoiding unnecessary risk.

Whether developing financial plans or investment solutions, we are keenly focused on the long term, as we believe being diligent, disciplined, and conservative are keys to driving results over time. The wealth management services described above are collectively referred to as “Wealth Management Services.”

Wealth Builder Services

Wealth Builder Services are for individuals and families that are primarily focused on asset accumulation. Wealth Builder provides hands on financial planning services as well as discretionary and non-discretionary asset allocation recommendations and discretionary investment implementation. Our goal is to be a trusted partner in both development and execution of a financial plan designed with each client’s best interests, unique needs, and long-term objectives in mind. Through early interaction with our financial planning technology, we establish goals and then construct an ongoing plan to reach those goals. Our dedication to simplifying our client’s financial life allows them to monitor ongoing progress while having a dedicated advisory team readily available to dive deeper into financial topics as needed. We know our clients are busy and we strive for proactive, simple to digest communication while being available for phone and virtual meetings. Our approach to investing for our Wealth Builder clients is a natural extension of our approach to financial planning. We have established target asset allocations designed to meet each client’s circumstances, taking into consideration investment goals, time horizons, risk tolerances, income requirements, total asset levels and other relevant factors. We then implement our recommendations using internally and externally managed investment strategies. We hold steadfast to the core principles of our investment philosophy – taking a long-term view, conducting fundamental analysis, being opportunistic yet disciplined, and avoiding unnecessary risk. Whether developing financial plans or investment solutions, we are keenly focused on the long term, as we believe being diligent, disciplined, and conservative are keys to driving results over time. The wealth management services described above are collectively referred to as “Wealth Builder Services.”

Asset Management Services

Asset Management offers a variety of investment solutions, on a discretionary or non-discretionary basis, through separately managed account strategies, private funds, mutual funds, and model portfolios, as well as strategies and products of third-party managers. Our goal is to deliver investment solutions that can satisfy distinct objectives within each client’s overall asset allocation. The following asset management services described herein are collectively referred to as “Asset Management Services.”

Separately Managed Account Strategies

We offer certain separately managed account strategies, including equity and fixed income strategies. Our equity strategies generally follow a bottom-up, fundamental approach focused on finding investments with attractive risk/reward profiles. Our fixed income strategies generally

follow a fundamental, relative value approach focused on capital preservation and income. We also offer certain tax management strategies for taxable and tax-exempt accounts. Clients may impose reasonable restrictions, limitations, or other requirements with respect to their individual accounts. We provide certain separately managed account strategies on a sub-advisory basis to third-party investment advisory firms and their clients.

Private Fund Strategies

Curi RMB and its affiliates serve as general partner, managing member or investment adviser (or in a similar capacity) to private funds. Each private fund is generally focused on generating absolute, risk-adjusted returns that have low correlation to broader equity markets. Each private fund has different investment features and terms, including, but not limited to, varying levels of management fee and/or performance compensation, withdrawal rights, investment guidelines, investment minimums, investor qualification standards and liquidity terms. This Brochure should not be considered an offering document for an investment in any private fund and prospective, qualified investors should refer to a specific private fund's offering memorandum or organizational documents for a complete description of that fund, including its types of investments and strategies, risks, conflicts of interest, fees, and expenses. We tailor our investment advisory services for a private fund to such fund's overall investment program, as noted in its offering documents, and not to the specific needs of any underlying investor therein. Curi RMB has recommended, and may in the future recommend, that its advisory clients invest in private funds managed by Curi RMB, as well as private funds advised or serviced by managers in which Curi RMB has a financial interest. Advisory clients of Curi RMB must affirmatively subscribe for any investment in a private fund.

Mutual Funds

Curi RMB serves as the investment adviser to registered, open-ended investment companies ("mutual funds"). For one mutual fund, Curi RMB employs a sub-adviser to manage the portfolio. Each mutual fund has different investment features which may include varying expense ratios, investment guidelines, levels of risk and investment minimums. This Brochure should not be considered an offering document for an investment in the Curi RMB mutual funds and prospective investors should refer to a specific mutual fund's prospectus and statement of additional information ("SAI") for a complete description of that mutual fund, including its types of investments and strategies, risks, conflicts of interest, fees, and expenses. We tailor our investment advisory services for a mutual fund to such mutual fund's overall investment program, as noted in the prospectus and SAI, and not to the specific needs of any underlying investor therein. Curi RMB has recommended, and may in the future recommend, that its advisory clients invest in mutual funds managed by Curi RMB.

Third-Party Strategies

In addition to proprietary strategies and products described above, we also provide our clients with access to third-party managers and their products (each a "third-party manager"). This service provides clients access to a wide range of investment opportunities, strategies and asset classes, including international equities, emerging market equities, global fixed income, high-yield fixed income, private equity, commodities, hedge funds and real assets. By combining our

third-party managers and products with our extensive in-house resources, we seek to optimize our customized portfolio management capabilities for clients.

Model Portfolio Services

Curi RMB may provide model portfolios to unaffiliated investment advisers, broker-dealers and other financial intermediaries (“program sponsors”). As a model portfolio provider, Curi RMB designs, monitors, and periodically updates the model portfolios for the program sponsors. The program sponsors then offer the model portfolios to their clients. The program sponsors are responsible for implementing the models, making investment decisions, and performing other services and functions for their clients. Curi RMB does not have investment discretion to implement the models and/or model updates on behalf of a program sponsor’s clients and Curi RMB does not have an advisory relationship with a program sponsor’s end clients.

Financial Planning Services

To the extent specifically requested, we will provide financial planning and/or consulting services (including investment and non-investment related matters, such as estate planning, insurance planning, education savings, retirement planning, tax consulting and preparation, divorce, etc.). Financial planning and consulting services are typically provided as part of our Wealth Management Services; however, we may charge an additional fee for such services depending on the level of service provided and other considerations deemed relevant by us in our sole discretion. We also may provide financial planning and consulting services on a stand-alone basis. Prior to engaging Curi RMB to provide these services and to the extent a client has not entered into an investment advisory agreement (also referred to as an investment management agreement or client advisory agreement) with Curi RMB, clients are generally required to enter into a financial planning agreement with Curi RMB setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client prior to Curi RMB commencing services if applicable.

Retirement Plan Solutions – Plan Sponsors

Curi RMB’s Retirement Plan Solutions division (“RPS”) provides non-discretionary advisory and consulting services and solutions to employer organizations which sponsor (“Plan Sponsors”) and/or administer employee retirement plans. RPS focuses on assisting its clients in improving the performance, design and operation of their sponsored retirement plans. RPS tailors its consulting and advisory services to meet the needs of its clients. These services typically include, but are not limited to, the following:

- Recommending investments based on a prudent and documented fiduciary process that includes a comparison among available investments in a given asset class and/or investment style using many factors, including but not limited to, performance, risk, management, investment process, fees and style consistency, and monitoring recommended investments for consistency with the selection factors;
- Recommending appropriate services and service providers;
- Providing ERISA fiduciary (and fiduciary risk) education and training;

- Providing investment education and individualized advice to retirement plan participants;
- Benchmarking of investment performance, plan fees and costs, investment options, and services provided by a retirement plan's service providers;
- Initiating and managing the request for proposal/ search process for new retirement plan service providers; and
- Overseeing retirement plan administration and compliance procedures.

Other Businesses and Investment Programs

Family Office Services

Curi RMB provides non-investment advisory family office services to family offices clients, certain of which are also investment advisory clients of Curi RMB. These non-investment advisory services vary from client to client based on the terms of applicable client agreement, but typically include services such as portfolio accounting, investment operations, administrative services, bill pay services, reporting, tax and legal facilitation, audit and financial control facilitation, estate planning and insurance administration, and family consulting services.

Flourish Cash

For clients desiring access to an alternative cash management opportunity that may help maximize the earning potential of cash while maintaining insurance to protect the cash account, Curi RMB makes available Flourish Cash brokerage accounts ("Flourish Cash"), a cash sweep program offered by Flourish Financial LLC ("Flourish"), a registered broker/dealer, member FINRA. A Flourish Cash account is not an investment account; rather, it is a cash account for which deposited cash is swept to interest-bearing deposit accounts(s) at one or more third-party FDIC-member banks ("Program Banks"). Flourish has the discretionary authority to select Program Banks and allocate deposits into these banks, while endeavoring to keep each account's deposits at or below the FDIC insurance limit per Program Bank. It is a client's responsibility, however, to monitor the total amount of deposits in Flourish Cash and at the Program Banks (including any amounts held at any Program Bank outside of Flourish Cash, as those amounts count toward the limit for FDIC insurance coverage at each Program Bank) in order to determine the extent of FDIC insurance coverage available.

Accounts are opened directly with Flourish and not through Curi RMB. Curi RMB is not affiliated with Flourish, any Flourish affiliate, or any Program Bank. The Flourish Cash program is a federally-insured structured bank deposit vehicle, with direct custodial accounts owned by the depositor. There is currently no minimum initial deposit to open an account or to participate in the Flourish Cash program. Deposits to custodian bank accounts are backed by the full faith and credit of the US Government and are insured through the Federal Deposit Insurance Corporation. Clients desiring to participate in the Flourish Cash program do so at their own discretion, and clients will receive separate account opening disclosures and an application from Flourish. If a client desires, Curi RMB will assist a client in signing up for the program and will help facilitate any transfer of funds between a client's accounts. Higher yields on cash reserves may be available with other solutions, especially if one does not require FDIC insurance on the entire cash balance. Curi RMB recommends that clients discuss their specific needs

regarding their cash reserves with their wealth advisor and consider alternative options before participating in the Flourish Cash program.

Participant Account Management – Held Away Plans

Curi RMB will advise on held away assets in held away plans. We use a third-party platform to facilitate management of the assets, such as defined contribution plan participant accounts, with discretion. The platform allows us to avoid being considered to have custody of client funds since we do not have direct access to client login credentials to affect trades. We are not affiliated with the platform in any way and receive no compensation from them for using their platform. A link will be provided to the client allowing them to connect an account(s) to the platform. Once client account(s) is connected to the platform, Advisor will review the current account allocations. When deemed necessary, Advisor will rebalance the account considering client investment goals and risk tolerance, and any change in allocations will consider current economic and market trends. The goal is to improve account performance over time, minimize loss during difficult markets, and manage internal fees that can potentially harm account performance.

Client Agreement

Prior to engaging us, the client will be required to enter into one or more written agreements setting forth the terms, conditions, and objectives under which we shall render our services. Additionally, we will only implement our investment recommendations after a client has arranged for and furnished all information and authorization regarding accounts with appropriate financial institutions. Our clients are advised to promptly notify us if there are ever any changes in their financial situation or investment objectives.

Curi RMB, as a matter of policy, regardless of the type of client engagement or service, does not generally provide tax, accounting, regulatory or legal advice. Rules in the areas of law, tax, and accounting are subject to change and open to varying interpretations. Any such advice given by Curi RMB in these areas will be limited in nature. As such before implementation, clients should consult with their trusted professionals on the tax, accounting and legal implications of any recommended investment strategy based on their circumstances.

Regulatory Assets Under Management

As of December 31, 2023, the firm had approximately \$8,484,055,574 regulatory assets under management, of which approximately \$7,989,782,518 was managed on a discretionary basis and approximately \$494,273,055 was managed on a non-discretionary basis.¹

¹ The merger between RMB Capital Management, LLC and Curi Capital took place effective January 1, 2024. As such, the numbers shown here are combined for both legacy organizations.

ITEM 5: FEES AND COMPENSATION

The specific manner in which our fees are charged is established in the client's agreement with Curi RMB. The structure and level of our fees vary by client based upon the services provided and other considerations deemed relevant, but customarily take the form of an annual fee calculated as a percentage of assets under management (as further described below). Such fees are generally charged quarterly, in advance, based upon the amount of assets under management at the beginning of each quarter, but may be charged in arrears or on an alternative schedule, in accordance with the applicable client agreement. Unless otherwise agreed with a client, advisory fees are applied to all discretionary assets and non-discretionary assets. Generally, fees are deducted from a client's custodial account unless Curi RMB is instructed by the client to collect its fees by billing the client directly. The custodian does not validate or check our fee or its calculation on the assets on which the fee is based. The custodian will deduct the fee from the account(s) or, if the client has more than one account, from the account designated to pay our fees. The financial institution(s) recommended by us have agreed to provide a statement to the client (either paper or electronic format), at least quarterly, indicating all amounts disbursed from the account including the amount of advisory fees paid directly to us.

A client may make additions to and withdrawals from the account at any time, subject to our right to terminate the client relationship. Where fees are paid in advance, billing adjustments will be made in each billing period to reflect substantive contributions or withdrawals made during the preceding billing period (5% of the value of the account, unless otherwise specifically agreed with a client in writing). In the event of termination during a billing period, the client is entitled to a pro rata refund of that portion of the fee for the remaining balance of the billing period if fees were paid in advance. Client agreements are terminable upon notice as specified in such agreements.

Curi RMB offers differing fee levels for various categories of clients. The variance in fee schedules takes into account factors such as the degree of supervision required, the nature of the services provided, and the types of guidelines and restrictions imposed upon the management of the accounts. Separate fees are generally charged for services provided by Curi RMB's Wealth Management unit and Curi RMB's Asset Management unit. Fees for clients receiving Wealth Management Services differ from fees for clients that only receive Asset Management Services. Clients that receive both Wealth Management Services and Asset Management Services will generally be subject to both Wealth Management Fees in addition to Asset Management Fees (each as described below). Please see "Conflicts of Interest" below for more information.

From time to time, Curi RMB acquires the assets of other investment advisers that established other advisory fee structures, account minimums or investment programs. While Curi RMB's goal is to move these clients to Curi RMB's investment programs and services over time, client accounts are managed under a client agreement and program of a previous adviser until the client executes a client agreement with Curi RMB.

Curi RMB employees generally do not pay Wealth Management Fees but generally are subject to reduced Asset Management Fees.

The following paragraphs describe the fees payable to Curi RMB related to the RMB Capital Management client relationships. For information applicable to Legacy Clients, please see the applicable section below.

Wealth Management Fees

Wealth Management Fees will vary by client based upon the services provided and other considerations deemed relevant to Curi RMB but will generally range between 0.25% and 1.25% of assets under management per annum. These fees are charged quarterly in advance with a minimum fee of \$10,000 per year (\$2,500 per quarter). Certain clients may not be subject to the minimum annual fee as agreed in writing with the client at the sole discretion of the firm. Wealth Management Fees are applied to all discretionary assets and may be applied to nondiscretionary assets. Accounts of legacy clients may be subject to different Wealth Management Fees.

Curi RMB may charge hourly financial planning fees and asset-based fees for advice regarding 401(k) and 529 Plans. With respect to retirement client assets in proprietary products or mutual funds managed by affiliates, Curi RMB must comply with applicable requirements of ERISA and/or the Internal Revenue Code. These requirements include, but are not limited to, disclosure and avoiding double fees for retirement plans and IRAs. Curi RMB will either waive the portion of the advisory fee that is attributable to the client's assets invested in a proprietary or affiliated product or rebate the client's advisory fee by an amount equal to the proprietary or affiliated product's fees associated with the total assets invested in such product. If the account is not charged an investment advisory fee by Curi RMB, it will not receive a rebate of the proprietary or affiliated product's fees.

Wealth Builder Fees

For Wealth Builder Services, the fees are 1.25% of assets under management charged quarterly in advance with a minimum fee of \$2,500 per year (\$625 per quarter). Curi RMB maintains the right to charge lower fees in certain circumstances, such as friends and family accounts.

Asset Management Fees (General)

Separately Managed Accounts – Wealth Management Clients

The fees below represent the advisory fees charged by Curi RMB for separately managed account services provided to Wealth Management clients. Such advisory fees are not all-inclusive, and clients are generally subject to additional fees and expenses as described herein, including the Wealth Management Fee. Certain strategies listed below have different minimum account size requirements. Please note the strategies we offer will change from time to time.

Core Fixed Income:

0.350%	First \$3.0 million
0.325	Next \$2.0 million
0.300	Next \$5.0 million
0.275	Next \$15.0 million
0.250	Over \$25.0 million

Core Equity Strategies:

0.500%	First \$3.0 million
0.475	Next \$2.0 million
0.450	Next \$5.0 million
0.425	Next \$15.0 million
0.400	Over \$25.0 million

Treasury Bill Strategy:

0.150%	First \$1.0 million
0.125	Next \$2.0 million
0.100	Over \$3.0 million

Innovators Strategy:

1.000%	First \$10.0 million
0.850	Next \$10.0 million
0.700	Over \$20.0 million

Small Cap Focus:

0.750%	First \$2.0 million
0.700	Next \$3.0 million
0.650	Next \$5.0 million
0.600	Next \$10.0 million
0.550	Over \$20.0 million

International Equity Strategy:

1.000%	First \$1.0 million
0.975	Next \$2.0 million
0.950	Next \$2.0 million
0.900	Next \$5.0 million
0.825	Next \$15.0 million
0.750	Over \$25.0 million

Multi-Asset Strategies²:

0.350%	First \$1.0 million
0.325	Next \$2.0 million
0.300	Next \$2.0 million
0.275	Next \$5.0 million
0.250	Over \$10.0 million

Separately Managed Accounts – Stand-Alone Basis

Curi RMB also offers certain investment strategies through separately managed accounts directly to certain clients on a stand-alone basis, outside of the Wealth Management Services. Such advisory fees are not all-inclusive, and clients may be subject to additional fees and expenses as described herein. Fees vary by strategy but range up to 1.00% of assets under management per annum and may be structured using breakpoints. Clients that are not full-service Wealth Management clients of Curi RMB, or clients that access these strategies through a third-party platform, will pay higher fees and be subject to higher account size minimums.

Private Funds

Clients invested in private funds managed by Curi RMB are generally subject to management fees charged by the private fund (collectively, the “Private Fund Fees”). The Private Fund Fees and expenses of each private fund managed by Curi RMB are fully described in the Confidential Private Placement Memorandum or other offering document for each private fund. Unless otherwise described in the offering materials, the Private Fund Fees payable to private funds managed by Curi RMB are in addition to our advisory fees. However, in certain circumstances, alternative fees for an investment in a private fund managed by Curi RMB may be negotiated between Curi RMB and clients receiving other investment advisory services from Curi RMB. Private Fund Fees generally range from a management fee of 0.5%-1.5% of the net asset value of the assets in the applicable private fund. The fees are paid in accordance with the description in the offering materials for the applicable private fund. A conflict of interest exists when Curi RMB

² Fees for Multi-Asset Strategies only apply to strategies that are maintained by Curi RMB Asset Management (legacy RMB Capital Management’s investment management team) and include actively managed individual securities.

causes clients to invest in investment products managed by Curi RMB and/or investment products advised or serviced by managers in which Curi RMB has a financial interest as Curi RMB is entitled to additional compensation with respect to such investments. Curi RMB has sought to mitigate this conflict as detailed below under “Conflicts of Interest.”

Curi RMB may also receive a performance-based fee, as specified in the offering materials.

Aside from Curi RMB’s affiliated private funds, clients may invest in unaffiliated private funds and other privately offered investment vehicles. Clients will be subject to management fees and/or other fees in addition to Curi RMB’s advisory fee, if applicable. The fees and expenses of each vehicle are fully described in the offering materials.

Investors in any privately offered vehicles must meet specific suitability and investor eligibility requirements in order to invest and specific opportunities may require higher levels of investment.

Mutual Funds

Curi RMB receives advisory fees in connection with Curi RMB-sponsored mutual funds. Information on the fees and expenses of Curi RMB-sponsored mutual funds is set forth in the applicable prospectus and offering materials for each fund.

Investments in mutual funds, closed-end funds, ETFs, structured products, and other pooled investment vehicles by advisory clients are subject to commissions, fees and expenses, including sales loads, each of which are disclosed in the applicable fund’s prospectus or offering documents. Such charges, fees and commissions are exclusive of and in addition to Curi RMB’s fees. Clients invested in mutual funds advised by Curi RMB are generally subject to the management fee charged by the mutual fund, in addition to Curi RMB’s advisory fees, although clients will not bear any sales load for any Curi RMB-sponsored mutual fund.

Third-Party Strategies

Curi RMB may employ a third-party manager to manage a portion of your account. If Curi RMB retains the third-party manager as a “sub-adviser” to your account, Curi RMB will typically pay the sub-advisory fee from your advisory fee payable to Curi RMB, but for certain sub-advisers there may be a separate written agreement between you and the sub-adviser to pay an additional amount directly to the sub-adviser.

Model Portfolio Services

For its model portfolio provider services, Curi RMB has agreements with program sponsors to provide model portfolios for a fee. Curi RMB’s model portfolio fees are negotiable and will vary from program sponsor-to-program sponsor, but typically takes the form of an annual percentage of the value of the program sponsor’s client assets managed pursuant to Curi RMB’s model portfolios.

Financial Planning Services

Curi RMB's financial planning and consulting fees are generally billed on a fixed fee basis, an hourly rate basis, or based upon a percentage per annum for services provided at any asset level, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s). In some cases, Curi RMB will provide its clients with tax consulting and preparation services as part of its financial planning fee or advisory fee. All fee arrangements are subject to negotiation.

Retirement Plan Services – Plan Sponsors

Curi RMB is compensated for its services either on a fixed fee basis or based upon a percentage of assets of the plan sponsor client's retirement plan. The amount of fees charged by Curi RMB, as well as the specific manner in which such fees are charged, are customized for each plan sponsor client and set forth in a written agreement with the plan sponsor client. Curi RMB's fees are negotiable and are dependent on the scope and depth of the services provided. Fees generally are payable in advance at the beginning of each quarter and are prorated to cover the period from either: (1) the time of execution of the advisory agreement, or (2) the effective date of the written agreement with the plan sponsor client through the expected completion of the project or the time period covered by the agreement. Clients either pay fees directly to Curi RMB or instruct their retirement plan service providers to deduct and remit the fees from the retirement plan assets or from excess revenue generated by the retirement plan's investments.

Since Curi RMB plan sponsor clients may have different fee structures and may pay different fees, there is an incentive for Curi RMB to focus its efforts on those clients that generate higher fees for Curi RMB. Curi RMB has procedures designed and implemented to help ensure that plan sponsor clients are treated fairly and to help mitigate this conflict.

Family Office Services

Family Office Services clients generally pay a fixed family office fee, which is generally negotiable depending on the individual needs of the client and the non-investment advisory services provided by Curi RMB. Where the client is also an advisory client, such family office fees are generally in addition to the wealth or asset management fee paid by the client.

Additional Fees and Expenses

Our fees are exclusive of administration expenses, brokerage commissions, transaction fees, fund expenses, custody fees and other related costs and expenses which shall be incurred by a client. Custody fees can and will vary depending on the client's chosen custodian. Custodian fees can also change from time to time. When there are such changes, Curi RMB will seek, to the extent possible, to negotiate the best rates possible for its clients. There is no guarantee that these negotiations will be successful. At any time, clients may ask for a copy of the current custodian fee schedule in place. All brokerage charges and related transaction costs are charged to the account(s) as they occur. Clients incur certain charges imposed by custodians, brokers, third-party managers and other third parties such as fees charged by managers, custodial fees, deferred

sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

When beneficial to the client, certain transactions may be effected through brokers other than the account custodian, in which event, except in situations in which the custodian has waived the additional fee, the client generally will incur both the fee (commission, mark-up/mark-down) charged by the executing broker and a separate “trade-away,” “step-out” and/or prime broker fee charged by the custodian. Clients should review custodial agreements for additional detail on the fees charged.

Private funds, mutual funds, closed-end funds, ETFs, structured products, and other pooled investment vehicles are subject to commissions, fees and expenses which are disclosed in the fund’s prospectus or offering documents. Such charges, fees and commissions are exclusive of and in addition to our advisory fee. Clients may be charged a sales load for any mutual funds where applicable.

Many funds offer multiple share classes available for investment based upon certain eligibility and/or purchase requirements. For instance, in addition to more commonly offered retail mutual fund share classes (typically, Class A (including load-waived A shares), B and C shares for mutual funds), some funds offer institutional share classes or other share classes specifically designed for purchase by an account for a fee-based investment advisory program. These share classes commonly feature higher transaction costs and/or minimum purchase criteria that limit availability to larger transactions. Curi RMB and its affiliates are not obligated to aggregate client investments for purposes of meeting institutional share class criteria or similar eligibility requirements. Accordingly, clients may not be invested in the share class (regardless of the type of fund structure – e.g., mutual fund, closed-end fund, hedge fund, private equity fund or other investment vehicle) with the lowest fees and/or lowest expense ratio for which a client may otherwise qualify.

Flourish Cash

Curi RMB will not assess a fee for a client’s participation in the Flourish Cash program. However, additional fees for the program may be assessed to you by Flourish and/or the Program Banks, as disclosed in the application and disclosure documents provided by Flourish. A client will not pay a fee to Curi RMB directly, for any deposits made with Flourish. Curi RMB will also not receive any portion of any fees assessed by Flourish for a client’s participation in the Flourish Cash program.

Private Investor Program

There is no separate fee charged for participation in the Program; however, assets invested as part of the Program will become part of the client’s assets under management and will be subject to Curi RMB’s standard wealth management fees. As described above, all recommendations made pursuant to this Program are non-discretionary and all investment decisions are made solely by the client.

Conflicts of Interest

Curi RMB charges different fees for its various services and products. This creates an incentive for Curi RMB to guide clients to products and services that generate higher fees for Curi RMB. Additionally, when allocating investment opportunities among its investment programs, products, and clients, Curi RMB has an incentive to favor the investment programs, products, and clients that generate the most revenue for Curi RMB, including its Asset Management products. In addition, when recommending the use of a third-party manager, Curi RMB has an incentive to recommend a manager which will result in the highest residual fee to Curi RMB, for example a manager in which Curi RMB maintains a financial interest. Curi RMB has procedures designed and implemented to help ensure that clients are treated fairly and to help prevent these conflicts from influencing selection of a client's investments and the allocation of investment opportunities among clients. See Item 6 "Performance-Based Fees and Side-by-Side Management" for a description of the conflicts of interest related to performance fees.

Our wealth advisors select the relevant policy benchmarks for certain types of clients, which may include affiliated products and other unaffiliated investment products. Although our wealth advisors do not receive any direct compensation for allocating client assets to affiliated products or managers in which Curi RMB maintains a financial interests, wealth advisors nonetheless have a conflict of interest in making such recommendations to the extent overall firm revenues increase.

With respect to retirement client assets in affiliated products or managers in which Curi RMB maintains a financial interest, Curi RMB must comply with applicable requirements of ERISA and/or the Internal Revenue Code. These requirements include, but are not limited to, disclosure and avoiding double fees for retirement plans and IRAs. Curi RMB will either waive the portion of the advisory fee that is attributable to the client's assets invested in the affiliated product or manager in which Curi RMB maintains a financial interests or rebate the client's advisory fee by an amount equal to the fees charged by the affiliated product or manager. If the account is not charged an investment advisory fee by Curi RMB, it will not receive a rebate of the fees of the affiliated product or manager.

Sales Based Compensation

As permitted by applicable law, Curi RMB may compensate employees for business development activity, including the attraction or retention of client assets. Certain personnel of Curi RMB are registered representatives of a non-affiliated, registered broker-dealer in connection with certain services provided to certain Curi RMB-sponsored mutual funds. Such personnel are entitled to receive transaction-based compensation from the broker-dealer for the sale of securities of the Curi RMB-sponsored mutual funds solely with respect to investors that are not advisory clients of Curi RMB. With respect to the Curi RMB-sponsored mutual funds, we seek reimbursement from the registered broker-dealer to cover the costs of base compensation for these registered representatives, if and when there are available excess 12b-1 fees.

Additional Fee Information Applicable Solely to Legacy Clients of Curi Capital

Legacy Clients receiving portfolio management services are typically charged an annual fee on assets under management not to exceed 1.00%. The specific fee to which a Legacy Client is

subject will be specified in the client agreement. Fees are generally assessed quarterly, in arrears, based on the value of assets as of the last business day of the previous calendar quarter. Any different fee methodology will be specified in the client agreement. Fees may be adjusted related to mid-quarter contributions and/or withdrawals, at Curi RMB's discretion. Legacy Clients whose assets are managed partially or in full by a sub-adviser selected by the Curi RMB, will pay an additional fee to the sub-adviser, as specified in the sub-adviser's disclosure brochure.

Accounts for a single household or related businesses may be aggregated in some circumstances for purposes of determining the overall fee for the relationship. In such cases, the aggregated accounts typically receive the benefit of a lower effective fee due to the combined level of assets.

Fees for retirement plans will be either a fixed annual fee billed quarterly in arrears, an annual percentage fee on plan assets based on the custodian's standard calculation methodology and payment remittance process (typically monthly or quarterly in arrears), or a one-time fee which is payable at the time of execution of the investment advisory agreement. The fee is documented in each retirement plan investment management agreement.

Fees for financial planning services are dependent on the facts and circumstances of each client's financial situation and the complexity of the financial plan or services requested. Fees will be paid either by the client's employer or by the client. Curi RMB will charge a fixed fee, a retainer fee, or a fee according to the client's household net worth (HNW) and household gross income (HGI) as well as whether the financial planning service includes a cash flow and retirement module and/or a family legacy and personal risk module.

Curi RMB reserves the right to, in its sole discretion, waive or reduce fees charged to any particular client.

Clients may request the fees owed to Curi RMB be deducted directly from the client's custodial account. If fees are deducted from a client's custodial account, the client must provide the account custodian with an authorization to have fees deducted from the account and paid directly to Curi RMB. In instances where a client has authorized direct billing, Curi RMB takes steps to ensure that the client's qualified custodian sends periodic account statements, no less frequently than quarterly, showing all transactions in the account, included fees paid to Curi RMB, directly to such clients. Clients should review account statements received from their account custodian and verify appropriate advisory fees are being deducted.

Curi RMB's client agreements are typically terminable by either party upon 10 business days' prior written notice, or as specified in the relevant agreement. In the event that an advisory agreement is terminated prior to the conclusion of a billing period, Curi RMB will bill a pro rata portion of fees based on the date of termination.

Curi RMB's fees are exclusive of brokerage commissions, transaction fees and other related costs and expenses that may be incurred by the client. Other fees and expenses may include, but are not limited to:

- Third-party manager, sub-adviser, and/or fund fees and expenses (including incentive fees, if applicable);
- Brokerage and trading costs and expenses and commissions;

- Third-party custodian fees;
- Fees and expenses of third-party private investment funds, mutual funds and exchange-traded funds; and
- Fees and expenses of money market funds that hold cash balances.

All fees paid to Curi RMB for investment advisory services are separate and distinct from the fees and non-advisory fees referenced above. More details related to the fees and expenses borne by clients who are invested in third-party private investment funds, mutual funds, and exchange traded funds are included in their respective offering documents.

Certain persons at Curi RMB maintain insurance licenses and/or securities registrations at Lion Street Financial, LLC and work with Curi Capital Insurance Solutions, LLC, MAI Insurance Solutions and other insurance agencies to facilitate the purchase of insurance products by clients. Curi RMB may recommend insurance solutions to clients as part of the financial planning process; however, no client is required to purchase insurance through Curi Capital Insurance Solutions, LLC, MAI Insurance Solutions, Lion Street Financial, or any other insurance agency Curi RMB may work with and/or recommend. No firm employee is directly compensated, in the form of commissions, from the insurance products they sell through Curi Capital Insurance Solutions, MAI Insurance Solutions, Lion Street Financial, or any other insurance agency; however, employees may derive economic benefit from insurance product sales as part of an annual bonus program. This creates a conflict of interest in that Curi RMB and its employees have an economic incentive to recommend insurance product sales to clients, but Curi RMB and its employees only make such recommendations when it is in a client's best interest. Certain firm employees may receive trail commission for insurance policies sold prior to their affiliation with Curi RMB. Curi RMB and its Supervised Persons may also receive gifts and/or entertainment from third parties, including third-party investment managers doing business or seeking to do business with Curi RMB, subject to the requirements of its Compliance Manual and Code of Ethics.

Item 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Curi RMB and its affiliates are entitled to receive performance-based compensation with respect to certain private funds it manages, as more fully described in the applicable governing documents. All performance-based compensation arrangements comply with Section 205(a)(1) of the Advisers Act. Performance-based compensation arrangements create an incentive for Curi RMB to make investments which are riskier or more speculative than those which would be made under a different fee arrangement, such as an advisory fee-only arrangement. In addition, performance-based compensation, as well as asset-based fees, vary among clients which pursue the same or similar investment strategies. Such fee arrangements create an incentive for Curi RMB to favor higher fee-paying accounts over other accounts in the allocation of investment opportunities. A similar conflict exists with respect to the management of accounts of Curi RMB and its affiliates and employees.

Curi RMB has adopted written policies and procedures designed to ensure clients are treated equitably over time with respect to the allocation of investment opportunities regardless of fee arrangement. In addition, we have adopted trading practices designed to address conflicts of interest inherent in proprietary and client discretionary trading. During periods of unusual market conditions, Curi RMB may deviate from its normal trade allocation practices. There can be no assurance, however, that all conflicts have been addressed in all situations.

From time to time, certain, clients may invest in private investments or limited investment opportunities. The allocation of these investments across client portfolios is generally not executed on a pro rata basis as a number of factors will determine whether the private or limited offering is appropriate or suitable for a client. These types of investment may also have investor eligibility requirements that must be met by any participating clients. Accordingly, such opportunities may be allocated based on another approach, including random selection, selection based on account size or another methodology. Factors which may impact the allocation, include but are not limited to account size, liquidity, investor qualification and risk tolerance. We note that private investments or limited investment opportunities may not be appropriate for smaller accounts, depending on factors such as minimum investment size, account size, risk, and diversification requirements, and accordingly may not be allocated such investments.

Many of our employees invest in the Curi RMB mutual funds, separately managed accounts or private funds managed by us. This creates an incentive for us to favor these products in the allocation of investment opportunities over other clients. We maintain investment, trade allocation and account valuation policies and procedures designed to address such conflicts of interest. Further, our Code of Ethics requires employees to put client's interests ahead of their own or Curi RMB's as well as reporting investments and transactions in mutual funds, private funds, and separately managed accounts we manage.

For more information on the risks of side-by-side management, please see Item 12 – "Brokerage Practices" below.

ITEM 7: TYPES OF CLIENTS

Curi RMB provides advisory services to individuals, corporate pension and profit-sharing plans, pooled investment vehicles, charitable organizations, foundations, endowments, mutual funds, private funds, corporations, government entities, Taft-Hartley funds, and other institutions. Curi RMB also provides model portfolio and sub-advisory services to unaffiliated investment advisers and their private funds.

Curi RMB also provides Retirement Plan Solution services to for-profit and non-profit employer organizations which sponsor and/or administer employee retirement plans, including defined benefit pension plans, defined contribution plans (such as 401(k), 403(b), and 457 plans), profit-sharing plans, and Taft-Hartley plans. RPS' clients are generally considered to be institutional clients and are named fiduciaries of the retirement plans they sponsor.

Curi RMB may impose minimum account size requirements with respect to certain of its advisory services. For legacy individual clients and small- and medium-sized institutions of RMB Capital, Curi RMB typically requires a minimum initial investment of \$1,000,000 or a minimum fee level of \$10,000 annually (\$2,500 per quarter) to establish an investment account. A minimum contribution for investment in an internally managed private fund for those clients who are qualified is set forth in the applicable offering documents. For institutional clients, a minimum investment of \$1,000,000 is generally required for investment in any internally managed strategy. In certain circumstances, Curi RMB will raise or lower the minimum investment amount or accept an initial investment below the established minimum at its discretion or in accordance with applicable law. For Wealth Builder Services, the fees are 1.25% of assets under management charged quarterly in advance with a minimum fee of \$2,500 per year (\$625 per quarter).

In addition, certain third-party managers may impose more restrictive account requirements and varying billing practices. In such instances, we may alter our corresponding account requirements and/or billing practices to accommodate those of the manager(s).

Please see the relevant offering materials for more information on the eligible investors and minimum investment amount for each fund managed by Curi RMB.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

Methods of Analysis and Investment Strategies

The following is a summary of the methods of analysis and investment strategies Curi RMB uses when formulating investment advice for clients. Please see the Private Placement Memorandum of each private fund managed by Curi RMB for more information regarding the fees, strategies, and risks related to an investment in these private funds. Please see the prospectus of each mutual fund advised by Curi RMB for more information regarding the strategies, fees, and risks related to an investment in these mutual funds.

Curi RMB primarily uses fundamental analyses and active management strategies; however, Curi RMB will consider other strategies such as quantitative and technical analyses and passive or indexed strategies. Within a client's portfolio, we may employ one or more of the strategies detailed below as well as other investment strategies. Within a strategy, Curi RMB may invest in individual securities, utilize other managers through separate accounts and/or invest in funds.

Curi RMB has developed a proprietary risk analysis tool that seeks to help institutions understand the risks associated with expected return which could result in better informed active manager selection. The tool also allows multiple portfolios to be aggregated to assess the overall risk associated with the plan's total allocation to equity. With improved insights as to the forward-looking risks inherent in a portfolio, this knowledge may be applied to assess that each manager's skill is aligned with the risks that are being taken and reflects the intended risks within the overall allocation.

Wealth Management Services

Curi RMB may construct portfolios for our clients using a mix of individual stocks, bonds, ETFs, exchange-traded notes, closed-end funds, mutual funds, structured notes, alternative investments, and Digital Assets (as defined below). Curi RMB will manage its clients' assets through the direct purchase of securities, by allocating to other managers and/or by investing in a variety of funds. Each client's asset allocation is determined by their specific investment objectives and unique circumstances.

Within a client's portfolio, we may employ one or more of the strategies detailed below as well as other investment strategies. Within an investment strategy, Curi RMB may invest in individual securities, utilize other managers through separate accounts and/or invest in funds. Many of the strategies detailed below are offered through managed accounts with third-party managers and funds.

Investment Strategies

Equity Strategies (Domestic and International)

Equity strategies generally follow a long-only bottom-up, fundamental approach focused on finding investments with attractive risk/reward profiles.

For certain of its equity strategies, Curi RMB has incorporated certain material environmental, social and governance ("ESG") considerations in connection with Curi RMB's due diligence

practices, investment processes, and in the monitoring of portfolio investments, where appropriate. As part of this process, the investment team evaluates the general and industry-specific ESG factors that Curi RMB believes to be the most financially material to a company's short-, medium-, and long-term enterprise value. Consideration of such ESG-based factors is just one of the criteria considered when making investment decisions for accounts employing these strategies.

Fixed Income Strategies

Fixed income strategies generally follow a fundamental, relative value approach focused on capital preservation and income. Fixed income portfolios are generally invested in U.S. dollar denominated, investment-grade fixed income securities with short to intermediate durations.

Third-Party Investment Strategies

From time to time, we recommend that clients authorize the active discretionary management of a portion of their assets by and/or among certain third-party manager(s) where appropriate based upon the stated investment objectives of the client. When recommending or selecting a third-party manager for a client, we shall review information about the manager(s) such as its disclosure statement and/or material supplied by the manager(s) or independent third parties for a description of the manager's investment strategies, past performance and risk results to the extent available as detailed above.

Retirement Plan Services - Method of Analysis

Curi RMB's method of analysis follows a prudent and documented process to help ensure that its retirement plan sponsor clients meet the requirements of the "Prudent Man Rule" (as described in ERISA §404).

Curi RMB's investment research is based on interviews with investment managers and retirement plan service providers and includes subscriptions to third-party sources of information. Curi RMB's analysis includes searching databases of investment analytics and research information covering a substantial amount of investment products and securities. Such databases are also used in the ongoing performance monitoring of investment alternatives for retirement plan sponsors.

While we have confidence in the veracity of the information we receive, there is the risk that such information contains inaccuracies which could lead to improper or misguided recommendations.

Retirement Plan Services - Investment Strategies

The investment strategies recommended are those deemed to be appropriate, based on the client retirement plan's objectives, for the management of the retirement plan's assets. Generally, open-end mutual funds and/or other investment managers are recommended to allow reasonable diversification among asset classes and investment styles.

Retirement Plan Services - Investment Selection

Curi RMB employs an independent process when recommending investments for client retirement plans that mitigates most conflicts of interest and reduces risk and liability. First, Curi RMB works with each client to understand their investment objectives for the investment options

related to the client's retirement plan. Next, Curi RMB reviews the universe of investment options available to start our screening process. Our screening process includes:

1. Reviewing investments in our analytic system and remove any mutual funds that are not scoring appropriately (i.e., generally less than 7 in our 10-point scoring system);
2. Completing additional quantitative analysis to identify finalists for recommendation. This recommendation includes factors specific to the category of retirement plan investments requested by the client;
3. Performing a qualitative screening that includes, if practicable, an interview with the portfolio manager for the potential retirement plan investment to evaluate the portfolio manager's skills and identify any other potential issues.

Curi RMB believes that its evaluation and diligence process lead to retirement plan investment options that meet the attributes and investment objectives required by each client. As part of this process, Curi RMB documents the rationale for its recommendations in order to help the client meet its fiduciary obligations as retirement plan sponsor/administrator. In addition, Curi RMB also monitors its recommendations quarterly to help ensure that action is taken without undue delay, if necessary.

Curi RMB does not imply, represent, or warrant that its services or its methods of analysis can or will predict future results, identify market tops or bottoms, or insulate clients and their retirement plan participants from losses, including material losses due to major market corrections or crashes, or detect fraud or negligence on the part of the manager of any recommended retirement plan investment or any recommended service provider. No guarantees are provided that a client's goals or objectives or those of its retirement plan participants can or will be achieved.

Risk of Loss

All investments in securities and other financial instruments involve substantial risk of volatility (potentially resulting in rapid declines in market prices and significant financial losses) arising from any number of factors that are beyond the control of Curi RMB. Legal, tax, and regulatory changes could occur which, in certain cases, materially adversely affect the ability of an account to pursue its chosen investment strategies or achieve its investment objective.

Although Curi RMB believes that its investment program should mitigate the risk of loss through a careful selection and monitoring of investments, an investment is nevertheless subject to potential financial losses, including possible loss of the entire amount invested. There is no guarantee or representation made that an investment will be successful, and the investment results will vary substantially over time.

In addition to the general investment risks listed herein, there are additional material risks associated with the types of strategies, mutual funds and private funds in which your account invests from time to time. Please refer to the relevant prospectus or private placement memorandum for more information regarding risk factors for a particular investment in a mutual or private fund.

The success of client positions depends in large part on Curi RMB's ability to accurately assess the fundamental value of those positions. An accurate assessment of fundamental value depends on a complex analysis of a number of financial and legal factors. No assurance can be given that Curi RMB will be in a position to assess the nature and magnitude of all material factors having a bearing on the value of client positions, or that Curi RMB will accurately assess the impact of all factors of which it is aware.

As with any other methods used to make projections into the future, there are several risks associated with this method, which may result in the client not being able to achieve their financial goals. These risks include: expected future cash flows do not match those used in the analysis; rates of return fall short of the estimates used in the simulation; inflation will exceed the estimates used in the simulation; or that tax rates will be higher than was assumed in the analysis.

Depending on the different types of investments and strategies employed for your account, there are varying degrees of risk (please note that this is not a comprehensive list of all the potential risk associated with your investments and the strategies employed):

- **General Economic and Market Conditions**

The success of a portfolio's activities may be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws and national and international political circumstances. These factors may affect the level and volatility of securities prices and the liquidity of certain investments. Unexpected volatility or illiquidity could impact a portfolio's profitability or result in losses.

- **Equity**

Curi RMB expects to invest client assets in equity and equity derivative securities. The value of these securities generally will vary with the performance of the issuer and movements in the equity markets. As a result, clients will likely suffer losses if Curi RMB selects equity securities of issuers whose performance diverges from Curi RMB's expectations or if the equity markets generally move in a single direction and Curi RMB has not anticipated such a general move.

- **Company Risk**

There is always a level of company or industry risk when investing in stock positions. This is referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that a company will perform poorly or that its value will be reduced based on factors specific to it or its industry.

- **Long Positions**

The success of the long positions established by Curi RMB will depend in large part on the Curi RMB's ability to accurately assess the fundamental value of those positions. An accurate assessment of fundamental value depends on a complex analysis of a number of financial and legal factors. No assurance can be given that Curi RMB will be in a position to assess the nature and magnitude of all material factors having a bearing on the value of the long positions, or that Curi RMB will accurately assess the impact of all factors of which it is aware.

- **Short Selling**

The principal risk in selling a particular security short is contrary to Curi RMB's expectation, the price of the security will rise, resulting in a loss equal to the difference between the cost of acquiring the security (for return to the lender) and the net proceeds of the short sale. This risk of loss is theoretically unlimited since there is theoretically no limit on the price to which the security sold short may rise. In addition, an account would be responsible for the payment of any accrued interest on a bond it has sold short while the short sale is outstanding.

- **Trading in Non-U.S. Companies and Markets**

Trading in the securities of a non-U.S. companies involve certain considerations not usually associated with trading in securities of U.S. companies, such as general social, political, and economic uncertainty and instability; adverse diplomatic developments; the small size of some markets in foreign countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; fluctuations in the rate of exchange between currencies and costs associated with currency conversion etc. In addition, disclosure, accounting, reporting standards, and regulation authorities that prevail in foreign countries are generally not equivalent to United States standards.

- **Small- and Medium-Capitalization Companies**

Depending on the strategy, Curi RMB invest assets in the stocks of companies with small- to medium-sized market capitalizations. While Curi RMB believes they often provide significant profit opportunities, those stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than investments in stocks of larger companies. For example, prices of small-capitalization and even medium-capitalization stocks are often more volatile than prices of large-capitalization stocks, and the risk of bankruptcy or insolvency of many smaller companies is higher than for larger, "blue-chip" companies. In addition, due to thin trading in some small-capitalization stocks, an investment in those stocks is likely illiquid (see discussion below).

- **Sector Focus Risk**

Portfolios may be more heavily invested in certain sector or industries, which may cause the value of their investments to be especially sensitive to factors and economic risks that specifically affect those sectors and may cause the value of the portfolios to fluctuate. Certain sectors in which the portfolios invest are continuously evolving and are subject to rapid technological and regulatory change. The success of any business operating in these sectors is, to a large extent, dependent on its ability to acquire, develop, adopt, and exploit new and existing technology and strategies and to distinguish its products and services from those of its competitors. The acquisition, development, adoption, exploitation and distribution of new and existing technology and strategy may take longer periods of time and may require significant capital investment. In addition, the success of any business in these sectors is dependent on its ability to anticipate and adapt to regulatory change. These sectors are also characterized by intense competition.

- **Management Risk**

Judgments about the value and potential appreciation of a particular investment may be wrong and there is no guarantee that the investment will perform as anticipated. The value of any single investment can be more volatile than the market as a whole or Curi RMB's intrinsic value approach may fail to produce the intended results. There is dependence on the

diligence, skill and business contacts of Curi RMB's investment advisory personnel for the execution of Curi RMB's strategies. Curi RMB's future success depends, to a significant extent, on the continued service and coordination of the underlying managers and the companies in its investment portfolios.

- **Environmental, Social and Governance Considerations**

Certain investment strategies employed by Curi RMB take into account certain applicable ESG factors. Incorporation of ESG factors into the investment process may cause Curi RMB to make different investments on behalf of an account, and result in different exposures to various issuers and industries, than accounts that do not incorporate such considerations into their strategy or investment processes. This may affect an account's performance depending on whether certain investments are in or out of favor, and the account's investment performance could be different compared to accounts that do not incorporate ESG considerations. When evaluating an issuer, Curi RMB is dependent on information or data obtained through voluntary or third-party reporting that may be incomplete, inaccurate, or unavailable, which could cause Curi RMB to incorrectly assess an issuer's ESG practices. Because ESG factor analysis is used as one part of Curi RMB's overall investment process, the account may still invest in securities of issuers that many or all market participants view as having a high ESG risk profile.

- **Fixed Income Risk**

Investing in bonds involves the risk that the issuer will default on the bond and be unable to make payments. In addition, individuals depending on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk. The fixed income instruments purchased by a client are subject to the risk that market values of such securities will decline as interest rates increase. These changes in interest rates have a more pronounced effect on securities with longer durations. Fixed income securities are also subject to reinvestment risk in that if interest rates are falling during a period of reinvestment returns will be lower. Interest rate risk increases as portfolio duration increases. Reinvestment risk increases as portfolio duration decreases.

- **Credit Risk**

Credit risk is the risk that the issuer or guarantor of a debt security or counterparty to the portfolio's transactions will be unable or unwilling to make timely principal and/or interest payments, or otherwise will be unable or unwilling to honor its financial obligations. If the issuer, guarantor, or counterparty fails to pay interest, the portfolio's income may be reduced. If the issuer, guarantor, or counterparty fails to repay principal, the value of that security and the value of the portfolio may be reduced.

- **Non-Investment Grade Bonds**

Depending on the strategy, a client account will invest in bonds (commonly known as "junk bonds") that are of below investment grade quality (rated below Baa3 by Moody's Investors Service, Inc. or below BBB- by Standard & Poor's Ratings Group and Fitch Ratings or, if unrated, reasonably determined by Curi RMB to be of comparable quality ("non-investment grade bonds"). An account's investments in non-investment grade bonds are predominantly speculative because of the credit risk of their issuers. While normally offering higher yields,

non-investment grade bonds typically entail greater potential price volatility and will likely be less liquid than investment grade securities.

Analyses of the creditworthiness of issuers of non-investment grade bonds will likely be more complex than for issuers of investment grade instruments. Credit quality of non-investment grade issuers can change suddenly and unexpectedly, and even recently issued credit ratings will likely not fully reflect the actual risks posed by a particular non-investment grade instrument.

Ratings assigned by a rating agency (e.g., Moody's, S&P and/or Fitch) to securities acquired in a portfolio reflect only the views of those agencies. Explanations of the significance of ratings should be obtained from Moody's, S&P and Fitch. No assurance can be given that ratings assigned will not be withdrawn or revised downward if, in the view of the rating agency, circumstances so warrant. A lower rating may adversely affect the value of the security acquired by a portfolio, thereby adversely affecting the value of the portfolio.

- **Distressed Securities**

An account, depending on the strategy, will invest in securities of companies that are experiencing or have experienced significant financial or business difficulties. Distressed securities may generate significant returns for an account, but also involve a substantial degree of risk. In certain circumstances, an account will lose a substantial portion or all of its investment in a distressed company or be required to accept cash or securities with a value less than an account's original investment. Depending on the circumstances, such investments also will be adversely affected by state and federal laws and the laws of non-U.S. jurisdictions. The market prices of such investments are also subject to abrupt and erratic market movements and above average price volatility, and the spread between the bid and asked prices of such investments will likely be greater than for non-distressed securities.

- **Private Debt Investments**

Certain client accounts will invest in privately issued secured and unsecured debt of both public and private companies. Private debt investments generally are of non-investment grade quality, frequently are unrated, and present many of the same risks as investing in non-investment grade loans and non-investment grade bonds. Whenever an account invests in companies that do not publicly report financial and other material information, it assumes a greater degree of investment risk and reliance upon the Curi RMB's ability to obtain and evaluate applicable information concerning such companies' creditworthiness and other investment considerations.

- **Interest Rates**

An account's investments will be subject to interest rate risk. Generally, the value of debt securities will change inversely with changes in interest rates. As interest rates rise, the market value of debt securities tends to decrease. Conversely, as interest rates fall, the market value of debt securities tends to increase. This risk will be greater for long-term securities than for short-term securities. In certain circumstances, an account will likely from time to time seek to hedge such risks (including through long or short investments in treasury securities or

derivative instruments), there is no assurance that such measures, even if implemented, will be effective.

- **Limited Experience in Certain Areas of the Credit Market**

To the extent that Curi RMB has limited experience in a particular area of the credit market which it determines offers an attractive investment opportunity for an account, Curi RMB may, but will be under no obligation to, arrange for outside advisors or other persons acting in similar capacities to advise an account on such areas in consideration for a fee or in certain circumstances an equity participation or share of the return on investments in such areas, which may be pursuant to a joint venture or similar arrangement. There can be no assurance that the limited experience of Curi RMB in any such additional area of the credit market will not result in a lower return than anticipated or a greater risk of loss on such investments even if Curi RMB arranges for outside advisors with experience in such areas to advise it.

- **Reliance on Corporate Management and Financial Reporting**

Many of the investment strategies implemented by an account rely on the information made available by the issuers in which it invests. Curi RMB will not necessarily have the ability to independently verify the information disseminated by the issuers in which an account invests and will consequently be dependent upon the integrity of both the management of these issuers and the financial reporting process in general. Recent events have demonstrated the material losses that investors in such an account can incur as a result of corporate mismanagement, fraud, and accounting irregularities.

- **Illiquid Investments**

Depending on the strategy, an account's assets may be invested in securities and other financial instruments or obligations for which a limited market exists. Because of the absence of any trading market for these investments, Curi RMB will likely take longer to liquidate these positions than would be the case for publicly traded securities. Although these securities, under certain circumstances, may be resold in privately negotiated transactions, the prices realized on such sales could be less than those originally paid. Further, companies whose securities are not publicly traded will likely not be subject to public disclosure and other investor protection requirements applicable to publicly traded securities. In addition, at various times, the markets for securities purchased or sold by an account, although organized and active, will likely nevertheless be "thin" or illiquid, making the purchase or sale of securities at desired prices or in desired quantities difficult or impossible. This lack of depth could be a disadvantage, both in the realization of the prices which are quoted and in the execution of orders at desired prices.

In addition, and depending on the strategy, the markets for some of the instruments that will be traded by an account will have limited liquidity and depth. This lack of depth could be a disadvantage, both in the realization of the prices which are quoted and in the execution of orders at desired prices. These investments usually have a long-term investment horizon (10 or more years). As such, investors may not be able to access the invested capital for an extended period of time.

- **Digital Assets**

We may recommend clients invest in third-party managers and their products that invest in virtual currencies, crypto-currencies, and digital coins and tokens (“Digital Assets”). The investment characteristics of Digital Assets generally differ from those of traditional currencies, commodities, or securities. Importantly, Digital Assets are not backed by a central bank or a national, supra-national or quasi-national organization, any hard assets, human capital, or other form of credit. Rather, Digital Assets are market-based: a Digital Asset’s value is determined by (and fluctuates often, according to) supply and demand factors, the number of merchants that accept it, and/or the value that various market participants place on it through their mutual agreement, barter or transactions.
- **Price Volatility of Digital Assets**

A principal risk in trading Digital Assets is the rapid fluctuation of market price. High price volatility undermines Digital Assets’ role as a medium of exchange as consumers or retailers are much less likely to accept them as a form of payment. The value of client portfolios relates in part to the value of the Digital Assets held in the client portfolio and fluctuations in the price of Digital Assets could adversely affect the value of a client’s portfolio. There is no guarantee that a client will be able to achieve a better than average market price for Digital Assets or will purchase Digital Assets at the most favorable price available. The price of Digital Assets achieved by a client may be affected generally by a wide variety of complex and difficult to predict factors such as Digital Asset supply and demand; rewards and transaction fees for the recording of transactions on the blockchain; availability and access to Digital Asset service providers (such as payment processors), exchanges, miners or other Digital Asset users and market participants; perceived or actual Digital Asset network or Digital Asset security vulnerability; inflation levels; fiscal policy; interest rates; and political, natural and economic events.
- **Digital Asset Service Providers**

Several companies and financial institutions provide services related to the buying, selling, payment processing and storing of virtual currency (i.e., banks, accountants, exchanges, digital wallet providers, and payment processors). However, there is no assurance that the virtual currency market, or the service providers necessary to accommodate it, will continue to support Digital Assets, continue in existence, or grow. Further, there is no assurance that the availability of and access to virtual currency service providers will not be negatively affected by government regulation or supply and demand of Digital Assets. Accordingly, companies or financial institutions that currently support virtual currency may not do so in the future.
- **Custody of Digital Assets**

Under the Advisers Act, SEC registered investment advisers are required to hold securities with “qualified custodians,” among other requirements. Certain Digital Assets may be deemed to be securities. Currently, many of the companies providing Digital Assets custodial services fall outside of the SEC’s definition of “qualified custodian”, and many long-standing, prominent qualified custodians do not provide custodial services for Digital Assets or otherwise provide such services only with respect to a limited number of actively traded

Digital Assets. Accordingly, clients may use nonqualified custodians to hold all or a portion of their Digital Assets.

- **Government Oversight of Digital Assets**

The regulatory schemes—both foreign and domestic—possibly affecting Digital Assets or a Digital Asset network may not be fully developed and subject to change. It is possible that any jurisdiction may, in the near or distant future, adopt laws, regulations, policies or rules directly or indirectly affecting a Digital Asset network, generally, or restricting the right to acquire, own, hold, sell, convert, trade, or use Digital Assets, or to exchange Digital Assets for either fiat currency or other virtual currency. It is also possible that government authorities may take direct, or indirect investigative or prosecutorial action related to, among other things, the use ownership or transfer of Digital Assets, resulting in a change to its value or to the development of a Digital Asset network.

- **International Investing Risk**

International investing, especially in emerging markets, involves special risks, such as currency exchange and price fluctuations, as well as political and economic risks.

- **Emerging Markets Risk**

The risks associated with foreign investments are heightened when investing in emerging markets. The governments and economies of emerging market countries may show greater instability than those of more developed countries. Such investments tend to fluctuate in price more widely and to be less liquid than other foreign investments.

- **Cash Management**

In managing the cash maintained in your account, we typically utilize the cash vehicle made available by the custodian. We also make available a cash management product offered by a third-party, as described in Item 4 herein. There may be other cash management options available to you with higher yields or safer underlying investments. While cash is generally safe, there is a risk that inflation may be higher than the yield on a particular cash product, and the real value of your cash balance may decrease.

- **Non-Diversification Risk**

If a strategy is “non-diversified,” its investments are not required to meet certain diversification requirements under federal law. A “non-diversified” strategy is permitted to invest a greater percentage of its assets in the securities of a single issuer than a diversified strategy. Thus, the strategy may have fewer holdings than other strategies. As a result, a decline in the value of those investments would cause the strategy’s overall value to decline to a greater degree than if the strategy held a more diversified portfolio.

- **Broad Investment and Trading Mandate**

The client agreement does not impose significant restrictions on Curi RMB’s investing and trading and permits an account to invest and trade in a broad range of securities and other financial instruments. Curi RMB expects that, under current market conditions, an account will focus on a specific investment strategy. Curi RMB, however, will engage in other strategies from time to time to take advantage of changing market conditions and investment opportunities, without notice. This could involve changes in the types of securities and other

instruments in which an account trades and invests, as well as changes in the markets in which such securities and other instruments trade. There can be no assurance that pursuing additional strategies, either in lieu of or in addition to the strategy described herein, would be successful or not result in losses.

- **Counterparties**

Some of the markets in which an account invests could result in the risk that a counterparty will not be able to settle a transaction with an account in accordance with its terms because of a credit or liquidity problem of the counterparty, thereby exposing an account to loss. In addition, in the case of a default by a counterparty, an account could become subject to significant losses while it attempts to execute a substitute transaction.

- **Treasury Inflation-Protection Securities (TIPS)**

Inflation-protected bonds typically have lower yields than conventional fixed-rate bonds. While TIPS may provide investors with a hedge against inflation, in the event of deflation, in which prices decline over time, the principal and income of inflation-protected bonds would likely decline in value.

- **Taxes**

The purchase and sale of securities in a taxable account may result in taxable events for clients. Depending on the length that securities are held in client accounts, the taxes may be either short or long-term and subject to different tax rates. The implementation of investment strategies chosen by clients and/or their advisors may not produce the most tax efficient results for clients. Clients should be prepared to accept this risk. Clients who are sensitive to potential tax liabilities should inform their advisor in advance or as circumstances change.

- **Mortgage and Asset Backed Securities**

Mortgage-backed securities represent direct or indirect participation in, or are collateralized by and payable from, mortgage loans secured by real property. The value of these securities may change more drastically than traditional debt securities due to the fact that they pay both principal and interest that can fluctuate during periods of changing interest rates. Asset-backed securities represent fractional interests in, or are secured by and payable from, pools of assets such as motor vehicle installment sales contracts, installment loan contracts, leases of various types of real and personal property and receivables from revolving credit agreements. Asset-backed securities have structures and characteristics similar to those of mortgage-backed securities; accordingly, they are subject to many of the same risks.

- **Government Securities**

U.S. Government securities are subject to interest rate and inflation risks. Not all U.S. Government securities are backed by the full faith and credit of the U.S. Government. Certain securities issued by agencies and instrumentalities of the U.S. Government are only insured or guaranteed by the issuing agency or instrumentality, which must rely on its own resources to repay the debt. As a result, there is the risk that these entities will default on a financial obligation.

- **Municipal Securities Risk**

Municipal securities are subject to various risks based on factors such as economic and regulatory developments, changes or proposed changes in the federal and state tax structure, deregulation, court rulings and other factors. Repayment of municipal securities depends on the ability of the issuer or project backing such securities to generate taxes or revenues. There is a risk that the interest on an otherwise tax-exempt municipal security may be subject to federal income tax.

- **ETF, Closed-End Fund and Mutual Fund Risk**

ETF, closed-end fund and mutual fund investments bear additional expenses based on a pro-rata share of operating expenses, including potential duplication of management fees. The risks of owning an ETF, closed-end fund or mutual fund generally reflect the risks of owning the underlying securities held by the ETF, closed-end fund or mutual fund. If the ETF, closed-end fund or mutual fund fails to achieve its investment objective, the strategy's investment in the fund may adversely affect its performance. In addition, because ETFs and many closed-end funds are listed on national stock exchanges and are traded like stocks listed on an exchange, (1) the strategy may acquire ETF or closed-end fund shares at a discount or premium to their net asset value, and (2) the strategy may incur greater expenses since ETFs are subject to brokerage and other trading costs. Since the value of ETF shares depends on the demand in the market, we may not be able to liquidate the holdings at the most optimal time, adversely affecting performance. Closed-end funds which are not publicly offered (also known as interval funds) provide only limited liquidity to investors. Accordingly, investments in interval funds can expose investors to liquidity risk, and that risk is greater in funds that invest in securities of companies with smaller market capitalizations, derivatives or securities with substantial market and/or credit risk.

- **Private Investment Vehicles Risk**

Client portfolios may be invested in other private funds, such as real estate funds, venture capital funds, private equity, real assets, private credit or other private pooled vehicles. Investments in a private fund may be subject to wide swings in value and may employ the use of leverage or hold illiquid securities. An investment in a private fund will not be liquid and may not have limitations on particular sectors, industries, countries, regions or securities. Because private investment vehicles are not registered investment companies, they are not subject to the same regulatory reporting or oversight as registered entities.

- **Real Estate Risks**

Investments in real estate are subject to various known and unknown risks, including unforeseen changes in local, national and global economy, dynamic shifts in the geopolitical environment, the financial conditions of tenants, changes in the number of buyers for a specific asset type or geography, increases in the supply of product relative to demand, changes in availability and terms of third party financing, increases in interest rates, real estate tax rates, energy prices, and other operating expenses, changes in environmental laws and regulations, zoning laws, service and overall returns, commodity and labor prices impacting the cost of construction, as well as acts of God, terrorism, labor shortages, material shortages, and uninsurable losses, and other factors that are beyond the control of Curi RMB. The acquisition, ownership, management, and disposition of property carries potential litigation risks, which could result in unexpected losses to the real estate fund.

- **REITs Risk**

The value of a strategy's investments in real estate investment trusts ("REITs") may change in response to changes in the real estate market. A strategy's investments in REITs may subject it to the following additional risks: declines in the value of real estate, changes in interest rates, lack of available mortgage funds or other limits on obtaining capital and financing, overbuilding, extended vacancies of properties, increases in property taxes and operating expenses, changes in zoning laws and regulations, casualty or condemnation losses, and tax consequences of the failure of a REIT to comply with tax law requirements. A strategy will bear a proportionate share of the REIT's ongoing operating fees and expenses, which may include management, operating and administrative expenses.

- **Options Transactions**

An option is a contract that gives the buyer the right, but not the obligation, to buy or sell a particular security at a specified price on or before the expiration date of the option. When an investor sells a call option, he or she must deliver to the buyer a specified number of shares if the buyer exercises the option. When an investor sells a put option, he or she must pay the strike price per share if the buyer exercises the option, and will receive the specified number of shares. The option writer/seller receives a premium (the market price of the option at a particular time) in exchange for writing the option. Options are complex investments and can be very risky, especially if the investor does not own the underlying stock. In certain situations, an investor's risk can be unlimited.

- **Other Risks**

Client accounts are also subject to investment style risk. A client account invested in one of our investment strategies involves the risk that the investment strategy may underperform other investment strategies or the overall market. For example, growth companies are generally more susceptible to market events and sharp declines in value than established companies. Value stocks may not increase in price, may not issue the anticipated stock dividends, or may decline in price based on the market's belief of the issuer's intrinsic worth.

Curi RMB does not offer any products or services that guarantee rates of return on investments for any time period to any client. All clients assume the risk that investment returns may be negative or below the rates of return of other investment advisers, market indices or investment products.

- **Absence of Registration**

Certain strategies that are offered through private funds are exempt from registration under the Securities Act provided by Regulation D. In addition, these private funds will typically rely on the "exclusion" from the definition of "investment company" for certain "private" investment companies provided by the Investment Company Act of 1940, as amended ("ICA"). As a result, these private funds have not registered and are not subject to regulation under the ICA or the Securities Act, and investors are not afforded the protections that such registration and regulation might provide.

- **Retirement Plan Services - Risk of Loss**

All investments in securities and other financial instruments involve substantial risk of volatility (potentially resulting in rapid declines in market prices and significant

losses) arising from any number of factors that are beyond the control of Curi RMB. Legal, tax, and regulatory changes could occur which in certain cases materially adversely affect the ability of an account to pursue its investment strategies or achieve its investment objective. Although Curi RMB believes that its recommendations should mitigate the risk of loss through a careful selection and monitoring of investments, an investment is nevertheless subject to loss, including possible loss of the entire amount invested. No guarantee or representation is made that an investment will be successful, and the investment results will vary substantially over time.

- **Cybersecurity and Business Continuity**

Curi RMB's information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by its professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes, and earthquakes. Although Curi RMB has implemented various measures to protect the confidentiality of its internal data and to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, Curi RMB will likely have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in Curi RMB's operations and result in a failure to maintain the security, confidentiality, or privacy of sensitive data, including personal information relating to clients. Such a failure could harm Curi RMB's reputation or subject it or its affiliates to legal claims and otherwise affect their business and financial performance. Curi RMB will seek to notify affected clients of any known cybersecurity incident that will likely pose substantial risk of exposing confidential personal data about such clients to unintended parties.

- **Allocations to third-party managers/sub-advisers and investors in private funds are subject to the following additional risks:**

Client portfolios may be invested in private investment vehicles, such as real estate funds, venture capital funds, private equity, real assets, private credit. Because private investment vehicles are not registered investment companies, they are not subject to the same regulatory reporting or oversight as registered entities.

Aggressive Investment Technique Risk – Curi RMB or a third-party manager will, from time to time for certain strategies, use investment techniques and financial instruments that are considered aggressive, including but not limited to investments in derivatives such as futures contracts, options on futures contracts, securities and indices, forward contracts, swap agreements and similar instruments. Such techniques may also include taking short positions or using other techniques that are intended to provide inverse exposure to a particular market or other asset class, as well as leverage, which can expose a client's account to potentially dramatic changes (losses or gains). These techniques may expose a client to potentially dramatic changes (losses) in the value of its allocation to the manager.

Liquidity and Transferability – Certain private funds offer their investors only limited liquidity and interests are generally not freely transferable. In addition to other liquidity restrictions, investments in private funds may offer liquidity at infrequent times (i.e., monthly, quarterly, annually or less frequently). Accordingly, investors in private funds should understand that they may not be able to liquidate their investment in the event of an emergency or for any other reason.

Possibility of Fraud and Other Misconduct – When a private fund invests in an underlying fund, the private fund does not have custody of the underlying fund's assets. Therefore, there is the risk that the underlying fund or its custodian could divert or abscond with those assets, fail to follow agreed upon investment strategies, provide false reports of operations, or engage in other misconduct. Moreover, there can be no assurances that all underlying funds will be operated in accordance with all applicable laws and that assets entrusted to underlying funds will be protected.

Counterparty Risk – The institutions (such as banks) and prime brokers with which a manager does business, or to which securities have been entrusted for custodial purposes, could encounter financial difficulties. This could impair the operational capabilities or the capital position of a manager or create unanticipated trading risks.

There can be no assurance that the methods described above will be successful or that clients will not suffer losses. Investing in securities involves risk of loss that clients should be prepared to bear. Private funds and mutual funds have different risks depending on the strategy implemented by the manager of the private funds and mutual funds. Please see the PPM or prospectus for a full list of risks associated with such investments.

Additional Information Applicable Solely to Legacy Clients of Curi Capital

The separately managed account investment philosophy employed by Curi RMB is typically based on the principles of asset allocation and diversification and emphasizes the tactical over/underweighting of asset classes and categories based on expected future risk-adjusted returns. In some cases, however, clients may select a specific, singular strategy for the management of their assets. For taxable accounts, the investment management decisions of Curi RMB are made in either a tax-aware or tax-sensitive manner, depending on the individual client's needs and preferences.

To research potential investments, Curi RMB gathers information from financial market analyses, inspection of research materials prepared by others, regulatory filings, industry data providers, governmental statistics offices and company annual reports. Curi RMB seeks to leverage the varied business experience and knowledge of its personnel and parent company personnel to achieve this objective by marshalling contacts across industries, as well as thoroughly research business opportunities within its areas of expertise.

In the development of investment plans for separately managed account clients, including the recommendation of an appropriate asset allocation and model portfolio(s), Curi RMB relies on an analysis of the client's financial objectives, current and estimated future resources and liquidity or income requirements, and tolerance for risk or short-term portfolio drawdowns. To derive a

recommended asset allocation, Curi RMB may use a combination of historical class and index returns, expected future returns and various software-based analysis.

Curi RMB attempts to limit the risk of capital loss, but all methods, strategies, and investments carry a risk of loss, including a total loss of principal.

Curi RMB's investment strategies are as follows:

- **Strategic Only** – ETF only portfolios with no tactical asset allocation, typically for accounts below \$50k. This strategy will only hold US Equity, International Equity, and Fixed Income asset classes.
- **IPS Strategies** – diversified asset allocations that are tactically managed and can hold ETFs, ETNs, mutual funds, and closed-end funds. Asset classes include US Equity, International Equities, MLPs, Real Estate, Alternatives, and Fixed Income.
- **Custom Portfolios** – generally following an IPS strategy based on a client's risk tolerance and investment objectives, but has exceptions that can include individual stocks and bonds, private investments and potentially other asset types.
- **Corporate or Muni Bond SMA** – sub-advised by third-party managers.
- **Individual Equity SMA** – sub-advised by third-party managers.
- **Private Investments** – currently includes allocations to Curi Capital Real Estate Income and Growth Fund I, SharpVue Real Estate Funds (2), and SharpVue private lending fund. This strategy will also include other third party managers.
- **KDI Core Equities (a "KDI Equity Strategy")** - the principal focus is on U.S. equities, with potential limited investments in equity securities of European and/or Canadian companies. This strategy typically holds 20-25 positions. Utilizing the flexibility to invest across all market caps, Curi RMB seeks to identify attractive risk-reward situations, concentrating clients' capital in exceptional opportunities that provide them a good margin of safety and the opportunity to exceed the returns of index funds over time. There are two versions of the KDI Core Equities strategy - one for taxable accounts and another for tax-exempt accounts.
- **KDI Highly Concentrated (a "KDI Equity Strategy")** - this strategy is employed to target certain foundations, corporations, family offices and endowments. The strategy will hold up to 15 intensely researched large and highly liquid mid-cap stocks and ADR's. KDI Highly Concentrated strategy seeks to identify companies and industries changing due to the impact of technology and to invest in those companies that will benefit from those changes.

ITEM 9: DISCIPLINARY INFORMATION

Item 9 is not applicable to us as we have no reportable material legal or disciplinary events.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Curi RMB has relationships and arrangements that are material to our advisory business or to our clients with related persons that provide a variety of financial services and products, as detailed below. When appropriate for a client, Curi RMB uses and/or recommends the services and products offered by Curi RMB's affiliates when appropriate for a client.

Curi RMB's majority owner is Curi Capital, LLC, a wholly owned subsidiary of MMIC Investment Holdings, Inc. ("MMIC"). MMIC is a wholly owned subsidiary of Curi Holdings, Inc. (FKA Medical Mutual Holdings) which also owns Medical Mutual Insurance Company of North Carolina ("Medical Mutual"). Medical Mutual provides professional liability insurance to physicians and medical practices. Curi RMB provides investment management services to Medical Mutual and its affiliates, existing policyholders of Medical Mutual and to independent clients unrelated to Medical Mutual. Curi RMB's affiliation with Medical Mutual creates a financial incentive for Curi RMB to favor Medical Mutual affiliated accounts or Medical Mutual policyholder investment accounts. Curi RMB has procedures designed and implemented to ensure that all clients are treated fairly, and to prevent this potential conflict from influencing the allocation of investment opportunities among clients.

Affiliated Products

Where determined appropriate for a client, Curi RMB uses and/or recommends affiliated products, services and private funds of Curi RMB ("Affiliated Products") to clients. Curi RMB has an incentive to recommend Affiliated Products over similar unaffiliated options as a result of the conflicts described below. Curi RMB has sought to mitigate this conflict by disclosing such fees to clients and not sharing any revenue from the Affiliated Products with the wealth advisors who select client investments, although certain wealth advisors are partners of Curi RMB who share in the overall profits of Curi RMB. Some, but not all, of the conflicts of interest of Curi RMB's recommendation of Affiliated Products include the following:

- Curi RMB and its affiliates generally receive an investment management fee and, depending on the Affiliated Product, performance-based compensation with respect to its management of the Affiliated Product. Except as noted herein, fees charged with respect to Affiliated Products are in addition to the wealth management fees charged by Curi RMB. Generally, all or a portion of the revenues earned by Curi RMB affiliates ultimately flow to Curi RMB.
- A client that invests in an Affiliated Product will pay the client's pro rata share of the expenses of the Affiliated Product.
- An Affiliated Product may offer limited or no liquidity, and thus clients of Curi RMB may be holding the investment for an indefinite period of time. Even if the client terminates its relationship with Curi RMB, it may be unable to withdraw from the Affiliated Product.

- The investment strategies employed by an Affiliated Product may be volatile and utilize leverage. Therefore the risk of loss is increased. Any investor in an Affiliated Product could lose all or a substantial portion of their investment.
- Curi RMB and its affiliates may share revenues and expenses.
- Persons associated with Curi RMB may own a significant amount of an Affiliated Product, and may be subject to preferential terms such as waived or reduced management or performance-based compensation.

Related Persons

Curi RMB has certain relationships or arrangements with related persons that are material to its advisory business or its clients. Below is a description of such relationships and some of the conflicts of interest that arise from them. Curi RMB has adopted policies and procedures reasonably designed to prevent, limit, or mitigate conflicts of interest that may arise between Curi RMB and its related persons.

Affiliations With Broker-Dealers

Certain personnel of Curi RMB are registered representatives of a non-affiliated, registered broker-dealer in connection with certain services provided to certain Curi RMB-sponsored mutual funds. Such personnel are entitled to receive transaction-based compensation from the broker-dealer for the sale of securities of the Curi RMB-sponsored mutual funds solely with respect to investors that are not advisory clients of Curi RMB. In addition, certain officers of the mutual funds are affiliated with Curi RMB, which presents a conflict of interest due to competing priorities.

Affiliations with Investment Companies

Curi RMB has arrangements that are material to its advisory business with affiliated investment companies. Curi RMB serves as the investment adviser to affiliated mutual funds.

Certain of our affiliates serve as the general partner, managing member, and/or investment manager of private funds. Where appropriate, we and our affiliates solicit clients to invest in these vehicles. In addition, we, or an affiliate are generally entitled to receive management fees, administrative fees and/or performance-based compensation for investments made by clients in the private funds.

A Curi RMB employee currently serves as an Independent Trustee for the Nationwide Mutual Funds (NMF) and the Nationwide Variable Insurance Trust (NVIT) and chair of the Board. The employee is compensated by NMF and NVIT for his service as an Independent Trustee and chair.

While the employee does not derive a direct financial benefit from any investment in a Nationwide fund, the firm may allocate client assets to, or recommend that clients invest in, the Nationwide mutual funds, which may be viewed as a conflict of interest. In addition, potential conflicts of interest may arise in respect of decisions to dispose (or not to dispose) of Nationwide

products in a client's portfolio. The firm has a process in place whereby if the employee receives material, non-public information regarding the Nationwide mutual funds as a result of service on the board, the employee and the firm may be prohibited for a period of time from making certain investment recommendations in respect of any client's holdings of the Nationwide mutual funds, and such restrictions may disadvantage the firm's clients.

Affiliations with Other Investment Advisers

Curi RMB is entitled to receive certain periodic payments from Iron Road Capital Partners, LLC ("Iron Road"), a manager of private funds that is an exempt reporting adviser with the SEC and principally owned and controlled by former employees of Curi RMB. In addition, Iron Road provides operational and administrative services to private funds managed by other advisers in exchange for a support services fee. Certain clients of Curi RMB currently, and may in the future, hold investments in private funds advised or serviced by Iron Road. Curi RMB has a conflict of interest in recommending private funds advised or serviced by Iron Road to clients as Curi RMB is entitled to receive certain periodic payments from Iron Road.

Affiliation with Insurance Agencies

Certain persons at Curi RMB maintain insurance licenses and/or securities registrations at Lion Street Financial, LLC and work with Curi Capital Insurance Solutions, LLC, MAI Insurance.

Solutions and other insurance agencies to facilitate the purchase of insurance products by clients. Curi RMB may recommend insurance solutions to clients as part of the financial planning process; however, no client is required to purchase insurance through Curi Capital Insurance Solutions, LLC, MAI Insurance Solutions, Lion Street Financial, or any other insurance agency Curi RMB may work with and/or recommend. No firm employee is directly compensated, in the form of commissions, from the insurance products they sell through Curi Capital Insurance Solutions, MAI Insurance Solutions, Lion Street Financial, or any other insurance agency; however, employees may derive economic benefit from insurance product sales as part of an annual bonus program. This creates a conflict of interest in that Curi RMB and its employees have an economic incentive to recommend insurance product sales to clients, but Curi RMB and its employees only make such recommendations when it is in a client's best interest. Certain persons at Curi RMB may receive trail commission for insurance policies sold prior to their affiliation with Curi RMB.

Other Relationships or Affiliations

Certain employees of a Curi RMB branch office provide limited real estate services to a limited number of clients through a real estate company licensed in their state. These employees generally offer property management services and other real estate services to their clients. These employees do not engage in the business of real estate brokerage. While these services are not currently offered to Curi RMB clients, certain legacy clients pay a fee for these services to a limited number of employees of Curi RMB.

Certain Curi RMB personnel are involved in other outside business activities, including board positions for institutions, charities, public companies, and investment funds. Curi RMB personnel have conflicts of interest in allocating their time and activity between Curi RMB and other

businesses with which they are associated. Curi RMB maintains policies and procedures designed to manage and monitor the conflicts of interests presented to Curi RMB and its clients by these activities.

Certain employees of Curi RMB may, from time to time, serve in an executive position for a family investment partnership. These family investment partnerships are legacy clients of a Curi RMB branch. Curi RMB provides investment services to these family partnerships but does not solicit clients to invest who are not part of the extended family.

Additionally, legacy clients of an Curi RMB branch have invested in a fund of funds private equity partnership managed by an employee's family member. This employee receives no financial interest and does not have a relationship with this manager of the fund other than a family relationship.

Curi RMB has employees that are on the Board of Directors and/or act as Chairman for Investment Committees for several charitable and/or non-profit organizations. In these positions our employees could work with pension or investment consultants that Curi RMB also has a relationship with. In some situations, Curi RMB acts as an investment manager for the same charitable or non-profit organization. These potential conflicts of interest are fully disclosed to the charitable or non-profit organization prior to acceptance of any position. These outside directorships and/or committees are required to be reported to Curi RMB's Compliance Department.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Overview of Code of Ethics and Personal Trading

Curi RMB has adopted a Code of Ethics for all supervised persons of Curi RMB describing its high standard of business conduct and fiduciary duty to clients. In accordance with Section 204A of the Advisers Act, the Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material, non-public information by Curi RMB or any of its supervised persons. The Code of Ethics includes provisions relating to personal securities trading procedures, periodic employee reporting of personal securities holdings and transactions and pre-approval of certain investments, among other things. All supervised persons at Curi RMB must acknowledge the terms of the Code of Ethics as a new employee, annually, or as amended from time to time. Any violations or suspected violations of the Code of Ethics are encouraged to be brought to the attention of the Chief Compliance Officer or other members of the Compliance Department for review. If it is determined that an employee has violated the Code of Ethics, we will take such remedial action as is deemed appropriate. Sanctions may vary depending on the specific circumstances, but may include reprimand, limitation or prohibition of personal trading, suspension, or termination of employment.

From time to time, employees or related persons of Curi RMB will invest in securities that are also held in client accounts. All transactions in these and other securities must comply with Curi RMB's Code of Ethics. The Code of Ethics requires, among other things, that employees and related persons of Curi RMB pre-approve all personal securities transactions except under certain limited circumstances. The adviser also has policies that further restrict employees' personal securities transactions by:

- Limiting the size of trade and ability to trade in such securities if Curi RMB is trading for client accounts on the same day;
- Requiring employees to report all personal trading and accounts to Curi RMB's Compliance Department for compliance review with these standards;
- Establishing minimum holding periods for any securities purchased for employee's personal accounts.

In certain circumstances and upon written request, Curi RMB may permit transactions in a security that would otherwise be prohibited under Curi RMB's Code of Ethics.

Curi RMB will provide a copy of its Code of Ethics to any client or prospective client upon request. Clients may request a copy by email at compliance@rmbcap.com or by phone at (312) 993-5800.

Participation or Interest in Client Transactions

Curi RMB does not directly buy or sell publicly traded securities for itself that it also recommends to clients, but accounts sponsored by Curi RMB, including its 401(k) plan, may hold and transact in such securities. Any such transactions that are directed by employees are subject to the requirements outlined in Curi RMB's Code of Ethics.

Our affiliates or related personnel may recommend to clients, or purchase or sell for client accounts, securities in which our affiliates or related personnel have a material financial interest. These include situations in which we, our affiliates or related personnel act as general partner (or in a similar capacity) in a private fund in which we solicit client investments and/or act as an investment adviser to an investment company that we recommend to clients. Curi RMB, its affiliates and their respective employees and officers may invest for their own accounts in various opportunities appropriate for investment by clients.

To address these potential conflicts and protect and promote the interests of clients, we employ the following policies and procedures:

- If we enter into a transaction on behalf of our clients that presents either a material or nonmaterial conflict of interest, the conflict should be prominently disclosed to the client prior to the consummation of such transaction.
- Employees must comply with our policy on the handling and use of material, non-public information (aka “inside” information).
- Employees must report certain personal securities transactions pursuant to our Code of Ethics.

From time to time, Curi RMB introduces clients to private funds managed by Curi RMB. In addition to investment management fees, depending on market conditions and the strategy, Curi RMB and its affiliates are generally entitled to receive performance-based compensation from such private funds. While Curi RMB has a financial incentive to recommend an investment in a private fund managed by Curi RMB, it will consider the suitability of the investment in light of the client’s specific situation, including any investment objectives and restrictions. In addition, Curi RMB will provide the client with the applicable Private Placement Memoranda for each private fund which outlines, among other things, the risks, fees, and conflicts of interest related to an investment in the private fund. Ultimately, clients retain final discretion and decision-making authority with respect to making an investment into a private fund managed by Curi RMB.

Curi RMB will also introduce their clients to the mutual funds that it manages which are distributed by an independent, third-party broker-dealer. Curi RMB has a financial incentive to recommend the mutual funds it manages; however, it will consider whether the mutual fund(s) is an appropriate investment for the client given the client’s specific situation, including any investment objectives and restrictions.

ITEM 12: BROKERAGE PRACTICES

Selection of Brokers

Curi RMB will suggest that the client use a particular broker-dealer to act as custodian for the funds and securities to be managed. In those cases, Curi RMB generally recommends a broker-dealer with whom Curi RMB has negotiated rates believed to be beneficial to Curi RMB and its clients. Clients are not required to use this broker/custodian or to utilize the negotiated fee schedules. Negotiated rates include both asset-based and transaction-based fees.

In determining the brokers through whom, and commission rates and other transaction costs at which, securities transactions for client accounts are to be executed, Curi RMB will generally seek to negotiate a combination of the most favorable commission and the best price obtainable on each transaction. However, Curi RMB will consider various additional factors when selecting a broker including, but not limited to, the nature of the portfolio transaction, size of the transaction, execution, clearing and settlement capabilities, desired timing of transactions, reliability, financial condition, confidentiality of trades, client direction and under appropriate circumstances, and the availability of research and research-related services provided.

Asset-Based and Transaction-Based Fees

When considering which fee option to choose (asset-based or transaction-based), several items should be considered. These include the frequency of trading, cash levels, and size of the account. For example, if a client elects to be charged an asset-based fee, it is generally anticipating a more actively managed account. In this case, the client accepts the risk that it could have been better off choosing transaction-based fees in the event the account has fewer transactions than was expected for that account. Similarly, if a client elects to be charged transaction-based fees, it is generally anticipating a less actively managed account and accepts the risk that it could have been better off electing an asset-based fee in the event the account experiences more frequent transactions than expected. An account being charged an asset-based fee will likely be invested temporarily in cash or cash equivalents, or otherwise not actively managed, for short periods of time as a result of decisions made by the clients or their adviser. Under these circumstances, the client acknowledges that the custodian continues to hold the account assets and accordingly continues to charge its custodial fees. A more detailed explanation of the types of considerations faced by a client that chooses an asset-based fee versus transaction-based fees is included in the asset-based pricing supplement of your Custodial Account Agreements.

Trade-Aways and Step-Outs

Trade-aways or step-outs are trades in accounts that are executed by a broker outside of their custodian. The broker receives a commission for executing the trade. The commission is a separate transaction cost which is charged in addition to the quarterly custodial fee charged by a Custodian.

Brokerage for Client Referrals

Curi RMB has arrangements with a number of broker-dealers that act as custodians for Curi RMB clients (each, together with its affiliates, a "Custodian"). Certain Custodians provide Curi RMB

with “institutional platform services.” The institutional platform services include, among other things, brokerage, custody, and other related services. The Custodians’ institutional platform services that assist Curi RMB in managing and administering client accounts include software and other technology that (i) provides access to client account data (such as trade confirmations and account statements); (ii) facilitates trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provides research, pricing, and other market data; (iv) facilitates payment of fees from its clients’ accounts; and (v) assists with back-office functions, recordkeeping, and client reporting. Clients and/or Curi RMB will select either asset-based or transaction-based custodial pricing at a Custodian, if offered.

The Custodians also offer other services intended to help Curi RMB manage and further develop its advisory practice. Such services include, but are not limited to, performance reporting, financial planning, contact management systems, third-party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants, and other third-party service providers who provide a wide array of business-related services and technology with whom Curi RMB will contract directly, if required.

There is a possibility that prime brokers or other executing brokers through their capital introduction groups with whom Curi RMB directs trades could introduce potential investors to the Private Funds or as clients. As a result, there would be the potential for conflicts of interest from Curi RMB’s relationship with such brokers. Curi RMB would evaluate each such relationship and consider any conflicts of interest which may result from these relationships to ensure (i) Curi RMB gets the best execution for client transactions and (ii) Curi RMB will not favor any such brokers over other comparable brokers that do not introduce clients.

Curi RMB is independently operated and owned and is not affiliated with any Custodian or other broker-dealer.

Each Custodian generally does not charge Curi RMB’s clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through the Custodian or that settle into the Custodian’s accounts (e.g., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Custodians will likely provide access to no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges to suitable clients.

Directed Brokerage

Clients have the option to direct us in writing to use a particular broker-dealer to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer, and we will not seek better execution services or prices from other broker-dealers or be able to “batch” client transactions for execution through other broker-dealers with orders for other accounts managed by us (as described below). As such, a client who directs brokerage should consider that they: (i) may pay higher commissions on some transactions than may be attainable by Curi RMB, or may receive less favorable execution of some transactions or both; (ii) may forego any benefit on execution costs that could be obtained for clients through negotiated volume discounts on bunched transactions; (iii) may not be able to participate in the allocation of a new issue, if the new issue shares are provided by another broker;

(iv) may receive execution of a particular trade after the execution of such trade for clients who have not directed the brokerage for their accounts; and (vii) may not experience returns equal to clients who have not directed brokerage for their accounts.

Trade Aggregation and Allocation

Curi RMB may, at its discretion, aggregate trades done for multiple accounts in order to reduce commissions and execution costs. Block trades are initiated on a sequencing basis beginning with the smallest block to the largest block. All accounts for whom trades are aggregated will receive an average execution price for the relevant trading block. In cases when a trade is not completed in a single day, Curi RMB will allocate the traded shares either randomly or pro-rata among all of the accounts in the trade block. The choice of an allocation method for a particular trade will be based on a variety of factors, including percentage of the trade completed, ability to settle the transactions efficiently and potential costs to clients.

With respect to the model portfolios, Curi RMB has implemented a rotation policy (“Rotation Policy”) to provide approximately equal preference to discretionary clients of Curi RMB that are managed pursuant to a model portfolio and clients to which Curi RMB provides model portfolio services. When Curi RMB makes an update to a model portfolio, the Rotation Policy provides a method of rotating the order in which Curi RMB communicates the changes to the model portfolio to applicable clients. The Trading Department, with consultation from the Investment Committee, is responsible for determining the rotation.

Even though Curi RMB utilizes the Rotation Policy, Curi RMB’s discretionary accounts and accounts to which Curi RMB provides model portfolio or non-discretionary services may trade the same securities at the same time. In these circumstances, Curi RMB will affect trading on behalf of its clients and deliver model providers portfolio updates in a manner which it believes to be fair and equitable. Due to the nature of the rotation process, trading for Curi RMB’s discretionary accounts may be conducted at the same time as trading being conducted by model sponsors or accounts where Curi RMB is not granted trading discretion. As a result, Curi RMB’s discretionary accounts may obtain more favorable execution prices than non-discretionary or model portfolio accounts or vice versa.

Competing Trades

Curi RMB’s various funds and trading strategies may trade in different positions from each other. For example, a private fund may trade and may continue to trade in securities and other financial instruments for the benefit of its investors which may not benefit the investors of another private fund and even if such trades compete with, occur ahead of or are opposite positions taken by the other private funds.

Curi RMB’s funds and trading strategies may also compete with each other to buy certain securities, including securities with limited availability. This competition may cause one or more funds or accounts to obtain fewer securities and/or pay higher prices than would otherwise be the case.

Research and Additional Benefits

In certain circumstances, Curi RMB will select brokers to execute trades for clients that provide certain “soft dollar” benefits to Curi RMB in exchange for client brokerage fees. Soft dollar benefits may include but are not limited to: (i) information services that report on the availability and potential buyers or sellers of securities; (ii) quantitative analytical software and other research-oriented software; (iii) research or fundamental analysis on individual companies, securities and/or sectors; (iv) bond analytics on fixed income portfolios, including duration, yield to maturity and convexity; (v) macro-economic research; (vi) global market news services and financial publications; and (vii) securities quotation and data systems for capital markets. Broker-dealers typically provide a bundle of services including research and execution of transactions to their customers.

In using research and related services from broker-dealers on a soft dollar basis, we are confronted with several inherent risks, including that we may choose a broker-dealer to execute trades that charges a higher commission than other possible broker-dealers. To manage and mitigate these risks, Curi RMB will limit its receipt of soft dollar benefits to those that meet the “safe harbor” under Section 28(e) of the Exchange Act – namely benefits relating to trading, research services, or seminars. Curi RMB also has a committee that monitors compliance with our best execution obligations, applicable law and individual client guidelines with respect to our use of “soft dollars.”

Currently, Curi RMB uses soft dollars generated on behalf of the private funds and client accounts custodied at Goldman Sachs & Co. (“GSCO” and such accounts, “GSCO SMA Accounts”)—but not client accounts custodied at Schwab or Fidelity—to acquire research brokerage services. However, research obtained with soft dollars will not always be utilized by Curi RMB for the specific private fund or GSCO SMA Account that generated the soft dollars. Because Curi RMB aggregates transactions for the private funds and GSCO SMA accounts, brokerage commissions are aggregated to brokers and therefore the research received from each broker may not be specifically tied to the private fund or GSCO SMA Account that generated the soft dollars. Curi RMB does not allocate the relative costs or benefits of research among the private funds and clients because it believes that the research they receive generally benefits all of the private funds and clients. In addition, the research obtained with soft dollars generated by the private funds and GSCO SMA Accounts may be used for the benefit of all clients, regardless of whether they are custodied at GSCO or elsewhere.

The use of soft dollars by Curi RMB in exchange for research benefits Curi RMB by giving Curi RMB a supplement to its own research and analysis activities from research staffs of other securities firms. It also gives Curi RMB access to individuals with expertise in specific companies, industries, and economic and market conditions. These research services are received primarily in the form of written reports, telephone contacts and one-on-one meetings with analysts and are used to aid Curi RMB in making investment decisions. Curi RMB may also use soft dollars generated with its prime broker to pay for other research services including historical company financial data and real time price quotes, information regarding stock transactions and ownership levels of management of companies that Curi RMB owns or is considering purchasing. In addition, Curi RMB may use soft dollars to pay for access to large networks of experts.

Our use of brokerage commissions to obtain research services creates a conflict of interest between us, because clients pay in the form of higher commissions for products and services that

are not exclusively for the benefit of such clients and may be primarily or exclusively for our benefit. To the extent that we are able to acquire these services without expending our own resources, our use of soft dollars would tend to increase our profitability. However, this creates a conflict of interest in that Curi RMB has an incentive to select a broker-dealer based on receiving such soft dollar benefits rather than on the interests of the Private Funds and GSCO SMA Accounts in receiving the most favorable execution. In addition, we do not limit soft dollar benefits to those client accounts generating such benefit, nor do we allocate soft dollar benefits to client accounts in proportion to the soft dollar credits the accounts generate.

For the sake of clarification, we use research to assist us in making our investment decisions, not just for those accounts whose commissions may be considered to have been used to pay for such research.

Curi RMB cannot place a specific dollar value on research services or other soft dollar benefits Curi RMB receives from broker-dealers for executing transactions. Because of this, Curi RMB may pay broker-dealers commissions for executing transactions in excess of amounts other broker-dealers would have charged for executing similar transactions. This will be done only if Curi RMB determines in good faith that these amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers.

There are some broker-dealers who make their proprietary research available at no cost to Curi RMB (i.e., no soft or hard dollar payments required). It appears that this is customary practice for these large, institutional broker-dealers as a result of the total amount of trading that Curi RMB conducts with such firms. If these firms begin to assess a fee for such research, Curi RMB will make an assessment of the research provided to determine which payment method would be appropriate given the perceived value of the research.

Cross Trades

In certain circumstances, Curi RMB may effect “cross” trades between client accounts through an unaffiliated broker/dealer at the prevailing market price. Curi RMB will effect such transactions only when it deems the transaction to be in the best interests of both client accounts. The manner of calculating the cross price is documented within policies and procedures adopted by Curi RMB as amended from time to time. The custodian may charge a service fee for crossing the trade. Curi RMB, as the investment adviser, receives no transactional compensation in regard to cross trades. In addition, Curi RMB executes buys and sells in the same security in different client accounts based on liquidity needs. Curi RMB does not cross those transactions for proprietary or principal accounts; rather the trades for proprietary or principal accounts are executed at current market prices.

Trade Errors

Curi RMB has policies to minimize the occurrence of trade errors and, should they occur, detect such trade errors, and take steps to resolve the error to make the client whole. Upon the timely discovery of a trade error, Curi RMB corrects the trade error. The trade error resolution process varies depending on the policies and practices of the custodian where the relevant client account

is maintained. Clients may obtain additional information about the trade error policies and practices applicable to their account by contacting Curi RMB.

Retirement Plan Services – Plan Sponsors

Curi RMB assists its plan sponsor clients with the selection of retirement plan service providers which may also be registered broker-dealers. Curi RMB's evaluation and subsequent recommendation of such a service provider is based solely on the entity's capabilities as a third-party administrator or recordkeeper and not on the entity's brokerage, trading or research capabilities. Curi RMB does not execute any trades for its plan sponsor clients or their underlying participants.

Additional Information Applicable Solely to Legacy Clients of Curi Capital

Curi RMB seeks to use a custodian/broker who will hold client assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. Curi RMB considers a wide range of factors, including, but not limited to:

- Combination of transaction execution services along with asset custody services (generally without a separate fee for custody);
- Capability to execute, clear and settle trades;
- Capabilities to facilitate transfer and payments to and from accounts (e.g. wire transfers, check requests, bill payment, etc.);
- Breadth of investment products made available (e.g. stocks, bonds, mutual funds, ETFs, etc.);
- Availability of investment research and tools that assist us in making investment decisions;
- Quality of services;
- Competitiveness of the prices of various servicers and willingness to negotiate fees, if appropriate;
- Reputation, financial strength and stability of the provider;
- Prior and anticipated service to us and our other clients; and
- Availability of other products and services that benefit us, as discussed below.

Should a client's portfolio include ETFs, individual stocks or bonds, Curi RMB has evaluated Charles Schwab & Co., Inc. ("Schwab"), Fidelity Brokerage Services, LLC ("Fidelity"), and Goldman Sachs & Co. ("GSCO"), FINRA registered broker-dealers, and believes that they will provide firm clients with a blend of execution services, transaction costs and professionalism that will assist Curi RMB in seeking best execution for transactions in these types of securities. In recommending the use of Schwab, Fidelity, or GSCO, it should be understood that best execution, while sought, may not be achieved and this practice may cost clients more money. Although the use of Schwab, Fidelity, or GSCO is essential to the service arrangements and capabilities of Curi RMB, in certain circumstances, Curi RMB may agree to manage accounts maintained by clients at other custodians. Curi RMB will accept such accounts to the extent that the custodian/broker has access to the securities Curi RMB selects for client accounts. Curi RMB reserves the right to decline acceptance of any client account that directs the use of a custodian/broker other than Schwab, or Fidelity, or GSCO.

Curi RMB participates in the Schwab Advisor Services Program and the Fidelity Institutional Services program each of which offers services to independent investment advisers. Curi RMB receives benefits from Schwab and Fidelity that it would not receive if it did not offer investment advice. Schwab and Fidelity provide Curi RMB with access to services designed to assist investment advisers that are not available to retail investors. These services are generally available to investment advisers at no charge as long as the amount of the adviser's managed client assets maintained at Schwab or Fidelity exceeds a certain threshold.

Schwab, Fidelity, and GSCO also make available to Curi RMB other products and services that benefit Curi RMB but may not benefit its clients' accounts. Some of these other products and services assist Curi RMB in managing and administering client accounts. These include software and other technology that provide access to client account data (e.g. trade confirmation and account statements), facilitate trade execution and allocation of aggregated trade orders for multiple client accounts, provide research, pricing information and other market data, facilitate payment of Curi RMB's fees from its clients' accounts, and assist with back-office functions, recordkeeping and client reporting. Many of these services may be used to service all or a substantial number of Curi RMB's clients' accounts.

Schwab, Fidelity, and GSCO may also make available to Curi RMB other services intended to help it manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. While as a fiduciary Curi RMB endeavors to act in the best interests of its clients, Curi RMB's preference that clients maintain their assets in accounts at either Schwab or Fidelity may be based in part on the benefit to Curi RMB of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the brokers, which may create a potential conflict of interest.

Directed Brokerage

The underlying investors of the private funds do not direct Curi RMB as to which brokers to use. The discretion as to the brokers used is completely controlled by Curi RMB. Portfolio management clients may from time to time direct Curi RMB which brokers to use. If Curi RMB accepts a client that direct the use of another custodian/broker, it should be understood that Curi RMB will not have the authority to negotiate commissions or obtain volume discounts and best execution may not be achieved. Trading client accounts through a broker other than the custodial broker may result in fees, including mark-ups and mark-downs, being charged by the custodian broker and the executing broker.

When Curi RMB recommends open-end investment company shares on a non-load basis, typically trading issues such as blocking trades, volume discounts, price negotiation and commissions do not apply to these transactions. When Curi RMB recommends other securities, Curi RMB will endeavor to aggregate multiple client orders. This practice could facilitate execution of the order at a better execution price and lower commission cost. In such instances, client accounts participating in the aggregated transaction will be charged the average price per unit for the security and transaction costs will be allocated pro rata among participating accounts. If an aggregated trade order is partially filled, all participating clients will receive a

pro rata share of the fill unless such distribution would result in minimal distributions to clients in which case those clients may be excluded from the allocation.

Best price is normally an important factor in this decision, but the selection also takes into account the quality of brokerage services, including such factors as the execution capability, financial stability, and clearance and settlement capability. Accordingly, transactions will not always be executed at the lowest available commission.

Curi RMB typically combines multiple orders for shares of the same securities purchased for discretionary advisory accounts (this practice is commonly referred to as “aggregated trading”). Curi RMB will then distribute a portion of the shares to participating accounts in a fair and equitable manner. Generally, participating accounts will pay a fixed transaction cost, if applicable, regardless of the number of shares transacted. In certain cases, each participating account pays an average price per share for all transactions and pays a proportionate share of all applicable transaction costs on any given day. In the event an order is only partially filled, the shares will be allocated to participating accounts in a fair and equitable manner, typically in proportion to the size of each client’s order. Accounts owned by Curi RMB or persons associated with Curi RMB may participate in aggregated trading with client accounts; however, such accounts will not be given preferential treatment.

For the KDI Equity Strategies, Curi RMB places market, limit price or volume weighted average price (VWAP) trade orders depending on the price target of established by Curi RMB. Market and limit price orders will be placed at the same time for all clients (private funds and portfolio management clients). VWAP orders will be placed for the largest clients first, currently the private funds and GSCO SMA Accounts. As trades on the VWAP orders are executed for the largest clients, trades will be placed pro-rata throughout the trading day for smaller clients to follow the trades of the largest clients.

Initial Public Offerings will be allocated according to the policy, to those clients who are able to participate in such offerings. In the event Curi RMB is only allotted a small number of shares, value of which would be 0.1% of total assets under management or less, and Curi RMB does not believe there will be an opportunity to purchase additional shares based on valuation, Curi RMB may choose to allocate the shares in another manner for example, to the client with the largest cash/total assets ratio.

Clients who place restrictions on their accounts (e.g. cash requirements, restrictions on positions, etc.) may not be able to participate in aggregated or blocked trades. These accounts may need to be traded separately and after the block trades have been submitted.

Mutual funds are sold with different share classes, which carry different cost structures. Each available share class is described in the mutual fund’s prospectus. When Curi RMB purchases or recommends the purchase of mutual funds for a client, Curi RMB selects the share class that is deemed to be in the client’s best interest, taking into consideration cost, tax implications, and other factors. When the fund is available for purchase at net asset value, Curi RMB will purchase, or recommend the purchase of, the fund at net asset value. Curi RMB also reviews the mutual funds held in accounts that come under our management to determine whether a more beneficial share class is available, considering cost, tax implications, and the impact of contingent deferred sales charges.

ITEM 13: REVIEW OF ACCOUNTS

For advisory clients, members of Curi RMB's Asset Management team including the Managing Director of Asset Management, Portfolio Managers, and Analysts review accounts on a regular basis. Members of Curi RMB's Wealth Management team review client accounts formally when any recommendations or financial plan changes are conveyed to clients and on a periodic basis (no less frequently than annually). The Wealth Management team may also review client accounts on an ad-hoc basis, depending on client inquiries and macro-economic conditions and/or to ensure client's asset allocations are within their tolerance ranges for the client's investment policy statement.

Members of Curi RMB's RPS team periodically monitor investments recommended to clients and provide periodic reports summarizing the client's retirement plan design, investment performance, and advisory fees. Curi RMB generally meets with clients on an annual basis to review the recent period's data, recommended changes and discuss possible changes in the client's investment objectives and needs. Plan sponsor clients must inform Curi RMB of any interim changes that would indicate a need to change investment recommendations.

See Item 15 for information on the content and frequency of client reports.

Investors in Private Funds will receive regular statements prepared by the applicable general partner or fund administrator.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

Referral Programs

As a result of Curi RMB's participation in referral programs sponsored by certain Custodians and their affiliates, Curi RMB has potential conflicts of interest including its decision to use certain Custodians for execution, custody, and clearing for certain client accounts, and Curi RMB has a potential incentive to suggest the use of a Custodian and its affiliates to its advisory clients, whether or not those clients were referred to Curi RMB by a Custodian or its affiliates. A Custodian will most likely refer clients to investment advisers that encourage their clients to custody their assets at such Custodian and whose client accounts are profitable to such Custodian. Consequently, in order to obtain client referrals from a Custodian, Curi RMB has an incentive to recommend to clients that the assets under management by Curi RMB be held in custody with such Custodian and to place transactions for client accounts with such Custodian. In addition, Curi RMB will generally agree not to solicit clients referred to it by one Custodian to establish brokerage or custody accounts at other custodians, except when Curi RMB's fiduciary duties require doing so.

There is no direct link between Curi RMB's participation in any referral program and the investment advice it gives to its clients, although Curi RMB receives economic benefits through its participation in referral programs that are typically not available to clients of a Custodian. These benefits at certain Custodians include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Curi RMB participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Curi RMB by third-party vendors. A Custodian may also have paid for business consulting and professional services received by Curi RMB's related persons. Some of the products and services made available by may benefit Curi RMB but may not benefit its client accounts. These products or services may assist Curi RMB in managing and administering client accounts, including accounts not maintained at the Custodian providing the benefit. Other services made available may be intended to help Curi RMB manage and further develop its business enterprise.

Curi RMB's participation in a referral program does not diminish its duty to seek best execution of trades for client accounts. Curi RMB has agreed that it will not charge clients more than the standard range of advisory fees disclosed in its Form ADV 2A Brochure to cover solicitation fees paid to as part of a referral program. As part of its fiduciary duties to clients, Curi RMB endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Curi RMB or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Curi RMB's recommendation for custody and brokerage services.

Affiliated Products

As previously described in Item 10, if we determine that it is appropriate based on the client's investment objectives and investor status, we will recommend that clients invest in an Affiliated Product. Affiliated Products are generally subject to fees in addition to and separate from the fees charged by Curi RMB. Clients are advised that a conflict of interest exists to the extent we recommend an investment in an Affiliated Product.

Other Compensation

We also compensate certain employees for business development activity, including for referring, attracting, and retaining client assets, in accordance with applicable law.

From time to time, we may receive indirect compensation from service providers or third-party vendors in the form of marketing support, reimbursement for client events, company due diligence meetings entertainment, tickets to sporting events and gift cards. When received, these occasions are evaluated to ensure they are reasonable in value and customary in nature to ensure their occurrence does not present any conflicts of interest.

Certain Curi RMB employees attend a limited number of conference meetings and other meetings sponsored by certain Custodians. These Custodians pay for the flight, hotel, and transportation expenses for these employees to attend these meetings. In addition, the Custodians or Curi RMB may pay for food and beverage expenses at periodic seminars conducted by Curi RMB and attended by clients and prospects.

Fidelity Wealth Advisor® Solutions

Curi RMB participates in the Fidelity Wealth Advisor Solutions® Program (the "WAS Program"), through which Curi RMB receives referrals from Fidelity Personal and Workplace Advisors LLC ("FPWA"), a registered investment adviser and Fidelity Investments company. Curi RMB is independent and not affiliated with FPWA or any Fidelity Investments company. FPWA does not supervise or control Curi RMB, and FPWA has no responsibility or oversight for Curi RMB's provision of investment management or other advisory services.

Under the WAS Program, FPWA acts as a solicitor for Curi RMB, and Curi RMB pays referral fees to FPWA for each referral received based on Curi RMB's assets under management attributable to each client referred by FPWA or members of each client's household. The WAS Program is designed to help investors find an independent investment advisor, and any referral from FPWA to Curi RMB does not constitute a recommendation or endorsement by FPWA of Curi RMB's particular investment management services or strategies. More specifically, Curi RMB pays the following amounts to FPWA for referrals: the sum of (i) an annual percentage of 0.10% of any and all assets in client accounts where such assets are identified as "fixed income" assets, by FPWA and (ii) an annual percentage of 0.25% of all other assets held in client accounts. In addition, Curi RMB has agreed to pay FPWA a minimum annual fee amount in connection with its participation in the WAS Program.

To receive referrals from the WAS Program, Curi RMB must meet certain minimum participation criteria, but Curi RMB may have been selected for participation in the WAS Program as a result of its other business relationships with FPWA and its affiliates, including Fidelity Brokerage Services, LLC (“FBS”). As a result of its participation in the WAS Program, Curi RMB may have a potential conflict of interest with respect to its decision to use certain affiliates of FPWA, including FBS, for execution, custody and clearing for certain client accounts, and Curi RMB may have a potential incentive to suggest the use of FBS and its affiliates to its advisory clients, whether or not those clients were referred to Curi RMB as part of the WAS Program. Under an agreement with FPWA, Curi RMB has agreed that it will not charge clients more than the standard range of advisory fees disclosed in its Form ADV 2A Brochure to cover solicitation fees paid to FPWA as part of the WAS Program. Pursuant to these arrangements, Curi RMB has agreed not to solicit clients to transfer their brokerage accounts from affiliates of FPWA or establish brokerage accounts at other custodians for referred clients other than when Curi RMB’s fiduciary duties would so require, and Curi RMB has agreed to pay FPWA a one-time fee equal to 0.75% of the assets in a client account that is transferred from FPWA’s affiliates to another custodian; therefore, Curi RMB may have an incentive to suggest that referred clients and their household members maintain custody of their accounts with affiliates of FPWA. However, participation in the WAS Program does not limit Curi RMB’s duty to select brokers on the basis of best execution.

Solicitors

Curi RMB utilizes a limited number of solicitors to refer clients to its advisory business and/or private funds managed by Curi RMB. Each unaffiliated solicitor retained by Curi RMB has executed a solicitation agreement or other similar agreement to serve as a solicitor for Curi RMB. Certain solicitors also provide software and other technology support to Curi RMB for compensation.

Clients referred by a third-party solicitor are subject to a conflict of interest, as the third-party solicitor is incentivized by the referral fee to refer clients to Curi RMB, as opposed to another adviser where no such referral fee is paid. Referral fees paid to a third-party solicitor are contingent upon a client engaging Curi RMB to provide investment management services.

Affiliated solicitors are not required to have a solicitation agreement. Curi RMB has policies and procedures in place to ensure that affiliated solicitors meet the requirements of Rule 206(4)-1 of the Advisers Act.

ITEM 15: CUSTODY

Except as outlined below, Curi RMB will not have custody over other funds or securities for advisory clients. All advisory client funds and securities will be held at a broker-dealer, bank, or other qualified custodians.

Curi RMB may also be deemed to have custody of client assets where Curi RMB operates under certain types of standing letters of authorization, where Curi RMB instructs custodians on a client's instruction to move assets to third parties, or where Curi RMB or its employees otherwise may have access to client assets. In such cases, Curi RMB will undergo an annual surprise examination of client assets by an independent auditor, to the extent required by applicable law.

In addition, in many cases we have the authority to debit our clients' custodial accounts for advisory fees. We are deemed to have custody of those assets if, for example, we are authorized and instructed by a client's custodian to deduct our advisory fees directly from the account or if we are granted authority to move money from a client's account to another person's account. At all times, the custodial bank maintains actual custody of those assets.

Clients should receive at least quarterly statements or links to their quarterly statements from the broker-dealer, bank, or other qualified custodian that holds and maintains clients' investment assets. These reports detail the performance of the accounts, portfolio holdings, and transactions. The relevant custodian(s) will also send information regarding account holdings, transactions, and cash flows directly to clients. Clients may also choose to receive trade confirmations directly from the custodian. Curi RMB urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Statements provided may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Private Funds

Curi RMB is deemed to have custody of the assets of the private funds it manages. The private funds are audited annually by an independent public accountant registered with and subject to regular inspection by the Public Company Accounting Oversight Board and the audited financial statements are distributed to all beneficial owners within 120 days, or 180 days for fund of funds, of the private fund's fiscal year end.

Retirement Plan Services – Plan Sponsors

Curi RMB does not have custody or any other form of access to its plan sponsor clients' assets or the assets of the retirement plans sponsored and/or administered by its plan sponsor clients. Such assets are held by the custodian of the applicable retirement plan for the exclusive benefit of the retirement plan's participants.

Wire Transfer and/or Standing Letter of Authorization

Curi RMB, or persons associated with Curi RMB, may effect wire transfers from client accounts to one or more third parties designated, in writing, by the client without obtaining written client

consent for each separate, individual transaction, as long as the client has provided us with written authorization to do so. Such written authorization is known as a Standing Letter of Authorization. An adviser with authority to conduct such third-party transfers on a client's behalf has access to the client's assets, and therefore has custody of the client's assets in any related accounts.

However, Curi RMB is not required to obtain a surprise annual audit, as would otherwise be required by reason of having custody, as long as Curi RMB meets the following criteria:

- Client provides written, signed instruction to the qualified custodian that includes the third party's name and address or account number at a custodian.
- Client authorizes Curi RMB in writing to direct transfers to the third party either on a specified schedule or from time to time;
- Client's qualified custodian verifies client authorization (e.g., signature review) and provides a transfer of funds notice to client promptly after each transfer;
- Client can terminate or change the instruction;
- Curi RMB has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party;
- Curi RMB maintains records showing that the third party is not a related party to Curi RMB nor located at the same address as Curi RMB; and
- Client's qualified custodian sends client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Curi RMB hereby confirms that it meets the above criteria.

ITEM 16: INVESTMENT DISCRETION

Curi RMB provides both discretionary and non-discretionary investment advisory services to its clients.

Discretionary Authority

Where investment discretion has been granted, Curi RMB supervises and manages the account and makes investment decisions without consultations with the client. Discretionary decisions include determinations regarding which securities are bought and sold for the account, the total amount of the securities to be bought and sold, the brokers with whom orders for the purchase or sale of securities are placed for execution and the price per share and the commission rates at which securities transactions are effected.

In some instances, Curi RMB's discretionary authority in making these determinations may be limited by conditions imposed by clients in their investment guidelines or objectives or in instructions otherwise provided to Curi RMB. Examples of common guideline restrictions include limitations prohibiting the purchase or sale of a particular security or type of security or directing transactions to be effected with specific brokers or dealers. Specific client investment restrictions may limit our ability to manage those assets like other similarly managed portfolios. This may impact the performance of the account relative to other accounts and the benchmark index. These clients are informed that their restrictions may impact performance.

Non-Discretionary Authority

To the extent Curi RMB manages a client's account on a non-discretionary basis, Curi RMB will make investment recommendations to the client as to which securities are to be purchased or sold, and the amounts to be purchased or sold. Upon approving the recommended transactions, the client may request that Curi RMB direct the execution of purchase or sale orders to implement the recommended transactions for the client's account.

Curi RMB then may be given authority to determine the brokers or dealers through which the transactions will be executed, and the commission rates, if any, paid to effect the transactions. As noted above with respect to discretionary accounts, the client may direct that their transactions be effected with specific brokers or dealers. Generally, trading for non-discretionary accounts will not be aggregated with trading for discretionary accounts. Clients under non-discretionary arrangements should be aware that if Curi RMB is not able to aggregate such trades, non-discretionary accounts will be traded after trading for discretionary accounts is executed which may result in inferior execution prices for those trades.

Curi RMB will not exercise discretion when determining whether to make an investment in Curi RMB-managed private funds.

Reporting Services

We also provide reporting services related to the assets that you designate in your account agreement. We do not manage or provide investment recommendations and are not responsible for the investments in accounts categorized as reporting only assets.

Retirement Plan Services – Plan Sponsors

Curi RMB does not have discretionary authority for the selection of any securities or other investments for plan sponsor client accounts. When recommending investments, Curi RMB observes the investment policies, guidelines, limitations and restrictions of the retirement plans sponsored and/or administered by its plan sponsor clients, which must be provided to Curi RMB by the client in writing. The selection of investments for a plan sponsor client's retirement plan is generally subject to the approval of the trustees or similar governing body of such retirement plan. For most retirement plans, the participants in the retirement plan direct the investment of their retirement plan accounts.

ITEM 17: VOTING CLIENT SECURITIES

Curi RMB has adopted and implemented policies and procedures that Curi RMB believes are reasonably designed to ensure that proxies are voted in the best interest of clients in those cases where a client has contractually given proxy voting responsibility to Curi RMB.

General Guidelines

Where clients have delegated Curi RMB discretion to vote proxies, votes are cast in accordance with Curi RMB's fiduciary duties and SEC rule 206(4)-6 under the Advisers Act. The proxy voting guidelines have been tailored to reflect these rules and the long-standing fiduciary standards and responsibilities for ERISA accounts set out by the Department of Labor. Where a client does not delegate proxy voting authority to Curi RMB, the client is responsible for voting proxies.

Where Curi RMB has proxy voting authority, Curi RMB has contracted with an independent proxy advisory firm (the "Proxy Firm") to handle administration and voting of client proxies. Additionally, the Proxy Firm provides research on proxy proposals and vote recommendations based on written guidelines, which are periodically reviewed and approved from time to time by Curi RMB's Proxy Voting Committee (the "Committee").

Curi RMB, as a general matter, follows the voting recommendations of the Proxy Firm, though Curi RMB retains the right to determine the vote on a particular proxy issue. Accordingly, there may be instances, including those in which the Proxy Firm recommends a vote, in which the Asset Management team or a Portfolio Manager will provide the Committee with its written analysis as to why Curi RMB should not vote as recommended by the Proxy Firm on a particular proxy issue. In those instances, the Committee may decide to vote contrary to the Proxy Firm recommendation if it is determined to be in the best interests of the clients. As a matter of course, members of the Committee will also review issues for which the Proxy Firm does not provide a recommendation.

Material Conflicts

In cases in which it is determined that Curi RMB has a material conflict of interest that could influence how proxies are voted, such conflicts may be resolved by using the recommendation of the Proxy Firm if it is determined to be in the best interests of the client. Alternatively, Curi RMB, when appropriate, may decide to disclose the conflict to the affected clients and give the clients the opportunity to vote their proxies themselves, or the Committee may review the issue and determine a vote. In any of these material conflict of interest situations, the Committee will review the issue and determine a resolution.

Abstentions

Additionally, there may be cases where Curi RMB deems that the cost-benefit analysis of voting proxies received for client accounts may lead to Curi RMB declining to vote. Such instances may include:

- Voting for foreign securities in countries which require "share-blocking";
- Securities in transition or already sold before the date of the shareholder meeting;

- Completing ballots for companies held in the client account as of the record date, but which are no longer owned at the time that a vote would be cast;
- RBA receives proxy materials without sufficient time to reach an informed voting decision and vote the proxies;
- Terms of an applicable client agreement reserve voting authority to the client or another party.

Clients may request information on votes cast or a copy of Curi RMB's proxy voting policies and procedures by contacting Curi RMB by email at compliance@rmbcap.com or by phone at (312) 993-5800.

Proxy voting is not applicable to Curi RMB's provision of model portfolios, or the retirement plan services provided to plan sponsors.

Curi RMB does not generally participate in class action lawsuits directly on behalf of clients. Clients are given an option to elect a third-party vendor to provide class action litigation monitoring and claim filing. Curi RMB does, however, facilitate an exchange of information between the client and the third-party vendor. Any information received regarding class action lawsuits will be forwarded to the clients who may be eligible to participate and do not elect to utilize the services of a third-party vendor.

Additional Information Applicable Solely to Legacy Clients of Curi Capital

Unless otherwise agreed to by Curi RMB, clients (a) retain the responsibility for receiving and voting proxies for any and all securities maintained in the client portfolio and (b) receive applicable proxies directly from their custodian or the issuer's transfer agent.

At a client's request, Curi RMB may provide advice to clients regarding such clients voting of proxies. In very limited circumstances, the client may request that Curi RMB receive proxies from the client's custodian or the issuer's transfer agent. The client must direct Curi RMB to either (a) forward the proxies to the client, (b) dispose of the proxies on behalf of the client or (c) instruct the custodian or issuer's transfer agent to redirect the proxies directly to the client.

For clients who became clients as a result of Curi RMB's asset purchase from KDI Capital Partners, LLC or for certain accounts that are managed pursuant to a KDI Equity Strategy, Curi RMB may continue to vote proxies as specified in advisory agreements assigned to Curi RMB through the asset purchase transaction. For those clients, Curi RMB has adopted proxy voting policies and procedures designed to prevent conflicts of interest from influencing proxy voting decisions it makes on behalf of the clients. The policies and procedures are also in place to ensure that the decisions made are in accordance with Curi RMB's fiduciary obligation to act in the best interest of the clients.

Curi RMB will vote proxies in the best interest of its clients. Generally, Curi RMB will vote in favor of routine corporate housekeeping proposals, including election of directors (where no corporate governance issues are implicated), selection of auditors, and increases in or reclassification of common stock. Generally, Curi RMB will vote against proposals that make it more difficult to replace members of the issuer's board of directors, including proposals to stagger the board, cause management to be overrepresented on the board, introduce cumulative

voting, introduce unequal voting rights, and create supermajority voting. Other issues will be evaluated, and a decision will be made depending on the impact to shareholder value. Curi RMB will seek to identify any conflicts that exist between the interests of Curi RMB and its clients. This examination will include a review of the relationship of the Adviser and its affiliates with the issuer of each security and any of the issuer's affiliates to determine if the issuer is a firm client or an affiliate of Curi RMB or has some other relationship with Curi RMB or a firm client. If a material conflict exists, Curi RMB will determine whether voting in accordance with the voting guidelines and factors described above is in the best interests of the client. Curi RMB will also determine whether it is appropriate to disclose the conflict to the affected clients and, except in the case of clients that are subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), give the clients the opportunity to vote their proxies themselves.

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

A copy of the Proxy Voting Policy and Procedures applicable to Curi RMB, as well as the voting records, are available to any client upon request. A client may direct the vote upon request.

ITEM 18: FINANCIAL INFORMATION

Registered investment advisers are required in this section to provide you with certain financial information or disclosures about their financial condition. Curi RMB has no financial commitments that would impair its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.