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DISCLOSURE BROCHURE

Form ADV Part 2A

March 31, 2023

This disclosure brochure ("Brochure") provides information about the qualifications and business practices of The Clarius Group, LLC (hereinafter "Clarius" or "we"). If you have any questions about the contents of this Brochure, please contact us at 206-462-7400 or 999 Third Avenue, Suite 3050, Seattle, WA 98104. The information herein has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Clarius also is available on the SEC's website at www.adviserinfo.sec.gov.

Clarius is an investment advisor registered with the SEC under the Investment Advisers Act of 1940, as amended. This registration does not imply any particular level of skill or training.



ITEM 2: MATERIAL CHANGES

This Brochure updates and replaces our last Brochure dated December 14, 2022. The material changes made are outlined below:

We have no material changes since our last brochure update.

Pursuant to SEC regulations, Clarius will ensure that clients receive either a summary of any material changes to this Brochure, along with an offer to provide a copy of the Brochure, or a copy of the full Brochure no later than April 30th, which is 120 days after our fiscal year-end. Additionally, upon any material change to the Brochure made during the year, we will provide clients with a summary of the changes, along with an offer to provide the complete document.



ITEM 3: TABLE OF CONTENTS

DISCLOSURE BROCHURE.....	1
ITEM 2: MATERIAL CHANGES	2
ITEM 3: TABLE OF CONTENTS.....	3
ITEM 4: ADVISORY BUSINESS.....	4
ITEM 5: FEES AND COMPENSATION	6
ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT	8
ITEM 7: TYPES OF CLIENTS.....	8
ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	9
ITEM 9: DISCIPLINARY INFORMATION.....	14
ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS.....	15
ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS, AND PERSONAL TRADING	15
ITEM 12: BROKERAGE PRACTICES	16
ITEM 13: REVIEW OF ACCOUNTS	18
ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION	18
ITEM 15: CUSTODY	19
ITEM 16: INVESTMENT DISCRETION.....	19
ITEM 17: VOTING CLIENT SECURITIES	20
ITEM 18: FINANCIAL INFORMATION	20



ITEM 4: ADVISORY BUSINESS

Clarius' registration as an investment advisor was effective in January 2015, and we began providing advisory services to clients in April 2015. Keith Vernon and Matthew Talbot are the Firm's two owners and partners.

Clarius provides family office and integrated wealth management services, along with financial planning and investment advisory services to high-net-worth individuals and their family entities, and to charitable trusts and foundations.

Types of Advisory Services

Clarius tailors its services to match the needs of each individual client. Each client's planning needs are different, and we address those needs on an individual basis. Therefore, our services vary and include (among others) the following:

- Investment management and reporting
- Bill pay services
- Cash flow management
- Banking and credit support
- Insurance and risk management coordination
- Tax and estate planning coordination
- Philanthropic strategy and administration
- Entity oversight and management

With respect to the planning and consulting provided as part of our wealth management services, clients should understand the following:

- Clients are free to accept or reject any recommendation made by Clarius.
- Recommendations in various areas (e.g., estate planning, retirement planning, taxes, and insurance) are only implemented at the client's sole discretion, with the corresponding professional advisor(s) (e.g., accountant, attorney, insurance agent) of the client's choosing.
- With respect to estate planning and tax planning matters, Clarius' role will be that of a facilitator between the client and their corresponding professional advisor(s).
- No portion of our services should be construed as legal or accounting advice, rather the client should defer to their attorney or accountant.
- The client will maintain sole responsibility to notify Clarius if there is a change in their financial situation or investment objectives for the purpose of reviewing, evaluating, and revising any previous recommendations or services or to address new planning or consulting matters.

For our investment advisory services, Clarius manages the client's delegated assets on either a discretionary or nondiscretionary basis. At the beginning of the advisory relationship, we gather germane information from the client, which includes their financial goals, financial situation, investment time horizon, unique needs and circumstances, tax situation, investment constraints and restrictions, return expectations, and risk tolerance. After careful consideration of the client's goals, objectives, constraints, and preferences, Clarius will draft an Investment Policy Statement (IPS) for the client's review and approval. Clarius will make investment decisions for the client's portfolio(s) according to the investment objectives and financial circumstances described in the client's IPS. We offer to meet with each client as often as necessary for the client to feel comfortable about the investment process; we ask to meet with clients at least annually.

Each client enters into a written investment advisory agreement with Clarius, which – in the case of discretionary assets -- gives us the authority to transact on the client's behalf without specific prior consultation. Such transactions involve (among others) the following types of securities: mutual funds, stocks, bonds, and exchange-traded funds (ETFs).



In addition, depending on a client's investment objectives, Clarius will recommend the use of one or more third-party advisers ("TPA") to manage certain portions of a client's account. Generally, in these cases, the client enters into an agreement with the TPA, which gives the TPA discretionary authority over the client's assets allocated to them and will invest those assets in accordance with the TPA's investment strategy and the client's overall investment objectives and risk tolerance for those assets. Please refer to Items 5 and 12 for further information on the use of TPAs.

In certain cases, Clarius will recommend that a portion of the client's assets be invested in certain private investment funds. Such funds are described as hedge funds, real estate funds, private equity funds, venture capital funds, and other types of private pooled investment vehicles (collectively "Private Funds"). Depending on the type of fund, the Private Funds will invest in various types of securities.

When determining which clients should receive a recommendation to invest in a Private Fund, Clarius considers many factors, including, but not limited to, the client's investment sophistication, risk tolerances and qualifications, investment objectives, and the amount of available assets in the client's account(s). Clarius' goal is to allocate in a fair and balanced manner; however, given these differing factors, the allocation of investment opportunities in Private Funds to our clients is mainly subjective, and not all qualifying clients will be provided a particular private investment opportunity.

For those clients that receive a recommendation to invest in Private Funds, it is important to read each offering document (e.g., private placement memorandum) prior to investing to fully understand the risks and potential conflicts of interest pertaining to the Private Fund investment. (Please refer to Item 12 for further information on the allocation of Private Fund investments).

Notably, some of the Private Funds, mutual funds and ETFs selected by Clarius will employ alternative or riskier strategies (e.g., the use of leverage or derivatives). Leverage is the use of debt to finance an activity. A private fund facilitating the purchase of a company using a line of credit or a hedge fund using proceeds from shorting to make more investments are examples of leverage. Derivatives can, in certain instances, be riskier than other types of investments because they can be more sensitive to changes in economic or market conditions than other types of investments. In certain situations, derivatives can result in losses that exceed the original investment. The use of derivatives, leverage, or other alternative strategies may not be successful, resulting in investment losses, and the cost of such strategies will reduce investment returns. Hedging, on the other hand, occurs when an investment is made in order to reduce the risk of adverse price movements in a security. For example, an investor could hedge a long position by shorting the same or similar security. Please review these, and other, considerations carefully prior to investing. Please also refer to Item 8 for detailed information regarding the Firm's methods of analysis and the risks surrounding such investments.

There may be times when a client decides to use margin in their account. Use of margin in an investment advisory account can increase a client's asset-based advisory fee. If margin is used to purchase additional securities, for instance, the total value of eligible account assets (to which the Clarius advisory fee is applied) will also increase. Notably, the opportunity to increase assets via margin debt presents a potential conflict of interest for Clarius. We recognize that margin debt is not suitable for all investors. It is our practice to recommend that clients utilize such financing in a prudent manner (if at all). Buying securities on margin also subjects clients to additional costs and risks that should be carefully considered before opening a margin account. For further information, please refer to Item 8.

In recommending that any client roll over retirement plan assets to our management, we have a conflict of interest. Before making any such recommendation, we review the client's existing investment options, fees and expenses in the context of their overall investment objectives. We only make the recommendation once we have determined that doing so is in the client's best interest.

As an investment advisor we are a fiduciary to all our clients. We also explicitly acknowledge that we are a "fiduciary" under ERISA or the Internal Revenue Code, or both, with respect to our investment advisory recommendations and



discretionary asset management provided to Retirement Investors under this Agreement. A “Retirement Investor” is defined as retirement plan participants and beneficiaries, IRA owners, and retirement plan and IRA fiduciaries.

Clarius adopted the *Direct Indexing investment strategy* as a means for clients to replicate broad equity market exposures in a diversified, tax-controlled manner with less fee drag. Our *Direct Indexing investment strategy* involves purchasing individual securities to track a target index. ETF and index funds generally use “full replication” -- investing in the same number of stocks at the same weights as the underlying index. Clarius’ approach, however, utilizes optimization software to identify an optimal basket of stocks that matches the primary risk factors of the index and minimizes tracking risk. Compared to an ETF or mutual fund, our direct indexing strategy allows for a greater breadth of tax loss harvesting opportunities and portfolio customization.

Our *Direct Indexing investment strategy*, offers two index selections:

- US Large Capitalization Stocks – similar risk/return characteristics as the S&P 500 Index
- International Developed Markets Large Capitalization Stocks – similar risk/return characteristics as the MSCI World ex USA index (via ADRs and foreign companies that trade directly on US exchanges)

Our *Direct Indexing investment strategy* requires an adequate account size to replicate an index effectively. Please refer to Items 7 and 8 for further details, including risks involved when investing in this strategy.

Clarius does not participate in wrap fee programs.

As of 12/31/2022, Clarius managed assets totaling \$2,082,264,560 on a discretionary basis and \$1,638,775,246 on a non-discretionary basis.

ITEM 5: FEES AND COMPENSATION

Clarius enters into a written advisory services agreement (“Agreement”) with each of its clients. The Agreement contains the Advisory Fee arrangement which typically includes an Wealth Management Fee and a Family Office Retainer Fee. Wealth Management Fees are based on a percent of assets under management and Family Office Retainer Fees are based on the scope and complexity of other investment advisory, family office, and personal accounting services. Either party may cancel the Agreement without penalty upon thirty days’ written notice.

Wealth Management Fees for liquid securities are calculated from the average daily balance of the portfolio during the prior quarter, based on values provided by the account custodian which includes cash, cash equivalents and accrued interest unless otherwise stated in the Advisory Fee arrangement. Wealth Management Fees that apply to illiquid holdings, such as private limited partnerships, are also calculated based on the average daily balance during the prior quarter. The valuation of these investments is based on the most recent value provided by the partnership, which includes the value of contributions to the partnership less distributions made as of the valuation date. The valuations from private partnerships are typically delayed by approximately one quarter for logistical reasons. Additional information on our valuation practices is provided in the Agreement.

At the inception of an advisory relationship, we will charge a Wealth Management Fee calculated from the initial portfolio value and prorated through the remainder of the then-current quarter. Family Office Retainer Fees will be similarly prorated.



Our annual Wealth Management Fee schedule is:

- 0.90% on the first \$5,000,000
- 0.60% on the next \$10,000,000
- 0.50% on the next \$10,000,000
- 0.40% on the next \$25,000,000
- 0.30% on the next \$50,000,000
- 0.20% on balances exceeding \$100,000,000

Fees identified in this schedule are based on the total value of accounts in the client's portfolio as managed and/or reported on by Clarius.

When determining a given client's asset base for fee billing purposes, Clarius will consider all accounts managed by the Firm that belong to certain familial relations of the client, which is typically referred to as "householding". Specifically, Clarius has discretion to aggregate the value of a client's account(s) with the total values of all managed accounts within Client's lineal family; this may include accounts belonging to Client's spouse or partner, custodial accounts for minor children, Client's extended family members such as parents and adult children, any trust assets where the trustees, trustors and current beneficiaries are family members, and any wholly owned entities such as limited partnerships (collectively, a "household").

Family Office Retainer Fees range from \$10,000 per year to more than \$200,000 per year.

Clients can negotiate a flat, rather than graduated, rate on the value of the portfolio or a flat annual fee for a comprehensive engagement. We have clients with fees that are different (both higher and lower) than those shown above, and we reserve the right to negotiate fees for accounts depending on the size and type of account, the investments in the account, and the services required. We also reserve the right to waive fees for family members and friends of the Firm.

If a client has a margin account, our fees will be based on the full value of the assets under management without regard to the amount of margin debt on the account. Clients need to be aware that buying investments using margin increases the amount of fees paid to us.

Clarius charges clients our advisory fees quarterly in advance. Clients generally authorize Clarius to deduct fees directly from their account as they become due. We have discretionary authority to sell (at the then-current price) a sufficient amount of securities in order to pay these fees. Should the advisory contract be cancelled during the billing period, Clarius will refund any pre-paid unearned fees on a prorated basis. The custodian of the client's investment assets will reflect the deduction of the investment fee on an account statement but does not calculate or verify the accuracy of the fees.

Other Fees and Expenses

Clients that have assets managed by a Third-Party Adviser (TPA) will incur management fees that are in addition to fees charged by Clarius. TPA management fees and billing arrangement are outlined in the agreement entered into between the client and the TPA. They are also referenced in the TPA's Form ADV Part 2A disclosure brochure, which is provided to clients upon engagement of the TPA, by the TPA.

Clients incur other fees and expenses associated with their investment portfolios. These can include but are not limited to: custodial fees and transaction costs, margin interest, mutual fund and ETF fees and expenses, TPA management fees (as noted above), Private Fund fees, and retirement plan fees.

From time to time, Clarius invests clients' capital in open-end mutual funds and exchange-traded funds (ETFs). Each mutual fund charges fees to their shareholders, which are described in the mutual fund's respective prospectus. Such fees usually include management, administrative and operations fees, and for open-end mutual funds, certain distribution fees (e.g.,



12b-1 fees). These fees are generally referred to as a fund's "expense ratio" and are deducted at the mutual fund level when calculating the fund's net asset value ("NAV"). The deduction of fees has a direct bearing on the fund's performance. Certain open-end mutual funds also charge an up-front or back-end sales charge and/or redemption fees. In addition, some open-end mutual funds offer different share classes of the same fund. A given share class of a fund can have an expense ratio and sales/redemption fees that are higher than another share class. The most economical share class will depend on certain factors, including but not limited to, the amount of time the shares are held by a client and the amount a client will be investing. Mutual fund expense ratios and sales/redemption fees vary by mutual fund, so it is important to read the mutual fund prospectus to fully understand all the fees charged. Clarius strives to purchase, when available, the lowest cost mutual fund share class for clients. However, there can be times when Clarius does not have access to lower cost share classes and will therefore select the next most economical share class.

Clients incur fees charged by the qualified custodian related to account activity such as trading, margin and money transfers. As described in Item 12, Clarius recommends Charles Schwab & Co, Inc. ("Schwab") as the qualified custodian for client accounts. Schwab may offer reduced or waived fees for Clarius clients that may not be available when a client chooses to direct their brokerage activity to another custodian.

Clients invested in Private Funds are subject to certain fees, such as a management, performance or incentive fee and other fees and expenses, which are outlined in the fund's offering documents. It is important for clients to review the fund's offering documents to fully understand all the fees associated with the Fund.

All the above fees are in addition to the fees charged by Clarius. It is important for clients to know all the fees associated with their accounts; therefore, clients should review the fees charged by: (i) certain investments, such as private funds and mutual funds, and (ii) third parties, such as custodians, brokers and advisers, along with the fees charged by Clarius to fully understand the total amount of fees affecting the account.

Neither Clarius nor any of its supervised persons receives compensation for the purchase/sale/holding of securities or other investment products.

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

Clarius does not charge performance-based fees for the management of accounts. However, Clarius, from time to time, will recommend certain Private Funds that charge performance-based fees. The performance-based fee arrangement involves the payment of fees based upon the capital gains or capital appreciation of the Fund. The method of calculating the fee is described in each Fund's offering documents and is in addition to the fees charged by Clarius. Clarius does not receive directly or indirectly any fees charged by Private Funds.

ITEM 7: TYPES OF CLIENTS

Our clients include individuals, families and their related entities (e.g., trusts, charitable organizations). We do not directly advise pension or profit-sharing plans, though we do provide investment advice to individual clients with respect to the self-directed portion of their retirement plans. To service our clients, Clarius has two general service models – Core and Enhanced:

- Clients electing core services are generally families with \$5 to \$20 million in net worth whose services typically include investment advisory services and wealth planning services (e.g., financial modeling, liquidity management, tax estimate reporting, charitable planning, education planning and introductions to financial specialists as needed). Clarius generally requires a \$10 million minimum investment portfolio balance but retains discretion to waive this requirement.



- Clients electing enhanced services are generally families with \$20 million or more in net worth who have similar general service needs as core service clients, but also may require additional time and/or services based on the increased complexity of their financial issues. Additional services can include cash flow analysis, tax reporting and coordination, philanthropic planning and coordination, insurance planning and coordination, estate planning and gifting coordination, personal travel coordination, asset purchase and sale coordination, and entity and trust management.

Personal accounting services is considered an enhanced service that is made available to both core and enhanced service clients. Electing personal accounting services authorizes Clarius the ability to execute transactions through the client's banking account(s).

For our *Direct Indexing investment strategy*, generally we require a minimum investment of \$5 million, but retain the discretion to accept smaller amounts.

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

Methods of Analysis & Investment Strategies

Our investment approach is specifically tailored to each client. We focus particularly on the tradeoff of return as compensation for accepting investment risk and the effects of investment costs, inflation, and taxes on investment returns. Our highest investment priority is developing the mix of assets (commonly referred to as the "asset allocation") appropriate to each client's goals, objectives, constraints, risk tolerance and unique circumstances as set forth in the client's Investment Policy Statement (IPS).

We employ both passive and active investment strategies. Passive strategies attempt to achieve benchmark-like results. Active strategies attempt to outperform a relevant and appropriate benchmark through the application of manager skill or knowledge. Clarius is keenly aware that our clients' goals can only be met through after-tax and net-of-fee performance. With that in mind, fee- and tax-efficiency is paramount, and the hurdle active managers must meet to overcome their additional fees is high.

There is no guarantee that portfolios structured in this manner will perform as anticipated. Investing in securities always entails potential risk of investment loss. Key portfolio-level risks to consider include (but are not limited to) the following:

- Future investment returns in any investment, or in any asset class, are uncertain. We cannot warrant or guarantee any particular level of product, investment, portfolio or account performance, or that a product, investment, portfolio or account will be profitable over time.
- Future correlations between asset classes are uncertain and unstable and may prove particularly so during periods of extreme market "stress".
- Plans based on long-term estimates should not be used for consideration of short-term strategies, goals, or objectives.

We have no affiliation with any of the investments or third-party advisors (TPAs) we recommend, other than what is outlined in Items 10 and 11 below. We do not receive any commissions, rebates, or other compensation from and/or due to these investments and TPAs. We believe this degree of independence strongly aligns our interests with the best interests of our clients.

If a client chooses to terminate the Agreement, we do not liquidate the investments in the client's managed account unless instructed to do so. Notably, some TPAs can require termination of their management arrangement with the client in the absence of a relationship with our firm.



Our methods of analysis and sources of information vary substantially by security or product type, asset class, investment risk, liquidity, and other factors. Our research, sourcing and due diligence are supported by items such as: review of applicable regulatory filings and documents, manager site visits, phone calls, correspondence, or other means of direct and indirect communication with managers, third-party opinions, reference checks, and background checks.

Other sources of information we rely upon when researching and analyzing securities include traditional research materials such as financial newspapers and magazines, informational databases (e.g., Morningstar Direct), annual reports, prospectuses, filings with the SEC, research materials prepared by others, and company press releases.

We provide advice to clients concerning a wide variety of securities, including but not limited to the following:

- Cash and cash equivalent investments (e.g., bank deposits, CDs, money market funds and similar instruments)
- Fixed income investments (e.g., corporate, municipal, U.S. government and foreign issuer debt)
- Public equity investments (e.g., exchange-listed, over the counter and foreign issuer)
- Hedge fund investments
- Real asset investments (e.g., commercial real estate, natural resources)
- Private equity and debt investments

We utilize a variety of securities and security types, the precise choice of which are influenced by liquidity needs, the size of the investment and manager minimums, implementation and ongoing management costs, tax attributes or consequences, administrative and recordkeeping burdens and other factors. We commonly utilize money market funds, separately managed accounts, mutual funds, exchange-traded funds, commingled trusts, and private placement limited partnerships and limited liability companies (in a variety of domiciles). Where appropriate, we will also recommend the use of warrants, structured products or other derivatives for accomplishing objectives and managing risk.

We also recommend unaffiliated TPAs from time to time, which we monitor to ensure the TPA adheres to the philosophy and investment style for which they were selected. We choose TPAs based on our assessment of their expertise in particular investment strategies. We seek to select TPAs that we believe have the ability to achieve attractive risk-adjusted, net-of-fee investment returns. In selecting TPAs, we consider a number of factors, including but not limited to the following:

- Well-articulated and understandable investment strategies
- Reasonable expenses
- Tax efficiency
- Transparency
- Manageable downside risk
- Compelling and appropriate historical returns (net of fees and taxes)
- A strong, cohesive team that is aligned with investor interests

We generally compare the historical investment results of comparable managers, evaluate written information supplied by the TPAs and others, and conduct interviews with individuals who would actually manage money for clients.

Our recommendation or selection of private investments is generally limited to private funds, and in all cases, the client will receive offering materials and complete subscription forms to execute the investment. We are able to give advice on other private offerings if requested by client. Clients should carefully review the offering documents provided in order to fully



understand the risks involved in a particular private fund. Private funds are considered illiquid investments, as they usually impose a lock-up period or restriction on redemptions.

We can also advise on hedging strategies involving currency and/or concentrated equity positions, consistent with a client's goals, objectives and suitability. Third-party advisor experts may be engaged by the client and/or us to provide supplemental information, perspective, analysis, pricing or other support for these transactions.

The objective of the *Direct Indexing investment strategy* is to provide diversified exposure to core equity markets for long-term growth. Two primary portfolio management considerations will be: 1) tracking risk introduced by differences in key risk factors, such as market capitalization, style and industry, compared to the target index; and 2) rebalancing costs – primarily taxes but secondarily transaction costs. The *Direct Indexing investment strategy* consists of two primary large capitalization, public equity strategies – U.S. and non-U.S. (via American Depositary Receipts when available). The key constraints of the strategy include:

- A long-term (10+ years) investment time horizon.
- Only liquid securities will be eligible for purchase; however, these accounts should not be assumed to support short-term liquidity needs.
- Taxable accounts will be managed in a tax-controlled manner as to limit gains to a pre-established level and opportunistically harvest losses.
- Accounts that become "calcified" (i.e., characterized by widespread, meaningful capital gains within the portfolio) over time will be managed on a bespoke basis with a potentially higher tracking risk tolerance.
- Exclusion of foreign ordinary shares and of stocks with less than \$2 billion of market cap.
- Less-liquid securities will be avoided.
- Client-specific restrictions may be put in place on the purchase or sales of certain securities.

Risk of Loss

Investment risk has multiple facets, and it defies easy quantification – even with hindsight. However, risk management is critical to our investment approach, and we help our clients consider the primary risk of not accomplishing their objectives in conjunction with market risk and other types of risk. In an effort to manage risk, we recommend investing broadly across the capital markets, in major asset classes both domestically and internationally. We utilize a range of asset classes that historically have performed differently in varying capital market environments. While a specific investment involves certain risks when viewed in isolation, the investment must also be viewed in the broader portfolio context, including diversification benefits potentially provided by the investment.

As previously noted, some Clarius clients may elect to open margin accounts. Clients should be aware that there are a number of additional risks that all investors need to consider in deciding to trade securities on margin. The risks associated with margin include but are not limited to the following:

- Clients can lose more assets than they deposit in the margin account. A decline in the value of securities that are purchased on margin may require the addition of funds to the brokerage/custodian firm that has made the loan to avoid the forced sale of those securities or other securities in a client's account.
- The lending firm is able to force the sale of securities in a client's account. If the equity in a client's account falls below the maintenance margin requirements under the law -- or the lending brokerage firm's higher "house" requirements -- the brokerage firm can sell the securities in a client's account to cover the margin deficiency. A client will also be responsible for any shortfall in their account after such a sale.

It is important that clients take time to learn about the risks involved in trading securities on margin. Clients should consult with Clarius regarding any concerns they have with their margin accounts.



There are risks associated with investing in third-party advisors (TPAs). Principally, a TPA may not persist in delivering acceptable investment performance. Past performance of investments is no guarantee of future results. Since Clarius cannot control the investments made by the TPA, the TPA might unexpectedly deviate from a stated investment mandate. In addition, the types of investments made and strategies utilized carry risks, which are usually summarized in their Form ADV and should be read carefully. Also, since we do not control or have direct visibility to a TPA's daily operations, it is possible that internal controls designed to prevent business, regulatory or reputational deficiencies are insufficient or not properly followed.

A complete analysis of all facets of risk associated with every investment strategy and product type is beyond the scope of this Brochure. The most material risk with each and every investment is risk of loss, which includes complete loss of principal. Clarius-recommended investments are subject to varying degrees of market, currency, economic, political, business, and other risks. Some examples of broad-based risks clients must consider include but are not limited to the following:

- Market Risk: Market risk reflects the fact that there are certain general market conditions in which any given investment strategy is unlikely to be profitable. Neither we, nor the managers we recommend, have the ability to control or predict such market conditions, including such important market conditions as the level of economic activity and interest rates. Our approach is designed to achieve broad diversification across markets and time, but multiple markets can move in tandem against a client's portfolio, and the client can suffer substantial losses. Equity securities can vary based on a company's performance and movements in the broader markets. Economic factors, market sentiment, political and other factors can also influence the value of equities. Interest rates, and changes in interest rates, can impact the value of interest rate-sensitive investments, including fixed income securities.
- Manager Risk: Manager risk encompasses the possibility of loss due to manager fraud, intentional or inadvertent deviation from a predefined investment strategy or simply poor judgment.
- General Economic Conditions: General economic conditions can affect the level and volatility of interest rates and the extent and timing of investor participation in the markets for equities, interest rate-sensitive securities, commodities and other investments. Unexpected volatility or illiquidity in the markets can result in losses.
- Market Disruptions and Government Intervention: Government intervention in the case of market disruption can suddenly and substantially impact market participants' ability to implement certain strategies or manage the risk of portfolio positions. These interventions can be unclear in scope and application, resulting in confusion and uncertainty that can detrimentally impact investment strategies.
- Non-U.S. Securities: Non-U.S. investments, and in particular those in emerging markets, involve special risks. These risks include fluctuations in currency exchange rates, foreign government intervention or expropriation, failure of markets to function properly, political or economic instability, and differences in regulatory, financial disclosure, accounting and auditing standards.
- Political and Legislative Risk: Companies face a complex set of laws and circumstances in each country in which they operate. The political and legal environment can change rapidly and without warning, with significant impact, especially for companies operating outside of the United States or those companies who conduct a substantial amount of their business outside of the United States.
- Leverage: Some strategies and products involve the use of leverage (borrowing), and this can exacerbate losses or magnify gains.



- Business Risk: These risks are associated with a particular industry or a particular company within an industry. Generally, business risk is that a company will go bankrupt or perform below expectations. Every company carries the business risk that it will produce insufficient cash flow in order to maintain operations. Business risk can come from a variety of sources, some systematic and some unsystematic (the former being economy-wide and the latter being company-specific).
- Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations can result in bankruptcy and/or a declining market value.
- Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Liquidity risk is the risk that a client will not be able to promptly sell a security due to a limited market for that instrument.
- Inflation Risk: When inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation. Inflation risk is the risk of inflation exceeding the return of an investment.
- Currency Risk: Overseas investments may be subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Reinvestment Risk: This is the risk that future proceeds from investments are reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.
- Fixed Income Risk: Bond investing includes the risk that the issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed income investors receive periodic payments that face the same inflation risk.

Below is a summary of risks on certain types of investments utilized and/or recommended for investment by Clarius:

- Private Funds: These investments (e.g., private equity) may be exempt from registration under federal securities laws, may have limited or no transparency as to the underlying investments, and are generally available only to "accredited" or "qualified investors." Such investors are assumed to be sophisticated purchasers who have little or no need for liquidity from such investments and are able to withstand the loss of some or all of their investment. Limitations on withdrawal rights and non-tradability of interests create higher liquidity risk, and such securities should be viewed as long-term investments. Clients using these products and strategies must be able to tolerate this illiquidity by reserving sufficient resources to meet all obligations. Partnership and fee expenses may be a higher percentage of net assets than traditional investment strategies and may include performance or incentive fees. The duration of private fund investments with longer-term securities are more sensitive to interest rates and include the possibility of more volatility than other investments. In addition, the underlying investments of each private fund carry risks that should be considered. This is not an exhaustive list of potential or actual risks in any particular private placement, and additional important information is found in the specific security's offering materials. Clients generally must execute separate subscription documents to invest in private funds.
- ADR Risk: ADRs are certificates of ownership issued by a U.S. bank that represent indirect ownership of a certain number of shares of a specific foreign firm. Shares are held on deposit in a bank in the firm's home country. ADRs carry political risk regarding the stability of the local governments of the underlying company, currency/exchange rate risk which can cause a depreciation in the price of the underlying shares, and hence a diminishing of the ADR value, and inflation risk which is related to exchange rate risk.



- **Exchange Traded Fund (ETF) Risk:** ETF risk is the risk of an investment in an ETF, including the possible loss of principal. ETFs typically trade on a securities exchange and the prices of their shares fluctuate throughout the day based on supply and demand, which may not correlate to their net asset values. Although ETF shares will be listed on an exchange, there can be no guarantee that an active trading market will develop or continue. Owning an ETF generally reflects the risks of owning the underlying securities investments. ETFs are also subject to secondary market trading risks. In addition, an ETF may not replicate exactly the performance of the index it seeks to track for a number of reasons, including transaction costs incurred by the ETF, the temporary unavailability of certain securities in the secondary market, or discrepancies between the ETF and the index with respect to weighting of securities or number of securities held.
- **Mutual Fund Risk:** Mutual fund risk is the risk of an investment in a mutual fund which includes the possible loss of principal. Mutual funds are invested in a collection of stocks, bonds, and/or other securities. Owning a mutual fund generally reflects the risks of owning the underlying investments, as well as manager risk. The price of a mutual fund is determined by the total value of the securities in the collection divided by the number of the fund's outstanding shares; mutual funds are priced at the end of each day.
- **Individual Equity Risk:** Individual equities carry risk in a variety of forms that are present based on the issuing company. Ownership of an individual equity represents ownership of the issuer and subjects the owner to business risk and financial risk.

Other Considerations Regarding Analysis, Strategies and Risk of Loss

We use our best judgment and good faith efforts in making suitable investment recommendations to our clients. It is the responsibility of the client to give us complete and accurate information and to notify us of any changes in their financial circumstances, goals or risk tolerance.

Clarius may not conduct due diligence, or only limited due diligence, on securities included in client portfolios that Clarius has not recommended. Such non-recommended securities can pose an investment risk to the client. Non-recommended investments can include, for example, concentrated stock holdings the client does not wish to liquidate, client-directed investments, investments made under the recommendation of a prior advisor and prior illiquid investments (e.g., partnerships, LLCs) that have not fully liquidated.

Clarius typically invests for the long-term and does not engage in high frequency trading. TPAs selected by Clarius can, however, employ such strategies, directly or through sub-managers, and such frequent trading can result in increased brokerage and other transaction costs for that portion of the account.

Clarius generally relies on the valuations provided by custodians and managers in calculating the performance of client accounts. There is no assurance that such valuations will be correct or that such information will be received in a timely manner.

Investing in securities involves risk of loss that clients should be prepared to bear. Each managed investment product has its own unique set of risks, which are typically discussed in the prospectus or offering documents. Clients should also refer to the disclosure document of the TPAs for a full description of the services offered and the associated risks.

ITEM 9: DISCIPLINARY INFORMATION

Neither Clarius nor any of its management personnel has any disciplinary or legal events to disclose.



ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Clarius will recommend investments in Private Funds where the General Partners, Managing Partners and/or employees of the Fund are current clients of Clarius. Clarius' practice of recommending Private Funds is described in Item 12 below. In no instance will the recommendation or placement into the Private Funds result in any compensation, directly or indirectly, from the Fund to Clarius or its employees.

We have no other financial industry activities or affiliations. In recommending other advisors for our clients, we select unaffiliated firms as described in Item 4, above, and we do not receive any compensation, directly or indirectly from them.

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

Code of Ethics

Clarius has established, maintains and enforces a Code of Ethics (the "Code"), which requires each employee to:

- Offer and provide professional services with integrity, objectivity, competence, fairness, confidentiality, professionalism and diligence;
- Comply with all applicable laws, rules and regulations, including but not limited to, Federal Securities Laws;
- Regularly report personal securities holdings and transactions for review;
- Protect confidential or material, nonpublic information about clients from improper disclosure;
- Promptly report violations of the Code of Ethics to Clarius' Chief Compliance Officer; and
- Provide a written acknowledgement that he/she (1) has read the Code, (2) understands the policies and procedures outlined therein and (3) agrees to be bound by its terms.

Employees are reminded annually of their obligations under the Code.

Employees must obtain prior written approval from the Chief Compliance Officer before acquiring any securities in an initial public offering or private placement and before serving on the boards of directors of public or private companies. These actions are only approved if it's determined that the acquisition or board service would be consistent with the interests of our clients and consistent with applicable securities laws or regulations. Employees serving as directors must remove themselves from investment decisions which might be inconsistent with the interests of our clients. Furthermore, Clarius does not advise with respect to any security of an entity in which a Clarius employee is an insider.

We maintain our Code of Ethics and our policies and procedures in writing and provide our Code of Ethics to clients and prospective clients at their request.

Client Transactions in Securities where Advisor has a Material Financial Interest

We do not recommend products or strategies in which we have a material financial interest.

Investing in Securities Recommended to Clients

To achieve the desired level of diversification, client portfolios can include ETFs, mutual funds and accounts managed by third-party advisers. Our owners and employees ("related persons") frequently invest alongside and in line with client portfolios. We require our related persons to obtain pre-approval on certain investments, and disclose their securities trading and holdings for both personal and related accounts to the Chief Compliance Officer, who reviews to determine that there are no undisclosed potential conflicts of interests with our clients.



ITEM 12: BROKERAGE PRACTICES

Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions

Clarius is not affiliated with any broker-dealer, but along with the discretion to specify the types and amounts of securities to be bought or sold in client accounts, we may recommend the broker-dealers through which securities are traded. We seek opportunities to negotiate the commission rates at which client transactions are affected. Under the provisions of the Agreement, our policy is to secure for our clients the best overall execution of buy or sell orders at the most favorable net prices in securities transactions, consistent with a determination as to the business qualifications of the various broker-dealer firms with which we do business. Among the factors we consider in selecting a broker-dealer are price, efficiency in effecting the transactions, reliability and financial stability, custody, quotation and quality of services.

Clarius does not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account as described in Item 15. Your assets must be maintained in an account at a “qualified custodian”, generally a broker-dealer or bank. We typically recommend Charles Schwab & Co., Inc. (“Schwab”), a registered broker-dealer, member SIPC, as the qualified custodian.

Clarius is independently owned and operated and is not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab as a custodian, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so.

Schwab provides Clarius and our clients with access to institutional brokerage – trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts while others help us manage and grow our business. Schwab’s support services described below are generally available on an unsolicited basis (i.e., we do not have to request them) and at no charge to us. Here is a more detailed description of Schwab’s support services:

Services that Benefit Clients Directly

Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab’s services described in this paragraph generally benefit each client.

Services that May Not Directly Benefit Clients

Schwab also makes available to us other products and services that benefit us but may not directly benefit a specific client. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both Schwab’s own and that of third parties. We use this research to service all or a substantial number of our clients’ accounts. In addition to investment research, Schwab also makes available software and other technology that:

- Provides access to client account data (such as trade confirmations and account statements);
- Facilitates trade execution and allocate aggregated trade orders for multiple client accounts;
- Provides pricing and other market data;
- Facilitates payment of our fees from our clients’ accounts; and
- Assists with back-office functions, recordkeeping and client reporting.

Services that Generally Benefit Only Us

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include (among others) the following:

- Educational conferences and events



- Technology, compliance, legal, and business consulting
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants and insurance providers

Schwab will provide some of these services itself or will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third-party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

We do not generally use consulting services provided by Schwab, but, on occasion, will take part in educational conferences and events, and use publications provided on practice management. We will review the availability of benefit providers and other services offered as we continue to operate and make use of other opportunities in the future.

The availability of the services described above from Schwab benefits us because we do not have to produce or purchase them. They are not contingent upon Clarius committing any specific amount of business to Schwab in trading commissions or assets in custody. The fact that we receive these benefits from Schwab is an incentive for us to recommend the use of Schwab rather than making such a decision based exclusively on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a conflict of interest. We believe, however, that taken in the aggregate our recommendation of Schwab as a custodian and broker is in the best interest of our clients. Our selection is primarily supported by the scope, quality and price of Schwab's services, and not Schwab's services that benefit only us.

Directed Brokerage

Because we recommend a specific custodian and then execute client investment transactions through that custodian on a discretionary basis, we are effectively requiring that clients "direct" their brokerage activity to Schwab, absent other specific instructions as discussed below. Because we are not choosing brokers on a trade-by-trade basis, we may not be able to achieve the most favorable executions for clients, and this can ultimately cost clients more money.

We do permit clients to direct us to use brokers other than Schwab. In such situations, Clarius will likely have little or no ability to negotiate commissions, and clients will not benefit from any trade aggregation we would otherwise implement, which can result in greater client costs.

We do not select or recommend broker-dealers based on whether we receive client referrals from such broker-dealer.

Order Aggregation

While each client is advised independently, and transactions are executed in accordance with such advice, we will aggregate orders to reduce execution costs. We do not always aggregate orders when we have the opportunity to do so. Not aggregating orders can result in higher execution costs than if we consistently aggregated.

If we aggregate orders, we allocate the securities among client accounts so as not to systematically favor any client account over another. We determine which accounts will participate in an aggregated order on a case-by-case basis in the best interests of the client. We consider such factors as account size, suitability, taxes, investment objective and/or cash availability. Participating accounts share the benefit, if any, of aggregation pro rata. If aggregated orders are not completely filled on the day on which they are placed, we complete the allocation on the next business day when the order is filled at the average price for trades on both days. Each participating client will receive the average share price on the transaction day and costs will be allocated pro rata.

Private Fund Allocation



In most cases, Private Funds are available only to a limited number of sophisticated investors who meet the definitions of an “accredited investor” under Regulation D of the Securities Act of 1933, as amended (the “Securities Act”) and “qualified client” under the Investment Advisers Act of 1940, or “qualified purchaser” under the Investment Company Act of 1940.

Private Funds are considered “limited offerings” since they only accept a limited amount of funds for investment. When determining which clients should receive a recommendation to invest in a Private Fund, Clarius takes into account a number of factors, including but not limited to a client’s sophistication, risk tolerances and qualifications, investment objectives, and the amount of available investable assets. Our goal is to allocate in a fair and balanced manner; however, given these differing factors, the allocation of investment opportunities in Private Funds to clients is mainly subjective, and not all qualifying clients will be provided an investment opportunity. Additionally, there are times when one or more Clarius employees invest in certain Private Funds that are recommended to clients. When this occurs, a potential conflict exists and to address the potential conflict employees are required to receive prior written approval by the Chief Compliance Officer. It is important that qualifying clients receiving a recommendation to invest in a Private Fund read the offering or private placement memorandum prior to investing to fully understand the risks and potential conflicts pertaining to the Private Fund investment. See Item 11 for further information.

Assets Managed by Third-Party Advisors

For the assets managed by the unaffiliated third-party advisors (TPAs), trading activity is performed by the TPA. The trading practices for each TPA are outlined in their respective Form ADV Part 2A, which is provided to applicable clients and should be read carefully.

ITEM 13: REVIEW OF ACCOUNTS

Clarius’ client management teams are responsible for the management of each client relationship and generally consist of an Advisor, Associate Advisor (“AA”), a Client Manager (“CM”), and an Investment Associate (“IA”). Sometimes a Client Associate (“CA”) is also assigned to a particular client. Each Advisor supervises and works closely with other members of the team to manage each client relationship.

Advisors and their teams will generally meet quarterly but no less frequent than annually, to review each client relationship. A number of factors will trigger a portfolio review, such as changes in the client's circumstances or objectives, a need to rebalance the portfolio to reflect the asset allocation, or changes in the investment or tax environment that would impact the portfolio performance.

The Advisor is primarily responsible for financial planning and works closely with the client management team to review input and recommendations.

We make quarterly investment reports available to our clients, which reflect current holdings and investment performance net of fees. These reports are a supplement to, not a replacement for, the statements provided by the account custodian. We urge our clients to carefully compare statements we provide with those provided by the custodian and to notify us promptly of any discrepancies.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. You do not pay more for assets maintained at Schwab as a result of these arrangements. However, we benefit from the arrangement because the cost of these services would otherwise be borne directly by us. You should consider these conflicts of interest when selecting a custodian. The products and services provided by Schwab, how they benefit us, and the related conflicts of interest are described above in Item 12.



We do not directly or indirectly compensate any individual or entity for client referrals.

ITEM 15: CUSTODY

Pursuant to Rule 206(4)-2 of the Advisers Act, Clarius is deemed to have “constructive custody” of client funds when the Firm has the authority and ability to debit its fees directly from certain client accounts.

Additionally, certain clients have, and can in the future, sign a standing letter of authorization (SLOA) that gives Clarius the authority to transfer funds to a third party as directed by the client in the SLOA. This is also deemed to give the Firm custody. Custody is defined as any legal or actual authority or ability by the Firm to withdraw client funds or securities. Firms with deemed custody must take the following steps:

1. Ensure the clients’ managed assets are maintained by a qualified custodian;
2. Have a reasonable belief, after due inquiry, that the qualified custodian will deliver an account statement directly to the client at least quarterly;
3. Confirm that account statements from the custodian contain all transactions that took place in the client’s account during the period covered and reflect the deduction of advisory fees; and
4. Obtain a surprise audit by an independent accountant on the clients’ accounts for which the advisory firm is deemed to have custody.

However, the rules governing the direct debit of client fees and SLOAs exempts Clarius from the surprise audit rules if certain conditions (in addition to steps 1 through 3 above) are met. Those conditions are as follows:

1. When debiting fees from client accounts, Clarius must receive written authorization from each client permitting advisory fees to be deducted from the client’s account.
2. In the case of SLOAs, Clarius must: (i) confirm that the name and address of the third party is included in the SLOA, (ii) document that the third party receiving the transfer is not related to the Firm, and (ii) ensure that certain requirements are being performed by the qualified custodian.

In addition, Clarius is deemed to have custody due to other activity, such as having bill pay authority and serving as a trustee to certain client accounts. For these accounts, Clarius obtains annual surprise exams by an independent accounting firm.

Our clients receive account statements (at least quarterly) directly from the qualified custodian of the client’s assets. We encourage our clients to carefully review and compare the information in the custodian’s statements with the information in our quarterly investment reports for consistency.

ITEM 16: INVESTMENT DISCRETION

Our clients enter into a written advisory services agreement that sets forth the scope of our discretionary authority. Unless otherwise directed by the client, and except with respect to private placements which must be authorized by the client, we have the authority to invest client assets, including the investment and reinvestment of interest, dividends and capital gains, and to exercise authority granted under a limited power of attorney included in their custodial account agreement. We require written authorization (e.g., a subscription agreement) in order to invest a client’s funds in any private placement.



We have the power under this limited power of attorney to direct the transfer of funds for investment purposes or to the client personally and in this regard, may send checks, wire funds, and otherwise transfer funds held in the client's accounts (1) to other accounts of identical registration, (2) to the client at his/her address of record, or (3) as otherwise directed by the client in writing. We may also have the power to open new accounts for a client when the client elects for us to open a new account on their behalf. If client elects to open a new account, they will still be required to authorize the opening of the initial account.

ITEM 17: VOTING CLIENT SECURITIES

Clarius' policy is to vote proxies that are solicited for securities held in clients' accounts unless the client has retained the right. Our policy is to vote proxies solely in the best interests of our clients, to retain records of how we voted and why, and to provide information to the clients who wish to know how we voted. The Clarius Proxy Voting Policies and Procedures are available upon request.

Clarius utilizes the services of Institutional Shareholder Services Governance ("ISS") as the corporate governance proxy voting provider. In general, we utilize the recommendations of ISS for voting proxies. The Proxy Voting Guidelines relied upon by ISS are available upon request and are applicable to the voting of domestic and global proxies.

While we do not believe conflicts of interest will arise with respect to proxies, if a material conflict of interest does present itself, we will notify the affected clients or refrain from voting the shares affected by the conflict of interest.

Clients voting their own proxies will receive proxy information through the account custodian. We routinely consult with our clients who want to discuss particular solicitations. Clients are free to call or email to seek additional information.

Further, Clarius has engaged Institutional Shareholder Services Securities Class Action Services ("SCAS") to track, review, and process class action lawsuits on behalf of our clients. ISS will retain 16% of the settlement proceeds for their services and will distribute the remaining balance to the qualified custodian any settlement payments resulting from claims filed on the clients' behalf. A record of how the class action lawsuit was settled is available to clients, as applicable, upon request.

ITEM 18: FINANCIAL INFORMATION

Clarius is unaware of any financial condition that is reasonably likely to impair our ability to meet our contractual commitment to our clients.