



Wealthface

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FORM ADV PART 2A: FIRM BROCHURE

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This brochure provides information about the qualifications and business practices of Wealthface LLC (the “Adviser”). If you have any questions about the contents of this brochure, please contact us at the telephone number above. The information in this brochure has not been approved or verified by the Securities and Exchange Commission or by any state securities authority.

Additional information about the Adviser also is available on the Securities and Exchange Commission’s website at www.adviserinfo.sec.gov.

Item 2: Material Changes

The Adviser does not consider any of the information contained in this version of the Brochure to represent a material change from the information contained in its version dated October 28, 2020. Our current and future investors are encouraged to read this Brochure, as well as all of the governing documents applicable to their current or prospective investment, in their entirety.

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Item 4. Advisory Business

Wealthface LLC (“our firm” or “the firm”), a Delaware limited liability company, is an investment advisory firm with its principal place of business in Dubai, United Arab Emirates. Our firm is wholly owned by its sole member, Wealthface, a Cayman Islands Exempted Company.

Our firm provides investment advisory services to individual and high net worth individual investors (“Clients”) utilizing proprietary software along with an experienced investment team to provide Clients with a unique automated service over the internet. The Firm is a Robo-Adviser and provides advisory services to Clients under investment advisory agreements (each an “Advisory Agreement”).

We tailor our advisory services to each client’s needs and investment mandates as disclosed in, and in accordance with each Client’s Advisory Agreement. Under each Client’s Advisory Agreement, the Client provides their current and anticipated financial condition as well as their investment objectives and risk tolerance. Any Client or prospective client should closely review the applicable Advisory Agreement with respect to, among other things, the terms, conditions and risks of investing. Such agreements and documents will generally include restrictions on the types of investments in securities that the firm may make on behalf of the client. Such restrictions may vary from client to client as disclosed in the Client’s Advisory Agreement. We describe investment strategies our firm employs on behalf of our Clients in greater detail below in Item 8.

Our firm does not participate in wrap fee programs.

As of December 31, 2020, the firm had approximately \$116,267 of regulatory assets under management, all of which was managed on a discretionary basis.

Item 5. Fees and Compensation

The firm charges fees based on amount of a Client’s assets under management (“AUM”) generally as follows:

1. Full Service Retail Plan: 0.75% of AUM per annum charged monthly.
2. High Net Worth Full Service Plan: 0.65% of AUM per annum charged monthly.
3. Full Digital Service Plan: 0.50% of AUM per annum charged monthly.
4. Institutional Partnerships Plan for Individuals: 0.20% of AUM per annum charged monthly.

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

Our firm does not charge performance-based fees.

Item 7. Types of Clients

The Firm’s Clients will include individuals and high net worth individuals.

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

The descriptions set forth in this brochure of specific advisory services that our firm offers to our clients, and investment strategies pursued and investment made by our firm on behalf of our clients, should not be understood to limit in any way our firm's investment activities. Our firm may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this brochure, that we consider appropriate, subject to each client's investment objectives and guidelines.

Methods of Analysis and Investment Strategies

The Firm intends to invest on behalf of Clients in globally diversified portfolios of low-cost exchange traded funds (ETFs), utilizing proprietary algorithmic software combined with its experience in high net worth wealth management. The Firm's online wealth management platform will allow Clients to create their own portfolios managed by the Firm and provide Clients access to financial planning tools.

Risks

The Firm cannot guarantee any level of performance or that any Client will avoid losses in its accounts. Any investment in securities involves the possibility of financial loss that Clients should be prepared to bear. When evaluating risk, financial loss may be viewed differently by each Client and may depend on many different risk factors, each of which may affect the probability of adverse consequences and the magnitude of any potential losses. Further details regarding the risks associated with investment are included in the Advisory Agreements or other documentation furnished to Clients. Clients are advised to carefully review all risk factors described in such document.

Item 9. Disciplinary Information

We have nothing to disclose under this Item.

Item 10. Other Financial Industry Activities and Affiliations

Material Financial Industry Affiliations of the Firm

Neither our firm nor any of our directors, officers or principals is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor, or is an associated person of any of the above.

Our firm does not have any relationship or arrangement that is material to the firm or our clients with any related person among any of the categories listed in Item 10(C) of Form ADV Part 2A.

Finally, our firm does not recommend or select other investment advisers for our clients, nor does our firm have other business relationships with advisers that create material conflicts of interest.

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

Code of Ethics

We have adopted a Code of Ethics in accordance with SEC requirements. The purpose of our Code of Ethics is to identify the ethical and legal framework in which our firm and its personnel are required to operate and to highlight some of the guiding principles and mechanisms for upholding our firm's standard

of business conduct. Our Code of Ethics is designed to ensure that all applicable personnel are aware of and adhere to our firm's policies and procedures. The description below is a summary only. We will provide a complete copy of our Code of Ethics to our clients and prospective clients upon request.

Standard of Business Conduct. Our firm and its personnel have a fiduciary duty to our clients, and in this fiduciary capacity, we must place the interests of our clients before our own interests.

Basic Principles. Our Code of Ethics is based on a few basic principles: (i) our firm and its personnel must place the interests of our clients above their own; (ii) the professional activities and personal investment activities of our firm's personnel must be consistent with our Code of Ethics and avoid any actual or potential conflict between the interests of clients and those of our firm or its personnel; (iii) the activities of our firm's personnel must be conducted in a way that avoids any abuse of any such person's position of trust with and responsibility to our firm and clients; (iv) our employees must not take any inappropriate advantage of their positions at our firm; (v) we must maintain independent in our investment decision-making process; and (vi) our firm's personnel may not engage in any act, practice or course of conduct that would violate the provisions of Rule 204A-1 of the Investment Advisers Act of 1940, as amended (the "Advisers Act"), and other applicable securities laws.

Conflicts of Interest. As a fiduciary, our firm has an affirmative duty of care, loyalty, honesty and good faith to act in the best interests of our clients. Our firm makes every effort to avoid conflicts of interest and fully disclose all material facts concerning any conflict of interest that may arise with respect to any of our clients. Our firm stresses that individuals subject to our Code of Ethics must try to avoid situations that have even the appearance of conflict or impropriety.

Insider Trading. Our firm's personnel may not trade, either personally or on behalf of another, on material non-public information or communicate material non-public information to another person in violation of the law. This policy applies to all of our firm's personnel and extends to their activities both within and outside their duties for our firm. Our firm has also implemented policies and procedures designed to detect and prevent insider trading.

Personal Securities Transactions. All personnel must comply with our firm's policy on personal trading. Except with respect to certain securities (including, indices, mutual funds, exchange-traded funds and certain government securities) and with respect to certain accounts for which a person does not exercise investment discretion, personal securities transactions by our firm's personnel must be pre-approved by our firm's Chief Compliance Officer.

Holdings and Transactions Reports. Every employee and access person must submit both initial and annual holdings reports to our firm's Chief Compliance Officer that disclose all covered securities held in any personal account. Every employee and access person must also submit a quarterly transaction report to the Chief Compliance Officer for each covered securities transaction in any personal account.

Service as a Director. Our firm's employees are prohibited from serving on the boards of directors of any outside company, unless the service (i) would be in the best interests of our firm or our clients and (ii) has been approved in writing by our firm's Chief Compliance Officer; provided that our employees will not be required to obtain prior written approval for service on the boards of directors of charitable or civic organizations. In addition, any employee serving on the board of a private company which is about to go public may be required to resign either immediately or at the end of the current term.

Reporting of Violations. Our firm has implemented policies and procedures whereby our firm's personnel are required to report any violation, apparent violation or potential violation of our Code of Ethics to our firm's Chief Compliance Officer.

Review and Enforcement. Our firm's Chief Compliance Officer is responsible for ensuring adequate supervision over the activities of all persons who act on our behalf in order to prevent and detect violations of our Code of Ethics by such persons.

Conflicts of Interest

Generally, neither our firm nor any related person of our firm recommends to our clients, or buys or sells for our clients, securities in which our firm or a related person of our firm has a material financial interest.

Our firm and related persons of our firm generally do not invest in the same securities or related securities (e.g., warrants, options or futures) that our firm or a related person of our firm recommends to our clients. In addition, our firm and related persons of our firm generally do not recommend securities to our clients, or buy or sell securities for our clients, at or about the same time that our firm or a related person buys or sells the same securities for our firm's own (or the related person's own) account. However, exceptions may occur under limited circumstances.

From time to time, subject to client or investment guidelines and restrictions, our firm is authorized to direct one of our clients to sell investments to another of our clients through an internal cross transaction in which our firm will receive no compensation. In most cases, an independent pricing mechanism will be used to ensure objectivity. However, there could be times in which that pricing mechanism is not feasible or fair to our clients, in which case our firm will seek some pricing mechanism that is fair to both such clients.

To the extent that any of the transactions described above may be viewed as a principal transaction due to the interest of our firm or its affiliates in a purchaser or seller, our firm will comply with the requirements of Section 206(3) of the Advisers Act, and provide written notification to the relevant client and obtain client consent either prior to the principal transaction or prior to its settlement.

In addition, our firm may give advice or take action with respect to investments of one or more of our clients that may not be given or taken with respect to our other clients with similar investment programs, objectives and strategies. Accordingly, our clients with similar investment strategies may not hold the same investments or achieve the same performance. Our firm may also advise our clients with conflicting programs, objectives or strategies. These activities may also adversely affect the prices and availability of other investments held or potentially considered for one or more clients.

Our firm maintains a list of companies about which a determination has been made that it is prudent to restrict or limit trading activity based on the possibility that our firm and employees have access to material nonpublic information. As a general rule, trades will not be allowed for clients, or for the personal accounts of employees, in the securities of an issuer appearing on the restricted list, except with the pre-approval of our firm's Chief Compliance Officer. Restrictions and limitations with regard to securities on the restricted list are also considered to extend to options, rights or warrants relating to those securities and any securities convertible into those securities.

Item 12. Brokerage Practices

Selection of Brokers

Except as limited by any brokerage agreements our clients have entered into, our firm will have full authority to select broker-dealers to execute our clients' investment transactions and will appoint brokerage firms to act as "prime brokers" for each client. A firm appointed as our client's prime broker will have certain administrative responsibilities, including the issuance of account statements and information with respect to securities transactions affected through other broker-dealers. A prime broker may be allocated a

portion of our clients' securities transactions, subject to principles of best execution. Our firm may, in its discretion, change its selections of one or more prime brokers for our clients. If a client has entered into a brokerage agreement with a broker, we will not direct transactions in such a way as to violate that agreement.

Research and Soft Dollars

At this time our firm is not a party to, and does not anticipate entering into, any formal "soft dollar" arrangements. However, our firm has the option to use "soft dollars" generated by our clients to pay for research related services. In the event that our firm utilizes allocations of commission dollars, it will do so solely to pay for products or services that qualify as "research and brokerage services" within the "safe harbor" of Section 28(e) of the Securities Exchange Act of 1934, as amended.

Aggregation of Orders

From time to time, our firm may place an aggregated order for execution orders for publicly traded securities for the accounts of two or more of our clients. This practice enables our firm's clients to seek more favorable executions and net prices for the combined order. If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day would generally be allocated *pro rata* among the participating clients in accordance with the initial amounts ordered by each client. However, the *pro rata* allocation may be adjusted to avoid having odd amounts of shares held in any client's account or to avoid deviations from any pre-determined minimum/maximum holdings limits established for any client. Each client that participates in the order shall do so at the average price for all the transactions and shall share in commissions or other transaction costs on a *pro rata* basis.

Item 13. Review of Accounts

The firm reviews client portfolios on a continuous basis.

Item 14. Client Referrals and Other Compensation

Our firm does not, nor do any principals or employees of our firm, receive any economic benefit from non-clients for providing advisory services to our clients.

At this time our firm is not a party to an arrangement to pay a third party for the referral or solicitation of clients or investors in our private fund clients.

Item 15. Custody

Our firm does not have custody over the assets of our clients.

Item 16. Investment Discretion

Our firm is provided with discretionary authority to manage the investment accounts of each of our clients as set forth in, and limited by, the terms and conditions of the relevant organizational documents or investment advisory agreement with such client.

Item 17. Voting Client Securities

Our firm does not have the authority to vote proxies relating to securities in client accounts.

Item 18. Financial Information

Our firm does not require, nor do we solicit, prepayment of more than \$1,200 in fees per client, six months or more in advance.

Item 18(B) is not applicable.

Our firm has never been the subject of a bankruptcy petition.