

## Pensionmark Financial Group, LLC

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March 31, 2023

This Brochure provides information about the qualifications and business practices of Pensionmark Financial Group, LLC. If you have any questions about the contents of this Brochure, please contact us at (888) 201-5488 or email [kate.mach@pensionmark.com](mailto:kate.mach@pensionmark.com).

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Pensionmark Financial Group, LLC is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. This Brochure is intended, in part, to provide information which can be used to make a determination to hire or retain an Adviser.

Additional information about Pensionmark Financial Group, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

[\(Please see page 10 for our Privacy Policy\)](#)

## **Item 2 – Summary of Material Changes**

The Firm has no material changes to report since our last annual brochure dated March 31, 2022; however, we have made the following changes and clarifications within the Brochure:

- Appointment of new Chief Compliance Officer;
- Clarification of services offered; and
- Minor typographical changes throughout

Each year, we will provide each client with (i) a free updated Brochure that either includes a summary of material changes or is accompanied by a summary of material changes, or (ii) a summary of material changes that includes an offer to provide a copy of the updated Brochure and information on how clients may obtain the brochure.

Our Brochure may be requested by contacting us toll-free at (888) 201-5488 or by sending an email to [kate.mach@pensionmark.com](mailto:kate.mach@pensionmark.com).

Additional information about Pensionmark Financial Group, LLC is also available via the SEC's website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's website provides information about any persons affiliated with Pensionmark Financial Group, LLC who are registered, or are required to be registered, as investment adviser representatives of Pensionmark Financial Group, LLC.

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#### Item 4 – Advisory Business

Pensionmark Financial Group, LLC (“Pensionmark” or “Adviser”) was established in March 2015. Pensionmark is a wholly owned subsidiary of WIA Holdings, LLC.

Pensionmark is an Investment Adviser registered with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940. Pensionmark provides advisory services to Retirement Plans including, 401(k) Plans, 403(b) Plans, pensions and profit-sharing plans, non-qualified plans, foundations, endowments, corporations or other businesses not listed above, collectively (“Client,” “Plan Client,” or “Plan”). Approximately 70% of Pensionmark advisory fee revenue is derived from the continuous and regular investment supervisory services rendered to Plan Clients, however, this is typically done on a non-discretionary basis. Pensionmark willingly accepts the designation as a “Co-Fiduciary” under ERISA 3(21)(A) or ERISA 3(38) as part of its normal course of business.

Pensionmark also provides Wealth Management Services which are disclosed in a separate Disclosure Brochure (Form ADV Part 2A) which represents approximately 30% of advisory fee revenue.

Pensionmark will require each Plan Client to make a selection of services *in writing* as part of the **Retirement Plan Advisory Agreement(s) (RPAA)**, which sets forth the rights and obligations of Pensionmark and the Client. The **RPAA** is customized to state the negotiated fee.

**Retirement Plan Advisory Services** include, but are not limited to:

Non-Discretionary ERISA 3(21) Investment Adviser Fiduciary Services	Discretionary ERISA 3(38) Investment Manager Fiduciary Services
Development of Investment Policy Statement	
investment Performance Measurement and Analysis	
NON-DISCRETIONARY	DISCRETIONARY
Advice on the Selection, Monitoring & Replacement of Designated Investment Alternatives (DIAs)	Selection, Monitoring & Replacement of Designated Investment Alternatives (DIAs)
Advice on the Selection, Monitoring & Replacement of Qualified Default Investment Alternative(s) (QDIAs)	Selection, Monitoring & Replacement of Qualified Default Investment Alternative(s) (QDIAs)
Advice on Model Asset Allocation Portfolios	Creation and Maintenance of Model Asset Allocation Portfolios
	Managed Account Services

Non-Fiduciary Services
Plan Administration Support
Service Provider Support
Investment Monitoring Support
Financial Wellness and Education

Pensionmark provides investment advisory services and typically acts in a “non-discretionary” basis (serving as a “fiduciary” as defined by §3(21)(A)(ii) of the Employee Retirement Income Security Act of 1974 (“ERISA”)). If requested, Pensionmark may also serve on a discretionary basis and thus will serve as an “investment manager” as defined by §3(38) of ERISA. In either case, Pensionmark provides specific investment advice to Client with regard to the selection of investment manager(s) and/or investment vehicles available to the Plan within the platform provided by the Plan's Administrator.

Pensionmark also offers a web-based, managed account service to eligible Plan Clients whose recordkeeping platform can accommodate this service. The managed account service is for participants who wish to have an investment manager select their investments from among the Plan's available investment options and manage their participant account for them. Participants receive a personalized investment portfolio that reflects the managed account service investment options based upon the Participants retirement time horizon, life stage, risk tolerance and general financial circumstance, including assets held outside the Plan, to the extent the Participant elects to provide this information, all of which may be taken into consideration when determining the allocation of assets within the participant's account. The managed account service does not provide advice for, recommend allocations of, or manage a participant's outside or non-Plan assets. The managed account service does not include management services for individual stocks, self-directed brokerage accounts, guaranteed certificate funds, employer-directed monies or in-plan annuities.

Pensionmark has discretionary authority over allocating the participant's account without prior participant approval of each transaction through the managed account service. Assets will be monitored, rebalanced and reallocated periodically to respond to market fluctuations. Participants will receive and can update personal information at any time by calling the Plan's toll-free customer service number or by visiting the Plan's website.

Participants utilizing the managed account service must allocate their entire balance to the service, and participants may cancel their participation in the service at any time.

Additionally, Pensionmark advisors may recommend the use of the WealthPath Smart Risk series of managed models to Plan Clients. These models are organized as Collective Investment Trusts (“CITs”) and are managed by WealthPath Advisors, LLC and offered through Alta Trust Company. WealthPath advisors are registered as Investment Advisor Representatives of Pensionmark. When offered to their own Plan Clients there are no additional fees; however, when offered to the Plan Clients of other advisors (including other Pensionmark advisors), there is a separate share class which does include a fee that is paid to WealthPath in exchange for its investment management services. This fee is paid to directly to WealthPath. Pensionmark as a firm does not retain any of the compensation related to this investment management service so as to avoid any conflicted recommendations.

CITs are bank maintained and are not registered with the Securities and Exchange Commission. CITs are also not mutual funds registered under the Investment Company Act of 1940, as amended (“1940 Act”) or other applicable law, and unit holders are not entitled to the protections of the 1940 Act. Regulations applicable to CITs are different from those applicable to a mutual fund. Additionally, CITs are not securities registered under the Securities Act of 1933, as amended, or applicable securities laws of any state or other jurisdiction.

Plan Clients may choose to name their Financial Advisor (an Investment Adviser Representative of Pensionmark) as “broker of record” in his/her capacity as Registered Representative of Pensionmark's

affiliated broker/dealer, Pensionmark Securities, LLC (“PSC”), for the purpose of capturing product revenue to reduce (or offset) investment advisory fees for the Plan Client. Many Plan Clients consider this a “value-added” service because it provides the Plan Sponsor flexibility in utilizing product fees to pay for plan expenses in the absence of an ERISA Budget Account.

However, if a Plan Client *does not* engage Pensionmark through an RPAA, the Financial Advisor, when appointed as a “broker of record”, is truly acting as *an agent* (or Registered Representative) and not as an *Investment Advisory Representative* with respect to the Plan Client, in that case, Pensionmark *will not act* as a Co-Fiduciary to the Plan.

**Consultations.** Adviser may occasionally furnish investment advice on a consulting basis with a Plan Sponsor or Fiduciary Committee. To the extent it is requested to do so, Adviser may provide its Clients with investment advisory and consultation services on a “fee for service” basis. Fees for such consultations will be quoted to the Client prior to engagement.

Unless approved by the firm’s Chief Compliance Officer in advance, Adviser does not offer advice on private placements, REITs, Business Development Companies and/or limited partnerships that are considered “alternative investments.” Adviser may offer advice on private equity funds that contain investments in equities, futures, options, and other securities. Any such recommendation will be made only when determined to be suitable and must be accompanied by or preceded by prospectus or offering memorandum. This type of advice is rendered to Wealth Clients or Nonqualified Plan or other institutional clients, not 401(k) or 403(b) plans.

In performing its services, Pensionmark shall not be required to verify or audit the information received from the Plan Client or from the Plan Client’s other professionals and is expressly authorized to rely thereon. If requested by the Client, Pensionmark shall recommend the services of other professionals for implementation purposes. The Client is under no obligation to engage the services of any such recommended professional. The Client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Pensionmark. It is each Client’s responsibility to promptly notify Pensionmark if there is ever any change in the Client’s financial situation or investment objectives.

As of December 31, 2022, the Firm had \$10,082,200,293 in discretionary assets under management and \$16,281,634,055 in non-discretionary assets under management.

#### **Item 5 – Fees and Compensation**

Pensionmark will require each Plan Client to make a selection of services in writing as part of the Retirement Plan Advisory Agreement(s) (RPAA), which sets forth the rights and obligations of Pensionmark and the Client. Fees for Retirement Plan Advisory Services are negotiated prior to the signing of the RPAA. The RPAA is then customized to state the negotiated fee, which, in general, is expressed as a percentage of total Plan assets.

In general, fees charged for investment advisory services are payable quarterly or monthly as dictated by the third-party administrator, recordkeeper or custodian, in arrears, and are based upon the market value of the Client’s Plan assets on the last business day of the calendar month or quarter, as the case may be. In some instances, fees are payable in advance, rather than in arrears; however, this will always be disclosed in the RPAA. Fees may be direct billed to the Client or to a third-party administrator (“TPA”) or

custodian at the Client's instruction. Fees for Plan Clients engaging Pensionmark mid-period will be prorated and calculated on a per diem basis.

The RPAA will continue in effect until terminated by either party upon thirty (30) days written notice to the other party.

If any advisory relationship terminates before the last day of a month or quarter, fees are prorated accordingly, and the Adviser will refund any unearned fees due to the Client.

**Flat/Fixed Fee Service.** To the extent so engaged by Client, the Adviser may charge a Flat or Fixed fee for investment advisory and consultation services. Fixed fees are negotiable, but generally range from \$1,000.00 to \$250,000.00 on an annual basis, depending upon the level and scope of the services required. Fixed fee(s) will be charged quarterly in advance unless otherwise noted, (calculated on a per diem basis) upon the signing of an RPAA by the Client. Fees for Clients engaging Adviser mid-quarter will be prorated on a per diem basis. Occasionally advisory services will be quoted on an hourly or per diem basis.

In cases where Plan Clients have elected to appoint a Pensionmark Financial Advisor as "broker of record", PSC will be compensated by general promotion, advertising, and distribution fees (12b-1 fees) in relation to Client purchases and sales of mutual fund shares. However, these 12b-1 fees will be taken into account when calculating the Plan Client advisory fee for service for a particular period and the typical fee reduced based on the 12b-1 fees received by PSC. In some cases, the mutual funds the Firm could recommend offer a variety of share classes, including some that do not charge 12(b)-1 fees and are, therefore, less expensive. Typically, Pensionmark does not recommend mutual funds that charge 12(b)-1 fees when other share classes are available. However, there are instances in which the Pensionmark Financial Advisor would recommend a mutual fund that carries a 12(b)-1 fee, even when a lower-cost share class is available for the same fund. For example, a lower-cost class share may not be available to the Client due to investment minimums or recordkeeping platform restrictions. In other cases, retirement plan fund line-ups containing mutual funds charging 12(b)-1 fees are taken over by Pensionmark from another firm, in which case the Firm may recommend the Client holds the existing share class initially, instead of selling the fund and buying a lower-cost share, due to ERISA participant disclosure timing requirements.

Fees charged may be higher than otherwise available elsewhere. A portion of the fees charged by Pensionmark for advisory services are paid to Investment Advisor Representatives of Pensionmark. All fees described herein may be subject to negotiation depending on a range of factors including, but not limited to, plan size and overall range of services requested.

Pensionmark's fees are exclusive of other related costs and expenses which shall be incurred by the Plan Client. For example, Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, record-keeping/custodial fees, sales charges, redemption fees, wire transfer and electronic fund fees, and other fees and/or taxes. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Pensionmark's fee, and Pensionmark shall not receive any portion of these other fees or costs.

#### **Item 6 – Performance-Based Fees and Side-By-Side Management**

Pensionmark does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a Client).

### **Item 7 – Types of Clients**

Pensionmark provides advisory services to Retirement Plans including, 401(k) Plans, 403(b) Plans, pensions and profit-sharing plans, non-qualified plans, foundations, endowments, corporations or other businesses not listed above. Pensionmark also provides investment advisory services to individuals (“Wealth Clients”), on a continuous and regular basis, but those services are disclosed separately, in Pensionmark’s Wealth Advisory Services Disclosure Brochure.

For Plan Clients, Adviser does not require a minimum account size, but may impose a minimum annual consulting fee.

### **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

Investment recommendations are based on an analysis of the Plan Client’s specific needs and are drawn from research and analysis. Each Plan is analyzed separately paying particular attention to the limitations on the investment lineup as determined by the Plan documents, the Plan’s current service providers/platform and whether the Plan’s current platform has an open or closed architecture. However, in general, security analysis methods include fundamental analysis as well as quantitative and qualitative research on a given investment vehicle. Information for this analysis may be drawn from financial newspapers, magazines and databases, research materials prepared by others, annual reports, corporate filings and prospectuses. Additional sources of information utilized by Pensionmark include meetings and discussions with Investment Managers employed by Investment Companies, statistical summaries and analysis and such other sources Pensionmark’s personnel deem appropriate. Pensionmark may utilize services of sub-advisers and established third-party research services to assist Pensionmark with formulating asset allocation, industry and sector selection, and investment recommendations in managing the Plan Client’s funds. Technical Analysis may be used when analyzing indices and/or securities other than open-ended mutual funds.

It is important to note that investing in securities involves certain risks that are borne by the investor. For any risks associated with Investment Company products, please refer to the prospectuses for additional details about these risks. Our investment approach constantly keeps the risk of loss in mind. In general, risks associated with investing include, but are not limited to:

- **Interest-rate Risk:** Fluctuations in interest rates cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security’s particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of 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.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a



lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **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 may result in bankruptcy and/or a declining market value.

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

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Pensionmark or the integrity of Pensionmark's management. Pensionmark has no information applicable to this Item.

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

Pensionmark is a wholly owned subsidiary of WIA Holdings, LLC. Under the common control of WIA Holdings, LLC, Pensionmark is affiliated with Pensionmark Securities, LLC ("PSC"), a FINRA broker-dealer (Members SIPC), Wealth Advisory Group, Inc., Potomac Financial Services, Inc. and Financial Planning Concepts of America, Inc. all SEC Registered Investment Advisers. Pensionmark is also affiliated with World Insurance Associates, LLC, Sesame Insurance, LLC, Pensionmark Partners Insurance Services, LLC ("PPIS"), Scotts American, LLC, Keating, LLC, TRIC Agency Corp. and World Insurance Programs, LLC all insurance agencies engaging in Life, Health, Long Term Care and Variable Insurance business.

Investment Adviser Representatives ("IARs") of Pensionmark may effect securities transactions for Clients as registered representatives of either Pensionmark Securities, LLC ("PSC"), or St. Bernard Securities, LLC ("St. Bernard"), both broker-dealers. Pensionmark is affiliated with PSC through the common control and ownership by WIA Holdings, LLC. Pensionmark and St. Bernard are not affiliated entities. Further, for broker-dealer services, PSC, St. Bernard or its associated persons may receive compensation, which is separate and distinct from compensation related to its investment advisory services. Commissions paid to advisors for broker-dealer services may be higher or lower than those paid by other brokers. All FINRA, SEC, and other regulatory agencies disclosure requirements and policies are observed for all transactions. If a trade error were to occur, it may result in profit or loss to the firm. The firm has controls in place to limit such trade errors. Investment Advisers will not participate in any profits resulting from such errors.

Many Pensionmark Advisors are life insurance licensed in order to act as "agent of record" for those Plan Clients whose retirement plans are funded with group variable insurance products. Additionally, Financial Advisors at Pensionmark may occasionally recommend fixed or variable annuities or life insurance to their Wealth Clients when assisting them in executing their financial plan. Variable Annuities will be offered through PSC, while fixed annuities or other life insurance products may be offered through an independent insurance agency. Insurance products are separate and distinct from advisory services offered. In general, product revenue associated with Plan Client assets is captured to reduce the plan advisory fee pursuant to the terms of the RPAA.

One Pensionmark Advisor is also registered as an Advisor with Icon Wealth Partners, LLC. ("IWP"). This Advisor utilizes IWP for his individual wealth clients only. IWP is not used for any Retirement plan business. Investment Adviser Representatives ("IARs") of Pensionmark may also be registered as IARs of Acrisure Investment Advisory Solutions, LLC ("Acrisure"). However, these IARs do not effect any transactions through Acrisure. One or more Pensionmark Advisors are also registered as Advisors with Halbert Wealth Management, Inc. Halbert Wealth Management, Inc. is not used for any Retirement plan business. One Pensionmark Advisor is also registered as an Advisor with Nexus338, an advisory firm providing technology-based retirement plan managed account services to non-Pensionmark clients. Pensionmark is not affiliated with IWP, Acrisure, Halbert Wealth Management, Inc., or Nexus338.

Pensionmark may recommend recordkeepers to Plan Clients. American Pension Benefits ("APB") is a recordkeeper that is owned and operated by certain Investment Advisers Representatives of Pensionmark. All revenue earned by APB is separate and distinct from Pensionmark fees. Pensionmark and APB are not affiliated and Pensionmark does not receive remuneration for referrals to APB.

Pensionmark also serves as a 3(38) discretionary investment manager to the Architect PEP. The pooled employer plan ("PEP") combines plan administration services with investment management services for participating employers. Pensionmark has no affiliation with the Pooled Plan Provider, Finway Group, and receives levelized compensation based on assets under management within the PEP.

Individuals licensed as Registered Representatives or Insurance Agents may spend as much as 50% of their time with these aforementioned non-advisory activities. In their capacities as registered representatives or as independent insurance agents, clients will be charged separately from their advisory services. Clients have the option to purchase investment products that we recommend through other brokers or agents that are not affiliated with Pensionmark.

Please Note: Item 12 includes additional details regarding brokerage practices and related disclosures.

#### **Item 11 – Code of Ethics**

Personal transactions in securities by directors, officers and employees of Pensionmark who have access to nonpublic information regarding Clients' purchase and sale of securities, are involved in making securities recommendations to Clients or who have access to such non-public recommendations ("access persons") are subject to the restrictions and procedures in Pensionmark's Code. All supervised persons at Pensionmark must acknowledge the terms of the Code of Ethics annually, or as amended.

The Code addresses, among other things, the following: (i) general principles that address Pensionmark's fiduciary obligations to its Clients, (ii) personal securities trading procedures restricting the purchase and sale, by access persons for their own accounts, of specific securities; (iii) provisions relating to the confidentiality of Client information; (iv) a prohibition on insider trading; and (v) restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment.

Occasionally, access persons of Adviser may recommend that Clients buy or sell the same securities or investment products that access persons of the Adviser also own. In such circumstances, Adviser shall give precedence to Client transactions. Pensionmark's employees and persons associated with Pensionmark are required to follow the Code of Ethics. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Pensionmark will not interfere with (i) making decisions in the best interest of advisory Clients and (ii) implementing such decisions while, at the

same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of Pensionmark's Clients. In addition, the Code requires pre-approval of specific types of transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as Clients, there is a possibility that employees might benefit from market activity by a Client. Employee trading is monitored under the Code of Ethics to reasonably prevent conflicts of interest between Pensionmark and its Clients.

Because all trading for Plan Clients is done by the Plan's recordkeeper, Pensionmark does not effect any block or bunched trades.

Pensionmark's Clients or prospective clients may request a copy of the firm's Code of Ethics by contacting the Compliance Department at (888) 201-5488 or by sending an email to [kate.mach@pensionmark.com](mailto:kate.mach@pensionmark.com).

#### **Item 12 – Brokerage Practices**

Pensionmark is affiliated with Pensionmark Securities, LLC ("PSC") (registered Broker/Dealer with FINRA) under the common control and ownership of WIA Holdings, LLC. PSC collects 12b-1 fees or product commissions that may be used to offset Pensionmark advisory fees. In this case, Pensionmark tracks all 12b-1 or product revenue (by plan Client) that is actually received by PSC and offsets advisory fees on a monthly or quarterly basis as the case may be, in accordance with the RPAA. In the absence of an RPAA, a Plan Client may appoint a Pensionmark Financial Advisor (only in his/her capacity as registered representative of a FINRA broker-dealer) as the "Broker of Record" in order to compensate the Pensionmark Financial Advisor solely with product revenue. Consequently, Investment Adviser Representatives, who are also Registered Representatives of PSC, may receive compensation in the form of commissions for each transaction if that Registered Representative is named as "Broker or Agent of Record" to investment company products that the Plan Client is invested in. Therefore, on rare occasions, a Registered Representative may be compensated by 12b-1 fees or direct commissions only.

Brokerage Practices affecting Wealth Clients are separately disclosed in its Wealth ADV Part 2A. Wealth disclosures include that your Investment Adviser Representative may effect securities transactions for Clients as registered representatives of a broker/dealer. All FINRA, SEC, and other regulatory agencies disclosure requirements and policies are observed for all transactions. Associated persons may receive compensation for such transactions, where such compensation is separate and distinct from Adviser's compensation related to its investment advisory services. As stated in item 5, any product revenue stemming from an RPAA with an ERISA Plan Client captured by PSC will be used to offset Pensionmark advisory fees.

#### **Item 13 – Review of Accounts**

Plan Client Accounts are advised by their Financial Advisor, the Investment Adviser Representatives (IAR) responsible for performing periodic reviews and consulting with the respective Client. Additionally, monthly or quarterly statements are provided by the Plan Client's custodian or recordkeeper, but additional reports may be provided by Third Party Administrators employed by the Plan Client.

Plan Clients agree to inform the Pensionmark in writing of any material changes to the Plan Client's financial circumstances that may affect advice being rendered to the Plan. Plan Clients may contact the Adviser during normal business hours to consult with the firm concerning any such material changes.

#### **Item 14 – Client Referrals and Other Compensation**

Pensionmark, in some instances, may compensate third-party promoters for Client referrals. In order for a promoter to be compensated by Pensionmark for referring a Client to Pensionmark, the promoter must be engaged by Pensionmark under a Promoter or Referral Agreement (“Agreement”) in compliance with Section 206(4)-1 of the Investment Advisers Act of 1940. In general, a promoter is compensated by a percentage of the advisory fee collected for a limited period of time specified in the Agreement. The Client pays no additional fee for the referral over and above Pensionmark’s quoted advisory fee; to the contrary, the fee the Adviser earns is reduced by the amount of the compensation to the promoter. A Client who is referred by a promoter will receive the promoter’s separate Disclosure Statement describing the nature of the arrangement in detail.

Certain mutual fund companies, record keepers or other third parties (“Third Parties”) will periodically sponsor educational seminars for participating financial advisors designed to facilitate and promote professional development and product knowledge. To encourage participation, Recordkeepers will cover travel related expenses for certain financial advisors to attend these meetings. Such expense reimbursements are only permissible by Pensionmark when pre-approved, and after review of the agenda and estimated costs. Pensionmark will not approve expense reimbursements by the Recordkeeper for travel unless the travel expenses appear reasonable and customary; lavish expenses will not be approved. Pensionmark Advisors do not base recommendations on the expectation of such conference and travel.

In addition, Pensionmark or its Advisors may host events where Third Parties “sponsor” a specific portion of the event, i.e., the cost of a dinner. Pensionmark Advisors do not base recommendations on the expectation of such conferences, travel or event sponsorship.

#### **Item 15 – Custody**

Client Custodians issue quarterly account statements directly to Clients. Pensionmark urges you to carefully review such statements and compare the official custodial records to any reports that we may provide you. Pensionmark’s reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Pensionmark does not act as a qualified custodian for Plan Client assets.

#### **Item 16 – Investment Discretion**

Pensionmark typically acts in a non-discretionary capacity as an ERISA 3(21) fiduciary. As such, Pensionmark will make recommendations of investments to plan sponsors, but does not have the authority to make decisions on behalf of the Plan. The plan sponsor/trustee retains ultimate decision-making authority for investments and may accept or reject the recommendations. The plan sponsor is responsible for the selection and monitoring of the 3(21) fiduciary and implementation of any of the 3(21) fiduciary’s investment recommendations and assumes responsibility and liability for any decisions made.

For certain Pensionmark Clients, the discretionary RPAA (Retirement Plan Advisory Agreement) gives Pensionmark the authority to take discretion over the investment selection in a Plan. This service elevates Pensionmark’s fiduciary role to that of an ERISA 3(38) “investment manager.” In that circumstance, the plan sponsor has the obligation to select and monitor Pensionmark as a 3(38) investment manager.

Pensionmark’s separate Disclosure Brochure for its Wealth Management Services discloses the level of authority and discretion Pensionmark is granted, in general, for its Wealth Management clients.

Adviser may have the authority to negotiate fees on behalf of the Plan Client with its other service providers. Specifically, in its efforts to perform “Request(s) For Proposals” (RFPs) on behalf of Plan Clients, Adviser assists the Plan Client in determining the most suitable fee for services structure that can be obtained within the constraints of the Retirement Plan Document(s). However, Pensionmark does not have any “control” over the fees or commissions charged by custodians or investment companies for the products or services they provide. Consequently, the Plan Client may pay fees or commissions higher than obtainable elsewhere for similar products or services.

#### **Item 17 – Voting Client Securities**

Pensionmark typically does not vote proxies on behalf of clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Clients should contact their financial advisor if they have any questions and/or to obtain this information. Clients will receive their proxies directly from their custodian or transfer agent.

In limited circumstances, Pensionmark will agree to vote proxies on securities on behalf of a Retirement client. In all such instances, proxies will be voted in accordance with the terms of the client’s Investment Advisory Agreement. We have adopted procedures that are designed to ensure that client securities are voted in the best interests of our clients, and to avoid potential conflicts of interest that may arise between our interests and those of our clients. The firm will analyze the proxy issues and execute votes in accordance with our proxy voting guidelines. Any issues regarding potential material conflicts will be raised with the firm’s Compliance Officer. If a conflict of interest is identified, the client will be contacted to provide guidance on voting the proxy in an appropriate manner. To the extent the guidelines do not address a proxy issue, the company will vote that proxy in the best interest of Pensionmark’s client.

A copy of Pensionmark’s Proxy Voting Policies and Procedures and/or the record of proxies that have been voted for the client are available to clients upon their request.

#### **Item 18 – Financial Information**

Registered Investment Advisers are required to provide you with certain financial information or disclosures about their financial condition.

Pensionmark has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients and has not been the subject of any bankruptcy proceeding.

#### **Privacy Policy**

Pensionmark Financial Group, LLC (“Pensionmark”) recognizes that its Clients have an expectation that Pensionmark and its affiliates will maintain the confidentiality of Clients’ nonpublic personal information. Consequently, Pensionmark has adopted this Privacy Policy concerning information obtained during the servicing of Client’s account(s).

**Nonpublic Information:** Nonpublic information obtained by Pensionmark for purposes of providing services hereunder will not be furnished to third parties for any other purpose other than in furtherance of the services to be provided hereunder. Notwithstanding the foregoing, Pensionmark may disclose nonpublic information (i) to the extent such disclosure is required by court order or by a valid order of a governmental body governmental or quasi-governmental agency (such as FINRA) (ii) after the time of disclosure such information becomes part of the public knowledge or literature, not as a result of any

inaction or action of Pensionmark, (iii) reasonably necessary for Pensionmark to enforce its legal rights in any dispute with that Client; or (iv) is approved by Client, in writing, for release. Pensionmark does not disclose nonpublic personal information about its Clients to any party except as permitted by law.

**Sources of Personal Information:** We collect Personal Information about you from meetings with you and on applications or other forms you have submitted to Pensionmark, as well as information about your investments or transactions with us or others (such as third-party service providers or fund companies) from other sources.

**How Pensionmark Protects the Confidentiality of Clients' Nonpublic Personal Information:** Pensionmark does not sell or trade Clients' information with nonaffiliated companies. When information is provided to third party service providers, safeguards are in place to assure that information is used only for the purpose it is provided. Pensionmark maintains its records on secured computers. Prospective employees are screened for criminal convictions. Once hired, employees are made aware of Pensionmark's Privacy Policy and of the confidential nature of the information they handle. Employees are limited to accessing only that customer information that is necessary to perform their job functions.

**To Whom This Policy Applies:** This Notice applies to all our Clients who enter into an Advisory Services Agreement or Customer Agreement with us. Our Former Clients: Even if you are no longer a Client, our Privacy Policy will continue to apply to you.

**Internet Cookies:** An internet "cookie" is a small amount of data that is placed on to your electronic device by a website and stored in your internet browser. Cookies allow websites to store things like preferences, so that it can recognize you when you come back and respond appropriately. When individuals access the Pensionmark.com website, Pensionmark makes use of cookies to improve the load times and functionality of the website, and in some cases registration pages. Pensionmark may from time to time also utilize data tracking software to assist us in spotting trends, and areas of improvement in the website. By accessing the Pensionmark.com site and embedded web pages, you are providing your express approval allowing us to utilize these technologies so that we can improve our service to you. Pensionmark may also use various third-party cookies to report usage statistics of the service, or to authenticate users and prevent fraudulent access of user accounts.

**Access to and Correction of Information:** Upon the written request of Clients, we will make available for their review any file we may maintain for their personal Information; provided, however, that any Information collected in connection with, or in anticipation of, any claim or legal proceeding will not be made available. If Clients notify us that any Information is incorrect, we will review it. If we agree, we will correct our records. If we do not agree, Clients may submit a short statement of dispute, which we will include in any future disclosure of the disputed Information.

**Additional California Privacy Disclosures:** Please consult our supplemental *Pensionmark Privacy Notice for California Residents* for additional disclosures pertinent to California residents.

**Further Information:** We reserve the right to change this Privacy Policy at any time. The examples contained within this Privacy Policy are illustrations and are not intended to be exclusive. This Policy attempts to comply with federal and state regulations regarding privacy. Clients may have additional rights under other foreign or domestic laws that may apply to them.

If the financial advisor servicing a client account leaves Pensionmark to join another firm, the advisor is permitted to retain copies of client information so that he/she can assist with the transfer of the client account and continue to serve the client at their new firm.

**“Opting-Out” of Third-Party Disclosures:** If a client does not want a financial advisor to retain copies of client sensitive information when he/she leaves Pensionmark to join another firm, the client may contact the Pensionmark Compliance Department by calling (888) 201-5488 or send an email to [kate.mach@pensionmark.com](mailto:kate.mach@pensionmark.com) to request further information regarding this policy.