

## Wrap Fee Brochure

# AGHAZ INVESTMENT ADVISORS, LLC

## Form ADV Part 2 Wrap Fee Brochure

This Wrap Fee Brochure (the “Wrap Fee Brochure”) provides information about the qualifications and business practices of Aghaz Investment Advisors, LLC (“Aghaz,” the “Adviser,” the “Firm,” “we,” “us” or “our”). If you have any questions about the contents of this Wrap Fee Brochure, please contact us at (425) 202-6196. The information in this Wrap Fee Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Additional information about Aghaz also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for Aghaz is 308500.

Aghaz is registered as an investment adviser with the SEC pursuant to the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Recipients of this Wrap Fee Brochure should be aware that registration with the SEC does not in any way constitute an endorsement by the SEC of an investment adviser’s skill or expertise. Further, registration does not imply or guarantee that a registered adviser has achieved a certain level of skill, competency, sophistication, expertise or training in providing advisory services to its Clients.

**Aghaz Investment Advisors, LLC**

Phone: (425) 202-6196

[info@aghazinvest.com](mailto:info@aghazinvest.com)

<https://aghazinvest.com>

**Wrap Fee Brochure Prepared on December 6, 2021**

**AGHAZ**

## Item 2 Material Changes

This Wrap Fee Brochure contains updated information about Aghaz's business since the last annual updating amendment. This section of the Brochure will address only those "material changes" that have been incorporated since the last delivery of this document on the SEC's public disclosure website (IAPD).

- Item 4: Revisions to Advisory Business. This section was updated to reflect a fee schedule change, including fees paid in advance. Further, the Firm added additional disclosure language in connection with Sharia compliant advisory investing, companies and investments must pass several screens for permissible asset classes and business activities. Stocks and Islamic ETFs are eligible for Sharia compliance consideration, but preferred shares and interest-paying securities are not. A business activities screen excludes companies that derive more than five percent of their total income from non-compliant.
- Revisions to Item 6: Revisions to Methods of Analysis, Investment Strategies, & Risk of Loss. This section was revised to reflect the risk factors associated with, among other things, investing in ETFs and strategies that employ Sharia Compliant or Halal criteria.

Aghaz will further provide you with a new Wrap Fee Brochure as necessary based on changes or new information, at any time, without charge. Currently, Aghaz's Wrap Fee Brochure may be requested by contacting Ms. Khadija Khartit, Director of Investments, Compliance at (425) 202-6196 or [khadija@aghazinvest.com](mailto:khadija@aghazinvest.com).

Additional information about Aghaz is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for Aghaz is 308500. The SEC's web site also provides information about any persons affiliated with Aghaz who are registered, or are required to be registered, as investment adviser representatives of Aghaz.

## **IMPORTANT NOTE ABOUT THIS WRAP FEE BROCHURE**

This Wrap Fee Brochure is not:

- *an offer or agreement to provide advisory services to any person*
- *an offer to sell nor a solicitation of any offer to purchase any security*
- *an offer to sell interests or shares (or a solicitation of an offer to purchase interests or shares) in any pooled investment vehicle managed or represented by Aghaz Investment Advisors, LLC or any of its affiliates*
- *a complete discussion of the features, risks or conflicts associated with any security*

As required by the Investment Advisers Act of 1940, as amended (“the “Advisers Act”), Aghaz Investment Advisors, LLC provides this Brochure to current and prospective Clients and may also, in its discretion, provide this Brochure to current or prospective investors or shareholders in a pooled investment vehicle, together with other relevant governing documents, such as the pooled investment vehicle’s prospectus and statement of additional information, private placement memoranda, limited partnership agreement or offering circular, prior to, or in connection with, such persons’ investment in a pooled investment vehicle.

Although this publicly available Brochure describes investment advisory services and products of Aghaz Investment Advisors, LLC, persons who receive this Brochure (whether or not from Aghaz Investment Advisors, LLC) should be aware that it is designed solely to provide information about Aghaz Investment Advisors, LLC as necessary to respond to certain disclosure obligations under the Investment Advisers Act of 1940, as amended. As such, the information in this Brochure may differ from information provided in relevant governing documents. More complete information about each investment product is included in relevant governing documents, certain of which may be provided to current and eligible prospective investors only by Aghaz Investment Advisors, LLC. To the extent that there is any conflict between discussions herein and similar or related discussions in any governing documents, the relevant governing documents shall govern and control.

## Item 3 Table of Contents

<b>Wrap Fee Brochure .....</b>	<b>1</b>
<b>Item 2 Material Changes .....</b>	<b>3</b>
<b>Item 3 Table of Contents.....</b>	<b>5</b>
<b>Item 4 – Services, Fees, and Compensation.....</b>	<b>6</b>
Types of Advisory Services .....	6
Fees and Compensation: Investment Advisory Services.....	7
Other Fees Charged.....	8
<b>Item 5 – Account Requirements and Types of Clients.....</b>	<b>9</b>
<b>Item 6 – Portfolio Manager Selection and Evaluation.....</b>	<b>10</b>
Investment Advisory Services .....	10
Performance-Based Fees and Side-By Side Management.....	10
Methods of Analysis, Investment Strategies and Risk of Loss .....	11
Voting Client Securities .....	15
<b>Item 7 – Client Information Provided to Portfolio Managers.....</b>	<b>16</b>
<b>Item 8 – Client Contact with Portfolio Managers.....</b>	<b>16</b>
<b>Item 9 – Additional Information Disciplinary Information .....</b>	<b>16</b>
Other Financial Industry Activities and Affiliations .....	16
Code of Ethics.....	16
Review of Accounts.....	18
Client Referrals and Other Compensation.....	18
Financial Information .....	19

## Item 4 – Services, Fees, and Compensation

This Wrap Fee Brochure describes the services, fees and other information Clients may need to consider prior to participating in the wrap fee program (the “Program”) offered by Aghaz. Additional information about the Firm can be found in SEC Form ADV Part 1A and Part 2A, which can be found at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

### Types of Advisory Services

Aghaz’s portfolio management and investment advisory services are offered to Clients. The types of Clients to which Aghaz provides investment management services are more fully disclosed in Aghaz’s Form ADV Part 1 and summarized in *Item 7 – Types of Clients* of the ADV Part 2A Brochure.

The Firm is a Sharia-compliance advisory firm. The Shariah Screening Criteria is developed by our Shariah Advisors is that the business of the investee company must be Halal. In other words, the investee companies with the following core businesses will be excluded:

- Companies involved in interest-based lending or interest-based products
- Manufacturing or distribution of alcohol and other non-halal drinks
- Manufacturing or distribution of cigarettes and other non-halal foods
- The production, packaging, processing, or any activity related to pork
- Companies operating in betting and gambling operations
- Production and distribution or sale of music or pornography
- Companies involved in human genetic manipulation
- Other activities as determined by the Shariah Advisor

Once an investee company has cleared the above the screening, it is screened on the following parameters to ensure that exposure to unlawful income is absolutely minimal and that the impure income can be purified.

- The interest bearing debt must not exceed 30% of the market capitalization.
- The interest-bearing instruments or other non-compliant investments must not exceed 30% of the market capitalization.
- Non-compliant source of income must not exceed 5 percent of the total gross revenue earned by the company.

Aghaz advisory services consist of portfolio management to clients under a wrap fee program as sponsor and portfolio manager. A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, and certain other administrative fees. The Company provides robo-advisory portfolio management to clients under this wrap fee program as sponsor and portfolio manager via an online interface. This entails the use of algorithm-based portfolio management advice, rather than in-person investment advice. These automated investment solutions are customized to each client and based on individual characteristics, such as the client’s age, risk tolerance, income, and current assets, among others. Aghaz generally is responsible for investing and re-investing the assets of each Client account in accordance with the investment objectives, policies and guidelines set forth in the Client’s governing documents.

Aghaz tailors its investment advice to the specific needs of its Clients and is subject to applicable investment

restrictions set forth in the governing documents for the applicable Clients. Aghaz works with Clients to formulate appropriate and agreed-upon investment guidelines. Aghaz works with Clients to determine the feasibility of monitoring proposed restrictions and limitations. Clients who restrict their investment portfolios may experience potentially worse performance results than Clients with unrestricted portfolios even for Clients with similar objectives. Aghaz reserves the right to reject or terminate any Client that seeks restrictions which Aghaz is unable to implement, or which may fundamentally alter the investment objective of the strategy selected by the Client.

When Aghaz serves as investment adviser, it enters into a written investment management agreement with each of its advisory Clients. Investment management agreements include provisions related to each Client's management fees, investment strategy, investment guidelines, termination rights, proxy voting and sub-adviser, if applicable. In summary, Aghaz provides the following advisory services:

- Discretionary Investment Management, except as otherwise set forth in any applicable Client Agreement. Our Clients authorize Aghaz to investigate, purchase, and sell on behalf of Client, various securities and investments. Aghaz is authorized to execute purchases and sales of securities on Client's behalf without consulting Client regarding each sale or purchase. Client may, however, terminate the discretionary authority of Aghaz immediately upon written notice.
- Non-Discretionary Investment Management. In these types of Client Agreements, Aghaz is authorized to execute purchases and sales of securities only after securing permission from Client regarding each transaction.

Aghaz will not select outside portfolio managers for management of its wrap fee program. Aghaz will be the sole portfolio manager for the wrap fee program. Aghaz will use industry standards to calculate portfolio manager performance. Aghaz reviews the performance information to determine and verify its accuracy and compliance with presentation standards. The performance information is annually and is reviewed by Aghaz.

The Company and its personnel serve as the portfolio managers for all wrap fee program accounts. This is a conflict of interest in that no outside adviser assesses Aghaz's management of the wrap fee program. However, Aghaz addresses this conflict by acting in its clients' best interest consistent with its fiduciary duty as sponsor and portfolio manager of the wrap fee program.

### **Fees and Compensation: Investment Advisory Services**

Clients participating in the Program will be charged a single "wrap" fee. Below is our general fee schedule, however, fees may be negotiated at Aghaz's sole discretion. The specific way we charge fees is established in your written agreement with us.

Aghaz's fees are fixed. The fixed fee will be a subscription fee of \$2 per month, plus 0.49% per year. Fees are paid in advance. Clients may terminate the agreement without penalty, for full refund of AGHAZ's fees, within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract immediately upon written notice.

In addition, there are contribution cost factors. For example, the program may cost the client more or less than

purchasing such services separately. There are several factors that bear upon the relative cost of the program, including the trading activity in the client's account, the adviser's ability to aggregate trades, and the cost of the services if provided separately (which in turn depends on the prices and specific services offered by different providers). For example, Clients may incur operating and transaction fees, costs and expenses associated with maintaining their accounts imposed by custodians, brokers, futures commission merchants, prime brokers and other third parties. Examples of these charges include but are not limited to custodial fees, margin, deferred sales charges, "mark-ups" and "mark-downs" on trades, odd-lot differentials, transfer taxes, handling charges, exchange fees (including foreign currency exchange fees), interest to cover short positions, wire transfer fees, electronic fund fees, conversion fees for American Depositary Receipts ("ADRs") and other fees and taxes on brokerage accounts and securities transactions. Aghaz does not receive any portion of these commissions, fees or costs. See, however, *Item 12 – Brokerage Practices* of the ADV Part 2A Brochure for more information about soft-dollars. See also *Item 12 – Brokerage Practices* of the ADV Part 2A Brochure for more information about conversion fees for ADRs.

Aghaz will wrap third party fees (i.e., custodian fees, brokerage fees, transaction fees, etc.) for wrap fee portfolio management accounts. Aghaz will charge clients one fee and pay all transaction fees using the fee collected from the client. Certain other fees are not included in the wrap fee and are paid for separately by the client. These include, but are not limited to, margin costs, charges imposed directly by Sukuk ETFs (fixed income instruments) or exchange traded fund, fees associated with "step out" transactions if the account uses different custodians or broker-dealers, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Neither Aghaz, nor any representatives of Aghaz receive any additional compensation beyond advisory fees for the participation of client's in the wrap fee program. However, compensation received may be more than what would have been received if client paid separately for investment advice, brokerage, and other services. Therefore, Aghaz may have a financial incentive to recommend the wrap fee program to clients.

### **Other Fees Charged**

In addition to the fees described above, Clients may bear other costs associated with investments or accounts including but not limited to: (i) custodial charges, brokerage fees, commissions and related costs; (ii) interest expenses; (iii) taxes, duties and other governmental charges; (iv) transfer and registration fees or similar expenses; (v) costs associated with foreign exchange transactions; (vi) other portfolio expenses; and (vii) costs, expenses and fees (including investment advisory and other fees charged by the investment advisers of funds in which the Client's account invest) associated with products or services that may be necessary or incidental to such investments or accounts. With respect to such services (which may include, but are not limited to, custodial, securities lending, brokerage, futures, banking, consulting or third-party advisory or legal services) each Client may be required to establish business relationships with relevant service providers or other counterparties based on the Client's own credit standing. Aghaz will not have any obligation to allow its credit to be used in connection with the establishment of such relationships, nor is it expected that such service providers or counterparties will consider or rely on Aghaz's credit in evaluating the Client's creditworthiness.

## **Item 5 – Account Requirements and Types of Clients**

As discussed in *Item 7 – Types of Clients* of the ADV Part 2A Brochure, Aghaz currently provides investment management services, as an investment adviser, to individuals and high net worth individuals, on a discretionary and non-discretionary basis. There is an account minimum of \$1,000 for any of Aghaz's services, unless otherwise noted on an individual account basis.

Aghaz will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as a plan that will be executed by Aghaz on behalf of the client. Aghaz may use model allocations together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent Aghaz from properly servicing the client account, or if the restrictions would require Aghaz to deviate from its standard suite of services, Aghaz reserves the right to end the relationship.

In addition, the Firm may seek to obtain, verify, and record information that identifies each Client who retains Aghaz to manage its account, in order to help the U.S. Government, fight the funding of terrorism and money laundering activities.



## **Item 6 – Portfolio Manager Selection and Evaluation**

Aghaz will not select outside portfolio managers for management of its wrap fee program. Aghaz will be the sole portfolio manager for the wrap fee program. Aghaz will use industry standards to calculate portfolio manager performance. Aghaz reviews the performance information to determine and verify its accuracy and compliance with presentation standards. The performance information is annually and is reviewed by Aghaz.

The Company and its personnel serve as the portfolio managers for all wrap fee program accounts. This is a conflict of interest in that no outside adviser assesses Aghaz's management of the wrap fee program. However, Aghaz addresses this conflict by acting in its clients' best interest consistent with its fiduciary duty as sponsor and portfolio manager of the wrap fee program.

### **Investment Advisory Services**

Aghaz provides fee-based investment management services. The Firm is an investment adviser that is registered with the U.S. Securities and Exchange Commission (the "SEC") pursuant to the Investment Advisers Act of 1940, as amended (the "Advisers Act"). The Company has been registered with SEC since May 14, 2020. The Company is based in Seattle, Washington and has been in business since January 2020. The Founder and Chief Executive Officer is Mr. Khurram Agha.

The Company is classified as a registered investment adviser under the SEC Rule 203A-2(e) ("Exemption From Prohibition on Commission Registration") of the Advisers Act, which creates an eligibility to operate as a registered investment advisor under the Exemption From Prohibition on Commission Registration, provided the elements of that rule are met. The elements of that rule include the following:

- A registered investment adviser provides investment advice to advisory clients through an interactive website. An interactive website means a site in which computer software-based models or applications provide investment advice based on personal information each client submits through the website.
- The registered investment adviser provides advice to all of its clients exclusively through the interactive website;
- And, finally, the registered investment adviser maintains documentation demonstrating that it provides investment advice to clients exclusively through an interactive website.

Toward this end, the Company's investment management services are offered online only to individual separate accounts (each a "Client" and collectively, "Clients").

### **Performance-Based Fees and Side-By Side Management**

Aghaz does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a Client.

## **Methods of Analysis, Investment Strategies and Risk of Loss**

Investing in securities involves risk of loss that Clients should be prepared to bear.

### **Investment Strategies**

Aghaz is a Shariah compliant robo-advisory portfolio manager. The Company generally limits its investment advice to real estate funds (including REITs), equities, ETFs (including ETFs in the gold and precious metal sectors), Sukuk ETFs (fixed income instruments) commodities and venture capital funds. Aghaz may use other securities as well to help diversify a portfolio when applicable.

Shariah investing is based on religious belief which means that all investments must comply with Shariah principles. Investing must, therefore, abide by Shariah principles, which are to be free from prohibited elements that include riba (interest), maysir (gambling) and gharar (uncertainty). Riba or interest is expressly prohibited in the Quran. Basically, riba is the excess money paid by the borrower to the lender over and above the principal for the use of lender's money over a certain period of time. Thus, financial products bearing the element of riba such as interest-bearing deposits, bonds, private debt securities and money market instruments are considered non-permissible (haram).

Maysir which literally means a way of obtaining something easily and deriving unearned profit, are driven by pure chance. As a game of chance, gambling often makes people take high risk and behave irrationally in order to win big. Extreme risk-taking behavior without the knowledge and value-adding elements is prohibited in Islam in view of the outcome with the possibility of losing money. Gharar basically refers to uncertainty in contractual terms that might lead to exploitation and deceiving people which could lead to disputes and manipulation of contract. In addition to the three prohibited elements, halal investing is also based on the principle that Islam prohibits any dealings with non-permissible (haram) activities such as wine, alcohol, adultery, gambling, tobacco, conventional banking and insurance, and pork. Thus, shares of companies which are tainted with any of the prohibited elements are considered Shariah non-compliant.

The Company may invest in a wide range of securities and other financial instruments including: equity securities of domestic and foreign issuers (both publicly and privately traded); corporate debt securities of domestic and foreign issuers (both publicly and privately traded); MLPs; derivative securities, including but not limited to futures, options, swaps and forward contracts; warrants; commercial paper; foreign currency contracts; registered investment company securities, including exchange-traded funds ("ETFs"); and U.S. government securities. As financial markets and products evolve, Aghaz may invest in other instruments or securities, whether currently existing or developed in the future, when consistent with Client guidelines, objectives, and policies. Aghaz generally invests for long-term growth of capital and income. Within that framework, Client objectives and unique circumstances may dictate that short-term positions be taken.

Aghaz's primary objective is to seek consistent positive absolute returns while employing an investment strategy appropriate to the Client's investment goals and objectives. These investment goals and objectives are written in the Investment Policy Statement for each Client and are followed when making investment decisions for the Client's account.

## **Methods of Analysis**

Aghaz's methods of analysis include modern portfolio theory.

- Modern portfolio theory is an investment approach that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, by carefully choosing the proportions of various assets.
- Modern Portfolio Theory assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

## **Investment Strategies**

- Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose Clients to various types of risk that will typically surface at various intervals during the time the Client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Aghaz maintains risk management policies and procedures in connection with its advisory and management services with respect to Client accounts. Such policies and procedures are discussed periodically and considered in connection with ongoing investment advisory trading activities. Aghaz considers a variety of risks that may affect Client accounts, including, liquidity issues and counterparty risk, among others. Such risk assessment and management efforts will relate to equity related positions. The Chief Compliance Officer and the portfolio managers or financial advisors work to identify these and other risks and monitor the materiality of these risks with respect to portfolios managed by Aghaz on a periodic basis as part of Aghaz's general compliance program.

\* \* \* \* \*

The methods of analysis and investment strategies summarized above are not intended to be comprehensive. For more information regarding the investment objective and strategies of each, please carefully review its applicable governing documents. Investing in securities involves a risk of loss that you, as a Client, should be prepared to bear.

## **Certain Risk Factors**

*Clients should understand that all investment strategies and the investments made when implementing those investment strategies involve risk of loss and Clients should be prepared to bear the loss of assets invested. There can be no assurance that Clients will achieve their investment objectives or that investments will be successful or profitable. The investment performance and the success of any investment strategy or particular investment can never be predicted or guaranteed, and the value of a Client's investments fluctuates due to market conditions and other factors. Nothing in this Wrap Brochure is intended to*

*imply, and no one is or will be authorized to represent, that Aghaz's investment strategies and services are low risk or risk free. The investment decisions made, and the actions taken for Clients accounts are subject to various market, liquidity, currency, economic and political risks, and will not necessarily be profitable. Past performance of Clients accounts is not indicative of future performance. Investors and advisory Clients are urged to consult with their own independent financial, legal and tax advisors before making any investment decisions. This Wrap Brochure does not include every potential risk associated with an investment strategy, or all of the risks applicable to a particular Client account. Rather, it is a general description of the nature and risks of the strategies and securities and other financial instruments in which Client accounts may invest. The following risks may apply to strategies managed by Aghaz:*

- **Exchange Traded Funds (ETFs):** An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance.
- **Stocks:** There are numerous ways of measuring the risk of equity securities (also known simply as "equities" or "stock"). In very broad terms, the value of a stock depends on the financial health of the company issuing it. However, stock prices can be affected by many other factors including, but not limited to the class of stock (for example, preferred or common); the health of the market sector of the issuing company; and, the overall health of the economy. In general, larger, better established companies ("large cap") tend to be safer than smaller start-up companies ("small cap") are but the mere size of an issuer is not, by itself, an indicator of the safety of the investment. Markets may move in cycles, with periods of rising prices and periods of falling prices.
- **Mutual Funds:** Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond "fixed income" nature (lower risk) or stock "equity" nature. Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best-known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.
- **Equity Risk:** The market price of securities owned by Clients may go up or down, sometimes rapidly or unpredictably. The equity securities in Clients' portfolios may decline in value due to factors affecting equity securities markets generally or the energy sector. The values of equity securities may decline due to general market conditions which are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. They may also decline due to factors which affect a particular industry or industries, including the basic minerals sector, such as labor shortages

or increased production costs and competitive conditions within an industry. Other risks of investing globally in equity securities may include changes in currency exchange rates, exchange control regulations, expropriation of assets or nationalization, imposition of withholding taxes on dividend or interest payments, and difficulty in obtaining and enforcing judgments against non-U.S. entities. In addition, securities which Aghaz believes are fundamentally undervalued or incorrectly valued may not ultimately be valued in the capital markets at prices and/or within the time frame we anticipate. As a result, Clients may lose all or substantially all of their investments in any particular instance.

- Fixed Income Securities: Aghaz may invest Client assets in bonds or other fixed income securities of issuers including, without limitation, bonds, notes and debentures issued by corporations; debt securities and commercial paper. Fixed income securities pay fixed, variable or floating rates of interest. The value of fixed income securities in which Aghaz invest will change in response to fluctuations in interest rates. In addition, the value of certain fixed income securities can fluctuate in response to perceptions of creditworthiness, political stability or soundness of economic policies. Fixed income securities are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (i.e., market risk).
- Real estate funds (including REITs): REITS face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.
- Fixed Income investments (Sukuk ETFs) generally pay a return on a fixed schedule, though the amount of the payments can vary. This includes corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best known type of fixed income security. In general the fixed income market is volatile, and fixed income securities carry significant interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting, but these bonds still carry a risk of losing share price value. Risks of investing in foreign fixed income securities also include the general risks inherent in non-U.S. investing.
- Annuities are a retirement product for those who may have the ability to pay a premium now and want to guarantee they receive certain monthly payments or a return on investment later in the future. Annuities are contracts issued by a life insurance company designed to meet requirement or other long-term goals. An annuity is not a life insurance policy. Variable annuities are designed to be long-term investments, to meet retirement and other long-range goals. Variable annuities are not suitable for meeting short-term

goals because substantial taxes and insurance company charges may apply if you withdraw your money early. Variable annuities also involve investment risks, just as mutual funds do.

- Private placements carry a substantial risk as they are subject to less regulation than are publicly offered securities, the market to resell these assets under applicable securities laws may be illiquid, due to restrictions, and the liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such assets.
- Venture capital funds invest in start-up companies at an early stage of development in the interest of generating a return through an eventual realization event; the risk is high as a result of the uncertainty involved at that stage of development.
- Commodities are tangible assets used to manufacture and produce goods or services. Commodity prices are affected by different risk factors, such as disease, storage capacity, supply, demand, delivery constraints and weather. Because of those risk factors, even a well-diversified investment in commodities can be uncertain.
- General Economic and Market Conditions: The success of Aghaz's activities is affected by general economic and market conditions, such as changes in interest rates, availability of credit and debt-related issues, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of Client investments), trade barriers, unemployment rates, release of economic data, currency exchange controls and national and international political circumstances (including wars, terrorist acts, natural disasters, security operations, the European debt crisis or the U.S. budget negotiations). These factors may affect the level and volatility of securities prices and the liquidity of Client investments. Volatility and/or illiquidity could impair a Client's profitability or result in losses. Clients could incur material losses even if Aghaz reacts quickly to difficult market or economic conditions, and there can be no assurance that Clients will not suffer material losses and other adverse effects from broad and rapid changes in economic and market conditions in the future. Clients should realize that markets for the financial instruments in which Aghaz invest Client assets can correlate strongly with each other at times or in ways that are difficult for Aghaz to predict. Even a well-analyzed approach may not protect Clients from significant losses under certain market conditions.

### **Voting Client Securities**

Aghaz will not ask for, nor accept voting authority for Client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

## **Item 7 – Client Information Provided to Portfolio Managers**

Aghaz is both your Adviser and your portfolio manager for the Program.

## **Item 8 – Client Contact with Portfolio Managers**

Clients are always free to directly contact their Aghaz portfolio manager(s) with any questions or concerns they have about their portfolios or other matters. Aghaz generally issues quarterly reports to each Client regarding the Client's asset allocation and the performance of the Client's portfolio. In addition to Aghaz's reports, Clients receive statements from the custodians of their accounts. Custodians issue quarterly statements if no account activity has taken place. Clients may also access their portfolio information online.

## **Item 9 – Additional Information Disciplinary Information**

Investment advisers registered with the SEC are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. We have no information applicable to this item.

## **Other Financial Industry Activities and Affiliations**

Not applicable.

## **Code of Ethics**

Aghaz maintains a policy of strict compliance with the highest standards of ethical business conduct and the provisions of applicable federal securities laws, including rules and regulations promulgated by the SEC, and has adopted policies and procedures described in its code of ethics. The code of ethics has been adopted by Aghaz in compliance with Section 204A of the Advisers Act. The code of ethics applies to each employee of Aghaz and any other "access person" as defined under the Advisers Act. It is designed to ensure compliance with legal requirements of Aghaz's standard of business conduct.

A complete copy of Aghaz's code of ethics ("Code of Ethics") is available upon request to Clients or prospective Clients. The Code of Ethics is based upon the premise that all Aghaz personnel have a fiduciary responsibility to render professional, continuous and unbiased investment advisory services. The Code of Ethics requires all personnel to: (1) comply with all applicable laws and regulations; (2) observe all fiduciary duties and put Client interests ahead of those of Aghaz; (3) observe Aghaz's personal trading policies so as to avoid "front-running" and other conflicts of interests between Aghaz and its Clients; (4) ensure that all personnel have read the Code of Ethics, agreed to adhere to the Code of Ethics, and are aware that a record of all violations of the Code of Ethics will be maintained by Aghaz's Chief Compliance Officer, and that personnel who violate the Code of Ethics are subject to sanctions by Aghaz, up to and including termination.

Standards of Conduct: Aghaz and its access persons are expected to comply with all applicable federal and state laws and regulations. Access persons are expected to adhere to the highest standards of ethical conduct and maintain confidentiality of all information obtained in the course of their employment and bring any risk issues,

violations, or potential violations to the attention of the Chief Compliance Officer. Access persons are expected to deal with Clients fairly and disclose any activity that may create an actual or potential conflict of interest between them and Aghaz or Client.

**Confidentiality:** Employees must maintain the confidentiality of Aghaz's proprietary and confidential information and must not disclose that information unless the necessary approval is obtained. Aghaz has a particular duty and responsibility, as investment adviser or sub-adviser, to safeguard Client information. Information concerning the identity and transactions of Clients is confidential, and such information will only be disclosed to those employees and outside parties who may need to know it in order to fulfill their responsibilities.

### **Potential Conflicts**

Aghaz does not recommend that Clients buy or sell any security in which a related person to Aghaz or Aghaz has a material financial interest. From time to time, representatives of Aghaz may buy or sell securities for themselves that they also recommend to Clients. This may provide an opportunity for representatives of Aghaz to buy or sell the same securities before or after recommending the same securities to Clients resulting in representatives profiting off the recommendations they provide to Clients. Such transactions may create a conflict of interest. Aghaz will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the Client's disadvantage when similar securities are being bought or sold.

From time to time, representatives of Aghaz may buy or sell securities for themselves at or around the same time as Clients. This may provide an opportunity for representatives of Aghaz to buy or sell securities before or after recommending securities to Clients resulting in representatives profiting off the recommendations they provide to Clients. Such transactions may create a conflict of interest; however, Aghaz will never engage in trading that operates to the Client's disadvantage if representatives of Aghaz buy or sell securities at or around the same time as Clients.

**Allocation of Investment Opportunities:** As stated herein above, Aghaz acts as investment adviser to more than one Client that may have similar investment objectives and pursue similar strategies. Certain investments identified by Aghaz may be appropriate for multiple Clients. When it is determined by Aghaz that it would be appropriate for more than one Client to participate in an investment opportunity, Aghaz will generally allocate such investment opportunity among the Clients in proportion to the relative amounts of capital available for new investments, taking into account such other factors as it may, in its sole discretion determine appropriate, including investment objectives, legal or regulatory restrictions, current holdings, availability of capital for investment, the size of investments generally, nature and type of investment or opportunity, risk-return considerations, relative exposure to market trends, targeted leverage level, targeted asset mix, target investment return, diversification requirements, strategic objectives, specific liquidity requirements, as well as any tax consequences, limitations and restrictions on a Client's portfolio that are imposed by such Client's governing documents or other considerations that Aghaz deems necessary or appropriate in light of the circumstances at such time. Aghaz seeks to manage and/or mitigate these potential conflicts of interest described by following procedures with respect to the allocation of investment opportunities for its Clients.

Aghaz's allocation policy is based on a fundamental desire to treat each Client account fairly over time. It is Aghaz's general policy to allocate investments among its Clients in a manner which it believes to be fair and equitable. Allocations of investment opportunities should not be based on any of the following, or similar, reasons: (i) to



generate higher fees paid by one account over another, or to produce greater fees to Aghaz; (ii) to develop a relationship with a Client or prospective Client; or (iii) to compensate a Client for past services or benefits rendered to the company or any employee of Aghaz or to induce future services or benefits to be rendered to Aghaz or any employee of Aghaz. Consistent with its fiduciary duties, Aghaz allocates trades to its Clients on an equitable basis as set forth in the Firm's policy.

**Conflicts Related to Relationships with Third Parties:** Conflicts may arise where Aghaz has the responsibility and authority to vote proxies on behalf of its Clients. Please refer to *Item 17 – Voting Client Securities* of the ADV Part 2A Brochure for information regarding the policies and procedures governing Aghaz's proxy voting activities.

Aghaz may conduct business with institutions such as broker-dealers or investment banks that invest, or whose Clients invest, in pooled vehicles sponsored or advised by Aghaz, or may provide other consideration to such institutions or recognized agents, and as a result Aghaz may have a conflict of interest in placing its brokerage transactions.

## **Review of Accounts**

Your accounts are generally reviewed at least quarterly on an internal basis. In addition, they are reviewed as special situations arise, such as when strategy changes are made by the Investment Committee, there is a material flow of funds, or your directed allocation changes. Account reviews may include, but are not limited to:

- Reviewing cash needs;
- Analyzing account allocation targets;
- Reviewing tax goals and realized gain/loss for the year;
- Performing retirement projections and distribution strategies;
- Analyzing the performance of each account in relation to appropriate benchmarks; and
- Addressing any other financial questions you may have.

Generally, a written quarterly report is sent to all Clients. This report generally includes, but is not limited to, a portfolio appraisal containing a description of all securities and the amount held in each of your accounts, a description of the management fees for the quarter, and a letter updating you on our current investment strategies and thoughts for the future. Frequency and content of other reports will generally vary.

## **Client Referrals and Other Compensation**

Aghaz receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party. From time to time, Aghaz may compensate certain affiliated and unaffiliated persons or entities for referrals or introductions to Aghaz or placements of interests in investment management services, in compliance with applicable law, including circumstances where, in connection with discrete advisory transactions, Aghaz will pay or split a portion of the fees with an unaffiliated third-party for assisting in obtaining a specific Client. The material terms of such arrangements will be disclosed to relevant Clients or investors. Aghaz will inform each account investor and any other Client that is the subject of such solicitation services that the third-party solicitor will be compensated by the investor, the Client or Aghaz, as the case may be. The name of the third-party providing the services will also be disclosed to each relevant account investor and any other Client that is the subject to such solicitation services, along with the nature of any affiliation between the third-party and Aghaz. With respect to

Client solicitation arrangements, Rule 206(4)-3 of the Advisers Act (the “Cash Solicitation Rule”) requires that, among other things, compensation to a solicitor be made pursuant to a written agreement and, for third-party solicitor arrangements, that the solicitor provide to each person solicited for Aghaz’s advisory services, a written disclosure statement (the “Solicitor’s Disclosure Statement”) and of the ADV Part 2A Brochure (or alternate brochure required or permitted to be provided).

### **Financial Information**

Advisers are required in this Item to provide you with certain financial information or disclosures about our financial condition. We have no financial obligations that impair our current or future ability to meet contractual and fiduciary commitments to you and have not been the subject of a bankruptcy proceeding at any time during the past ten (10) years.