

# ROCKEFELLER

## CAPITAL MANAGEMENT

### PART 2A OF FORM ADV: BROCHURE

---

#### FAMILY OFFICE

45 Rockefeller Plaza, Fifth Floor  
New York, NY 10111  
212-549-5100  
<http://www.rockco.com>

---

As of March 30, 2020

This brochure provides information about the qualifications and business practices of the Family Office (the “Family Office”), a division of Rockefeller & Co. LLC (“Rockefeller & Co.”), which is an investment adviser registered with the United States Securities and Exchange Commission (the “SEC”). If you have any questions about the contents of this brochure, please contact us at [RCM.FormADV@rockco.com](mailto:RCM.FormADV@rockco.com). The information in this brochure has not been approved or verified by the SEC or by any state securities authority. Registration with the SEC does not imply a certain level of skill or training.

Additional information about Rockefeller & Co. is available at the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **ITEM 2: MATERIAL CHANGES**

The following is a summary of material changes to the advisory business of the Family Office (the “Family Office”), a division of Rockefeller & Co. LLC (“Rockefeller & Co.”) since the most recent annual update to its Form ADV Part 2A (the “Brochure”) was filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 29, 2019. Please review all reported changes carefully.

This Brochure provides information about the investment advisory services the Family Office offers to its clients. In prior periods, the Family Office’s business activities were described in a single Form ADV Part 2A filed by Rockefeller & Co. on behalf of both its Family Office and Rockefeller Asset Management (“RAM”) divisions. Clients of the Family Office who receive investment management services from RAM should refer to the separate Form ADV Part 2A filed by Rockefeller & Co. on behalf of RAM for information about the services that RAM provides to its clients. Further, clients of the Family Office who access our personalized investment advice and guidance through the Rockefeller Private Wealth Advisor Program (the “RPWA Platform”), a wrap fee program sponsored by our affiliate Rockefeller Financial LLC (“Rockefeller Financial”), should review the wrap fee brochure appended to Rockefeller Financial’s Form ADV Part 2A for information specific to that program.

This Brochure contains updates to Item 4 – Advisory Business, Item 5 – Fees and Compensation, Item 6 – Performance-Based Fees and Side by Side Management, Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss, Item 10 – Other Financial Industry Activities and Affiliations, Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading, Item 12 – Brokerage Practices, Item 13 – Review of Accounts, Item 15 – Custody and Item 17 – Voting Client Securities; Class Action Processing which are not material, but are meant to improve and clarify the description of our business practices as well as to respond to evolving industry best practices.

The following material updates have been made to the Brochure since its last annual amendment:

- Rockefeller & Co. acquired Financial Clarity, Inc. (“Financial Clarity”), a multi-family office based in Mountain View, California effective October 31, 2019. Stanford T. Young, who founded Financial Clarity in 1992, has joined the Family Office as Managing Director and Senior Client Advisor, and is senior member of the team leading the effort to expand the firm’s Silicon Valley presence. Financial Clarity’s clients are now clients of the Family Office.
- Clients receiving investment advice from the Family Office through the RPWA Platform are now able to access certain RAM investment strategies on that platform. Information about these arrangements is provided in Item 4, Item 5, Item 12 and Item 13. Additional information about the RPWA Platform is available in Rockefeller Financial’s wrap fee brochure.

- Disclosure has been added to Item 11 about business arrangements in place between Rockefeller & Co. and certain custodial banks and broker-dealers that clients may use, including conflicts of interest related to these arrangements.
- In Item 17, we disclose that while RAM seeks to fully reconcile client holdings and custodian data when voting proxies for Family Office clients, it has adopted a tolerance level where it ceases reconciliation activities which may result in some proxies not being voted for Family Office clients.

### ITEM 3: TABLE OF CONTENTS

<u>Item</u>	<u>Title</u>	<u>Page</u>
1	Cover Page	1
2	Material Changes	2
3	Table of Contents	4
4	Advisory Business	5
5	Fees and Compensation	14
6	Performance-Based Fees and Side-By-Side Management	20
7	Types of Clients	22
8	Methods of Analysis, Investment Strategies and Risk of Loss	22
9	Disciplinary Information	32
10	Other Financial Industry Activities and Affiliations	32
11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	33
12	Brokerage Practices	42
13	Review of Accounts	48
14	Client Referrals and Other Compensation	49
15	Custody	50
16	Investment Discretion	50
17	Voting Client Securities; Class Action Processing	51
18	Financial Information	54

#### **ITEM 4: ADVISORY BUSINESS**

This Brochure describes the investment advisory and family office services offered by the Family Office (the “Family Office”), a division of Rockefeller & Co. LLC (“Rockefeller & Co.”) serving needs of ultra-high net worth and high net worth individuals, their families, family offices and related entities like trusts, estates, endowments and foundations, as well as pension and profit sharing plans, charitable organizations, corporations and other business entities, sovereign nations and certain non-U.S. individuals and entities. Clients receive personalized investment advice and guidance from their Family Office client advisor (“Client Advisor”), who is supported by other professionals within the Family Office and its affiliates.

Rockefeller & Co. and its affiliates offer additional investment advisory services which are not described in this Brochure. Specifically, Rockefeller & Co. offers investment management services through a separate division, Rockefeller Asset Management (“RAM”). Additionally, Rockefeller & Co.’s affiliate, Rockefeller Financial, LLC (“Rockefeller Financial”), offers investment advisory and wrap fee programs to its clients in its capacity as a dually registered investment adviser and broker-dealer. Separate brochures describing the asset management services offered by RAM and the investment advisory and wrap fee programs offered by Rockefeller Financial, are available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) or may be obtained by contacting us by email at [RCM.FormADV@rockco.com](mailto:RCM.FormADV@rockco.com).

#### **Firm Overview**

The Family Office is a division of Rockefeller & Co., which is a Delaware limited liability company that is registered with the U.S. Securities and Exchange Commission (the “SEC”) as an investment adviser under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). The firm also conducts business under the name Rockefeller Capital Management and Rockefeller Global Family Office.

Rockefeller & Co.’s history, through its predecessors, dates back to 1882 when John D. Rockefeller established a New York office to manage the Rockefeller family’s investment, personal, and philanthropic interests. Rockefeller & Co.’s predecessor, Rockefeller & Co., Inc. was incorporated in 1979 and in 1980 registered with the SEC as an investment adviser under the Advisers Act.

Rockefeller & Co. is now an indirect, wholly-owned subsidiary of Rockefeller Capital Management, L.P. Rockefeller Capital Management, L.P. was established on March 1, 2018, when Gregory J. Fleming, together with investment funds affiliated with Viking Global Investors, L.P. (“Viking”), acquired the investment advisory and trust company businesses established by the Rockefeller family. Investment funds affiliated with Viking own a greater than 75% economic interest in Rockefeller Capital Management, L.P. The remaining economic interests are owned in part by a trust representing the broader Rockefeller family and in part by the firm’s management. Please refer to Schedule A of Rockefeller & Co.’s Form ADV Part 1A for additional information about the ownership of the firm.

Rockefeller Capital Management L.P.'s operating subsidiaries include: Rockefeller & Co. an investment adviser registered with the SEC providing investment advisory and family office services through its Family Office division and investment management services through its RAM division; Rockefeller Financial, a broker-dealer and investment adviser registered with the SEC providing private wealth management services, securities services and strategic advice; Rockefeller Trust Company, N.A., a national trust bank regulated by the Comptroller of the Currency ("RTC NA") and The Rockefeller Trust Company (Delaware), a limited purpose trust company regulated by the Office of the State Bank Commissioner of the State of Delaware ("RTC Delaware"), both of which provide fiduciary services acting either as a trustee, co-trustee, executor, co-executor, or as a fiduciary or agent for other fiduciary relationships; Rockefeller Strategic Services LLC ("Rockefeller Strategic Services"), which provides strategic advisory services with respect to certain types of business transactions not requiring registration in the U.S. as a broker dealer; and Rockefeller Capital Management Insurance Services, LLC ("RCM Insurance Services"), an insurance company licensed in all 50 states that provides access to a broad range of personal insurance expertise and services through multiple national providers to enable effective estate planning, asset protection or other key wealth management planning strategies and priorities.

Unless otherwise specified, references herein to "clients" or "you" refer to advisory clients of the Family Office and the descriptions of investment advisory and family office services and business practices in this Brochure refer to those of the Family Office and not to the advisory services and business practices of RAM or of other affiliates, including Rockefeller Financial, RTC NA, RTC Delaware, Rockefeller Strategic Services and RCM Insurance Services.

### **Family Office Service Offerings**

The Family Office offers comprehensive investment advisory services as described below under "Investment Advisory Services."

Clients may also engage the Family Office for comprehensive financial planning services ("Comprehensive Financial Planning Services"), including the following:

- **Investment Planning:** Asset allocation design and recommended implementation. Investment administration. Performance reporting. Alternative investment planning (private equity, real estate and hedge funds). Coordination of multiple investment relationships and advisors.
- **Trustee Services and Estate Planning:** Sophisticated wealth transfer planning. Summary and analysis of estate plan. Testamentary document reviews and tailored advice regarding estate planning documents. GRATs, LLCs and other estate freeze techniques. Family education on basic and advanced concepts.
- **Philanthropy Advisory:** Foundation formation and administration. Donor advised fund planning. Use of appreciated securities for charitable purposes. Pledge design and maintenance.

- **Insurance Advisory:** Ongoing planning and analysis of life, health, disability and property and casualty insurance. Evaluation of overall risk issues.
- **Multi-Generational Financial Planning:** Unified financial snapshot, education planning, family educational meetings, and many other topics.
- **Bill Payment and Activity Reporting:** Bill payment and payroll services for client and related entities (e.g., individuals, foundation, corporations, LLCs, partnerships, trusts).
- **Cash Flow Management and Budgeting:** Long-term and short-term cash flow planning and analysis. Cash flow projections. Expense forecasting and budgeting. Ongoing review of net free cash flow.
- **Tax Planning and Preparation:** Preparation of family individual income and gift tax returns. Preparation of partnership, trust and foundation returns. Income tax planning based on multi-year projections with the goal of minimizing tax liabilities. Charitable, tax loss, investment interest expense and multi-state tax planning.

### **Investment Advisory Services**

The Family Office provides offers investment advisory services to clients on a discretionary, non-discretionary and investment consulting basis as described below. The scope of services can vary depending on the needs of the client.

- **Discretionary Advisory Services:** The Family Office has full discretionary authority to make investments in a client's account in a manner consistent with agreed upon investment objectives and reasonable restrictions for the particular client account. We have the authority to determine, without obtaining specific client consent, the securities to be bought or sold and/or managed strategies to be invested in/divested of, and the amount of the securities to be bought or sold and/or managed strategies to be invested in/divested of.
- **Non-Discretionary Advisory Services:** Clients engage the Family Office to advise on their investments but the Family Office must obtain client consent prior to effecting securities transactions and/or funding/liquidating managed account in non-discretionary accounts.
- **Investment Consulting Services:** The Family Office provides investment advice to clients but has no authority to effect securities transactions on their behalf. Clients have sole discretion to accept or reject any investment advice or strategy or any specific recommendation to purchase or sell an individual investment. Clients are also responsible for implementing, or arranging for the implementation, any advice given by the Family Office.

Please refer to Item 16 for further information about the different types of advisory services available to clients.

Our investment advisory process generally begins by Client Advisors helping clients define their goals, objectives and risk tolerances. Once these investment parameters are agreed upon, your Client Advisor will develop or refine, in consultation with you, an asset allocation framework, provide strategic and tactical asset allocation advice based upon this framework, subject to any reasonable guidelines and restrictions agreed upon in writing with you, and provide you with recommendations on a variety of products, which may include, equity securities and fixed income products, investment managers, mutual funds, exchange traded funds and alternative investments including but not limited to structured products and variable annuities. You will receive performance reports and account statements to help inform and ensure that the products and services are in line with your investment parameters.

Investment managers that Client Advisors recommend include both firms unaffiliated with the Family Office and affiliated firms such as RAM, a division of Rockefeller & Co. Please see Item 11 – Conflicts of Interest below for a more comprehensive discussion of the conflicts associated with Affiliated Investment Products (as defined below).

You are encouraged to, and are responsible for, promptly notifying your Client Advisor in writing of any material changes in your objectives or financial situations.

You may obtain information about your Client Advisor, their licenses, educational background, employment history, and disciplinary actions with regulators in their Form ADV Part 2B and through FINRA BrokerCheck, available at <http://www.finra.org> or from the Securities and Exchange Commission at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Some of our Client Advisors hold certain professional educational credentials, such as the Certified Financial Planner (CFP) and Chartered Financial Analyst (CFA) designations. Holding a professional designation typically indicates that a Client Advisor has completed certain courses or continuing education. However, a Client Advisor's professional designation does not change the obligations of the Family Office in providing investment advisory services to you.

It is important to understand that the investment advisory and family office services the Family Office provides to you are separate and distinct from services and products offered by our affiliates (including RAM, unless the client receives RAM's investment management services under their client agreement with the Family Office as described below), and that our affiliated services and products which you may use may be governed by different laws and separate contractual arrangements between you and our affiliates. The specific services or investment strategies that the Family Office provides to you, our relationship with you and our legal duties to you are described in detail in our contracts with you.

When we act as your investment adviser, we typically receive fees calculated on a percentage of assets in your account (as discussed in more detail below). Accordingly, we and our representatives earn more when you invest more in your advisory account, and we earn the



same advisory fee rate regardless of how frequently you trade. We and our affiliates also may receive payments and other benefits from third parties related to the investment products in which you invest and from their sponsors and certain custodians. This creates an incentive for us to recommend that you increase the assets in your advisory accounts to increase our fees, invest in investment products or use services that result in greater compensation to us and our affiliates (including products and services provided by us and our affiliates or those for which we receive a portion of product-level fees that you pay).

Certain of our Client Advisors are also registered representatives of our affiliated broker-dealer, Rockefeller Financial. If you enter into a brokerage arrangement with Rockefeller Financial, our affiliate is compensated by the commissions and fees you pay to it as well as through the revenue it may receive from third-parties that include the sponsors of investment products held in your brokerage account. This compensation structure creates an incentive for Client Advisors who are registered representatives of Rockefeller Financial to recommend investments in brokerage accounts that may result in greater compensation than would be the case if held in an advisory account or to recommend that you trade frequently in a brokerage account. In addition, this compensation structure creates an incentive for Rockefeller Financial to offer products and services that we or our affiliates create, offer products and services from companies that offer us revenue, and route trades to Rockefeller Financial for execution. When your Client Advisor who is a registered representative of Rockefeller Financial recommends that you execute a brokerage transaction through Rockefeller Financial, neither the Family Office nor your Client Advisor is acting as a “fiduciary” under the federal securities laws nor as a registered investment adviser. Neither the Family Office nor your Client Advisor is obligated to provide recommendations to brokerage clients, or to update recommendations made previously, and not doing so should not be viewed as a recommendation to hold an investment. We will not (and have no obligation to) monitor your brokerage account investments on an ongoing basis. You are responsible for independently ensuring that the investments in your brokerage account remain appropriate given your investment objective, risk tolerance, financial circumstances and investment needs.

Client Advisors who are also registered representatives of Rockefeller Financial may place transactions for their discretionary accounts prior to soliciting the same securities in their non-discretionary advisory and brokerage client accounts.

### **Types of Investment Advisory Accounts**

Though your investment strategy is customizable, we generally offer our investment advisory services under either a bundled wrap fee arrangement (i.e., the Rockefeller Private Wealth Advisory Program described below) or an unbundled arrangement where you pay an advisory fee to us as well as pay the fees of your custodian and any brokerage fees and other investment related expenses. These services are provided by the Family Office on either a discretionary or non-discretionary basis.

- Rockefeller Private Wealth Advisory Program (Wrap Fee): We provide access to personalized investment advice and guidance to clients through the Rockefeller Private Wealth Advisor Program (the “RPWA Platform”), a wrap fee program sponsored by

our affiliate Rockefeller Financial. Under this arrangement, our advisory clients pay either a fixed fee or a fee calculated on a percentage of assets to the Family Office to cover the investment advice we provide as well as the trade execution services, administrative expenses, and other fees and expenses typically charged by Rockefeller Financial under the RPWA Platform. A portion of this fee is then paid to Rockefeller Financial. Investment management fees payable to investment managers (including RAM) utilized in the client's portfolio are additional charges to the client. Clients accessing investment managers through mutual funds and other investment vehicles will bear the fees and expenses charged by such funds and vehicles.

Additional information, including additional fees and expenses that clients may bear, about the RPWA Platform is provided in Appendix 1 to Rockefeller Financial's Form ADV Part 2A – Rockefeller Private Wealth Advisor Platform Wrap Fee Brochure (the “Wrap Brochure”). A copy of the Wrap Brochure is available on the SEC's Investment Adviser Public Disclosure website ([www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)), and will be delivered by the Family Office to applicable clients.

- Unbundled Wealth Advisory Services: Clients receiving personalized investment advice and guidance through an unbundled arrangement pay an investment advisory fee to the Family Office and are separately charged custody fees by their custodian and brokerage services fees for transactions executed for their account and other investment related expenses. Investment management fees payable to investment managers, including RAM, utilized in the client's portfolio are additional charges to the client (except in the case of clients subject to historic fee schedules where the fee charged covers both the investment advisory services provided by the Family Office and investment management services provided by RAM as described in Item 5 below.) Clients accessing investment managers through mutual funds and other investment vehicles will bear the fees and expenses charged by such funds and vehicles in addition to the advisory fees they pay to the Family Office.

The Family Office has certain business arrangements in place with unaffiliated third party banks and broker-dealers to serve as the qualified custodian for client accounts, including State Street Bank & Trust Company, JP Morgan Private Bank, Northern Trust and Charles Schwab & Co., Inc., and will typically recommend that clients who do not access our investment advisory services through the RPWA Platform consider utilizing one of these firms for custody services. Additional information about the Family Office's business arrangements with these qualified custodians is provided below in Item 11, Item 12, Item 14 and Item 17. Requests by clients to use other custodians will be considered by the Family Office on a case-by-case basis.

In addition to differences in the manner in which fees are charged to clients (as described above), there are differences between the products and services available to clients on the RPWA Platform and under unbundled wealth advisory services utilizing bank and broker custodians. For example, the RPWA Platform offers investment options, services, and online access capabilities which are not currently available on some bank and broker-dealer custody platforms. Client Advisors can assist clients in understanding these differences and in

determining which arrangement is better suited to their needs. The Family Office and its Client Advisors have a financial incentive to recommend the RPWA Platform to clients because it will often increase revenue to Rockefeller Capital Management, L.P. Please see Item 11 – Conflicts of Interest below for a more comprehensive discussion of the conflicts associated with use of the RPWA Platform. Additional information about the services available through the RPWA Platform is provided in its Wrap Brochure.

### **Investment Consulting Relationships**

The Family Office also provides non-discretionary investment consulting services to clients. Under this type of arrangement, your Client Advisor provides investment advice on the assets on a non-discretionary basis, including asset allocation, specific investment buy and sell recommendations, financial planning and other investment advice and analyses. The Family Office will collect certain information from you to assist in recommending and providing the non-discretionary advisory services at the initiation of services and periodically thereafter. You should provide prompt notice to the Family Office of any change in your investment objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other suitability factors, which could materially change the information previously provided by you and which you expect should be used by us to provide ongoing advice.

The Family Office does not have discretion or authority over client assets in investment consulting accounts. Clients have sole discretion to accept or reject any investment advice or strategy or any specific recommendation to purchase or sell an individual investment. Clients are also responsible for implementing, or arranging for the implementation, any advice given by the Family Office. You may make investment-related decisions contrary to the advice provided or make your own decisions without the benefit of our advice. However, if you decide to repeatedly disregard our investment advice, your account may be better suited to a brokerage relationship.

### **Account Opening Process**

In order for the Family Office to be your investment adviser, clients must execute an investment advisory agreement or investment consulting agreement with Rockefeller & Co. and, if receiving family office services, a separate family office services agreement (each, a “Client Agreement”). Each Client Agreement sets forth the terms upon which investment advisory services, investment consulting services and/or family office services will be provided to the Client.

Rockefeller & Co. does not custody client funds and/or securities on behalf of the Family Office clients. Client assets will be maintained with banks or broker-dealers that serve as custodians of the funds and/or securities of the firm’s clients (the “Custodian”). However, Rockefeller & Co. may be deemed to have custody of a Family Office client’s assets to the extent the client authorizes the firm to instruct the client’s Custodian to deduct the firm’s advisory fees directly from the client’s account or disburse or transfer funds or securities from the client’s account, or its RTC NA or Rockefeller Financial affiliates receives a check from a

client and arranges for it to be deposited into the client's custody account. Please refer to Item 15 – Custody for additional information.

### **Other Services Available to Accounts**

#### **Customized Advisory Services and Client Restrictions**

As discussed above, the Family Office will tailor its advisory services to the individual needs of clients in accordance with the investment mandate for the account and the investment options available through the RPWM Platform or Unbundled Wealth Advisory Services arrangements. Clients should communicate to their respective Client Advisor in writing any changes in investment objectives and restrictions and financial condition.

Clients may impose reasonable investment restrictions on the management of their accounts which, if accepted by the Family Office in writing, will apply until changed or withdrawn by the client or until the Family Office determines that the restriction is no longer reasonable or prevents the efficient management of the account. Client imposed investment restrictions will not apply to investments held through investments in mutual funds and other comingled investment vehicles, which have their own stated investment objectives and policies.

We reserve the right to deem any proposed investment restriction to be unreasonable and to not accept the proposed investment restriction. If one or more investment restrictions is determined to be unreasonable, we may not be able to accept management of the account. If you elect to restrict investments, you accept any effect such restrictions may have on the investment performance and diversification of your portfolio. The performance of accounts with reasonable investment restrictions or screens will differ from, and may be lower than, the performance of accounts without such restrictions or screens.

#### **Affiliated Investment Products and Affiliated Services Providers**

The Family Office makes available to clients equity and fixed income strategies managed by RAM, a division of Rockefeller & Co. Clients may participate in these strategies through separately managed account arrangements, model delivery platforms, registered investment companies, private funds and offshore vehicles advised or sub-advised by RAM. Please refer to RAM's Form ADV Part 2A for additional information about the investment strategies it makes available to clients and its business practices.

In order to provide access to third party investment managers, including both traditional and alternative investments such as hedge funds, private equity funds, venture capital funds, etc. Rockefeller & Co. establishes funds of funds and feeder vehicles to facilitate client investments in such opportunities. Information about the investment objective, investment program, fees, risk considerations and conflicts of interest, will be disclosed to clients in each fund's confidential private offering memorandum or prospectus.

Clients of the Family Office may be referred to affiliated companies for services, including but not limited to brokerage services from Rockefeller Financial, fiduciary services from RTC NA

or RTC Delaware, strategic advisory services from Rockefeller Strategic Services or Rockefeller Financial, and insurance products from RCM Insurance Services.

Use of investment strategies, investment funds and other investment products managed by Rockefeller & Co., including its RAM division (“Affiliated Investment Products”) and services offered by affiliates of the Family Office (collectively, “Affiliated Service Providers”) raises conflicts of interest between the Family Office and its clients. Please see Item 11 – Conflicts of Interest below for a more comprehensive discussion of the conflicts associated with Affiliated Investment Products

### **Financial Planning Reports and Analysis**

The Family Office will provide clients who receive comprehensive financial planning services and other clients, upon request, with reports and/or analysis on one or more financial planning topics, including cash flows, income needs, asset allocation, retirement and life insurance assessments, charitable giving, estate and wealth transfer, and business succession.

The Family Office may provide financial planning reports or analyses to clients, including: (1) on a one-time or annual fee basis, either at a fixed dollar amount, hourly rate, or on a percentage of assets covered in the reports, or a combination of those methods, or (2) without a separate charge as part of the overall services provided to a client. Please refer to Item 5 for additional information about the fees charged for this service.

The reports and analysis are for informational purposes only and are based upon information provided by participating clients and provide broad, general guidelines on the advantages of certain financial planning concepts. The reports and analysis do not constitute a recommendation of any particular technique or of any particular investment.

The reports and analysis do not provide on-going investment advice and are current only as of the date of each respective report. It is each client’s responsibility to determine what action, if any, you wish to take based on the information provided, and you are not required to transact business with us if you choose to implement any aspects of a report. If requested, the Family Office will only act upon your specific instructions.

Certain reports and analyses may provide projections based on various assumptions and are therefore hypothetical in nature and not a guarantee of investment returns.

### **Regulatory Assets Under Management**

As of December 31, 2019, Rockefeller & Co.’s regulatory assets under management were:

- Net Assets under Management: \$19,101,938,523
  - Discretionary Assets: \$16,659,664,305
  - Non-Discretionary Assets: \$2,442,274,218

The firm's regulatory assets under management comprise assets managed by both the RAM and Family Office divisions of Rockefeller & Co.

## **ITEM 5: FEES AND COMPENSATION**

### **Investment Advisory Fees**

The Family Office's investment advisory fees are generally based on a percentage of the client's assets under management.

#### **Open Architecture Advisory Fee Schedule**

The Family Office's standard investment advisory fee schedule is for open architecture services, which means that clients pay an investment advisory fee to the Family Office for investment advice and also bear the investment management fees charged by investment managers, including RAM, utilized in the client's portfolio. Clients accessing investment managers (including RAM) through mutual funds and other investment vehicles bear the fees and expenses charged by such funds and vehicles. Any such investment management fees charged by investment managers, including affiliated investment managers, will not reduce the investment advisory fee payable to the Family Office.

The Family Office's investment advisory fee is generally charged as a percentage of a client relationship's assets under management (including cash held for investment and receivable balances). The maximum investment advisory fee payable to the Family Office for open architecture services is 0.50% annually.

Fees charged by investment managers typically range from 0.10% to 2.5% of assets under management. The fees charged on alternative asset classes and complex investment strategies tend to be higher than fees charged on traditional asset classes and investment approaches. In certain cases, investment managers may also receive a performance-based fee or carried interest, in addition to an investment management fee.

Clients may be able to obtain some or all of the services offered by the Family Office and its affiliates separately from the Family Office or from other firms, and the cost of obtaining services separately may be more or less than the combined fees payable to the Family Office and investment managers, including RAM.

Clients utilizing the RPWA Platform should refer to the Wrap Brochure appended to Rockefeller Financial's Form ADV Part 2A for additional information the fees charged to their accounts.

#### **Combined Investment Advisory and Investment Management Services Fee Schedule**

The Family Office has employed different fee schedules with clients historically and, in many cases, these historical fee schedules remain in effect with respect to such clients. Historic fee schedules typically charge an investment advisory fee calculated as a percentage of assets

under management which covers both the investment advisory services provided the Family Office and investment management services provided by RAM (“Combined Fee Schedule”). Clients subject to Combined Fee Schedules may continue to have this fee arrangement applied to new advisory accounts that they establish with the Family Office. In addition, the Family Office may offer this fee schedule to new clients on a case-by-case basis.

The Combined Fee Schedule for managed assets (including cash held for investment and receivable balances) is based on the following annual rates:

1.00% on the first \$25 million of assets  
0.75% on the next \$25 million of assets  
0.50% on assets over \$50 million

To the extent a client invests in any mutual funds advised by Rockefeller & Co.’s RAM division (“Affiliated Mutual Funds”) or privately pooled investment vehicles sponsored by Rockefeller & Co. (“Affiliated Private Funds”) and, together with Affiliated Mutual Funds, “Affiliated Funds”), the client will normally bear the investment advisory fees charged by the Affiliated Funds instead of the fees determined under the fee schedule specified above. The investment advisory fees charged by Affiliated Funds vary depending on the nature of their investment strategy and normally range between 0.35% and 1.25% annually, based on the market value of the assets invested in the particular Affiliated Fund or capital commitments in the context of Affiliated Funds that invest in private equity, venture capital or other illiquid investments.

### **Negotiability**

The Family Office’s fees can be negotiated and as a result may differ among clients based on a number of variables, including the type and size of the account or client relationship, the client’s needs, complexity of the services required, and types of assets.

### **Affiliated Funds Fees**

Clients invested in Affiliated Funds bear their proportionate share of the investment management fee paid to Rockefeller & Co. by such Affiliated Funds. Affiliated Funds that hold private equity, venture capital or other illiquid investments are typically charged fees based upon the capital commitments made by investors rather than the market value of the Affiliated Fund. Investors in Affiliated Funds also indirectly bear their pro rata share of the fees and expenses of the Affiliated Funds, which include but are not limited to the fees charged by third party managers to the extent utilized, as well as custody fees, brokerage fees, audit fees, legal fees, operational expenses and, in some cases, organizational expenses.

Rockefeller & Co. provides administrative, accounting and tax services to Affiliated Private Funds (with the exception of the Greer Anderson private funds which have engaged an independent fund administrator for such services), and receives an administration fee from certain of such Affiliated Private Funds as described below.

- For Affiliated Private Funds managed by RAM which invest primarily in publicly traded securities, the annual administration fee is typically determined as a percentage of the value of the Affiliated Private Fund's net assets (currently 0.14%, payable monthly in advance).
- For Affiliated Private Funds investing primarily in hedge funds, private equity funds, venture capital or other illiquid investments, a separate administration fee is not typically charged and the investment management fee paid to Rockefeller & Co. covers both the investment advisory and administration services provided by Rockefeller & Co. to such Affiliated Private Funds.

Rockefeller & Co. has engaged its former affiliate, Rokit Solutions, LLC, to assist in providing the above described services, and pays Rokit Solutions, LLC out of the fees it receives from the Affiliated Private Funds for such services. The Family Office has an incentive to recommend that clients invest in Affiliated Private Funds which pay both an investment management fee and a separate administration fee to Rockefeller & Co. in order to increase Rockefeller & Co.'s revenues. The Greer Anderson private funds use a different third party administrator and directly bear their own administration and operating expenses as described in their offering documents.

Detailed information about each Affiliated Fund's fees and expenses is available in the fund's prospectus or offering documents. Rockefeller & Co. may, in its sole discretion, waive all or any portion of its investment advisory fees and/or administration fees due with respect to any investor's investment in an Affiliated Fund, by rebate or otherwise, for any reason, without notice to or the consent of any other investor in the Affiliated Fund. Rockefeller & Co. has entered into such agreements with investors in certain of its Affiliated Funds.

Rockefeller & Co. may agree (and in certain cases has agreed) with a Family Office client to credit fees paid by the client to an Affiliated Fund against an overall advisory fee determined pursuant to the agreed upon fee schedule.

### **Family Office Services Fees**

The Family Office charges clients receiving Comprehensive Financial Planning Services (Tax Planning, Estate Planning, Wealth Strategy and Advisor Services, Bill Pay and Tax Preparation and Filing) an annual retainer fee generally ranging from \$50,000 to \$500,000, depending on scope and complexity of the services required.

For Wealth Strategy Planning Report and Analysis, clients typically pay a fee to the Family Office ranging from \$15,000 to \$25,000 per plan for ongoing engagements typically lasting 6 months. For clients receiving ongoing Comprehensive Financial Planning Services, this cost of this service is typically covered in the agreed upon annual retainer fee.

The Family Office also offers certain family office services (such as, for example. Bill Pay and Tax Preparation and Filing) on an unbundled basis for clients seeking particular service offerings. Fees for individual service offerings are typically established as either an annual



fixed fee or an hourly rate fee arrangement. The type of fee arrangement and level of fees would depend on the nature and scope of the Family Office's responsibilities.

### **Reporting Fees**

The Family Office provides reporting services to its advisory and to non-advisory clients who engage the firm for such services. Reporting fees are either charged as a percentage of the market value of the reporting assets or pursuant to a fixed fee arrangement.

### **Trust and Fiduciary Services**

Rockefeller Trust Company, N.A. ("RTC NA") and The Rockefeller Trust Company (Delaware) ("RTC Delaware"), affiliates of the Family Office, provide fiduciary services acting either as a trustee, co-trustee, executor, co-executor, or as a fiduciary or agent for other fiduciary relationships. As part of these services, RTC NA and RTC Delaware typically delegate to the Family Office, on a discretionary basis, their power and authority to provide investment management services including investment advice to, and effecting investment transactions on behalf of, the fiduciary accounts, when investment management of the fiduciary account is required as part of the fiduciary relationship.

For its services as a trustee, executor or other fiduciary, or as an agent, RTC NA or RTC Delaware, as the case may be, receives the fees set forth in its respective fee schedule in effect from time to time, unless a separate fee is otherwise negotiated with the client.

Where RTC NA or RTC Delaware have delegated investment management responsibilities to Rockefeller & Co., they generally pay a fee to the Family Office that is based upon the market value of the assets held in the fiduciary account so managed.

### **Payment of Fees**

Generally, investment advisory fees for the Family Office accounts are paid quarterly in advance and are based on the market value of the assets under management in the account as of the close of business on the first business day of each calendar quarter.

An initial asset contribution or significant addition or withdrawal involving the account after the first business day of any quarter or month may be subject to a partial fee based on the value of the assets and a proration for the number of days applicable to the change. Fees are prorated to the date of termination and any unearned portion of prepaid fees is refunded to the client.

The advisory fee is generally charged directly to the client's custody account. Depending on the client's custodian, either an invoice is sent to the client simultaneously with the transmittal of the payment instructions to the custodian or the custodian calculates and remits the Family Office's fee from the client's custody or brokerage account and reflects the payment of the fee on the client's statement. Some clients prefer to make direct payment after being issued an invoice.

Affiliated Funds generally pay investment advisory fees to Rockefeller & Co. either quarterly or monthly in advance based on the net asset value of the Affiliated Fund as of the close of business on the first business day of each calendar quarter or month or in such other manner as specified in the Affiliated Fund's offering and organizational documents.

Annual retainer fees charged to clients receiving Comprehensive Financial Planning Services are generally payable quarterly in advance.

In the case of clients that receive a single or limited number of Family Office Services, the Family Office generally issues to the client either a letter setting forth the annual service fee and/or an invoice for purposes of payment. Depending on the scope of services, such fees may be charged monthly, quarterly or at such other times as agreed with the client, and payments may be due before the start of such services, following the completion of such services or in periodic installments.

### **Other Fees and Expenses**

Other fees and expenses that clients will be responsible for (if applicable) in addition to the Family Office's investment advisory fees include, but are not limited to, any one or a combination of the following:

- Brokerage and trading costs and expenses and commissions imposed by an affiliated or unaffiliated broker-dealer, including "step out" trades;
- Third-party custody fees;
- Fees and expenses payable to investment managers, including affiliated investment managers;
- Fees and expenses of private funds, mutual funds and exchange-traded funds, as applicable, including Affiliated Funds;
- Fees and commissions related to certain investments, including investments in precious metals and certain options;
- Fees and expenses of money market funds that hold cash balances;
- "Mark-ups," "mark-downs," and dealer spreads (A) that Rockefeller Financial or its affiliates may receive when acting as principal in certain transactions where permitted by law or (B) that other broker-dealers may receive when acting as principal in certain transactions effected through Rockefeller Financial and/or its affiliates acting as agent, which is typically the case for dealer market transactions (e.g., fixed income and over-the-counter equity);
- Transaction and deal fees, including costs of certain co-investments made with third-party managers;
- Processing fees;
- Waivable placement fees on private placement offerings;
- Broker share class trail fees in the case of investments in private placements made through brokerage accounts;
- Fees, including commissions, associated with certain fixed income and variable insurance products;

- For clients with investments in structured products that were transferred to their account at Rockefeller Financial, clients may pay an investment management fee in addition to the placement fee;
- Certain other costs or charges that may be imposed by third parties (including, among other things, odd-lot differentials, transfer taxes, foreign custody fees, exchange fees, supplemental transaction fees, regulatory fees and other fees or taxes that may be imposed pursuant to law); and
- Costs, fees and expenses incurred in connection with conversion from one currency into another and any hedging or currency transactions
- Other transaction fees and charges such as any fees imposed by the SEC, wire transfer fees, fees resulting from any special requests client may have, the costs of margin or other borrowing arrangements. In addition, the client's custodian may charge additional miscellaneous fees (e.g., ACAT fees, IRA maintenance fees).

Advisory fees payable by any client will not be reduced to account for the above additional fees and expenses. For clients enrolled in the RPWA Platform, certain of the fees listed above are included in the overall wrap fee charged to such clients. Please refer to the Wrap Brochure appended to Rockefeller Financial's Form ADV Part 2A for additional information about the RPWA Platform's fees.

Clients also bear the internal management, operating or distribution fees or expenses imposed or incurred by a mutual fund or ETF held in a client's account. If a client's assets are invested in any mutual funds, ETFs, or pooled investment vehicles, in addition to the advisory fee charged by the Family Office, the client will incur the internal management and operating fees and expenses, which in the case of mutual funds may include 12b-1 fees, investment management and/or performance-based fees, redemption/early termination fees (which include fees on whole or partial liquidations of the client's assets in the investment vehicles) and other fees and expenses that may be assessed by the investment vehicle's sponsor, custodian, transfer agent, adviser, shareholder service provider or other service providers. These expenses from time to time include administration, distribution, transfer agent, custodial, legal, audit and other fees and expenses.

Further information regarding charges and fees assessed may be found in the appropriate prospectus, offering memorandum, annual report and/or custodial agreement applicable to the corresponding investment vehicle.

The Custodian selected by the client may charge certain fees in addition to the fees and charges shown above. Please consult the account documentation for information about the fees your custodian charges for the services it provides.

### **Compensation of Client Advisors**

Client Advisors receive an annual salary, a discretionary bonus and, in certain cases participation in deferred compensation plans, which are designed to attract, retain, motivate and reward individuals. One factor considered in determining the amount of the discretionary bonus paid to a Client Advisor is the overall revenue generated by his or her clients to the

Family Office and its affiliates. In addition, certain Client Advisors participate in deferred compensation plans which have payments that are tied to Rockefeller Capital Management L.P.'s overall enterprise value. These compensation arrangements create a financial incentive for Client Advisors to seek to increase the overall revenue to the Family Office and its affiliates receive from their clients.

Client Advisors who are registered representatives of Rockefeller Financial are able to offer clients a broad range of brokerage securities products and services. Any commissions or other transaction-based compensation with respect to securities is currently retained by Rockefeller Financial and not paid to the Client Advisor. The receipt of commissions or other transaction based compensation by Rockefeller Financial creates an incentive for the Client Advisor to recommend products and services for which more compensation would be received, rather than based on a client's investment profile or best interests.

Client Advisors who are registered insurance agents with RCM Insurance Services receive commissions in connection with the sale of insurance products and services to clients. The receipt of this additional compensation creates an incentive for the Client Advisor to recommend insurance products and services for which more compensation would be received, rather than based on a client's needs.

### **Other Firm Compensation**

From time to time, the Family Office and its Client Advisors also will receive other compensation from mutual fund companies and other sponsors whose products are made available to clients. Such companies may sponsor their own conferences for training and educational purposes, which certain of the Client Advisors are invited to attend. In addition to the Client Advisors attending these conferences without charge, these companies may also reimburse or pay for the travel and other related expenses incurred by the Client Advisors or reimburse the Family Office for expenses related to dinners or events for clients and other miscellaneous business-related expenses incurred by Client Advisors.

Further, the Family Office makes available to its clients Affiliated Investment Products which results in additional revenue, in the aggregate, to Rockefeller & Co.

See Item 11 for further details about additional compensation received by the Family Office and its affiliates and the associated conflicts of interest.

## **ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

### **Performance Based-Fees**

The Family Office does not typically charge performance-based fees to advisory clients. The Family Office, however, manages an Affiliated Private Fund that invests in credit hedge fund strategies which pays a performance-based fee. This fee is based on the performance of each investor's investment in the Affiliated Private Fund, as described in the Affiliated Private

Fund's governing documents. From time to time, the Family Office may enter into similar arrangements with additional Affiliated Private Funds or with particular clients.

The receipt of a performance-based fee (or a carried interest) can create an incentive to make investments that are riskier or more speculative than would be the case in the absence of the performance-based fee (or the carried interest) due to the opportunity to participate in a portion of the gains realized with respect to such investment.

### **Side-By-Side Management**

In limited cases involving certain asset classes (e.g., hedge funds), the Family Office manages accounts that pay both performance-based fees and asset-based fees and accounts that pay only asset-based fees. Further, the Family Office also manages assets for its own account and for its officers, employees and other affiliated persons or entities (collectively, "Affiliated Accounts") from time to time. In these cases, the Family Office has an incentive to favor the performance-fee eligible accounts and the Affiliated Accounts over other client accounts when, for example, placing trades, aggregating orders, or allocating limited investment opportunities. To address these potential conflicts, the Family Office has policies and procedures in place requiring that investment decisions be made:

- In accordance with the fiduciary duties owed to advisory clients; and
- Without consideration of the Family Office's or the Affiliated Account's pecuniary, investment or other financial interests.

### **Greer Anderson Family Office**

In addition to serving as Senior Advisors to the Family Office, Philip Greer ("Greer") and Gary Anderson ("Anderson") also own a family office (the "GA Family Office") which provides investment advisory and management services to accounts that are owned primarily by the Greer/Anderson family (the "GA Family Office Accounts"). Greer and Anderson's management of the GA Family Office Accounts creates a conflict of interest with regard to the services they provide to the Family Office and their GA Family Office Accounts because they have financial and other incentives to place the interests of their GA Family Office Accounts ahead of the interests of Family Office clients.

The Family Office has implemented supervisory and compliance procedures to mitigate this conflict of interest, including the following:

- The Family Office has established an investment committee comprised of senior representatives of the Family Office and Greer and Anderson (the "GA Committee") to determine the investment advice given to legacy Greer Anderson private funds and separate account clients. The GA Committee is also charged with, among other things, determining if third party managers and funds identified by Greer and Anderson (whether initially considered for the Family Office clients, GA Family Office Accounts or both) are appropriate for the Family Office client accounts.

- Where an investment opportunity involving a third party manager or fund identified by Greer and Anderson is determined by the GA Committee to be appropriate for the Family Office clients (including legacy Greer Anderson private funds and separate account clients now advised by the Family Office), Family Office clients will be given priority over GA Family Office Accounts with respect to such opportunity. GA Family Office Accounts may also participate in such investment opportunities to the extent determined to be fair and appropriate, taking into consideration capacity constraints and other factors.
- Greer and Anderson are subject to Rockefeller & Co.'s Code of Ethics. Under the Code of Ethics, Greer and Anderson are required to disclose to Rockefeller & Co. all of their GA Family Office Accounts. In addition, Greer and Anderson are required to preclear securities transactions executed for the GA Family Office Accounts and to report all such transactions on a quarterly basis. Greer and Anderson are also required to periodically disclose all securities held in such GA Family Office Accounts. Activity in the GA Family Office Accounts is reviewed by Rockefeller & Co. for potential conflicts of interest and improper activities.

Please refer to Item 11 for additional information on Rockefeller & Co.'s Code of Ethics and Item 12 for additional information on the firm's trade allocation policies and procedures.

#### **ITEM 7: TYPES OF CLIENTS**

The Family Office provides investment advisory services to various types of clients including ultra-high net worth and high net worth individuals, their families, family offices and related entities like trusts, estates, endowments and foundations, as well as pension and profit sharing plans, charitable organizations, corporations and other business entities, sovereign nations and certain non-U.S. individuals and entities.

The Family Office does not have an established minimum account size requirement and instead considers a number of factors when determining if it will accept a new client relationship, including but not limited to the scope and complexity of the relationship, servicing requirements and expected revenue generation.

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

##### **Asset Allocation Approach**

The Family Office's general approach to asset allocation stems from a belief that diversification of risks, including asset class, style, sector and industry risks, is important in seeking to achieve strong risk-adjusted returns. In an effort to strike the appropriate balance between diversifying risk and earning returns, our strategic asset allocation process begins with long-term forward-looking assumptions about the risks, returns, correlations and additional statistical measures of risk for various asset classes.

We apply these capital market assumptions using commercial and proprietary quantitative tools to develop a selection of asset allocations that seek to optimize expected returns and multiple expected risk factors for the client's portfolio. Using our proprietary models, we project ranges of potential portfolio returns in an effort to illustrate risk/reward tradeoffs for different asset allocations. This analysis is based on probabilistic projections; as a result, better or worse outcomes are possible. Our projections are based on hypothetical modeling outcomes and do not reflect actual investment results and are not guarantees of future results. There are limitations inherent in the use of quantitative models that can be reviewed with clients upon their request. A client's actual investment results may vary substantially from the projections produced from the models, and a client could lose all or a portion of their investment capital.

### **Selection of Investment Managers and Strategies**

Clients have access to a wide variety of investment managers and strategies, including affiliated firms such as RAM. When conducting due diligence on investment managers, the Family Office or its affiliate reviews qualitative and quantitative factors, including the investment manager's investment style and philosophy, personnel, past performance, risk and personnel of money managers.

As discussed above, your Client Advisor will assist you in selecting an asset allocation and one or more investment managers and investment portfolios. The recommended approach depends on consideration of the size and scope of the mandate, client preferences and requirements, fee considerations and other factors. Client assets invested with third party managers bear the fees charged by the third party managers, as well advisory fees payable to the Family Office, except as described in the following sentence. In the case of clients who are subject to a Combined Fee Schedule, the Family Office will typically recommend the inclusion of RAM's investment management strategies even though there may be third party solutions available to meet the client's investment objectives, because the fee schedule covers the costs of certain of RAM's investment management services.

Information about the methods of analysis, investment strategies and risk of loss associated with each investment manager (including RAM) utilized in a client account are described in more detail in each investment manager's Form ADV Part 2A. Information about the investment objective and policies of each mutual fund, private fund or other investment vehicle held in a client account is contained in the applicable prospectus and statement of additional information or confidential offering materials.

For clients enrolled in the RPWA Platform, Rockefeller Financial has retained a third-party service provider, Envestnet Portfolio Services, Inc., Envestnet Asset Management, Inc. and/or their affiliate (collectively, "Envestnet"), for various administrative, investment advisory and/or other services related to the Platform. Envestnet conducts investment and other due diligence on the investment managers and their respective investment strategies and maintains an approved and available strategy list. The Family Office leverages this process in making recommendations to clients utilizing the RPWA Platform. Please refer to the Wrap Brochure appended to Rockefeller Financial's Form ADV Part 2A for additional information about

Envestnet and the services it provides to Rockefeller Financial with respect to the RPWA Platform.

It is important to note that no methodology, investment style, or investment strategy is guaranteed to be successful or profitable or can guarantee a client against loss. While the Family Office intends to employ reasonable diligence in evaluating and monitoring third party managers, no amount of diligence can eliminate the possibility that a third party manager may provide misleading, incomplete or false information or representations, or engage in improper or fraudulent conduct, including unauthorized changes in investment strategy, insider trading, misappropriation of assets and unsupportable valuations of portfolio securities.

As discussed above, a client may impose, with the Family Office's consent, reasonable restrictions on the management of their accounts.

### **Risk Factors**

The investment risks described below represent some but not all of the risks associated with various types of investments and investment strategies. Clients should carefully evaluate all applicable risks with any investment or investment strategy, and realize that investing in securities involves risk of loss that clients should be prepared to bear.

### **Investment Strategies and Risk of Loss**

Certain investment strategies that Client Advisors, investment managers and investment vehicles may use in managing your account have specific risks, including those associated with investments in common stock, fixed income securities, American Depositary Receipts, and investment funds.

For example, investing in securities and other assets involves a potential risk of loss due to various market, economic, political, regulatory, business, currency and other risks. The Family Office does not guarantee the future performance of any client account, investment decision or strategy. Future results may vary substantially from past performance and no investment strategy can guarantee profit or protection from loss. Returns on investments can be volatile and an investor may lose all or a portion of their investment.

Clients that utilize margin are subject to additional risks, including greater risk of loss and incurrence of margin interest debt. Margin and securities based lending is not suitable for all investors. If the market value of the securities in your margin account declines, you may be required to deposit more money or securities in order to maintain your line of credit. If you are unable to do so, the Custodian may sell all or a portion of your pledged assets without prior notice to you.

### **Risk Relating to Equity and Fixed Income Securities**

Equity and equity-related investments are volatile and will increase or decrease in value based upon issuer, economic, market and other factors. Small capitalization stocks generally involve



higher risks in some respects than do investments in stocks of larger companies and may be more volatile. The securities of non-U.S. issuers also involve a high degree of risk because of, among other factors, the lack of public information with respect to such issuers, less governmental regulation of stock exchanges and issuers of securities traded on such exchanges and the absence of uniform accounting, auditing and financial reporting standards. The non-U.S. domicile of such issuers and currency fluctuations may also be factors in the assessment of financial risk to the investor. Foreign securities markets are often less liquid than U.S. securities markets, which may make the disposition of non-U.S. securities more difficult. Emerging markets can be subject to greater social, economic, regulatory, and political uncertainties and can be extremely volatile.

Investments in fixed income securities are subject to interest rate, credit, liquidity, prepayment, and extension risks, any of which may adversely impact the price of the security and result in a loss. Interest rates may go up resulting in a decrease in the market value of fixed income securities. Duration is the time that it takes for an investor to be repaid the price for a bond by the bond's total cash flows. The longer the repayment period, or duration, the greater the chance that the bond will be exposed to interest rate risk. Generally, securities with longer maturities carry greater interest rate risk. The historically low interest rate environment increases the risk associated with rising interest rates. Credit risk is the risk that an issuer may not make timely payments of principal and interest. There is a risk that an issuer may "call", or repay, its high yielding bonds before their maturity dates. Fixed income securities subject to prepayment can offer less potential for gains during a declining interest rate environment and similar or greater potential for loss in a rising interest rate environment. Limited trading opportunities for certain fixed income securities may make it more difficult to sell or buy a security at a favorable price or time. The municipal market is volatile and can be significantly affected by adverse tax, legislative or political changes and the financial condition of the issuers of municipal securities.

### **Risk Related to Exchange Traded Funds**

There may be a lack of liquidity in certain exchange traded funds ("ETFs") which can lead to a large difference between the bid-ask prices (increasing the cost to you when you buy or sell the ETF). A lack of liquidity also may cause an ETF to trade at a large premium or discount to its net asset value. Additionally, an ETF may suspend issuing new shares and this may result in an adverse difference between the ETF's publicly available share price and the actual value of its underlying investment holdings. At times when underlying holdings are traded less frequently, or not at all, an ETF's returns also may diverge from the benchmark it is designed to track.

Most ETFs, like all mutual funds, are registered investment companies under the Investment Company Act. However, ETFs that invest exclusively in physical assets, such as gold, are not registered investment companies. These ETFs will not have the protections associated with ownership of shares in a registered investment company. For example, these ETFs are not subject to the prohibition on registered investment companies dealing with affiliates, do not have an independent board of trustees, and are not subject to requirements with respect to, among other things, diversification and the prohibition on the suspension of redemptions.

A leveraged ETF is a marketable security that uses financial derivatives and debt to amplify the returns of an underlying index. While a traditional exchange-traded fund typically tracks the securities in its underlying index on a one-to-one basis, a leveraged ETF may aim for a 2:1 or 3:1 ratio. The use of leverage can lead to significant gains, but can also lead to significant losses.

Inverse ETFs seek investment results that are the inverse of their benchmarks' performances for one day only. As such, Inverse ETFs are designed for speculative traders and investors seeking tactical day trades against their respective underlying indexes. To achieve their investment results, inverse ETFs generally use derivative securities, such as swap agreements, forwards, futures contracts and options. Because of how they are constructed, inverse ETFs carry unique risks that investors should be aware of before participating in them. The principal risks associated with investing in inverse ETFs include compounding risk, derivative securities risk, correlation risk and short sale exposure risk.

### **Risk Relating to Alternative Investments**

Alternative investments, such as hedge funds and private equity/venture capital funds, are speculative and involve a high degree of risk. There is no secondary market for alternative investments and there may be significant restrictions or limitations on withdrawing from or transferring these types of investments. Private equity/venture capital funds generally require an investor to make and fund a commitment over several years. Alternative investments generally have high fees (including both management and performance based fees) and expenses that offset returns. Alternative investments are generally subject to less regulation than publicly traded investments. The Family Office will not be able to independently value investments held by alternative investment fund managers. As a result, the Family Office will generally rely on the values reported to it by alternative investment fund managers.

Alternative investments may include specific risks associated with limited liquidity, the use of leverage, arbitrage, short sales, options, futures and derivative instruments. There can be no assurances that a manager's strategy (hedged or otherwise) will be successful or that a manager will employ such strategies with respect to all or any portion of a portfolio. Clients should recognize that they may bear asset-based fees and expenses at the manager- level, and indirectly, fees, expenses and performance-based compensation. Performance-based compensation may create an incentive for the managers that may receive performance-based compensation to make investments that are riskier and more speculative than would be the case if this special allocation were not made. Because the individual managers make trading decisions independently of each other, it is possible that they may, on occasion, hold substantial positions in the same security or group of securities at the same time. This possible lack of diversification may subject the client's investments to more volatility than would be the case if the client's assets were more widely diversified.

## **Risk Relating to Options Trading**

There are various risks associated with transactions in exchange-traded and over the counter (“OTC”) options. The market price of an option is affected by many factors, including: changes in the market prices or dividend rates of underlying securities (or in the case of indices, the securities in such indices); the time remaining before expiration; changes in interest rates or exchange rates; and changes in the actual or perceived volatility of the relevant stock market and underlying securities. Although an option buyer’s risk is limited to the amount of the original investment for the purchase of the option, an investment in an option may be subject to greater fluctuation than an investment in the underlying securities. The market price of an option also may be adversely affected if the market for the option becomes less liquid, including where trading in the securities underlying the option becomes restricted.

## **Risk Relating to Structured Products**

Investments in structured products (generally packaged investments organized and operated for the purpose of restructuring the investment characteristics of other debt and option securities, including debt securities issued by foreign governments) are subject to a number of risks, including risks related to the fact that the structured products may be leveraged. Structured products will typically consist of equity or subordinated debt securities issued by a private investment fund that invests, on a leveraged basis, in other debt securities or bank loans directly or through rate of return swaps or other equity and credit derivatives. Utilization of leverage is a speculative investment technique and will generally magnify the opportunities for gain and risk of loss borne by an investor in the equity or subordinated debt securities issued by a structured product. Many structured products contain covenants designed to protect the providers of debt financing to such structured products. A failure to satisfy those covenants could result in the untimely liquidation of the structured product and a complete loss of an investment therein.

The value of an investment in a structured product will depend primarily on the investment performance of the assets in which the structured product invests and will therefore be subject to all of the risks associated with an investment in those assets. These risks include the possibility of a default by, or bankruptcy of, the issuers of such assets or a claim that the pledging of collateral to secure any such asset constituted a fraudulent conveyance or preferential transfer that can be subordinated to the rights of other credits of the issuer of such asset or nullified under applicable law. Investors in structured products will not own such assets directly and will therefore not benefit from general rights applicable to the holders of assets, such as the right to indemnity and the rights of setoff, or have voting rights with respect to such assets, and in such cases, all decisions related to such assets, including whether to exercise certain remedies, will be controlled by the structured product. Furthermore, there are certain tax and market uncertainties that present risks relating to investing in structured products.

## **Risk Relating in Variable Annuities**

Investments in variable annuities are long-term investments and provide long-term income, however such investments are subject to high fees due to frequent trading and short-term trading. Variable annuities investments also involve investment risk related to the products and investments that the collective periodic payments are invested in, which may include derivatives products. Further, in order to receive certain tax benefits associated with variable annuities, the investments underlying such contracts must meet certain diversification and other requirements. Thus, investments in variable annuities that do not have sufficient diversification can lead to adverse tax consequences.

## **Market Disruption, Health Crises, Terrorism and Geopolitical Risk**

Investors are subject to the risk that war, terrorism, global health crises or similar pandemics, and other related geopolitical events may lead to increased short-term market volatility and have adverse long-term effects on world economies and markets generally, as well as adverse effects on issuers of securities and the value of a Fund's investments. War, terrorism and related geopolitical events, as well as global health crises and similar pandemics have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally. Those events as well as other changes in world economic, political and health conditions also could adversely affect individual issuers or related groups of issuers, securities markets, interest rates, credit ratings, inflation, investor sentiment and other factors affecting the value of a Fund's investments. At such times, investors' exposure to a number of other risks described elsewhere in this section can increase.

## **Illiquidity of Investments in Alternatives Funds; Lack of Current Distributions**

Investments in alternatives funds should be viewed as an illiquid investment. It is uncertain as to when a return of capital or profits, if any, will be realized and losses on unsuccessful investments may be realized before gains on successful investments are realized. The return of capital and the realization of gains, if any, generally will occur only upon the partial or complete disposition of an investment. While a fund's investment may be sold at any time, it is generally expected that this will not occur for a number of years after the initial investment. Before such time, there may be no current return on the investment. Furthermore, the expenses of operating alternatives funds (including any management fees imposed by the investment manager) may exceed its income, thereby requiring that the difference be paid from the funds' capital, including without limitation, unfunded commitments. Further, any profits or gains may be reinvested in the fund and may not be distributed to investors until the end of the fund's life, if at all.

An alternatives fund's ability to dispose of investments may be limited for several reasons (some or all of which may be outside of a fund's control), including the absence of an established market for such investments, as well as contractual and other limitations on transfer or other restrictions that would interfere with subsequent sales of such investments or adversely affect the terms upon which a disposition could be made. Any possibility of a disposition in the public markets will depend upon favorable market conditions, including receptiveness to

initial or secondary public offerings for the companies in which the funds invest and an active mergers and acquisitions (or recapitalizations and reorganizations) market, among other factors.

### **Risk Relating to Use of Third Party Managers**

The use of third party managers in investment programs involves additional risks. The success of the third party manager depends on the capabilities of its investment management personnel and infrastructure, all of which may be adversely impacted by the departure of key employees and other events. The future results of the third party manager may differ significantly from the third party manager's past performance. While the Family Office intends to employ reasonable diligence in evaluating and monitoring third party managers, no amount of diligence can eliminate the possibility that a third party manager may provide misleading, incomplete or false information or representations, or engage in improper or fraudulent conduct, including unauthorized changes in investment strategy, insider trading, misappropriation of assets and unsupportable valuations of portfolio securities.

Certain third party managers may hold a relatively concentrated portfolio of securities in comparison to their respective benchmarks and broader market indices. In addition, these strategies may from time to time be overweight, underweight or have no exposure to specific sectors, industries and/or geographies, and can take concentrated positions which could lead to increased volatility. Certain of these strategies may focus on particular sectors, industries and geographies. As a result, an adverse development impacting any one position, sector, industry or geography may have a material adverse effect on investment returns as well as performance relative to the strategy's benchmark.

Diversification across asset classes, investment styles, sectors and industries does not eliminate the risk of experiencing investment losses. There is also a risk that too much diversification across third party managers can lead to the indexing of investment returns while paying higher manager fees.

### **Risk Relating to REITs**

Certain Strategies offer real estate-related investment disciplines, which typically invest in common stocks of U.S. corporations. Almost all such investments will be treated for tax purposes as investments in real estate investment trusts ("REITs"). Although it is unlikely that such investments will cause a tax-exempt investor to recognize "unrelated business taxable income" ("UBTI"), no assurances can be made that no UBTI will be recognized. If any investment causes a tax-exempt investor to recognize UBTI, and that tax-exempt investor is a charitable remainder trust, all of the income of the charitable remainder trust would be subject to federal income tax for the tax year in which the UBTI was recognized. Therefore, charitable remainder trusts should consult with a tax adviser before investing in real estate investment disciplines.

## **Risk Relating to Money Market Funds**

You could lose money in money market funds. Although money market funds classified as government funds (i.e., money market funds that invest 99.5% of total assets in cash and/or securities backed by the U.S. government) and retail funds (i.e., money market funds open to natural person investors only) seek to preserve value at \$1.00 per share, they cannot guarantee they will do so. The price of money market funds will fluctuate and when you sell shares they may be worth more or less than originally paid. Money market funds may impose a fee upon sale or temporarily suspend sales if liquidity falls below required minimums. During suspensions, shares would not be available for purchases, withdrawals, check writing or ATM debits.

Moreover, in some circumstances, money market funds may be forced to cease operations when the value of a fund drops below \$1.00 per share. In that event, the fund's holdings are liquidated and distributed to the fund's shareholders. This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals and, if applicable, check writing or ATM debits from your account.

## **Risk Relating to Differing Classes of Securities**

Different classes of securities have different rights as creditor if the issuer files for bankruptcy or reorganization. For example, bondholders' rights generally are more favorable than shareholders' rights in a bankruptcy or reorganization.

## **Legal and Tax Considerations**

Clients are responsible for all tax liabilities and tax return filing obligations arising from the transactions in your account or any other investment advice offered by us. Changing your investment strategy or engaging in portfolio rebalancing transactions may result in sales of securities which may subject you to additional income tax obligations. The Family Office does not provide legal advice. Unless you have entered into a written family office services agreement pursuant to which the Family Office has specifically agreed to provide any of the following tax, accounting or estate planning services, consult your independent tax or legal advisor with respect all such matters. This Brochure or any other document received from the Family Office should not be construed as providing such advice.

## **Cybersecurity Risk**

Rockefeller & Co. must rely in part on digital and network technologies (collectively, "networks") to conduct its investment advisory business. Such networks, including those of service providers, are susceptible to cyber-attacks that could potentially seek unauthorized access to digital systems for purposes such as misappropriating sensitive information, corrupting data or causing operational disruption. Cyber-attacks might potentially be carried out by persons using techniques that could range from efforts to electronically circumvent network security or overwhelm websites to intelligence gathering and social engineering functions aimed at obtaining information necessary to gain access. Cyber-attacks against, or

security breakdowns, of us or our service providers, if applicable, may adversely impact us and our clients, potentially resulting in, among other things, financial losses; our inability to transact business on behalf of our clients; reputational damage; and/or additional costs. The firm may incur additional costs related to cybersecurity risk management and remediation. In addition, cybersecurity risks may also impact issuers of securities in which we invest on behalf of our clients, which may cause our clients' investment in such issuers to lose value.

### **Technology Risk**

The Family Office must rely in part on digital and network technologies to conduct its business and to maintain substantial computerized data relating to client account activities. These technologies include those owned or managed by Rockefeller & Co. and its affiliates as well as those owned or managed by others, such as financial intermediaries, pricing vendors, transfer agents, and other parties used by Rockefeller & Co. to provide services and maintain its business operations. These technology systems may fail to operate properly or become disabled as a result of events or circumstances wholly or partly beyond the firm's or its service providers' control. Technology failures, whether deliberate or not, including those arising from use of third-party service providers or client usage of systems to access accounts, could have a material adverse effect on our business or our clients and could result in, among other things, financial loss, reputational damage, regulatory penalties or the inability to conduct business.

### **Coronavirus Outbreak Risks**

The recent global outbreak of the 2019 novel coronavirus ("COVID-19"), together with resulting voluntary and U.S. federal and state and non-U.S. governmental actions, including, without limitation, mandatory business closures, public gathering limitations, restrictions on travel and quarantines, has meaningfully disrupted the global economy and markets. Although the long-term economic fallout of COVID-19 is difficult to predict, it has and is expected to continue to have ongoing material adverse effects across many, if not all, aspects of the regional, national and global economy. In particular, the COVID-19 outbreak has already, and will continue to, adversely affect companies and markets globally. Furthermore, the Family Office's ability to operate effectively, including the ability of its personnel or its service providers and other contractors to function, communicate and travel to the extent necessary to carry out clients' investment strategies and objectives and the Family Office's business and to satisfy its obligations to clients and pursuant to applicable law, has been, and will continue to be, impaired. The spread of COVID-19 among the Family Office's personnel and its service providers would also significantly affect RAM's ability to properly furnish advisory services to its clients (particularly to the extent such impacted personnel include key investment professionals or other members of senior management), which could result in a temporary or permanent suspension of a client's investment activities or operations.

\*\*\*

This list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in connection with the firm's investment offerings or the management of client

accounts. In addition, prospective clients should be aware that, as a client's investment portfolio develops and changes over time, the account may be subject to additional and different risks.

### **Item 9: Disciplinary Information**

Within the last ten years, there have not been any material legal or disciplinary events involving the advisory business of Rockefeller & Co. or its management persons.

### **Item 10: Other Financial Industry Activities and Affiliations**

#### **Broker-Dealer Registration Status**

The Family Office is a division of Rockefeller & Co., an investment adviser registered with the SEC. Rockefeller & Co. is not a registered broker dealer. However, certain Client Advisors of the Family Office are registered representatives of its affiliate Rockefeller Financial, a broker-dealer registered with the SEC and a member of FINRA.

#### **Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor Registration Status**

Neither Rockefeller & Co. nor any of its management persons are registered or have an application pending to register as a futures commission merchant, commodity pool operator, commodity trading adviser, or as a registered representative or an associated person of any of the foregoing entities at this time.

#### **Material Relationships or Arrangements with Industry Participants**

Rockefeller & Co. is an indirect, wholly-owned subsidiary of Rockefeller Capital Management, L.P., a leading independent financial services firm offering family office, wealth management, asset management and strategic advisory services to ultra-high and high-net worth individuals, families, institutions and corporations.

Rockefeller Capital Management, L.P.'s operating subsidiaries include: Rockefeller & Co., an investment adviser registered with the SEC providing investment advisory and family office services through its Family Office division and investment management services through its RAM division; Rockefeller Financial, a broker-dealer and investment adviser registered with the SEC providing private wealth management services, securities services and strategic advice; RTC NA, a national trust bank and RTC Delaware, a Delaware limited purpose trust company, both of which provide fiduciary services acting either as a trustee, co-trustee, executor, co-executor, or as a fiduciary or agent for other fiduciary relationships; Rockefeller Strategic Services, which provides strategic advisory services with respect to certain types of business transactions not requiring registration in the U.S. as a broker dealer; and RCM Insurance Services, an insurance company licensed in the state of Delaware that provides access to a broad range of personal insurance expertise and services through numerous national



providers to enable effective estate planning, asset protection or other key wealth management planning strategies and priorities.

Certain directors, officers and employees of Rockefeller & Co. are associated with affiliates of the firm, including Rockefeller Financial, RTC NA, RTC Delaware, Rockefeller Strategic Services and RCM Insurance Services.

Directors, officers and employees of Rockefeller & Co. and its affiliates may serve as non-executive directors or advisors of for-profit businesses, including financial service companies that provide services to Rockefeller & Co. and its affiliates and/or to clients of Rockefeller & Co. and its affiliates. Rockefeller & Co. has adopted procedures and practices in seeking to mitigate conflicts of interest that may result from such outside business affiliations.

Rockefeller & Co. is indirectly controlled by Viking Global Investors LP (“Viking”) through its indirect ownership of the voting securities of Rockefeller Capital Management General Partner, L.L.C. (“Rockefeller Capital Management GP”), the general partner of Rockefeller Capital Management, L.P., of which Rockefeller & Co. is an indirect wholly-owned subsidiary. Viking is registered with the SEC as an investment adviser under the Advisers Act. No employee, officer, director, investment committee member or other representative of Viking or any of its controlled affiliates will be a member of any investment committees of Rockefeller & Co. or of Rockefeller Capital Management GP. Additionally, directors, officers, employees or other representatives of Rockefeller Capital Management GP or any of its controlled affiliates are generally prohibited from discussing any information regarding Rockefeller & Co.’s portfolio investment activities in the presence of any employee, officer, director, investment committee member or other representative of Viking or any of its controlled affiliates (other than Rockefeller Capital Management GP or any of its controlled affiliates). Rockefeller & Co. does not anticipate any material conflicts with any clients in light of Viking’s indirect control of Rockefeller & Co. In the event that any conflicts actually arise, Rockefeller & Co. will resolve such conflicts in a fair and equitable manner. Viking will not have any obligation to make available to Rockefeller Financial any information regarding its investment activities, strategies or views and, as a result, Rockefeller Financial may make investment decisions for clients that differ from those it would have made if Viking had provided such information.

#### **Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

##### **Code of Ethics**

Rockefeller & Co.’s Code of Ethics (the “Code”) is intended to fulfill the firm's obligations under Rule 204A-1 of the Advisers Act and its obligations under Rule 17j-1 under the Investment Company Act of 1940, as amended, (“Investment Company Act”) with respect to investment advisory services its RAM division provides to Affiliated Mutual Funds, to set forth standards of conduct and to require compliance with the federal securities laws.

The purpose of the Code is to prohibit the firm’s employees, supervisors, and officers (collectively, the “Employees”) from engaging in securities transactions or activities that

involve a material conflict of interest, possible diversion of a corporate opportunity, or the appearance of impropriety. Rockefeller & Co. personnel and their families and households may purchase investments for their own accounts, including the same investments as may be purchased or sold for clients, subject to the terms of the Code. Rockefeller & Co. is required to use reasonable supervision to detect and prevent any violations of the Code by Employees.

The Code generally operates to protect against conflicts of interest either by subjecting Employee activities to specified limitations (including pre-approval requirements) or by prohibiting certain activities. Key provisions of the Code include:

- The requirement for certain Employees, because of their potential access to non-public information, to obtain prior written approval or provide pre-trade notification before executing certain securities transactions for their personal securities accounts;
- Additional restrictions on personal securities transaction activities applicable to certain Employees;
- Requirements for certain Employees to provide initial and annual reports of holdings in their personal Employee securities accounts, along with transaction information in those accounts; and
- Additional requirements for pre-clearance of other activities including, but not limited to, outside business activities, gifts and entertainment, and marketing and promotional activities.

**Rockefeller & Co. will provide a copy of the Code to any client or prospective client upon request.**

### **Insider Trading Policy**

Rockefeller & Co.'s Insider Trading Policy includes procedures to prevent misuse of material nonpublic information. Rockefeller & Co. and its related persons may, from time to time, come into possession of material nonpublic and other confidential information which, if disclosed, might affect an investor's decision to buy, sell, or hold a security. Under applicable law, Rockefeller & Co. and such persons may be prohibited from improperly disclosing or using such information for their benefit or for the benefit of any other person, regardless of whether such person is an advisory client. Accordingly, should Rockefeller & Co. come into possession of material non-public or other confidential information with respect to any issuer, it may be prohibited from communicating such information to, or using such information for the benefit of, its clients, and will have no obligation to do so when following policies and procedures designed to comply with applicable law, including Section 204A of the Advisers Act.

### **Participation or Interest in Client Transactions and Other Conflicts of Interest**

Conflicts of interest are inherent in large diversified financial services companies, and may exist when there is an incentive to serve one's own interest at the expense of another's interest. This section, along with the above disclosure, summarizes conflicts of interest the Family Office has identified in connection with its management of client accounts.

At a high level, conflicts of interest may arise whenever Rockefeller & Co. has an economic or other incentive in its management of a client account to act in a way that benefits Rockefeller & Co. or its affiliates. As further described in the section above, and in the Wrap Brochure for clients utilizing the RPWA Platform, conflicts may result when Rockefeller & Co. or an affiliate: (1) invests in an investment product, such as a mutual fund, exchange traded fund, hedge fund, private equity fund or other investment product for which it or its affiliate provides investment management services; (2) has discretion in the selection of investment programs, asset mixes, active/passive investment blends, and/or investment manager line-ups; (3) obtains services, including administration, custody, transfer agency, placement agent, trade execution, trust services and trade clearing, from an affiliate; (4) receives payment as a result of purchasing an investment product or using an investment product for client accounts; or (5) receives payment from third parties for providing services with respect to investment products purchased for client accounts or when referring clients to third party service providers who pay referral fees to Rockefeller & Co. or its affiliates. Other conflicts of interest may also result from, but are not limited to, relationships that Rockefeller & Co. has with other clients or when Rockefeller & Co. acts for its own account.

The following is a non-exhaustive discussion of specific conflicts that we have identified.

### **Affiliated Investment Products**

The Family Office makes available to clients certain Affiliated Investment Products. Use of Affiliated Investment Products by clients raises a conflict of interest because it results in increased revenue, in the aggregate, to Rockefeller & Co. and its affiliates that provide the Affiliated Investment Products, and results in additional fees for Rockefeller & Co. The inclusion of RAM investment strategies in client portfolios provides other benefits to RAM such as increasing the firm's assets under management and increasing the amount of client brokerage commissions RAM can use to acquire research under soft dollar arrangements.

RAM investment management strategies are often made available through multiple investment vehicles such as separately managed accounts, private funds, registered investment companies, non U.S. investment funds and model delivery programs. The fees payable to RAM will typically vary depending on the vehicle utilized to access a strategy. As a consequence, the Family Office has an incentive to recommend investment vehicles that pay higher fees to RAM.

Rockefeller & Co. makes use of Affiliated Funds as a convenient means to diversify its clients' assets and to manage them such that eligible and participating clients share fairly in available investment opportunities. However, because certain types of investments may not be appropriate for all clients, not all clients will be offered the opportunity to invest and not all of those who are offered the opportunity to invest will choose to do so. Rockefeller & Co. receives advisory fees from these Affiliated Funds and in the case of certain Affiliated Private Funds, may also receive performance-based compensation from such Affiliated Private Funds. Rockefeller & Co. also receives a separate fee for providing administration, accounting and tax services to certain Affiliated Private Funds, as described in Item 5. The receipt of this

separate administration fee creates an incentive for the Family Office to recommend that clients invest in the Affiliated Private Funds that pay such fees to Rockefeller & Co. instead of other lower fee investment vehicle alternatives. Rockefeller & Co. pays a portion of the administration fee that it receives from Affiliated Private Fund to an unaffiliated third party service provider and retains a significant portion of the fee as compensation for the administrative services it provides to such Affiliated Private Funds.

Offerings of Affiliated Investment Products may be limited in size and, to the extent they cannot be offered to all clients, the Family Office and its affiliates have policies in place to determine the allocation of investment opportunities, and will generally allocate such investments among interested clients pro rata based on the size of each clients' requested participation

Clients are under no obligation to utilize Affiliated Investment Products.

### **Affiliated Service Providers**

A conflict of interest exists in retaining affiliated service providers because, in light of our interest in these affiliated service providers, we have an incentive to favor the retention of affiliates even if a better price and/or quality of service could be obtained from another person. One such affiliate is Rockefeller Strategic Services, which provides strategic advisory services with respect to specific types of business transactions. Client Advisors are financially incentivized to introduce clients to deal opportunities made available through Rockefeller Strategic Services. RTC NA and RTC Delaware, affiliated trust companies, also provide services to our clients, including after we recommend those services. Clients are under no obligation to use affiliated service providers.

### **Rockefeller Private Wealth Advisor Program**

The Family Office generally recommends that new client relationships obtain its investment advice through use of the RPWA Platform sponsored by its affiliate Rockefeller Financial. Rockefeller Financial has invested, and continues to invest, significant resources into the development and expansion of the RPWA Platform, including the investment options and services available to clients. When clients use the RPWA Platform, the Family Office benefits because it leverages the platform's capabilities, infrastructure and technology when providing services to its clients.

Rockefeller Financial benefits financially through the receipt of greater revenues when clients of the Family Office use this platform. It has revenue sharing arrangements in place with certain investment managers that are available on the RPWA Platform (see "Third Party Manager and Revenue Sharing" below), and receives a share of the revenue generated when clients use certain platform services such as the margin and cash sweep programs. Further, the fees Rockefeller Financial pays to its clearing firm, National Financial Services, LLC ("NFS"), have been negotiated such that the fees decrease as the amount of business Rockefeller Financial refers to NFS increases, including business from the client accounts the Family Office manages on the platform. Should Rockefeller Financial not hit certain pre-agreed

thresholds, the fees charged by NFS to Rockefeller Financial may increase. Rockefeller Financial also receives rebates or service credits on certain charges from NFS based on the number of client accounts and/or mutual fund positions and the amount and/or type of assets in accounts including platform accounts, and additional financial benefits. Clients should refer to the Wrap Brochure appended to Rockefeller Financial's Form ADV Part 2A for more comprehensive disclosures on conflicts of interest with respect to use of RPWA Platform.

Clients should be aware, however, that by participating in a wrap fee program, such as the RPWA Platform, clients may ultimately pay more or less than they would have otherwise through a non-wrap fee program that may charge lower advisory fees but passes on custody, trade execution and other costs directly to the client, or than if they had purchased services similar to those offered through the RPWA Platform separately. Clients are also able to invest directly in many of the same investments, or in investments similar to those made available through the RPWA Platform without the investment advisory services provided by the Family Office. Clients should carefully review all fees that may be charged through the RPWA Platform and assess the benefits of enrolling in a wrap fee program before making the decision to make an investment through the RPWA Platform.

### **Unaffiliated Bank and Broker Custodians**

For clients that wish to utilize an unaffiliated custodian, the Family Office will typically recommend that they engage one of State Street Bank & Trust Company ("State Street"), JP Morgan Private Bank ("JP Morgan"), Northern Trust or Charles Schwab & Co., Inc. ("Schwab") as custodian for their assets. Rockefeller & Co. has certain business arrangements in place with these custodians to enable the firm to provide advisory services to clients in a more efficient and cost effective manner. For example, Rockefeller & Co. has established data feeds and/or electronic access arrangements to facilitate account transactions and the administration and servicing of client accounts. The firm also has in place with State Street and JP Morgan omnibus trading arrangements which enable it to more efficiently trade across client accounts in U.S. and non-U.S. markets. Schwab is primarily recommended to clients who have non-discretionary advisory relationships with the Family Office and are responsible for directly instructing Schwab to execute securities transactions in their accounts. Schwab provides Rockefeller & Co. with access to its online institutional platform including investment research and market data and makes available various support services which benefit the Family Office. The firm and its clients who utilize Schwab receive certain fee waivers and discounts which are tied to client asset levels and other factors. These arrangements create conflicts between the Family Office and its clients because the firm benefits when clients use one of these custodians instead of other unaffiliated custodians. We believe this conflict is mitigated because the fees charged by these custodians are competitive in the marketplace. Information about the fees charged by unaffiliated custodians is available in their custody agreements with clients.

### **Third Party Managers and Revenue Sharing**

When recommending third party managers and funds, or investing funds in discretionary client accounts into third party managed accounts and funds, the Family Office will generally choose

a manager or fund that has been approved for client use by a review committee comprised of Family Office and Rockefeller Financial professionals (the “Third Party Manager Committee”). Rockefeller Financial has arrangements with third party managers whereby such managers pay it additional fees (including part of the firm’s revenues) and marketing support compensation in connection with investing client funds in the funds managed by these third party managers. This additional compensation creates an incentive for the Third Party Manager Committee to approve third party managers and funds that pay marketing support compensation to or that share a larger portion of their advisory fees with or enter into revenue sharing arrangements with Rockefeller Financial over other investment options, including investment options that charge lower fees, and for the Family Office to utilize such third party managers and investment vehicles when providing investment advice to its clients.

Some mutual fund companies may decline to pay revenue sharing at the levels requested by Rockefeller Financial or at all, which may present a financial disincentive for us to promote the sale of those funds that do not pay us at the requested levels. Revenue sharing compensation may not be rebated or credited to our clients. Client Advisors of the Family Office do not receive any portion of this revenue.

Rockefeller Financial has also entered into revenue sharing arrangements with providers of certain alternative investments platforms, including iCapital Network (“iCapital”) who provide rebates to Rockefeller Financial based on the volume of Rockefeller Financial clients invested in the iCapital platform. Rockefeller Financial also entered into an arrangement with CAIS, where in a small number of cases, the Firm receives trail fees but not feeder fee rebates. As described further below in Item 11 – Conflicts of Interest, this additional revenue creates an incentive for Rockefeller Financial to provide access to iCapital’s alternative investment vehicles and for Rockefeller & Co. to recommend these investments to clients utilizing the RPWA Platform.

### **Third Party Service Providers**

The Family Office has a conflict of interest associated with utilizing third party providers who pay it commissions and fees (as discussed above) because it has a financial incentive to select third party providers based on these payments. The Family Office seeks to mitigate these conflicts of interests by not providing Client Advisors a share of any such referral payments.

### **Client Advisor Compensation**

While Client Advisors do not receive a portion of the fees paid by clients to the Family Office, their compensation arrangements typically include eligibility for receipt of an annual discretionary bonus. The amount of a Client Advisor’s discretionary bonus is based on multiple considerations, including individual and firm performance objectives and other criteria. The amount of revenue a Client Advisor has generated for the Family Office and its affiliates is one of factor. In addition, certain Client Advisors participate in deferred compensation plans which have payments that are tied to Rockefeller Capital Management L.P.’s overall enterprise value. These compensation arrangements create a financial incentive

for Client Advisors to seek to increase the overall revenue the Family Office and its affiliates receive from their clients.

### **Brokerage Practices**

Client Advisors who are registered representatives of Rockefeller Financial from time to time will recommend that clients buy or sell securities or investment products in which the Rockefeller Financial, its affiliates and their respective officers, directors, employees or registered representatives, have a financial interest or may themselves purchase or sell. Clients should be aware that compensation earned by Rockefeller Financial varies by product and by issuer. Therefore, Rockefeller Financial may receive more compensation for selling certain products issued by an affiliated company than for selling certain products issued by companies that are not affiliated with the firm. Rockefeller & Co. seeks to mitigate this conflict by not permitting Client Advisors who are registered representative of Rockefeller Financial to receive a share of the commissions generated by their clients' securities transactions.

### **Placement Fees**

As a distributor of alternative investments, including hedge funds and funds of funds, Rockefeller Financial receives a portion of the fees charged by the investment advisers to those funds, which from time to time includes affiliate(s) of Rockefeller Financial. The payment of placement fees to Rockefeller Financial by a fund sponsor creates an incentive for the Family Office to recommend the sponsor's third party investment vehicle to its clients instead of other investment opportunities. To mitigate the conflicts resulting from these arrangements, we disclose to clients that our affiliate Rockefeller Financial may receive revenue from third party managers and funds held in client accounts, we perform due diligence on such third party managers and funds and we evaluate the suitability of including such third party managers and funds in our investment strategies that make these types of investments. Please refer to Item 10 – Other Financial Industry Activities and Affiliations above.

### **Insurance Products**

Insurance products sold by affiliates of the Family Office will result in commissions being paid to these affiliates. In addition, representatives of our affiliates (which may include employees of the Family Office and its other affiliates) who are licensed insurance agents are compensated for the sale of insurance-related products. This increase in firm and individual compensation creates an incentive for us to recommend certain insurance products sold through affiliates.

### **Cross Trades**

In certain cases, RAM may cause a client of the Family Office to purchase investments from another client of the Family Office or of RAM. Such transactions create conflicts of interest because, by not exposing such buy and sell transactions to market forces, a client may not receive the best price otherwise possible, or we may have an incentive to improve the performance of one client by selling underperforming assets to another client in order, for example, to earn fees. Additionally, in connection with such transactions, we, our affiliates,

and our personnel receive fees in connection with management of the relevant clients involved in such a transaction, and may also be entitled to share in the investment profits of the relevant clients.

### **Personal Trading**

When we or an affiliate currently hold for our own benefit the same securities as a client, we could be viewed as having a potential conflict of interest. In general, we will not, as principal, buy securities for ourselves from or sell securities we own to any client.

### **Educational Programs**

Investment managers, mutual fund vendors, unit investment trust sponsors, annuity, life insurance companies or their affiliates and sponsors of ETFs whose products are available to clients may contribute funds to support our Client Advisor education programs. The contributions are used to subsidize the cost of training seminars we offer to Client Advisors, which may include travel and travel-related expenses, meals and entertainment. These training events and seminars can (and often) include a non-training element to the event. Not all vendors contribute to our education efforts. Neither contribution towards these training and education expenses nor lack thereof, is considered as a factor in analyzing or determining whether a vendor should be included or should remain in our programs or our platform. Contributions can vary by vendor and event. In some instances, the contributions per vendor (as well as the aggregate received from all vendors) are significant, and may include travel, meals and entertainment provided to Client Advisors by the event host. While your Client Advisor does not receive a portion of these payments, their attendance and participation in these events, as well as the increased exposure to vendors who sponsor the events, may lead Client Advisors to recommend the products and services of those vendors as compared to those who do not.

### **Other Non-Cash Compensation**

The Family Office, our Client Advisors and our affiliates may receive non-cash compensation from broker-dealers used to execute securities transactions for clients and from mutual fund companies, investment managers, unit investment trust sponsors, annuity providers, insurance vendors and sponsors of products that we or our affiliates distribute. This compensation includes the following: occasional gifts, occasional meals, tickets or other entertainment of reasonable and customary value; sponsorship support of educational or training events (which include educational events Client Advisors arrange for clients and prospects) and seminars and/or payment of expenses related to training and education of employees, which can (and often do) include a non-training element of the event; and/or various forms of marketing support and, in certain limited circumstances, the development of tools used by the Family Office and its affiliates for training or record-keeping purposes. Non-cash compensation can vary by vendor and event. The receipt of cash and non-cash compensation from sources other than clients, creates an incentive for the firm to recommend certain products over others. We address these conflicts of interest by maintaining policies and procedures on the suitability and



supervision of the advisory programs and services we offer to you, and by disclosing our practices to ensure you make an informed decision.

### **Other Transactions and Relationships**

Affiliates of Rockefeller & Co. receive trading commissions and other compensation from mutual funds and insurance companies whose products we recommend to clients. Our affiliates engage in a variety of transactions with (or provide other services to) the investment managers, mutual funds, their affiliates or service providers with which you are doing business. Our affiliates, in turn, receive compensation from these entities. Those transactions and services that our affiliates provide include, but are not limited to, executing transactions in securities or other instruments, broker-dealer services for the account of our affiliate, research services, consulting services, investment banking services, trust company services, and insurance services.

We and/or our affiliates provide investment banking, research, brokerage, investment advisory, insurance, and other services for different types of clients. In providing those services, we and our affiliates may give advice to, or take actions for, those clients or for our own accounts or accounts of our affiliates that differs from advice given to, or the timing and nature of actions taken for you, or buy and sell securities for our own or other accounts. Advice given to clients or investment decisions made for these clients may differ from, or may conflict with, advice given or investment decisions made for an advisory affiliate or another client. Action taken with respect to advisory affiliates may adversely affect client accounts, and actions taken by client accounts may benefit advisory affiliates. Conflicts may arise when a client makes investments in conjunction with an investment being made by other clients or clients of our affiliates, or for our proprietary account, or in a transaction where such other parties have already made an investment. For example, investment opportunities are from time to time appropriate for clients, clients of our affiliates, or our and our affiliates' proprietary accounts at the same, different or overlapping levels of a company's capital structure. Conflicts of interest arise in such cases, particularly in the event the company is in financial distress. Rockefeller & Co. and our affiliates occasionally may not be free to divulge or act upon certain information in their possession on behalf of investment advisory or other clients. We are not obligated to execute any transaction for your account that we believe to be improper under applicable law or rules or contrary to our own policies. We have adopted policies and procedures that limit transactions for our proprietary accounts and the accounts of our employees. These policies and procedures are designed to prevent, among other things, improper or abusive conduct when there may be a potential conflict with the interest of a client.

As mentioned above, Rockefeller & Co. provides investment advice to clients regarding investment in various types of Affiliated Funds where Rockefeller & Co. and its related persons have an interest as a general partner, managing member, manager and/or investment adviser. Eligible officers and employees of Rockefeller & Co. are provided the opportunity to align their financial interests with those of Rockefeller & Co.'s clients by investing their personal funds in Affiliated Funds. In addition, Rockefeller & Co. and its affiliates may also invest their proprietary capital in separate accounts managed by Rockefeller & Co. and in Affiliated Funds. The services provided by Rockefeller & Co. and related persons to any Affiliated Fund

recommended by Rockefeller & Co. to clients are disclosed to prospective investors in the Affiliated Fund's prospectus, offering documents and/or governing documents.

## **ITEM 12: BROKERAGE PRACTICES**

Rockefeller & Co. does not execute trades in client accounts as a broker-dealer or agent for compensation for any client.

### **RPWA Platform Brokerage Practices**

For clients receiving our advice through the RPWA Platform, Rockefeller Financial will act as the introducing broker to effect securities transactions for such clients through NFS. NFS will execute trades in client accounts and maintain custody of client assets. Accordingly, it is expected that trading activity for clients will generally be effected through this arrangement and not with other brokers. Clients may be able to obtain better executions of securities transactions if a broker other than Rockefeller Financial is used to effect the transactions.

Clients of Rockefeller & Co. participating in the RPWA Platform will not pay trading commissions when Rockefeller Financial executes trades for their account because the investment advisory fees they pay to the Family Office will cover these execution costs as part of the wrap fee arrangements. To the extent securities transactions are executed away from Rockefeller Financial, clients will be subject to transaction costs and fees that are in addition to the wrap fee paid to the Family Office. Please refer to the Wrap Brochure appended to Rockefeller Financial's Form ADV Part 2A for additional information about these brokerage practices.

In seeking to ensure that clients receive best execution, the Family Office will perform periodic reviews of the execution services provided by Rockefeller Financial through this arrangement, including quality of order execution and the overall cost of each transaction.

### **Rockefeller & Co. Brokerage Practices**

Securities transactions in client accounts managed by the Family Office which are not on the RPWA Platform are generally executed by RAM's trading desk within Rockefeller & Co. This section details Rockefeller & Co.'s practices when executing transactions through its trading desk, including its practices for seeking to obtain best execution, soft dollar arrangements, trade aggregation, client directed trading, cross trading, trade error correction and model delivery programs.

Rockefeller & Co's primary objective in placing orders is to seek prompt execution at the most favorable price and execution quality readily available to it from broker-dealers at competitive commission rates. The best net result, giving effect to brokerage commissions, spreads and other costs, is normally an important factor, but a number of other factors are considered.

In making client brokerage decisions, Rockefeller & Co. considers the following factors categorized below, keeping in mind that each order is unique. As a result, different factors will

generally have varying levels of importance depending on the nature of the transaction and surrounding circumstances.

#### *Transaction Specific Factors*

- **Best Price:** The actual price to be paid or received for the securities. The ability of a broker to obtain the best overall price for a transaction and to sell or buy a security with minimal disruption of the market price.
- **Commission Rates:** A key factor, although commission rates alone ordinarily is not the determinative factor in selecting a broker.
- **Trade Settlement (settlement risk):** A broker's ability to ensure that the securities will be delivered on settlement date.
- **Transaction Size:** A broker may specialize in block orders, large program trades or small trades.
- **Willingness to Commit Capital:** If an account holds a thinly-traded issue and there is limited interest in the security, a broker may be selected based on its willingness to purchase some or all of the securities for its own inventory.

#### *Specific Broker Characteristics*

- **Market Familiarity:** The broker's knowledge of the market for the particular security.
- **Reliability:** Whether the broker has been able in the past to provide support when placing a difficult trade in this security or a similar security.
- **Integrity (ability to maintain confidentiality):** When executing orders, Rockefeller & Co. may not want to divulge its interest to the market.
- **Research Capability:** Rockefeller & Co. will consider a broker's research capability when allocating brokerage, when consistent with the duty to seek best execution and Rockefeller & Co. soft dollar policies, as described below.
- **Technology Infrastructure and Operational Capabilities:** Rockefeller & Co. will select a broker only if it has a reasonable belief that a broker has the infrastructure and operational capabilities to execute and settle the trade.
- **Financial Condition:** Rockefeller & Co. will consider the financial condition of a broker, and may choose not to utilize a particular broker due to uncertainty regarding a broker's financial status.
- **Disciplinary History:** Rockefeller & Co. will consider risks associated with using brokers that have a history of regulatory violations or reported client disputes, with a focus on issues involving institutional services provided to clients such as Rockefeller & Co.

#### *Other Factors*

- All other relevant factors being equal, soft dollars and access to new offerings will typically be considered in the making of brokerage decisions since, in the aggregate, these are likely to confer indirect benefits on Rockefeller & Co's clients.
- Rockefeller & Co. will not direct transactions to (or otherwise directly or indirectly remunerate) a broker with the objective of compensating such broker for the promotion or sale of shares of any mutual funds advised or sub-advised by Rockefeller & Co., or as compensation for referring clients to Rockefeller & Co.

## **Soft Dollar or Research/Execution Policy**

In a “soft dollar” arrangement an investment adviser makes use of client brokerage commissions to acquire investment research and brokerage services. Rockefeller & Co.’s receipt of some benefit in exchange for directing brokerage on behalf of client accounts has the potential to create a conflict of interest because Rockefeller & Co. may have an incentive to select or recommend a broker-dealer based on its interest in receiving the research and brokerage services, rather than on the clients’ interest in receiving the lowest available commission rate.

Broker-dealers typically provide a bundle of services in addition to execution. In allocating brokerage, Rockefeller & Co. generally considers the value of research and brokerage services provided by a broker-dealer. Such services may include:

- Direct services such as access to a firm's research reports and research analysts, admittance to an industry conference and meetings and discussions with research personnel and company management; or
- Soft dollar payments for third party services such as financial data and systems, consumer data, proprietary risk modeling and risk management services, brokers reports, compilations of corporate earnings estimates, public filing reporting services, books and research publications and consultant services.

These research and brokerage services address themselves to a variety of matters, including analyses of industries, companies, economic factors, consumer sentiment, business and market trends, political developments and assistance in pricing securities and providing information as to the availability of securities.

Rockefeller & Co. will use soft dollars to acquire either a broker’s proprietary research or third party research and brokerage services, consistent with the safe harbor, described below. Rockefeller & Co.’s portfolio managers and analysts collectively designate commission allocations to various brokers on the basis of the quality or amount of services provided, although no binding commitments are made to any broker to pay a particular amount. Nonetheless, certain broker-dealers may state in advance the amount of brokerage commissions they require for certain services and the applicable cash equivalent. Rockefeller & Co. maintains an internal allocation procedure to track the broker-dealers who provide research and the amount of research so provided, and endeavors to direct sufficient commissions to them to ensure the continued receipt of research Rockefeller & Co. believes to be particularly useful.

As of December 31, 2019, Rockefeller & Co. maintained active brokerage relationships with approximately 31, and no single equity broker accounted for more than 20% of all client commissions for the 2019 calendar year.

Section 28(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), provides a "safe harbor" that allows an investment adviser to pay for research and brokerage services with the commission dollars generated by client transactions. Under SEC interpretations, client commissions may be used for certain research and brokerage products and services that assist an investment adviser in meeting its clients' investment objectives or in managing client accounts. The receipt of these services in exchange for soft dollars benefits Rockefeller & Co. by allowing Rockefeller & Co., at no direct cost, to:

- Supplement its own research and analysis activities;
- Receive the views and information of individuals and research staffs of other securities firms;
- Gain access to persons having special expertise on certain companies, industries, areas of the economy and market factors; and/or
- Gain insight into consumer preferences

Rockefeller & Co. allocates brokerage commissions to pay for brokerage and research services, where appropriate and permitted by law, or may elect to pay for these services directly.

Rockefeller & Co.'s policies with respect to the use of soft dollars are consistent with the safe harbor provided by Section 28(e) of the Exchange Act. Rockefeller & Co. generally selects broker-dealers based on its assessment of each broker-dealer's ability to provide quality executions and its belief that the research, information and other services provided by such broker-dealer may benefit client accounts.

It is often not possible to place a dollar value on the quality of executions or on the brokerage and/or research services Rockefeller & Co. receives from broker-dealers effecting transactions in portfolio securities. Accordingly, broker-dealers selected by Rockefeller & Co. may be paid commissions for effecting portfolio transactions for client accounts in excess of amounts other broker-dealers would have charged for effecting similar transactions if Rockefeller & Co. determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided, viewed either in terms of a particular transaction or Rockefeller & Co.'s overall duty to its clients.

Research obtained with soft dollars will not always be utilized by Rockefeller & Co. for the specific account that generated the soft dollars. It should be noted that the value of research and brokerage services cannot be measured precisely, and commissions paid for such services generally cannot be allocated to clients in direct proportion to the value of the services to the client. Thus, at least in the short term, commissions paid in one account may, in effect, subsidize services that benefit another account. Rockefeller & Co. believes that any distortions should balance out over time as various sources of research and brokerage services should enable Rockefeller & Co. to make better investment decisions and execute more effective trades. As such, Rockefeller & Co. does not usually attempt to allocate the relative costs or benefits of research among accounts because it believes that, in the aggregate, the research it receives benefits clients and assists Rockefeller & Co. in fulfilling its overall duty to clients.

Certain clients have placed limitations on, or are subject to regulations which restrict, Rockefeller & Co.'s ability to use their brokerage commissions to generate soft dollars to pay for the broker's proprietary research and/or third party research. Clients who have these types of limitations or restrictions will in most cases benefit from research obtained through soft dollar credits generated by brokerage commissions paid by other clients. Clients of model delivery programs likewise benefit from research acquired through soft dollars but do not contribute to the cost of acquiring such research because all brokerage transactions for model delivery programs are executed by the plan sponsor and not by Rockefeller & Co.

Rockefeller & Co. uses soft dollars to pay for specific research and brokerage services or for portions of "mixed use" items (research and brokerage services that provide both investment research and non-research or administrative benefits). In the case of mixed use items, Rockefeller & Co. may use soft dollars for the research portion and pay cash for the non-research portion. Although the allocation between soft dollars and cash is not always capable of precise calculation, Rockefeller & Co. will make a good faith effort to allocate such items reasonably. Records of any such allocations and payments will be maintained.

For the calendar year ending December 31, 2019, Rockefeller & Co. directed approximately 81.2% of the total commissions paid on client transactions (excluding commissions paid on transactions directed by clients), to broker-dealers that provided proprietary research or third party research services to Rockefeller & Co. through soft dollar arrangements.

### **Batched Transactions**

Rockefeller & Co. seeks to allocate transactions in a manner that is fair and equitable, over time, both in the priority of execution of orders for client accounts, and in the allocation of the price (and commission or other costs and expenses, if applicable) obtained in execution of aggregated orders for such accounts. When Rockefeller & Co. believes that the purchase or sale of the same security is in the best interest of two or more of its accounts, it will typically seek to aggregate the order to seek a more favorable execution since a large order may be executed at a lower commission cost on a per-share and a per-dollar basis. The following summarizes our policies for batching transactions:

- Rockefeller & Co. may aggregate orders for all its clients, including clients (e.g., Affiliated Funds) in which firm employees invest;
- All accounts participating in the aggregated execution will receive the same average execution price (and commission, if any) as reported by the broker;
- Where the full amount of the aggregated order is not executed, the partial amount actually executed shall be allocated among the participating client accounts pro-rata on the basis of order size, subject to rounding to "round lot" amounts; any shares remaining shall be randomly allocated to the participating client accounts;
- Aggregated orders placed in markets outside of the U.S. may be required to be allocated according to the applicable laws and exchange rules of those jurisdictions; and
- In the case of supply-constrained securities, other than IPOs, when Rockefeller & Co.'s overall allocation is too small for practical pro rata distribution and retention in all interested accounts, the aggregate allocation will be placed so as to share the benefit of

favorable pricing broadly across as many accounts as practicable, consistent with the goal of providing fair and equitable treatment over time. In general, this means that small allocations generally will be placed in widely-held investment vehicles benefiting as many of Rockefeller & Co.'s clients as possible.

### **Client-Directed Brokerage Transactions**

At a client's written request, Rockefeller & Co. will direct a client's orders to a broker designated by the client with the understanding that the broker will pay obligations for which the client would otherwise be responsible (such as consulting or custodial services). In addition, in connection with certain sub-advisory relationships, Rockefeller & Co. participates in commission recapture programs established by the primary investment adviser.

Rockefeller & Co. directs brokerage in this manner with the client's understanding that the directed brokerage arrangement means that Rockefeller & Co. is not expected to (and, under most circumstances, will not be in a position to), among other things, negotiate commission rates or spreads, obtain volume discounts or execute over-the-counter stock transactions directly through the relevant market maker.

Additionally, client-directed brokerage arrangements may require the segregation of a client's orders from the orders of other clients as that client's trades in a security will generally not be communicated to the directed firm until after a related batch transaction for other clients has been communicated to the executing broker-dealer. Thus, in most instances, trading for the directed account will not commence until after the batch transaction has been fully executed. Accordingly, directed transactions may be subject to price movements, particularly in volatile markets, that may result in the directed client receiving a price that is less favorable than the price obtained for the batched order and the client may also incur somewhat higher commission costs.

Clients who direct brokerage should understand that best price and execution may not be achieved. In limited circumstances, Rockefeller & Co. may, but typically does not, utilize the New York Stock Exchange "step-out" trade mechanism to satisfy client-directed brokerage requests. A step-out trade allows for the execution of an aggregated order through one broker and the clearing of a portion of the order through the client-directed broker. The client directing the brokerage is assessed commission by the confirming broker only, while the executing broker receives compensation in the form of commission from the other non-directed orders within the block trade. In this way, all clients benefit from the aggregated execution while bearing transaction costs no greater than would have been the case in the absence of a step-out.

### **Cross-Trading**

In certain circumstances, one or more accounts managed by Rockefeller & Co. may seek to dispose of certain securities that may be desirable for other accounts with available cash or liquidity.

Where permissible, Rockefeller & Co. may cause an account to purchase or sell securities from or to, as the case may be, another account in a "cross trade" consistent with Rockefeller & Co.'s duty to seek best execution and its applicable written policies and procedures reasonably designed to assure that all participating accounts are treated fairly and that an appropriate price is assigned to the crossed security.

Participating accounts may pay full, reduced or no commissions in connection with a cross trade (though, in no case, will such commissions be paid to Rockefeller & Co. or an affiliate). Such cross trades may reduce execution related costs and/or improve execution quality for participating accounts.

In the event that a proprietary account, or an Affiliated Fund in which Rockefeller & Co. or its personnel or affiliates have a significant ownership interest, may participate in a cross trade with another client account, Rockefeller & Co. will seek the client's consent prior to completion of the cross trade in accordance with Section 206(3) of the Advisers Act.

### **Trade Correction Policy and Procedures**

The Family Office has adopted a policy and procedures for correcting trade errors, which are intended to achieve fairness to clients consistent with the Family Office's fiduciary duty and contractual obligations to clients, and to comply with applicable regulatory requirements. Depending on the particular circumstances, RAM may retain profits, if any, resulting from a trade error.

### **Investment Consulting Arrangements**

Under Investment Consulting Arrangements, advisory clients are responsible for instructing their broker-dealer or bank custodian to execute securities transactions for their account. The Family Office may assist clients in formulating these instructions, but clients are responsible to ensure the accuracy of the instruction, communicating the instruction to their broker-dealer or bank custodian, and confirming the execution of the instructions. The Family Office does not guarantee that any broker-dealer or bank custodian, even if recommended by the Family Office, will provide the best price on a particular transaction. When recommending a broker-dealer or bank custodian to a client, the Family Office considers a number of factors (as described above) including benefits received by the Family Office. We address these conflicts of interest by disclosing them to clients. Please refer to Item 11 information about these conflicts of interest.

## **ITEM 13: REVIEW OF ACCOUNTS**

### **Frequency and Nature of Review of Client Accounts**

Client accounts are reviewed periodically for consistency with their investment objectives. Client Advisors will also communicate periodically with clients and respond to client requests for information.



## **Content and Frequency of Account Reports to Clients**

Clients will receive account statements and reports, generally quarterly, from the Family Office in addition to statements from their custodian as described below. In most cases these account statements and reports will contain information on account values, holdings, and transactions. Account performance may also be included. Clients utilizing the RPWA Platform will receive the account statements and reports described in the Wrap Brochure for that platform.

The clients' custodian provides quarterly reports to clients showing the assets in each client account, the market value, and each account's performance for the quarter. Reports will generally be provided in electronic format, when agreed upon by the client. Clients are urged to compare the account statements received directly from the custodians to the reports provided by the firm.

## **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

The Family Office compensates affiliated and unrelated third parties for client referrals in accordance with Rule 206(4)-3 of the Advisers Act. If the client invests in an investment advisory program, the compensation paid to any such entity will typically consist of an ongoing cash payment stated as a percentage of the Family Office's advisory fee or a one-time flat fee, and may also include other forms of payments, as agreed upon with the affiliated or third party.

Client Advisors from time to time refer clients to Rockefeller Capital Management L.P.'s affiliates for services and products, such as investment management services offered by RAM, fiduciary services offered by RTC NA or RTC Delaware, strategic advisory services offered by Rockefeller Strategic Services and insurance and annuity offerings by RCM Insurance Services. Similarly, employees of these affiliates from time to time recommend their clients to the Family Office for investment advisory and family office services. See Item 11 for a discussion of the conflicts of interest raised by such referrals.

Client Advisors may also refer clients to unaffiliated third-party firms for certain services, such as lines of credits, mortgages and other investment related services. In making such referrals, the Family Office will seek to identify reputable unaffiliated third parties who offer commercially reasonable terms, but does not undertake to perform any level of due diligence on or ongoing monitoring of such third parties or to search for the providers who offer the most favorable terms to clients. Clients should carefully independently evaluate these unaffiliated third parties and their terms of service relative to other providers in the marketplace before entering into a service relationship with them.

In certain cases, these referral arrangements will involve the payment of referral fees to, or participation in revenue sharing arrangements with, the Family Office. See Item 11 above for a discussion of the conflicts raised by such arrangements.

The fees charged by affiliated and unaffiliated firms for services provided to clients resulting from referrals are additional charges to the client and not included in (and will not reduce) the Family Office's fee.

## **ITEM 15: CUSTODY**

Rockefeller & Co. does not custody client funds and/or securities. Clients are required to select one or more banks or broker-dealers as their custodian to hold the client funds and/or securities for which the Family Office will provide investment advisory services. However, Rockefeller & Co. may be deemed to have custody of a client's funds and/or securities to the extent the client authorizes the firm to instruct the client's custodian to deduct the firm's fees directly from the client account or to instruct the client's custodian to disburse or transfer funds or securities from the client's account. As described below, Rockefeller & Co. may also be deemed to have custody over client funds and/or securities which RTC and Rockefeller Financial receive on behalf of a Family Office client for purposes of having such funds and/or securities deposited into the client's account at their designated custodian.

Clients will receive custody account statements on at least a quarterly basis from their chosen custodian. As also discussed in Item 13, we send periodic reports to clients as well. Clients are urged to carefully review and compare the statements sent by the custodians with those sent by us.

Rockefeller & Co. is also deemed to have custody of client funds and/or securities where it or a related person serves as the general partner or managing member (or in a comparable position) of an Affiliated Private Fund. Investors in Affiliated Private Funds will receive the applicable fund's audited financial statement annually. If an Affiliated Private Fund is unaudited, investors will receive the unaudited Affiliated Private Fund's custody account statement from its custodian on at least a quarterly basis. Investors in Affiliated Private Funds who do not receive audited financial statements or, in the case of unaudited Affiliated Private Funds, quarterly account statements from the fund's custodian as described above, should promptly report this to their Client Advisor.

As Rockefeller & Co. is not a custodian, it may not take physical custody of client funds, including checks made payable to the client, and/or client securities. In accordance with regulatory requirements, client funds and/or securities received by Rockefeller & Co. will be returned to the third party who sent or delivered them within 3 business days of receipt, unless an exception to this regulatory requirement applies.

Rockefeller & Co. has engaged its affiliate, RTC NA, to serve as custodian for the limited purpose of receiving and depositing into client accounts at third party custodians, checks made payable to clients in connection with family office services and class action processing services offered to clients. Rockefeller Financial, as a registered broker-dealer, may receive checks from clients of Rockefeller & Co. who have brokerage accounts with Rockefeller Financial and arrange for them to be deposited at NFS.

## **ITEM 16: INVESTMENT DISCRETION**

The Family Office will generally have investment discretion over client advisory accounts. Clients grant the Family Office investment discretion through the execution of a limited power

of attorney included in the Investment Advisory Agreement. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives and reasonable restrictions for the particular client account. The Family Office has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold.

In certain instances, the Family Office and a client may designate certain assets (such as legacy, concentrated or low-cost basis holdings) as non-discretionary or enter into a non-discretionary advisory agreement pursuant to which client consent must be obtained prior to Rockefeller Financial executing a securities transaction in the non-discretionary assets or account. Clients entering into non-discretionary relationships with the Family Office should understand that the requirement to obtain client consent prior to executing a securities transaction may result in the non-discretionary account trading in a security after the security is purchased or sold in discretionary client accounts. Any such delay may have a negative or positive impact on the performance of the non-discretionary account relative to the Family Office's discretionary accounts.

## **ITEM 17: VOTING CLIENT SECURITIES; CLASS ACTIONS**

### **Proxy Voting**

Where the Family Office has proxy voting authority over client securities, the Family Office seeks to vote proxies in the best interest of its clients. In most cases, the Family Office delegates proxy voting to RAM, who votes such proxies in accordance with RAM's Proxy Voting Policies and Procedures.

Clients using the RPWA Platform will have their proxies voted in accordance with Rockefeller Financial's Proxy Voting Policy and Procedures, which differ from RAM's policies and procedures described in this Item 17. Such clients should refer to Rockefeller Financial's Wrap Fee Brochure for information about how their proxies will be voted.

The Family Office generally does not have proxy voting authority for non-discretionary client accounts held at Schwab or at other custodians. In these cases, clients vote proxies themselves and will need to make arrangements with their custodian to receive their proxy voting materials.

In certain circumstances, a client may request that the Family Office vote proxies or take action relating to securities held in the client's account(s) which differ from RAM's Proxy Voting Guidelines. The Family Office and RAM will make reasonable efforts (depending on the timing of the client's request) to adhere to any specific client policies provided with respect to proxy voting, even if such directions or guidelines conflict with RAM's Proxy Voting Guidelines.

Upon request, the Family Office will provide clients with a copy of RAM's Proxy Voting Policies and Procedures, as well as information on how the proxies of securities held in that client's accounts were voted.

While RAM employs reasonable efforts to vote the Family Office client proxies, it is often difficult for RAM to fully reconcile the Family Office client holdings as reflected on the firm's internal systems with the share count totals communicated by custodians utilized by the Family Office clients. RAM will seek to fully reconcile the proxies of Family Office clients, however its procedures permit it to stop reconciling when the Family Office clients' share totals are within 10% of the share totals reported by client custodians. As a consequence of this policy, the proxies of some the Family Office clients may not be voted.

### **RAM Proxy Voting Policy and Procedures**

#### **Proxy Voting Administration**

RAM has established a Proxy Voting Committee to oversee the proxy voting process and establish proxy voting guidelines. The Committee has designated those who are responsible for the day-to-day administration of the policies and procedures.

RAM has engaged Institutional Shareholder Services, Inc. ("ISS"), an independent third party service provider, to assist with proxy voting. In addition to the execution of proxy votes in accordance with RAM's Proxy Voting Guidelines, ISS provides reporting and record keeping services. ISS's analyses incorporate environmental, social and governance ("ESG") profiles by Sustainalytics, a recognized global provider of ESG and corporate governance research and ratings. RAM subscribes to other proxy research firms to provide research on ESG issues impacting certain issuers of public securities.

#### **Overview of Proxy Voting Guidelines**

RAM has developed guidelines that govern voting proxies in a prudent and diligent manner. RAM believes that non-financial issues such as ESG practices can have significant economic impact on the value of a company and we evaluate these factors when voting. RAM also believes that good citizenship is good business and that encouraging companies to improve their social responsiveness can lead to improved financial performance.

RAM does not automatically vote for or against any class of resolutions, but rather follows a list of preferences.

On governance issues, RAM tends to favor resolutions that increase disclosure and reporting and that enhance the transparency of decision-making without placing an undue burden on the company or requiring the disclosure of proprietary or competitive information. In addition, RAM's guidelines favor proposals that seek to:

- Preserve and enhance the rights of minority shareholders;
- Increase the board's skill base; and
- Increase the accountability of both the board and management.

With respect to environmental and social factors, RAM believes that companies should be able to demonstrate that they have appropriate policies and systems in place and that they encompass relevant sustainability risks and opportunities. RAM's voting guidelines seek to encourage progress and leadership from companies in areas such as:

- Production of products and services in a manner that is aligned with the sustainable development of the world's economy;
- Human capital management policies and practices; and
- Environmental practices and risk mitigation.

While ESG considerations factor into all proxy voting decisions, RAM takes a more specific and proactive stance on these issues for clients that invest in its ESG investment strategies or who request that their proxies be voted in line with RAM's ESG strategies.

### **Proxy Voting Limitations**

RAM will not vote proxies in countries that engage in "share blocking" -- the practice of prohibiting investors who have exercised voting rights from disposing of their shares for a defined period of time. RAM will also not vote in cases where a proxy is received after the requisite voting date or with respect to specific proposals that in RAMs' opinion are incoherent or that would entail extensive and uneconomic investigation or research.

### **Conflicts of Interest**

Due to the nature of RAM's business and structure, it is unlikely that a material conflict of interest will arise in RAM's voting the proxies of public companies. However, a situation could arise where affiliates of RAM are engaged to provide strategic advisory services in which a public company is involved with a transaction. In addition, RAM and its affiliates could have directors, officers and employees who sit on the boards of public companies. RAM may also act as an investment manager to registered mutual funds and/or manage assets for other types of public entities. In the event a material conflict does arise, RAM will seek to resolve the conflict in the best interest of its clients. In such a case, the Proxy Voting Committee will generally vote the proxy based upon the recommendation of ISS. If the Committee determines to resolve the conflict in a different manner, that approach will be documented.

### **Client Retained Proxy Voting Authority**

In cases where a client has retained proxy voting authority, the Family Office will, upon request of the client, instruct the client's Custodian to have all of the proxy voting materials sent to the client for voting.

### **Class Action Processing**

The Family Office will typically file claim forms for class action settlements involving securities held in managed client accounts, unless another arrangement with respect to the handling of class action claims is agreed to with the client or the client has subsequently

terminated its investment management relationship with the Family Office. Class action filings are processed by a third party vendor. The Family Office does not file class action forms for clients utilizing the RPWA Platform or for clients who have non-discretionary accounts with Schwab.

Please refer to Item 15 for a description of the manner in which the Rockefeller & Co. arranges for class action settlement checks to be deposited into Family Office client accounts at third party qualified custodians.

### **Item 18: Financial Information**

Rockefeller & Co. does not require or solicit prepayment of more than \$1,200 in investment advisory fees per client, six months or more in advance.

Rockefeller & Co. is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its clients.

Rockefeller & Co. has not been the subject of a bankruptcy petition at any time during the past ten years.