



## **FIRM BROCHURE (Part 2A of Form ADV)**

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Date: May 6, 2020

This brochure ("Brochure") provides information about the qualifications and business practices of Xponance, Inc. ("Xponance"). Xponance is an investment adviser registered with the United States Securities and Exchange Commission ("SEC"). Our registration as an investment adviser does not imply any level of skill or training and the information in this Brochure has not been approved or verified by the SEC or by any state securities authority. If you have questions about the contents of this Brochure, please contact us at (215) 567-1100.

Additional information about Xponance is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site for information relating to our firm using our firm name or a unique identifying number known as a CRD number. Our firm's CRD number is 111126..

## **ITEM 2 – MATERIAL CHANGES**

This Brochure amends our brochure dated January 28, 2020, which was our last annual amendment. The material changes reflected in this amendment are as follows:

- Consolidation of our predecessor entity, FIS Group, Inc. with its wholly owned subsidiary, Piedmont Investment Advisors, Inc., and the resulting integration of the two firms' investment products and personnel into Xponance.

Consistent with SEC Rules, we will ensure that you receive a summary of material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. In addition, we will provide you interim disclosures about material changes as necessary. Our Brochure may be requested by contacting Robert Morier, Director of Sales & Client Services at (215) 567-1100 or [rmorier@xponance.com](mailto:rmorier@xponance.com).

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## ITEM 4 – ADVISORY BUSINESS

Xponance, Inc. (“Xponance”) is the successor registrant under the Investment Advisers Act of 1940 (the “Advisers Act”) to both FIS Group, Inc. (“FIS Group”) and its wholly-owned subsidiary, Piedmont Investment Advisors, Inc. (“PIA”). Pursuant to a corporate rebranding and consolidation strategy, Xponance was established effective April 1, 2020, to leverage the long histories of its predecessor entities in providing customized investment management products to institutional clients. FIS Group (through its former subsidiaries, Fiduciary Investment Solutions, Inc. and FIS Funds Management, Inc.) managed assets since 1996 and PIA (through its former affiliate Piedmont Investment Advisors, LLC) began managing assets in 2000.

Xponance is a Pennsylvania corporation with headquarters in Philadelphia and a southeast office in Durham, North Carolina, and is 100% owned by employees of the firm. Tina Byles Williams, our founder, Chief Executive Officer & Chief Investment Officer (“CIO”) and the Xponance Employee Stock Ownership Plan are the only shareholders who own more than 25% of the firm. Xponance is also the corporate parent of Aapryl, LLC, a financial technology company that offers software to assist allocators in identifying skilled investment managers; understanding their salient style exposures; creating portfolio replication benchmarks and peer groups for more accurate performance measurement, as well as portfolio construction and risk assessment

Xponance provides equity and fixed income investment strategies through multiple platforms, on both a discretionary and non-discretionary basis. Our product offerings include both separately managed account and commingled fund options, and we also offer tactical completion strategies whereby a client designated percentage of a separately managed, multi-manager account mandate can be internally traded by us. In structuring and servicing client accounts, Xponance considers the performance objectives, restrictions and guidelines specified by the client, as well as other factors deemed relevant by the client and disclosed to us.

### **SEPARATE ACCOUNT PORTFOLIO MANAGEMENT**

Xponance provides investment products across the market efficiency spectrum to primarily address institutional client needs. Our single-manager equity and fixed income products include both active and passive offerings. Investment management services are provided on a discretionary or non-discretionary basis, based upon client preferences.

Current single-manager active equity product offerings include:

- Market Plus
- Core Value
- Optimized SMID Core
- Optimized Small Cap Core
- Strategic Smart Beta

Current single-manager passive equity product offerings include:

- S&P 500 Index
- S&P 400 Index
- Russell 1000 Value Index
- Russell 1000 Growth Index
- Russell 2000 Index

Current single-manager fixed income product offerings include:

- Yield Advantage Opportunistic Core
- Yield Advantage Intermediate Government/Credit
- Yield Advantage Limited Duration
- Yield Advantage Differentiated Income
- Yield Advantage Government/Credit

Xponance also provides manager of managers investment services for institutional clients through the establishment and management of multi-manager portfolios that are offered as separately managed accounts. As a manager of managers, Xponance selects and monitors other independent investment advisors (“Sub-Managers”) who purchase and sell securities for each client’s account. In accordance with client mandates, most of our multi-manager portfolios are comprised of “emerging managers.” Emerging managers are asset management firms that generally have less than \$2 billion under management and/or meet certain other client specified criteria. We believe that the skillful construction of multi-manager portfolios comprised of emerging managers can generate above-benchmark returns, particularly where there are market inefficiencies. Emerging managers also tend to be smaller firms that are in the early phases of the entrepreneurial business cycle. In selecting emerging managers and constructing portfolios comprised of such emerging managers, the firm's Multi-Manager Investment Committee strives to minimize the business and investment risks that can accompany investment in smaller firms.

Current multi-manager product offerings include:

- U.S. All Capitalization Core
- U.S. Small Capitalization Core
- Global Equity
- Non-U.S. Equity
- Non-U.S. Small Capitalization Equity
- EAFE
- Emerging Markets Equity

Xponance will enter into an investment management agreement with each client for whom it manages a separate account, specifying the investment strategy and any restrictions or limitations for the account. Sub-Managers are generally retained through a contractual sub-advisory agreement with Xponance. Multi-manager portfolios are customized in accordance with client guidelines and risk parameters and Sub-Managers are selected based on their ability to fill specific roles towards achieving the portfolio’s overall investment objectives.

In addition to trading securities for accounts where Xponance has trading authority, from time to time, Xponance may establish or assist its clients in establishing one or more trust or custodial accounts with an unrelated financial institution, and also monitor brokerage transactions executed on behalf of multi-manager portfolios. The extent to which Xponance provides these services and the amount of discretion given Xponance with respect to these services is determined by mutual agreement between Xponance and each client. Clients designate the benchmark against which their account will be measured for the purpose of determining investment skill, and clients may also place reasonable restrictions on the securities to be held in their account in accordance with each client’s investment guidelines.

#### **COLLECTIVE INVESTMENT TRUST**

Xponance provides investment advisory services to the FIS Group Collective Investment Trust (the “FIS Group CIT”), for which Global Trust Company, a trust company organized under the laws of Maine

("GTC"), is the trustee. Xponance manages the assets of each fund established by GTC (each an "FIS Group CIT Fund"). Xponance is responsible for constructing and monitoring the asset allocation and portfolio strategies for each FIS Group CIT Fund, consistent with each such CIT Fund's investment objective, strategy and risk parameters. We believe it is possible to enhance portfolio performance by using multiple Sub-Managers who have demonstrated the capacity to achieve desired investment objectives, to manage the assets of each FIS Group CIT Fund. Accordingly, we manage each FIS Group CIT Fund using a "manager of managers" approach. Xponance's Multi-Manager Investment Committee selects multiple Sub-Managers to manage each FIS Group CIT Fund, based upon its evaluation of the Sub-Manager's investment style and performance in managing the asset class in which such CIT Fund will invest.

Each client desiring to invest in an FIS Group CIT Fund will be provided offering and subscription documents relating to such CIT Fund, which will typically include a confidential offering memorandum, participation agreement and a copy of the CIT's Declaration of Trust (collectively, the "CIT Offering Documents"). Xponance does not have the authority to invest eligible plan assets into one or more of its CIT Funds on a discretionary basis. In order to invest, the eligible plan's fiduciary must make the decision to invest in a CIT Fund on an independent basis, without using Xponance as the primary source for making such a decision.

**NOTE:** For additional information and disclosures regarding the FIS Group CIT Funds, investors should refer to the applicable CIT Offering Documents, which can be obtained from Xponance.

#### **PROPRIETARY ACCOUNTS**

Xponance provides investment management services for proprietary accounts owned by related persons or entities. Those proprietary accounts are managed in the same manner as any client accounts that are managed in the same strategy and benchmarked against the same index. Proprietary accounts are managed on a fully-discretionary basis but are non-fee paying accounts.

#### **AMOUNT OF ASSETS MANAGED**

As of March 31, 2020, Xponance had \$8,571,201,533 in assets under management, which includes \$8,116,849,460 of client and proprietary account assets managed on a discretionary basis and \$454,352,073 of client assets managed on a non-discretionary basis. Assets managed on a discretionary basis *and* assets managed on a non-discretionary basis are included in computing "regulatory assets under management" reported in Item 5.F in Part 1 of Xponance's Form ADV. With respect to the assets managed on a non-discretionary basis, these assets are included in computing "assets under management" because Xponance has continuing or regular supervisory or management responsibility for these assets.

## **ITEM 5 – FEES AND COMPENSATION**

**GENERAL INFORMATION:** Xponance offers services on a fee-only basis, except for proprietary accounts which are non-fee paying. Clients enter into one of two fee arrangements. For certain discretionary portfolio management services, clients participate in a Wrap Fee Program sponsored by UBS or Wells

Fargo (each, a “Wrap Program”). The Wrap Program fee structure includes the brokerage expenses (*e.g.*, commissions, ticket charges and similar expenses) of the account, charges for custody services and the investment management fee paid to Xponance. Under this all-inclusive billing arrangement, the client is charged a single fee that captures the management, brokerage, custody and administrative portions collectively.

For most non-discretionary portfolio management services and certain discretionary portfolio management services, clients will pay management fees to Xponance separately from the brokerage expenses, transaction costs and custody fees related to the account. We generally charge fees based upon a percentage of assets under management and fee structures are tiered based upon the amount of assets managed for each mandate. A number of factors are considered in establishing fees including the amount of assets to be placed under management, asset class mandate, complexity of the client relationship, performance reporting requirements and pre-existing contractual commitments. For multi-manager portfolios, Xponance’s fees are typically inclusive of the fees charged by the Sub-Managers.

**FEE SCHEDULES:** Standard fee schedules by product are as follows:

<b>Active Equity Strategies</b>	<b>First \$50 Million</b>	<b>Next \$50 Million</b>	<b>Over \$100 Million</b>	<b>Minimum Revenues</b>
Market Plus	35 bp	30 bp	25 bp	\$35,000
Core Value	40 bp	35 bp	25 bp	\$35,000
Optimized SMID Core	60 bp	50 bp	40 bp	\$35,000
Optimized Small Cap Core	65 bp	55 bp	45 bp	\$35,000
Strategic Smart Beta	15 bp	12 bp	10 bp	\$35,000

<b>Passive Equity Strategies</b>	<b>First \$250 Million</b>	<b>Next \$250 Million</b>	<b>Over \$500 Million</b>	<b>Minimum Revenues</b>
S&P 500 Index	4 bp	2 bp	1 bp	\$25,000
S&P 400 Index	5 bp	4 bp	2 bp	\$25,000
Russell 1000 Value Index	5 bp	4 bp	2 bp	\$25,000
Russell 1000 Growth Index	5 bp	4 bp	2 bp	\$25,000
Russell 2000 Index	6 bp	4 bp	3 bp	\$30,000

<b>Fixed Income Strategies</b>	<b>First \$50 Million</b>	<b>Next \$25 Million</b>	<b>Over \$25 Million</b>	<b>\$100 - \$200 Million</b>	<b>Minimum Assets</b>
Opportunistic Core	30 bp	28 bp	25 bp	20 bp	\$25,000
Intermediate Govt./Credit	26 bp	24 bp	22 bp	18 bp	\$15,000
Limited Duration	13 bp	10 bp	10 bp	8 bp	\$25,000
Differentiated Income	35 bp	30 bp	28 bp	25 bp	\$20,000
Government/Credit	33 bp	30 bp	28 bp	26 bp	\$30,000

Multi-Manager Strategies	First \$50 Million	Next \$50 Million	Next \$50 Million	Next \$50 Million	Over \$200 Million	Minimum Assets
U.S. All Capitalization Core Equity	75 bp	55 bp	53 bp	50 bp	Negotiable	\$25 Million
U.S. Small Capitalization Core Equity	100 bp	95 bp	90 bp	73 bp	Negotiable	\$25 Million
Global Equity	90 bp	70 bp	60 bp	58 bp	Negotiable	\$25 Million
Non-U.S. Equity	90 bp	70 bp	60 bp	58 bp	Negotiable	\$25 Million
EAFE	90 bp	87.5 bp	85 bp	82.5 bp	80 bp	\$25 Million

Multi-Manager Strategies	First \$25 Million	Next \$25 Million	Next \$25 Million	Next \$25 Million	Next \$25 Million	Over \$125 Million	Minimum Assets
Non-U.S. Small Capitalization Equity	100 bp	90 bp	85 bp	80 bp	70 bp	Negotiable	\$25 Million

Multi-Manager Strategies	First \$10 Million	Next \$15 Million	Next \$25 Million	Next \$25 Million	Next \$25 Million	Over \$100 Million	Minimum Assets
Emerging Markets Equity	100 bp	90 bp	85 bp	80 bp	70 bp	Negotiable	\$25 Million

The specific fees that are charged by Xponance are set forth in each client's contract. We will also accommodate client requests for performance-based fee structures. For more information regarding performance-based fees, please refer to the "Performance-Based Fees and Side-by-Side Management" section (Item 6) of this Form ADV.

**BILLING PROCEDURES:** We bill fees in arrears on a quarterly basis. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee based on the number of days the assets were managed by Xponance during the quarter. We do not require or solicit payment of fees in advance of services being rendered.

**FEE PAYMENT OPTIONS:** Clients will be invoiced directly for fees which are paid in arrears once the invoices have been approved by the client. In some cases, Xponance has the authority to deduct investment management fees directly from client accounts held at a qualified custodian. Xponance has implemented procedures to prevent the deduction of fees to which Xponance is not entitled under the terms of the client contract.

**ADDITIONAL FEES & EXPENSES:** In addition to the portfolio management fees noted above, clients are responsible for all brokerage commissions, transaction fees, and other related costs and expenses in connection with transactions in their accounts, as well as custodial fees, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. The



separate brokerage expenses may take the form of asset-based pricing, meaning that the broker/dealer charges the account a flat-rate percentage to cover all brokerage expenses, or these expenses may be assessed on a per-trade basis.

Each client should review all fees charged by funds, brokers, the investment manager and others to fully understand the total amount of fees paid by the client for investment and financial-related services. Clients do not pay Xponance or any of its advisory personnel for brokerage or execution transactions, or custodial services, but Xponance will administer the payment of such fees at a client's request. Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

**COLLECTIVE INVESTMENT TRUST FEES:** For additional information and disclosures regarding the fees and expenses of the FIS Group CIT Funds, clients should refer to the CIT Offering Documents for the respective FIS Group CIT Fund.

**TERMINATION OF ADVISORY RELATIONSHIP:** Either party may generally terminate an advisory agreement at any time by giving written notice of termination to the other party, unless otherwise stated in the client agreement. In the event of such termination, the fees for the calendar quarter in which such termination occurred are pro-rated accordingly and billed in arrears.

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

Xponance enters into performance-based fee arrangements at a client's request. Performance-based fees are calculated based upon portfolio target returns, which are compared to a benchmark return pursuant to the respective client's performance fee formula. Performance-based fees are subject to individualized negotiation with each such client. Xponance will structure any performance-based fee arrangement subject to Section 205(a)(1) of the Advisers Act and in accordance with SEC Rule 205-3 and its related exemptions.

Clients who are considering a performance-based fee should be aware of the potential conflicts inherent in this type of fee arrangement. Performance-based fee arrangements may create incentives for Xponance to recommend investments which may be riskier or more speculative than those which would be recommended under a traditional fee structure based upon the amount of assets under management. In addition, the side-by-side management of performance-based fee accounts and asset-based fee accounts may create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. We mitigate this conflict by managing all accounts that are measured against the same benchmark using the same investment strategy or model, unless specific client imposed restrictions require modification of the applicable strategy or model. In addition, our trade allocation model is designed and implemented with the objective of allocating trades among client accounts in a fair and equitable manner. When consistent with client objectives, trade orders are aggregated and if a block trade is filled in different lots with the same broker, all affected accounts will receive the average trade price of all the trades executed in that block.

## **ITEM 7 – TYPES OF CLIENTS**

Xponance provides portfolio management services to state, municipal and corporate pension plans, profit-sharing plans, Taft-Hartley plans, municipalities, corporations, foundations, endowments, private investment funds, and high net worth individuals who request our services. We also manage proprietary accounts for certain related entities and/or person(s).

Clients of Xponance may, at the client's election, also be customers of Xponance's affiliated entity Aapryl, pursuant to a separate license agreement with Aapryl.

### **MINIMUM ACCOUNT REQUIREMENTS**

There is no minimum asset threshold for participation in a Wrap Program. Please refer to Item 5, Fees and Compensation, for minimum revenue or asset allocation requirements for all other products. Minimum allocation or subscription requirements may be waived by Xponance's CIO.

In addition to the above referenced minimum thresholds, the Sub-Managers retained by Xponance may also have minimum account requirements.

Please consult the CIT Offering Documents for information regarding the minimum investment requirements for the FIS Group CIT Funds.

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

### **SINGLE MANAGER EQUITY INVESTMENT PHILOSOPHY AND PROCESS**

Xponance's single manager equity platform is focused on generating attractive returns by targeting specific levels of investment risk as defined by tracking error, and striking an appropriate balance between these risks and the potential returns we seek in the management of our clients' portfolios. Our goal is to deliver long-term results that maximize returns per unit of risk, leveraging skill-based investment decisions. Security selection is the primary source of return for the active equity products and a disciplined quantitative approach is adopted for the identification of attractive securities. In addition, diversification within the portfolio is used to improve risk-return trade-off. All of Xponance's single manager active equity products use this process. The quantitative models are the primary drivers of stock selection while optimization routines are used for portfolio construction. Fundamental reviews and macro insights are used as inputs for risk control in the portfolio construction process.

Smart Beta products are managed using factor-based weighting schemes.

Our passive equity products use replication methodologies to generate index like returns.

**QUANTITATIVE MODELS:** Xponance utilizes several internally developed quantitative models that are objective representations of our investment philosophy. Our multi-factor cross-sectional and industry group models provide systematic tools that allow us to filter the investable universe of stocks and identify those with the greatest potential for excess return or "alpha." The factors utilized are metrics that reflect and measure fundamental drivers of growth, value, and profitability and have also been shown to be consistent and predictive drivers of long-term excess returns. Additionally, there is a dynamic component

in some of our cross-sectional models, where the weightings of the factors are adjusted monthly, ensuring that stocks found attractive by the models reflect changing market conditions.

**RISK CONTROL:** Portfolio risk control is important to our single manager equity platform investment process. Our objective is to position our active portfolios to realize the highest risk-adjusted premium the market will bear. We classify risk into three main categories: stock specific; common factor, and market risk. We use a multifactor risk model based on a company's exposures to and the covariance between various style factors and industry factors based on the Global Industry Classification Standard (GICS). The style factors are constructed from financially intuitive stock attributes which serve as predictors of equity return covariance.

The portfolios on this platform are broad based and diversified, and each product can own securities in all sectors in its respective benchmark. Our products have annual turnovers ranging in the 50% to 120% band and we do not use any high frequency trading tactics. The active equity portfolios are most exposed to idiosyncratic risk from the stocks in the portfolio, followed by the risk of being exposed to common factors like market cap, value, momentum and beta.

Our passive equity portfolios are designed to replicate the selected benchmarks and as such, the risk profiles of these portfolios mirror the risk profiles of the respective benchmarks to which they are indexed.

Fundamental Review and Macro Insights constitute the other components of our risk control process. We use fundamental review to ensure that the quantitative signals produced by our models are grounded in company fundamentals. It is through fundamental review that we verify that out of the ordinary subjective developments at companies that cannot necessarily be captured by quantitative models, are not impacting the signals we use to select securities and construct portfolios.

#### **SINGLE MANAGER FIXED INCOME INVESTMENT PHILOSOPHY AND PROCESS**

Xponance's investment philosophy is grounded in the belief that to generate returns, one must accept some measure of risk. We believe that the fixed income market offers the clearest insight into the price of market risk and the direction of changes in the marginal demand for exposure to market risk. Our objective is to establish a risk-aware investment philosophy that combines multiple disciplines to outperform client benchmarks on a risk-managed basis. Accordingly, our fixed income investment process extracts value from the combination of three investment disciplines: quantitative, fundamental, and macro. Xponance's fixed income team employs a collaborative investment process, where macro strategy is conducted in a risk aware construct in addition to quantitative and fundamental research insights that can be applied across all fixed income products.

Our fixed income investment philosophy entails constructing customized, yield-advantaged portfolios with the reasoned expectation of outperformance over a full market cycle. Our yield-advantaged style seeks to dampen performance volatility by encompassing moderate duration shifts, strategically overweighting spread sectors, and being opportunistic along the yield curve. These objectives are synthesized and implemented within the context of a quantitative backdrop.

Our bias is typically an overweight in the spread sectors. We construct diversified portfolios to give our clients the benefit of owning several sectors while remaining mindful of not unduly exposing the portfolio to any one issue. Conversely, security selection is emphasized, but within the context of its overall risk

versus expected return. Our philosophy for the spread sectors parallel each other in that we consistently seek relative value. This incremental yield/value bias is attained by underweighting Treasuries. We maintain, however, the ability to match and exceed the Treasury weighting, depending on our relative value call. We perform bottom-up analysis on the corporate market as well as other spread sectors. This analysis is viewed within the context of the portfolio, market, and the firm's overall macro thesis. Our mortgage-backed securities philosophy differs in that we purposely over/underweight the sector, then deviate from the index composition (either on coupon, vintage, or other factors), based on our yield curve view and prepayment assumptions. Other securitized structures such as asset-backed securities/commercial mortgage-backed securities are evaluated from a structural perspective, that is, credit support and overcollateralization. We participate in the higher quality tranches to ensure that the structural risks are within our investing framework.

In essence, Xponance's Yield Advantage products seek to deliver long-term results that maximize yield's contribution to total return.

#### **MULTI-MANAGER INVESTMENT PHILOSOPHY AND PROCESS**

Xponance's multi-manager strategies (implemented in both separately managed accounts and commingled funds) principally focus on the selection and monitoring of Sub-Managers who purchase securities and/or invest in private funds. Our objective is to provide above benchmark, risk controlled returns, using Sub-Managers who employ diverse investment styles and strategies, and who are active across different market segments. Sub-Manager selection is based upon manager performance in different market cycles, as well as investment criteria established by, or in collaboration with, each client.

**METHODS OF ANALYSIS:** Xponance's multi-manager portfolio construction process is centered around the selection and pairing of Sub-Managers who may employ a variety of securities analysis methods including charting, fundamental, technical and cyclical analysis in order to invest in securities across multiple asset classes, throughout the world. In addition, Xponance analyzes the portfolio characteristics of its multi-manager portfolios using attribution and fundamental analysis methods which are implemented through both proprietary and purchased databases. Our portfolio analysis methods rely on the assumption that the databases we purchase, information provided to us by Sub-Managers, and publicly available information is accurate and unbiased. While we have implemented a due diligence process that is designed to alert us to indications that data may be incorrect, there is always a risk that our portfolio construction and analysis methods may be compromised by inaccurate or misleading information.

Through our Tactical Overlay strategies, we invest primarily in stocks and Exchange Traded Funds ("ETFs") that offer some or all of the exposure to countries, geographic regions, and/or business sectors that our research has indicated as desirable in order to balance a specific account's overall market exposure. Our research in this regard is informed by the ongoing review of macroeconomic and other research published by third parties, as well as our internally generated research which includes both qualitative and quantitative components. The quantitative components are the outputs of a series of proprietary forecasting models that attempt to gauge the return potential of countries, geographic regions and/or business sectors.

**INVESTMENT STRATEGIES:** We believe that desirable investment performance can be garnered from skillful identification, risk management and combination of talented, emerging managers. Our multi-manager platform investment strategy consists primarily of: (i) sourcing emerging managers who have attractive risk/return characteristics and the organizational structure to support future growth; and (ii) combining

those managers in portfolios that are expected to generate alpha while reflecting the aggregate risk characteristics stated in the client's or fund's investment guidelines. The firm's Multi-Manager Investment Committee is the central decision-making body for all manager selection decisions. The Multi-Manager Investment Committee is chaired by Tina Byles Williams, our CEO & CIO.

Xponance's tenured presence in the emerging manager space, active outreach efforts to identify new talented managers, and robust, proprietary database on this universe are the critical components of our manager sourcing efforts. Investment management firms that are interested in being considered for our "buy list" of managers can directly access and enter data into our proprietary database, at no cost, through our website. Our proprietary database captures data on managers offering a variety of products covering different asset classes.

The Sub-Managers sourced through our manager research process are the building blocks for our multi-manager portfolio construction for both separately managed and commingled products. Our portfolio construction methodology begins with the client's guidelines and benchmark specifications which are further customized for individual Sub-Managers in an effort to avoid standardized or "cookie cutter" guidelines that force the managers to reduce their tracking error relative to a designated sub-style benchmark. Given the typically greater level of idiosyncratic risk incurred by emerging managers, our portfolio construction process is designed, at the security level, to determine the key market risks inherent in each manager's investment approach as well as to evaluate and manage the aggregate portfolio risks that arise from combining multiple Sub-Managers' portfolios. We utilize state of the art portfolio and risk management technologies to combine idiosyncratic market risks generated by each Sub-Manager in an effort to achieve our target tracking error at the portfolio level without compromising alpha generation.

The Sub-Managers retained for the Emerging Markets CIT invest primarily in securities of companies in emerging markets. The Portfolio Managers retained for the International Small Capitalization CIT invest primarily in securities of smaller companies located outside of the United States. In pursuit of its investment objective, each CIT may take long positions in a wide variety of securities including, without limitation, common stock, preferred stock, convertible securities, and depository receipts (both ADRs and GDRs). Each CIT may also invest in local market access products, participatory notes, fully-collateralized swaps and other similar equity derivative instruments to the extent permissible by the applicable FIS Group CIT Fund's investment guidelines. In addition, there are no diversification requirements or limits on the ability of any of the CITs to concentrate its investment in particular regions.

**NOTE:** For additional information and disclosures regarding the investment strategy for the FIS Group CIT Funds, clients should refer to each fund's CIT Offering Documents, which can be obtained from FIS Group.

## **RISK OF LOSS**

Investments in securities involve risks, including the loss of principal invested. Stock markets, bond markets and other financial markets fluctuate substantially over time. Investing in international markets entails greater risks than those normally associated with domestic markets, such as political, currency and economic risks. These risks are further magnified in countries with emerging markets because these countries tend to have less stable governments and less established markets and economies. Regardless of the financial market in which one may invest, the performance of any investment is not guaranteed and

past performance cannot be used to predict future results or success. Although we manage assets in a manner consistent with risk tolerances, there can be no guarantee that our efforts will be successful. Accordingly, the investor should be prepared to bear the risk of loss of some or all of their investment.

### **Currency**

Currency risk is the risk that changes in currency exchange rates will negatively affect securities denominated in, and/or receiving revenues in, foreign currencies. The liquidity and trading value of foreign currencies could be affected by global economic factors, such as inflation, interest rate levels, and trade balances among countries, as well as the actions of sovereign governments and central banks. Adverse changes in currency exchange rates (relative to the U.S. dollar) may erode or reverse any potential gains from investments in securities denominated in a foreign currency or may widen existing losses.

### **Cybersecurity**

With the increased use of technologies such as the Internet to conduct business, Xponance and its clients are susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through “hacking” or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber incidents affecting Xponance, Sub-Managers and other service providers (including, but not limited to, custodians, transfer agents, transition managers and other financial intermediaries) have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, impediments to business transactions including trading, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Similar adverse consequences could result from cyber incidents affecting issuers of securities in which a client’s assets are invested, counterparties with which a client engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions and other parties. In addition, substantial costs may be incurred in order to prevent any cyber incidents in the future. While we have an established business continuity plan in the event of, and risk management systems to prevent, such cyber incidents, there are inherent limitations in such a plan and systems including the possibility that certain risks have not been identified. Furthermore, we cannot control the cyber security plans and systems put in place by our service providers or any other third parties whose operations may affect a client. As a result, clients could be negatively impacted.

### **Economic and Market Conditions**

The success of our investment activities will be affected by global, national and local economic and market conditions, such as interest rates, currency exchange rates, availability of credit, inflation rates, economic uncertainty, changes in laws, and national and international political circumstances. None of these factors is within our control. These factors may affect the level and volatility of securities prices and the liquidity of the investments. Unexpected volatility or illiquidity could impair profitability or result in losses.

### **Emerging Manager Portfolios**

Most of our multi-manager portfolios are comprised of emerging managers. Emerging managers tend to be in the early phases of the entrepreneurial business cycle and as a result, may be more susceptible to

catastrophic business risk than more established firms. Catastrophic business risk could result from insufficient financial resources, inadequate personnel resources, improper internal controls, market/investment risk, regulatory infractions or other occurrences. In an effort to help mitigate these risks, Xponance's due diligence procedures incorporate a comprehensive analysis of the Sub-Manager's business structure and financial stability, in addition to evaluation of performance based and other quantitative criteria.

### **Equity Securities**

Equity securities fluctuate in value in response to many factors, including the activities, results of operations, and financial condition of individual companies; the business market in which individual companies compete; industry market conditions; interest rates; and general economic environments. In addition, events such as domestic and international political instability, terrorism and natural disasters may be unforeseeable and contribute to market volatility in ways that may adversely affect investments made on behalf of clients.

### **Key Personnel Risks**

Our investment advice depends on the judgment and analysis of our key investment personnel, including our CEO & CIO, who is Tina Byles Williams. Ms. Byles Williams is assisted by a team of Senior Portfolio Managers including Sumali Sanyal (Senior Portfolio Manager, Systematic Global Equities), Charles Curry (Senior Portfolio Manager, U.S. Fixed Income) and Thomas Quinn (Senior Portfolio Manager, Tactical & Multi-Manager Strategies). Ms. Byles Williams and our Senior Portfolio Managers are integral to our portfolio construction, rebalancing and Sub-Manager selection activities. As a result, if any of these individuals were to die, become ill or disabled, or otherwise cease to be involved in the active management of our portfolios, as applicable, portfolio performance could suffer.

### **Liquidity Risk**

Liquidity – or the ability to quickly sell an asset at its fair market value – is important to Xponance's equity investment strategies. Under certain market conditions, such as during volatile markets or when trading in a financial instrument or market is otherwise impaired, the liquidity of portfolio positions may be reduced. In addition, a client's portfolio may, from time to time, hold large positions in a specific security or financial instrument, which may reduce the portfolio's liquidity. During such times, Xponance and/or its Sub-Managers may be unable to dispose of certain financial instruments, including longer-term financial instruments, which would adversely affect portfolio rebalancing efforts or our ability to meet redemption requests. Under these circumstances Xponance and/or its Sub-Managers may be forced to dispose of financial instruments at reduced prices, thereby adversely affecting performance. If there are other market participants seeking to dispose of similar financial instruments at the same time, Xponance and/or its Sub-Managers may be unable to sell such financial instruments or prevent losses relating to such financial instruments. Furthermore, if substantial trading losses are incurred, the need for liquidity could rise sharply at the same time that access to liquidity is impaired. Finally, in conjunction with a market downturn, counterparties could incur losses of their own, thereby weakening their financial condition and increasing a client's credit risk to those counterparties.

### **Model and Data Risk**

Most of Xponance's investment strategy decisions are based, in part, on quantitative models (both proprietary and non-proprietary models), and information and data supplied by third parties ("Models and Data"). Models and Data are used to construct and rebalance portfolios, as well as to determine trading activity and provide risk management insights relating to investments. When Models and Data prove to be incorrect or incomplete, any decisions made in reliance thereon expose client portfolios to

potential risks. Some of the models used by our investment strategy team are predictive in nature. The use of predictive models has inherent risks. For example, such models may incorrectly forecast future behavior, leading to potential losses in portfolio valuation. In addition, in unforeseen or certain low-probability scenarios (often involving a market disruption of some kind; for instance, major earthquakes or terrorist attacks), such models may produce unexpected results, which can also result in losses to a client's portfolio. Furthermore, because predictive models are usually constructed based on historical data supplied by third parties, the success of relying on such models may depend heavily on the accuracy and reliability of the historical data. All models rely on correct market data inputs. If incorrect market data is entered into even a well-founded model, the resulting output may be incorrect. However, even if market data is input correctly, "model performance" will often differ substantially from market performance, especially for investment strategies with complex characteristics.

### **Multi-Manager Portfolios**

Portfolios that are actively managed may involve the frequent purchase and sale of securities. Portfolios comprised of multiple managers are subject to more frequent trading, at the portfolio level, than single manager products. Frequent trading increases a portfolio's turnover rate and consequently, may increase transaction costs, such as brokerage commissions. Increased transaction costs could detract from the portfolio's overall performance.

### **Non-U.S. Securities Investments**

Investing in securities of non-U.S. companies, and in securities and instruments denominated in currencies other than U.S. dollars, subjects accounts to risks not typically associated with investing in securities in the U.S. Foreign stock markets, particularly those in developing or frontier countries, generally are not as developed or efficient as those in the U.S. and may be more volatile than the U.S. markets. In particular, there is generally less government supervision and regulation of foreign exchanges, brokers, and listed companies than in the U.S. Further, trading volumes in foreign markets are usually lower than in U.S. markets, resulting in reduced liquidity and potentially rapid and erratic price fluctuations. Commissions for trades on foreign stock exchanges are generally higher than negotiated commissions on U.S. exchanges and custody expenses are generally higher as well. Settlement practices for transactions in foreign markets may involve delays beyond periods customary in the U.S.

Many economies are subject to instability due to, among other things, volatile internal political environments, relatively unstable monetary systems, and/or external political risks. Some governments participate in their economies through ownership or regulation in ways that can have a significant effect on securities prices. The economies of certain countries depend heavily on international trade and can be adversely affected by the enactment of trade barriers or changes in the economic condition of their trading partners. In some countries, especially developing or frontier countries, political or diplomatic developments could lead to programs that would adversely affect investments, such as confiscatory taxation or expropriation.

Client assets that are invested in securities denominated and/or traded in foreign currencies may be subject to rapid and erratic price fluctuations. A change in the value of any such currency against the U.S. dollar causes a corresponding change in the U.S. dollar value of securities that are denominated or traded in that currency. Such changes will also affect the performance of client portfolios. Certain foreign countries maintain their currencies at artificial levels relative to the U.S. dollar. This type of system can lead to sudden and large exchange-rate adjustments, which can result in losses to foreign investors.



Generally, there is less publicly available information about foreign markets and companies than about U.S. markets and companies. This may make it more difficult for us to stay informed of national events or corporate action that may affect a particular foreign country/region, or in the case of an individual company, the price of a particular security. Further, many foreign countries lack uniform accounting, auditing and financial reporting standards, practices and requirements. These factors can also make it difficult to analyze and compare the performance of foreign companies.

#### **Programming and Modeling Errors**

Xponance's research and modeling process is complex and involves financial, economic and statistical theories, research and modeling; the results of that process must then be translated into computer code. Although we seek to hire individuals skilled in these functions and to provide appropriate levels of oversight, the complexity of the individual tasks, the difficulty of integrating such tasks, and the limited ability to perform "real world" testing of the end product raises the chances that the finished model may contain an error. One or more of such errors could adversely affect a client's portfolio and would generally not constitute a trade error subject to reimbursement under our trade error policies.

**Proprietary Models:** Because certain portfolio construction, rebalancing and trading models used by Xponance are proprietary, clients will not be able to determine any details of such methods or whether they are being properly followed.

#### **Other Risks May Be Disclosed in Specific Disclosure Documents**

The risks described above are intended to summarize risks involved in Xponance's methods of analysis and investment strategies. Please note, however, that for certain investments a client makes, the client may receive a specific disclosure document that contains additional risk factors. For example, a client investing in the FIS Group CIT Funds would receive an Offering Memorandum that would typically set forth additional risk factors relating specifically to the applicable CIT Fund of which a client should be aware. Please consult the CIT Offering Documents for information regarding risk factors relating to the FIS Group CIT Funds.

## **ITEM 9 – DISCIPLINARY INFORMATION**

As a registered investment adviser, we are required to disclose information regarding any legal or disciplinary events that would be material to your evaluation of Xponance or the integrity of our management. Xponance and its management personnel have no reportable information applicable to this Item.

## **ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

As stated in Item 4 above, Xponance is the corporate parent of Aapryl LLC, a financial technology company that offers software to assist allocators in identifying skilled investment managers; understanding their salient style exposures; creating portfolio replication benchmarks and peer groups for more accurate

performance measurement, as well as portfolio construction and risk assessment. As the CEO of FIS Group, Ms. Byles Williams also oversees the operations of Xponance's corporate subsidiary, Aapryl.

## **ITEM 11 – CODE OF ETHICS**

Xponance has adopted a Code of Ethics which sets forth the high standards of business conduct expected of our employees and individuals associated with our firm, including compliance with applicable federal securities laws. Our Code of Ethics also governs a number of potential conflicts of interest we may have when providing advisory services to our clients. As explained in the Code of Ethics, Xponance and its employees owe a duty of loyalty, good faith and fairness to our clients, and have an obligation to adhere to both the specific terms and general principles that guide the Code.

Our Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and provisions for reporting certain gifts and business entertainment items. Our Code also includes policies and procedures for the review of initial securities holdings reports, quarterly securities transactions reports and duplicate brokerage statements. Xponance may buy or sell securities for client accounts in which an Access Person (as defined in the Advisers Act) may have a material interest. In order to avoid any potential conflicts of interest between Xponance and its clients, Xponance's Code of Ethics requires that all Access Persons obtain written pre-clearance before buying or selling securities in their personal, non-discretionary, brokerage accounts. Securities held in the portfolios of Xponance's Multi-Manager products are further restricted from trading by Access Persons during specified blackout periods. United States equity securities held in Xponance's Single Manager accounts are subject to trading restrictions beginning three (3) business days before and ending three (3) business days after ("Blackout Period") quarterly index rebalancings, as well as client cash flows exceeding certain thresholds. Access Persons are also subject to holding periods ranging from 3 to 6 months before being allowed to sell a covered security.

Xponance manages assets of certain individuals and entities that have a managerial role or ownership interest in the firm. As such, employee and proprietary accounts could benefit from market activity as a result of trading for an unaffiliated client's account. In an effort to mitigate such conflicts of interest, as a practice, Xponance uses a portfolio management approach in which all accounts having the same investment strategy are managed toward a single model, creating fair and equitable treatment in terms of investment strategy and investment opportunity. Xponance's trading allocation policy is designed to ensure to the best of its ability that the allocation of trades among its client accounts is done in a manner that is fair and equitable to all clients. When consistent with client objectives, orders are aggregated if possible. If a block trade is filled in different lots with the same broker, these trades will be average priced to ensure that all the accounts executed in that block trade receive the same price. Xponance is not a broker-dealer and does not have any broker-dealer affiliates. Therefore, Xponance does not have the capacity to engage in any principal or agency cross securities transactions.

While the Code of Ethics does not address every possible situation that might arise, each person is responsible for exercising good judgment, applying ethical principles, and bringing potential violations of the Code of Ethics to the attention of FIS Group's Chief Compliance Officer. Sanctions imposed for infractions of FIS Group's Code of Ethics can vary from reprimand to termination, as appropriate. The

Code of Ethics is distributed to each employee at the time of hire and thereafter as changes are made. On an annual basis, we require all employees to re-certify adherence to the Code of Ethics.

Clients and prospective clients of Xponance may request a copy of our Code of Ethics by contacting Robert Morier, Director of Sales & Client Services, by using the contact information on the cover page of this Brochure.

## **ITEM 12 – BROKERAGE PRACTICES**

As part of its discretionary management authority, FIS Group will generally decide what brokers, dealers, banks and other financial institutions and counterparties with or through which to execute client transactions (collectively “Transacting Parties”) and how much each client will pay for that execution. This includes discretion to negotiate compensation arrangements and transaction terms with Transacting Parties, including not only commissions for transactions effected on an agency basis, but also markups, markdowns, and other compensation implicit in prices of transactions effected directly with Transacting Parties acting as principal. Some Transacting Parties may provide us with information, services and other products beyond pure transaction execution. None of those Transacting Parties are affiliated with Xponance.

### **Selection, Generally**

In selecting Transacting Parties, we seek, for the most part, to obtain the best overall execution quality, within each client’s given constraints (*see* Client Directed Brokerage discussion below). What constitutes “best execution” and determining how to achieve it are inherently uncertain. In assessing a Transacting Party’s ability to provide best execution, we consider a range of factors. These include, among others, historical net prices (after markups, markdowns or other transaction-related compensation) on other transactions; the execution, clearance and settlement and error correction capabilities of the Transacting Party generally and in connection with securities of the type and in the amounts to be bought and sold; the Transacting Party’s reliability and financial stability; the size of the particular transaction; the market for the security; and the quality of pre-trade and post-trade analytics. We will generally select Transacting Parties on a transaction-by-transaction basis (although some clients may direct us to use a particular broker or dealer for all or some portion of the transactions in their accounts).

### **Aggregation of Transactions**

To facilitate orderly and efficient execution of transactions, we may aggregate the orders of all clients that are buying or selling the same security at the same time. When we do so, participating clients will generally receive the average price and share execution expenses proportionately. Proprietary accounts of Xponance may participate in aggregated transactions with client accounts. Due to a security’s limited trading liquidity we may not be able to buy or sell the desired amounts for all similarly situated accounts at a single price. If an order is “partially filled”, we will seek to allocate “fills” in the best interests of all the clients participating in the order, taking into account all relevant factors, including: size of each client’s allocation; client’s liquidity needs; client’s cash needs; previous allocations; specific requirements as stated in the client’s investment agreement regarding portfolio makeup and restricted securities; and other unforeseeable factors as encountered under the prevailing circumstances.

### **Foreign Currency**

We will typically cause client accounts to buy and sell securities in the currencies in which they are locally traded (*i.e.*, convert currency into and out of local currencies). We will typically initiate a currency transaction on the spot market on or prior to the trade settlement day, with settlement to match the settlement of the corresponding equity trade. In pursuit of best execution, we may place currency transactions with a client's custodian or may use other custodians and/or foreign exchange brokers or intermediaries.

### **Cross Transactions and Agency Cross Transactions**

Xponance does not have the capacity to engage in any principal or agency cross securities transactions.

### **Client Directed Brokerage and Other Client-Initiated Arrangements**

Some clients may instruct us to use one or more particular broker-dealers in managing their accounts. Those clients may specify that a particular amount of commissions should be sent to those broker-dealers, that all business should be directed to those broker-dealers, or merely that those broker-dealers should be used when all other considerations are equal. Clients may specify that a particular broker-dealer is to be used even though we may be able to obtain a more favorable net price and execution from another broker-dealer in particular transactions. Conversely, some clients may restrict our use of a particular broker-dealer or broker-dealer arrangement, even though we may be able to obtain a more favorable net price and execution from that broker-dealer or through that arrangement. Such restrictions may limit our ability to obtain the best overall price on securities transactions.

In some cases, we may implement clients' directions by asking a broker-dealer with whom we have placed an aggregated transaction to "step out" of a portion of the transaction in favor of a broker to which a client has directed us to send brokerage business – *i.e.*, allow the commissions as to a particular client's portion of the transaction to be paid to that client's directed broker. This is intended to allow clients to obtain the same average price while accommodating directed brokerage requests. However, "step out" arrangements may not be practicable in all cases. Clients who may want to direct us to use a particular broker-dealer should understand that their direction may prevent us from aggregating orders with other clients or from effectively negotiating brokerage compensation on their behalf, and may therefore deprive them of possible advantages that non-designating clients may have.

### **Soft Dollars**

Xponance does not use or receive soft dollar benefits.

## **ITEM 13 – REVIEW OF ACCOUNTS**

Portfolios are reviewed on a quarterly basis, if not more frequently, to ensure conformity with the portfolio's strategy and the product's overall investment outlook. The Chief Investment Officer and/or Senior Portfolio Manager for each product are responsible for client account reviews. These investment personnel are assisted by the firm's Client Service Team.

Sub-Managers are reviewed on a monthly basis with respect to performance, key organizational changes and personnel changes. Monthly performance is calculated from holdings, market values and transaction data provided by each client's custodian bank. On a quarterly basis, our Multi-Manager Portfolio Analysis Team conducts a detailed performance analysis to evaluate multi-manager portfolio characteristics, the sources of return, and compliance with security guidelines. The firm's Multi-Manager Investment Committee also evaluates relevant portfolio data on a quarterly basis.

Single-Manager account clients receive monthly and/or quarterly reports along with any requested special or customized reports. Monthly reports include a Summary of Transactions Report, Portfolio Holdings, and Performance Return information. Quarterly reports include a Quarterly Market Commentary, Transactions Report, Portfolio Holdings and Performance. Customized client reports include—but are not limited to—Dividend and Interest Reports, Analytical Reports, Brokerage Reports, and Realized Gains & Losses.

Multi-Manager account clients typically receive a monthly "Flash" report, which includes performance data and other data requested by the respective client, unless a client indicates a preference not to receive such reports. Such clients also receive quarterly performance reports that include the following, as applicable: overall fund performance, Sub-Manager performance, portfolio characteristics of each Sub-Manager relative to their respective benchmark, key organizational changes, as well as any other data requested by the client.

Investors in the FIS Group CIT Funds will receive monthly and/or quarterly account statements listing the value of their investments and such other periodic reports as are more specifically set forth in the CIT Offering Documents.

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

Xponance does not receive compensation for providing advisory services to its clients from any sources other than its clients.

Certain employees of Xponance receive incentive compensation based upon a percentage of the net profits derived from new accounts and additional allocations to certain existing accounts attributable to such employee's marketing efforts. As a matter of practice, when employees receive incentive compensation for client referrals, the fees to be paid by the clients of Xponance will be the same as fees paid by clients of Xponance when no such incentive compensation is applicable.

From time to time, Xponance may pay referral fees to unaffiliated persons or firms ("Solicitors") who introduce clients to us. Such Solicitors may be paid a retainer fee and/or a percentage of the net profits derived from client accounts they have referred ("Referral Fee"), the specific amount of which is subject to negotiation. As such, Solicitors may have a conflict of interest in advising prospective clients to retain Xponance. Whenever we retain a Solicitor, we require the Solicitor to provide the prospective client with a copy of this Brochure and a separate disclosure statement that includes the following information:

- the Solicitor's name and relationship with our firm;
- the fact that the Solicitor is being paid a Referral Fee;
- the amount of the Referral Fee; and

- whether the fee paid to us by the client will be increased above our normal fees in order to compensate the Solicitor.

As a matter of firm practice, the fees paid by clients who are referred to Xponance through a Solicitor are not increased as a result of such referral.

## **ITEM 15 – CUSTODY**

With respect to both separately managed accounts and the FIS Group CIT Funds, Xponance does not have actual custody or possession of client assets. Separately managed account clients make their own custodial arrangements and GTC makes the custodial arrangements for the FIS Group CIT Funds. However, Xponance may enter into an arrangement for the automatic deduction of Xponance’s advisory fees from any client’s account provided the following conditions are met:

- The client must evidence authorization for the automatic withdrawal of advisory fees in writing. Authorization will be shown on the client’s IMA or on a separately signed document. Unless otherwise agreed, Xponance’s advisory fee will be based on a percentage of the value of the client’s assets under management.
- The account broker/custodian must provide the client, at least quarterly, a written statement that shows the amount of the advisory fee deducted from the account. The fee shown as deducted from the client’s account should be identified as “management fee”, “advisory fee,” or other terms of similar meaning.

It is important for clients to carefully review their invoices to confirm the accuracy of our fee calculations. It is also important for clients to carefully review custodial statements and compare such statements to the account statements and invoices that we provide to you to verify the accuracy of all transactions during the reporting period, including fee deductions.

## **ITEM 16 – INVESTMENT DISCRETION**

Xponance usually receives discretionary authority to select the identity and amount of securities to be purchased or sold at the onset of an advisory relationship. The amount of discretion delegated to us is stated in a written investment management agreement and in all cases, such discretion is to be exercised in a manner consistent with the written investment guidelines for the particular client account. Clients may change the amount of investment discretion delegated to us or their investment guidelines by amending their contractual documents or providing us with other written instructions.

As previously disclosed in the “Advisory Business” section above (Item 4), clients who retain us to provide multi-manager portfolios usually do so on a fully discretionary basis, in which case we have the authority to select, monitor and terminate Sub-Managers, and in some cases to purchase securities, for client accounts without obtaining the client’s permission for each such action. The Sub-Managers we retain are

delegated both investment discretion and brokerage discretion, which typically includes the authority to determine the type and quantity of securities purchased for each account, the brokers with whom orders for the purchase or sale of securities are placed, and the price per share and commission rates at which securities transactions are executed. The Sub-Managers' discretion in making these decisions may be limited by the terms of the applicable investment management agreement and/or client investment guidelines.

## **ITEM 17 – VOTING CLIENT SECURITIES**

Whether and to what extent FIS Group is authorized and expected to vote proxies will be established for each client account in the relevant investment management agreement.

For our Single-Manager accounts, delegation of voting authority is typically implied by the overall delegation of investment discretionary authority to us. In order to fulfill its proxy voting responsibilities with respect to these accounts, Xponance subscribes to ISS Proxy Voting Services, which includes ISS' end-to-end voting service, as well as research & recommendations on the various issues subject to shareholder vote. These services are delivered through an electronic delivery platform. ISS makes recommendations to Xponance on how proxies should be voted and acts as voting agent on the firm's behalf. Xponance votes the shares that it manages in accordance with ISS' U.S. Proxy Voting Guidelines, unless a client has a provided a written voting policy, in which case Xponance will vote in line with the client's policy.

Xponance's Compliance, Operations & Risk Committee meets quarterly and provides oversight of the proxy voting process for Single-Manager accounts to ensure compliance with the firm's proxy policies and procedures. Proxy reports are reviewed at least semi-annually. Proxy reports are provided to those clients on whose behalf Piedmont votes proxies.

Xponance does not serve as custodian for any client securities. Proxies for securities held in accounts will therefore be distributed as appropriate by the broker/custodian designated for the account.

For our Multi-Manager accounts, in most instances where a client has delegated proxy voting authority to Xponance, we delegate the responsibility to the Sub-Managers retained for that client's account. Clients may provide instruction to vote their proxies according to particular criteria (e.g., always vote with management). These requests must be made in writing and can either be included in the investment management agreement or in a separate writing.

As part of their monthly reporting requirements, Sub-Managers who have been delegated responsibility for proxy voting are required to submit electronic reports to Xponance's Multi-Manager Portfolio Analysis Team informing us as to whether they voted any proxies for the clients during the preceding month. If proxies were voted, the Sub-Managers submit summaries indicating how the proxies were voted. In addition, during proxy voting season, if a Sub-Manager reports that no proxies were voted for two consecutive months, Xponance's analysts will follow up with an inquiry in order to ensure that no votes were missed.

With respect to class action lawsuits, Xponance will not be obligated to advise or act for its clients in any legal proceeding, including class actions and bankruptcies involving securities purchased or held in



accounts managed by Xponance. Notice of Xponance's position with respect to such legal proceedings may also be acknowledged in Xponance's Investment Management Agreement.

Clients and prospective clients may obtain a copy of Xponance's complete proxy voting policies and procedures and/or the proxy voting policies and procedures of the Portfolio Managers retained for their account, as well as information about how a particular Portfolio Manager voted any proxies on behalf of their account by contacting Robert Morier, Director, Sales and Client Services, by using the contact information on the cover page of this Brochure.

## **ITEM 18 – FINANCIAL INFORMATION**

Because *your success is our passion*, we are pleased to disclose that Xponance is the recipient of a Paycheck Protection Program loan pursuant to the CARES Act. The loan proceeds will assist us with compensation and other allowable payroll expenses that will keep all of our dedicated staff at work. This will help to assure that the human resources you rely upon in this firm will continue to be available to service you, our client, effectively and efficiently. We believe the Paycheck Protection Program loan will enhance, rather than detract in any way from, our ability to meet our contractual commitments. We remain steadfast in our mission to help you achieve your investment objectives, and are pleased to report that now there are no financial issues anticipated that will prevent us from doing so. Please be assured that Xponance expects to continue to serve your investment needs in a seamless manner as we all seek to move forward from the impacts of COVID-19.