

**Stash Investments LLC**

**DISCLOSURE BROCHURE**

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Disclosure Brochure

**December 14, 2023**

This brochure provides information about the qualifications and business practices of Stash Investments LLC, doing business as or otherwise known as Stash (“Stash”). Clients of the firm may be referred to as “the Client,” “you,” “your,” collectively “Clients,” or similar. If the Client has any questions about the contents of this brochure, please call Stash at (800) 205-5164 or email Stash at [support@stash.com](mailto:support@stash.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Stash is an investment adviser registered with the SEC. Registration does not imply a certain level of skill or training.

Additional information about Stash is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 - Material Changes

This brochure (“Brochure”) is intended to provide potential and existing Clients with an overview of Stash. It also contains important disclosures regarding items such as certain practices of Stash, potential material conflicts of interest, and key potential investment risks.

Stash periodically revises its brochure in an effort to improve and clarify the description of its and its affiliates’ businesses and compliance practices or in response to evolving industry and firm practices. Since the draft of this brochure dated March 30, 2023 Stash has updated certain disclosures concerning:

- Advisory Business (Item 4);
- Fees and Compensation (Item 5);
- Conditions for Managing Accounts – Account Size (Item 7);
- Methods of Analysis, Investment Strategies, and Risk of Loss (Item 8);
- Participation or Interest in Client Transactions (Item 11);
- Brokerage Practices (Item 12);
- Review of Accounts (Item 13);
- Custody (Item 15); and
- Voting Client Securities (Item 17);

Additional information about Stash, including a full copy of the current brochure, is also available on the SEC’s website ([www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)).

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Important Information: Throughout this Brochure, Stash Investments LLC shall also be referenced by its business name “Stash,” or “the firm,” “our,” “we,” or “us.” In addition, the term “advisor” and “adviser” are used interchangeably.

## Item 4 – Advisory Business

### The Registrant

Stash is a privately held company headquartered in New York, New York. Stash’s predecessor, Stash Financial Inc. (formerly known as Collective Returns, Inc.), a privately held digital financial services company offering financial products to U.S. based consumers (“Stash Financial”), was founded in October 2015. Stash was formed in August 2017, acquired all of the assets and liabilities of the investment advisory function of Stash Financial, and continued the investment advisory business as a wholly-owned subsidiary. Stash managed approximately \$120,678,293.46 on a discretionary basis and \$3,155,880,427.50 on a non-discretionary basis as of December 14, 2023.

### Wrap Fee Program

Stash provides a wrap fee program to retail clients that includes automated investment advice through the Stash Investments platform. The wrap-fee program provides two “subscription tiers” for clients to choose from, Stash Growth and Stash+. Stash Growth makes available to clients personal brokerage accounts, retirement accounts and Discretionary Managed Accounts. Stash+ makes available to clients custodial accounts in addition to all of the account types available to Stash Growth clients (personal brokerage accounts, retirement accounts, and custodial accounts are collectively “Non-Discretionary Accounts” and Non-Discretionary Accounts and Discretionary Managed Accounts are collectively “Client Securities Accounts”). Both subscription tiers include delivery of impersonal and personalized discretionary and non-discretionary investment advice. Impersonal investment advice is not tailored to clients’ individual needs and does not purport to meet the objectives or needs of clients’ accounts held with Stash. Both subscription tiers also offer educational information, the nature of which varies across the subscription tiers and is impersonal in nature

Stash does not make investment decisions for Non-Discretionary Accounts – clients are responsible for deciding whether and when to buy or sell securities utilizing Stash’s personalized investment advice delivered through the platform. Discretionary managed accounts are accounts for which Stash will determine and recommend a target asset allocation based on a Client’s risk profile and manage your portfolio accordingly – deciding what securities to trade and when. Clients may impose reasonable restrictions as permitted in Discretionary Managed Accounts.

Appendix 1 of this brochure (the “Wrap Fee Disclosure Brochure”), describes the wrap fee program offered by Stash that bundles or “wraps” non-discretionary and discretionary investment advisory services, brokerage, custody, clearing and settlement, as well as other administrative services together. Clients in each subscription tier pay one bundled or “wrapped” fee that covers investment management, financial counseling/educational services, trade execution, custodial, and other fees associated with Client Securities Accounts.

## Item 5 – Fees and Compensation

### Wrap Fee Program

As outlined and described more fully in the Wrap Fee Disclosure Brochure, Stash offers services in connection with Client Securities Accounts and Financial Counseling Services on a “tiered” basis. Two subscription levels are currently offered, the Tier 1 Platform Tier Service and the Tier 2 Platform Tier Service.

Clients that elect to purchase the Tier 1 Platform Tier Service receive access to the Financial Counseling Advice as it relates to one or more guides and educational materials about investing and financial planning for beginner investors, along with financial planning for retirement. The Tier 1 Platform Tier Service also includes the Program as it relates to one taxable brokerage account, one IRA, and one Discretionary Managed Account. If the Client does not open an account or should any or all account(s) be closed, the advisory services Clients will receive will only be the Financial Counseling Service. The Stash Fee for the Tier 1 Platform Tier Service is \$3 per month.

Clients that elect to purchase the Tier 2 Platform Tier Service receive the Financial Counseling Advice included in the Tier 1 Platform Service as well access to Financial Counseling Advice as it relates to one or more guides and educational materials about investing and financial planning for families and access to the Market Insights Report, a monthly report on financial markets, sectors, industries, and the economy. The Tier 2 Platform Tier Service also includes the Program as it relates to one taxable brokerage account, one IRA, one Discretionary Managed Account, and two UGMA/UTMA accounts. If the Client does not open any one of such account(s) or should any or all such account(s) be closed, the advisory services the Client will receive from Stash will only be the Financial Counseling Service. The amount of the Stash Fee charged for the Tier 2 Platform Tier Service is \$9 per month.

Stash does not currently receive any sales commissions, 12b-1 fees or other fees from ETFs or products for investing funds on behalf of clients. Clients that invest in ETFs generally pay management fees and expenses to the investment managers of the ETFs. ETF fees are typically embedded expenses that reduce the net asset value of the fund and directly affect the fund’s performance. ETF expenses may include management fees, custodian fees, brokerage commissions, legal fees, audit fees, and accounting fees. ETF expenses may change from time to time at the discretion of the ETF issuers. Stash does not receive any portion of fees charged by an ETF.

The wrap fee is payable monthly or annually in advance and is billed for the period for which services are performed. The monthly billing period is each calendar month. The annual billing period starts on the initial billing date for the twelve (12) calendar months that follow. Clients may access the Stash Platform and certain advisory services under the Program without opening a Client Securities Account or after all Client Securities Accounts have been closed. For example, Stash and/or Apex may elect to close unfunded or underfunded Client Securities Accounts; however, in such cases, Stash may continue to permit clients to access the Platform and certain advisory services under the Program. In the event of the closure of all Client Securities Accounts and/or cancellation of the Client’s Platform Tier Service (as applicable), Stash will not refund any prepaid portion of the wrap fee for the monthly billing period during which the Client Securities Accounts are closed and/or the Platform Tier Service is cancelled. In such case, Stash will continue to provide the Client with the Financial Counseling Service and the Client will retain access to the Platform and/or Program (without the power to open a Client Securities Account or otherwise effect brokerage transactions) through the end of the monthly billing period. For Clients that elect to prepay the wrap fee in advance annually, Stash will refund the prepaid portions of the Client’s wrap fee for the remaining months in the Client’s annual billing period, with the exception of the monthly billing period during which the Client’s Platform Tier Service is cancelled. Clients that elect the Tier 2 Platform Tier Service and prepay on an annual basis and later wish to downgrade to the Tier

1 Platform Tier Service or change their billing frequency from annual to monthly will receive either a refund or a fee credit in an amount that reflects the remaining prepaid portions of their Stash Fee for the remaining months in their annual billing period.

## Incidental Fees

Clients may be charged incidental fees for certain services provided by Stash's clearing firm and qualified custodian (Apex Clearing) in connection with Client Securities Accounts such as sending Client funds or Client securities to another firm via an ACAT or sending paper statements or paper trade confirmations (electronically delivered documents are free). These fees may change from time to time and can be reviewed on Stash's website at <https://ask.stash.com/ask/apex-clearing-custodial-account-maintenance-bank-transfer-fees/>.

## Item 6 – Performance-Based Fees

Stash does not receive any performance-based compensation.



## Item 7 – Types of Clients

Stash provides investment advice to individual investors who are U.S. citizens or lawful residents of the U.S. for tax purposes who have a social security number or ITIN, are located in the United States, and maintain a checking account with a U.S. bank.

### Conditions for Managing Accounts – Account Size

Stash does not require any minimum commitment to receive the Program as it relates to the Financial Counseling Service. Stash does not require any minimum deposit to open a taxable brokerage account, Custodial account (UTMA/UGMA), Roth IRA, Traditional IRA, or Discretionary Managed Account.

The minimum balance to maintain a taxable brokerage account, Custodial account (UTMA/UGMA), Roth IRA, or Traditional IRA in the Program is \$.01. The minimum balance to maintain a Discretionary Managed Account is \$5. If a Client requests a withdrawal or sale of assets in a Discretionary Managed Account in an amount equal to or greater than 90% of the total balance, Stash reserves the right to terminate the Discretionary Managed Account. Stash also reserves the right to terminate any Client Securities Account that does not maintain the minimum balance required to stay open. In the event a Client Securities Account falls below the minimum balance required to stay open, Stash may in its sole discretion deduct the entirety of the account balance and close the account in lieu of collecting the wrap fee.

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

The Program is designed to provide an easy way for individuals to access Stash’s advisory services, and for clients with Client Securities Accounts to regularly invest money and encourage healthy saving and investing habits. Through the Program, Stash offers access to guidance designed to help clients save, invest, and learn about personal finance.

### Methods of Analysis

For clients that elect to open Client Securities Accounts, Stash will review the Client’s present financial situation using a Suitability Questionnaire. The Suitability Questionnaire solicits information about, among other things, liquidity needs, age, income, and family size (“Client Information”). Based on the Client Information, Stash provides investment advice via its platform to clients with Client Securities Accounts in the form of publicly traded securities, and/or portfolios of such securities, including unaffiliated ETFs, Single Stocks, and/or allocations of ETFs, and Single Stocks (“Allocations”), which are developed by Stash (collectively, “Investments”). Clients may accept Allocations recommended by Stash or invest in assets via the platform without regard to the recommendations.

For Discretionary Managed Accounts, Stash’s Investment Team determines the investment strategy most suitable based on the Client Information provided and creates portfolio allocations accordingly. Portfolios are generally composed of broadly diversified ETFs that may invest in global stocks and bonds, commodities, and real estate. The recommendation of an investment strategy and the resulting portfolio allocations are dependent on the Client Information provided during the opening of Client Securities Accounts and in response to subsequent Client updates. Clients may log onto the platform at any time and update their Client Information, which may result in a change to their recommended investment strategy and portfolio allocations. If inaccurate information is provided or a Client fails to update their Client information as their circumstances change, the quality and reliability of the investment advice could be materially impacted. Stash does not consider information, including your specific tax situation, other than the risk assumptions derived from Client Information provided via the platform when delivering investment advice, including the recommendation of investment strategies.

Discretionary Managed Accounts are automatically rebalanced when holdings in asset classes drift more than 5% from target allocations. Portfolio rebalancing could result in capital gains or losses for clients. Stash’s Investment Team may alter target allocations for each of the recommended investment strategies, including by altering the target allocations of existing ETFs, replacing one or more ETFs, or adding new asset classes.

### Investment Strategies

Based on the Client Information provided, Stash recommends one of three investment strategies: Aggressive, Moderate, or Conservative.

Clients with an **aggressive** risk tolerance are generally those focused on greater long-term return at the expense of limiting losses due to short-term market fluctuations. Such clients should expect larger movements, both up and down, in the value of their portfolio. This strategy has the greatest potential to generate gains over time but is also the riskiest in that there may be periods where significant portfolio losses occur. Stash generally recommends clients with an aggressive tolerance target 77% of their investments in equities, 13% in fixed

income securities, and 10% in alternative assets. Alternative assets consist of, among other things, ETFs that invest in commodities or real estate.

Clients with a ***moderate*** risk tolerance are generally seeking to balance potential risk with potential reward. They are not seeking the highest return possible and are generally willing to accept lower returns in exchange for reducing larger fluctuations in the value of their portfolio. Stash generally recommends clients with a moderate risk tolerance target 57% of their investments in equities, 33% in fixed income securities, and 10% in alternative assets.

Clients with a ***conservative*** risk tolerance generally wish to avoid large fluctuations in the value of their portfolio that may arise from a more aggressive asset allocation strategy. Such clients are more concerned with limiting downside risk in exchange for lower investment returns over time. Stash generally recommends clients with a conservative risk tolerance target 38% of their investments in equities, 52% in fixed income securities, and 10% in alternative assets.

## Risk of Loss

Investing in securities, or other financial instruments involves a significant degree of risk, including the potential loss of the entire investment. Before deciding to invest in a security offered by Stash, clients should carefully consider their financial situation and willingness to accept the risk characteristics of the particular investments offered by Stash on the platform. Losses in portfolios will be borne solely by clients and not by Stash. Therefore, clients should only invest through the platform if they can withstand a total loss of their investment. The following are some of the risk factors that should be considered prior to making an investment in the securities offered by Stash.

### Legal, Tax, and Regulatory Risks

Legal, tax, and regulatory developments may adversely affect investments available on the Stash platform. While the securities markets are subject to comprehensive statutes and regulations, regulators, self-regulatory organizations, and exchanges may be authorized to take extraordinary actions in the event of market emergencies that may adversely affect the performance of clients' investments.

### Market Conditions and Volatility

Market and economic conditions have caused significant disruption in the securities markets. As a result, the prices of clients' investments on the platform can be highly volatile. Price movements of securities in which clients' may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs, policies of governments and national and international political economic events. In addition, governments may intervene directly and by regulation in certain markets, particularly those in government bonds, currencies, and financial instruments intended to influence prices. Such intervention may cause markets to move rapidly because of, among other things, interest rate fluctuations. Recently, there have been signs of inflationary price movements. As such, fixed income securities may experience greater degrees of interest rate volatility and liquidity risk. Clients may also be subject to the risk of the failure of exchanges on which positions trade. These factors may adversely affect clients' portfolios.

### Epidemics, Pandemics, Outbreaks of Disease and Public Health Issues

Outbreak's of disease, epidemics, and public health issues, such as COVID-19 (and other novel coronaviruses), are likely to affect the operations of Stash and could affect the performance of clients' investments. In particular, COVID-19 has negatively affected (and may continue to negatively affect or materially impact) the global economy, global equity and fixed income markets and supply chains (including as a result of quarantines and other government-directed or mandated measures or actions to stop the spread of outbreaks). The impact of

the COVID-19 pandemic may last for an extended period of time. Although the long-term effects of COVID-19 (and the actions and measures taken by governments around the world to halt its spread), cannot currently be predicted, previous occurrences of other epidemics, pandemics, and outbreaks of disease had material adverse effects on the economies, fixed income and equity markets and operations of those countries and jurisdictions in which they were most prevalent. The U.S. government and the Federal Reserve, as well as certain foreign governments and central banks, have taken extraordinary actions to support local and global economies and the financial markets. These government actions have resulted in a large expansion of government deficits and debt, the long-term consequences of which are not known. A recurrence of an outbreak of any kind of epidemic, communicable disease, virus or major public health issue could cause a slowdown in the levels of economic activity generally (or push the U.S. or local economies into recession), which would be reasonably likely to adversely affect the performance of Client investments and the operations of Stash.

#### Concentration Risk

Stash advises that clients invest in multiple asset classes and multiple investments to achieve diversification and limit exposure to any single investment loss. Clients that disregard this advice may have their portfolios concentrated in a relatively small number of portfolio holdings and susceptible to a greater degree of risk from a particular issuer, sector, or geographic region than would otherwise be the case. Additionally, fluctuations in the value of a smaller number of portfolio holdings in a less diversified portfolio will more significantly affect the value of a Client's portfolio than would otherwise be the case.

#### Foreign Investment and Emerging Markets Risk

Clients may invest in securities issued by foreign corporations or ETFs on the platform that may in turn invest in a variety of non-U.S. instruments, including securities and debt of certain non-U.S. corporations and countries. Such investments involve risks not typically associated with investments in the securities of U.S. companies. Investing in these securities involves certain considerations not usually associated with securities issued by U.S. companies or the U.S. Government, including political and economic considerations, greater risks of expropriation, nationalization, and general social, political, and economic instability.

#### Tracking Error

Certain exchange-traded funds available on the platform seek to track one or more indexes and are subject to tracking error. Tracking error may result from, among other things, the time intervals between a fund's need to invest in, or redeem an interest from, a portfolio investment as dictated by movements in the relevant index.

#### Government Securities Risk

Yields available from funds on the platform that primarily invest in government and agency securities are generally lower than yields available from many other fixed-income securities. There is a risk that governments will not provide support to government agencies, instrumentalities, or sponsored enterprises if not obligated by law to do so.

#### Cybersecurity Breaches, Identify Theft and Other Threats to Technology Systems

Stash's information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors, power outages, and catastrophic events such as fires, tornadoes, floods, hurricanes, and earthquakes. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions to Stash's operations and result in a failure to maintain the security, confidentiality, or privacy of sensitive data, including personal information relating to clients. Such a failure could harm Stash's reputation, subject Stash or its affiliates to legal claims, and adversely affect its business and financial performance.

Because technology changes at a rapid pace, novel ways to carry out cyberattacks are always developing and evolving. Therefore, there is a chance that some risks have not been identified or prepared for, or that an attack may not be detected, which puts limitations on Stash's ability to plan for or respond to a cyberattack. Like other financial services firms and other business enterprises, Stash is subject to the risk of cyber incidents occurring from time to time. In February 2022, the SEC proposed significant rule amendments intended to enhance and standardize disclosures regarding cybersecurity risk management, strategy, governance, and incident reporting by investment advisers such as Stash. The timing and scope of final rules, if any, are unknown currently but the costs to Stash may be significant.

#### Systems and Operational Risks Generally

Clients depend on Stash to develop and implement appropriate systems to carry out its investment advisory activities. Stash relies heavily on information systems to store sensitive information about its clients and their investments, as well as Stash and its affiliates. Certain activities are heavily dependent on systems operated by third parties, including Apex Clearing, and other service providers and Stash may not be in a position to verify the risks or reliability of such systems. Failure in systems, including those associated with clearing and settlement with other parties could result in mistakes made in confirmations or settlement of transactions or in transactions not being properly booked or accounted for. Disruptions in Stash's operations may cause a Client to suffer financial loss, disruption of trading or investment operations, regulatory intervention or reputational damage which may adversely affect Stash clients.

#### Trade Execution Risks

Failures, delays, and/or interruptions in the timely or proper execution of trades and trading instructions may occur for any reason, including but not limited to the following: any kind of interruption of the services provided by the Broker or the Custodian, the inability to communicate with the Broker or Custodian, any fund processing delay, failure or interruption, hardware or software malfunction, failure or unavailability, or force majeure.

Stash places orders to buy and sell securities on Clients' behalf only at your direction for all Client Securities Accounts other than your Discretionary Managed Account, during distinct trading windows during normal market trading hours. Stash generally places orders during four distinct trading windows; however, the frequency of these distinct trading windows may be limited during adverse market conditions or during shortened trading sessions or otherwise changed in Stash's sole discretion. There is no guarantee that any order you place will be executed during any particular trading window. The Program and the Platform are not designed to support real-time trading. Further, volatility and liquidity conditions for a security may prevent you from selling such security at all or at a favorable time or price and/or you may be forced to sell at a significant discount to market value. In addition, ETFs may be adversely affected by volatility and liquidity conditions as they manage their holdings.

#### Other Risks

In addition to the risks discussed above, an investment by a Client in a security offered by Stash on the platform may be subject to the following additional risks: (i) counterparty risk; (ii) volatility in the market and general economic conditions; (iii) foreign currency risks; (iv) commodities risk; and (v) changes in regulation by governmental authorities. By participating in the Program, clients may lose opportunities to make other investments outside the Stash platform and to realize gains from such other investments. Potential conflicts of interest may also arise from the relationship between Stash and its affiliates. These conflicts are discussed in greater detail in Item 10 of this brochure.

Securities in Client Securities Accounts are not guaranteed by the Federal Deposit Insurance Corporation ("FDIC"), any bank, or any government, except that uninvested cash held through the Custodian's bank sweep program is insured by the FDIC, subject to the FDIC coverage limit of \$250,000 per depositor in each insurable

capacity (e.g., individual or joint) at the relevant bank. If you have other deposits at the relevant bank, such deposits may be aggregated with the cash held in the bank sweep program for purposes of determining FDIC deposit insurance coverage. The terms and conditions of the Custodian's bank sweep program (which are available at <https://cdn.stash.com/disclosures/Apex-FDIC-Sweep-Program-Terms-and-Conditions.pdf> and also available on our Website) are incorporated by reference herein. You should review the terms and conditions for more information on the sweep program, including FDIC deposit insurance coverage. When you open your Stash Account, you will automatically be enrolled into the bank sweep program.

Additionally, Stash's investment advisory activities on behalf of clients are subject to risks and material adverse effects from events by the control of Stash, including terrorist attacks, cybersecurity attacks, military conflicts, economic sanctions, political sanctions, political unrest, or natural disasters. To lessen these risks, business continuity plans have been put into place by Stash and its affiliates. Despite these efforts and plans, there can be no guarantee these events will not adversely affect Stash's advisory activities.

## Item 9 – Disciplinary Information

Registered Investment Advisers are required to disclose all material facts regarding legal or disciplinary events that are material to clients' or prospective clients' evaluation of its advisory business or the integrity of its management. Stash does not currently have any such legal or disciplinary events to disclose.

## Item 10 – Other Financial Industry Activities and Affiliations

### Stash Capital LLC

Stash Capital LLC (“Stash Capital”) is broker-dealer affiliate of Stash and acts as an introducing broker-dealer. Stash and Stash Capital share office space, personnel, and resources. Many Stash employees are also registered representatives of Stash Capital Clients of Stash who purchase or sell securities are required to utilize the services of Stash Capital, which introduces all trades and transactions from Stash to Apex. Apex establishes and carries the Client Securities Accounts that hold clients’ securities and funds and records clients’ transactions. Stash Capital may combine orders for purchases or sales for multiple advisory accounts.

The use of Stash Capital as an introducing broker-dealer creates certain conflicts of interest for Stash in that Stash Capital will receive revenue in connection with Stash Accounts. As an example, Stash Capital will (i) receive all or a portion of certain of the Incidental Fees discussed in Item 5; (ii) share in interest earned on uninvested cash in Client Securities Accounts through the money market or bank sweep programs offered by Apex Clearing, (iii) will share in revenue earned on premiums paid on borrowed instruments in connection with Apex Clearing’s optional fully paid-for securities lending program; and (iv) will receive certain payments for order flow.

### Stash Insurance Services LLC

Stash Insurance Services LLC is a licensed life insurance broker and property & casualty insurance broker. Stash customers may be marketed the opportunity to purchase insurance products through Stash Insurance Services LLC. The marketing of these insurance products creates a conflict of interest since purchasing recommended insurance products results in increased compensation to a Stash Insurance Services LLC, an affiliate of Stash

### Stash Cash Management LLC

Stash Cash Management LLC provides Stash clients with Stash-branded demand deposit accounts via an unaffiliated FDIC Member partner bank

### Other Financial Industry Activities

Neither Stash nor any of its affiliates are registered as a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Adviser. Accordingly, Stash and its affiliates do not solicit or accept orders to buy or sell futures contracts, options on futures, retail off-exchange forex contracts or swaps, accept money or other assets from customers to support such orders, operate commodity pools, or advise as to the value of or the advisability of trading futures contracts, options on futures, retail off-exchange forex contracts, or swaps.



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

## Personal Trading and Code of Ethics

Stash strives to adhere to the highest industry standards of conduct based on principles of professionalism, integrity, honesty, and trust. In seeking to meet these standards, Stash has adopted a Code of Ethics that establishes ethical standards for Stash and its personnel and seeks to avoid the appearance of conflicts of interest. The Code of Ethics incorporates the following general principles that all employees are expected to uphold: employees must at all times place the interests of clients first; all personal securities transactions must be conducted in a manner consistent with Stash's Personal Account Trading Policy and actual or potential conflicts of interest or any abuse of an employee's position of trust and responsibility must be avoided; employees must not take any inappropriate advantage of their positions; information concerning the identity of securities and financial circumstances of Stash's clients must be kept confidential; and independence in the investment decision-making process by Stash personnel for Stash's clients must be maintained.

Stash's Personal Account Trading Policy permits personnel covered by the Code of Ethics ("Covered Persons") to invest in securities, including securities that may be purchased or held by clients, subject to certain disclosures designed to address potential conflicts of interest that could arise from personal trading by advisory personnel. To this end, all Covered Persons must report their personal securities holdings and transactions consistent with Rule 204A-1 of the Investment Advisers Act. Clients may request a copy of the Code of Ethics by contacting Stash at 115 E 34<sup>th</sup> St P.O. Box 1922 New York, NY 10016.

## Participation or Interest in Client Transactions

Stash evaluates its business activities and the actual and possible conflicts of interest that may emerge from its activities. To the extent that existing or new business activities raise an actual conflict of interest or the appearance of a conflict, Stash endeavors to provide clients with full and clear disclosure or take actions to mitigate or avoid them. Stash personnel do not receive incentive compensation, bonuses, or commissions for assets under management, product sale commissions, or the recommendation or sale of any products.

To avoid a conflict of interest between Stash and its clients, Stash prohibits principal transactions between Stash and any Client without first obtaining the prior written approval of the Chief Compliance Officer and the written consent of the Client and will execute any such transactions in accordance with the requirements of Section 206(3) of the Investment Advisers Act.

Stash may buy or sell securities or other assets for clients when an affiliate of Stash serves as broker for both the Stash Client and the party on the other side of the transaction. From time to time, Stash may also direct a Client to sell investments to another Client, subject to applicable guidelines. Stash may receive compensation in connection with such transactions and will seek to comply with applicable law. To the extent a broker-dealer affiliated with Stash receives compensation in connection with such a transaction, Stash will disclose the dual capacity in which the affiliated broker is acting and will obtain the consent of the Client prior to effecting the transaction, unless the Client, prior to effecting the transaction, has granted permission to engage in these types of transactions in accordance with Rule 206(3)-2 of the Investment Advisers Act. Cross trades may enable Stash to purchase or sell a block of securities for clients at a set price and possibly avoid an unfavorable price movement that may be created through entrance into the market with such an order. In all cases, if Stash

engages in a cross transaction, it will do so only if it believes it is in the best interest of all clients participating in the transaction. This may create a potentially conflicting division of responsibilities to both parties to a principal or cross transaction.

For additional information concerning the interests of Stash and its affiliates in Client transactions, see Item 10 above.

## Item 12 – Brokerage Practices

Stash clients that purchase or sell securities through the platform are required to utilize the brokerage services of Stash's affiliate, Stash Capital, a member of FINRA and SIPC. Stash Capital acts as an introducing broker-dealer (and agent for custody) to effect securities transactions in Client Securities Accounts held at Apex Clearing. Apex Clearing, also a member of FINRA and SIPC, provides trade execution and clearing services.

Stash seeks the best overall execution for transactions consistent with its judgement as to the execution capability and trading expertise of the brokers utilized on the platform. In selecting brokers, Stash seeks to do business with those that, in Stash's judgement, can be expected to provide the best service considering such factors as executions and operational capacity, transaction support, ongoing diligence, integrity, and sound financial practices. When seeking best overall execution in light of these factors, clients will not always necessarily receive the lowest possible execution costs. In evaluating brokers, Stash measures the worth of execution services on an ongoing basis, primarily in terms of minimizing the costs of assets purchased and maximizing prices obtained for assets sold.

When executing purchases and sales of securities, Stash aggregates orders for Client Securities Accounts with orders of other clients. Because Stash allows employees to open and maintain Client Securities Accounts, Client orders may be aggregated and executed with orders placed by Stash employees. Where purchase and sale orders are aggregated, the average price of the securities purchased or sold is determined and a Client is charged or credited accordingly. The average transaction price may be less favorable to clients than it would be if similar transactions were not being executed concurrently for other Client Securities Accounts.

Stash's policies, procedures, and systems have been reasonably designed to minimize potential trading errors when executing orders for Client Securities Accounts. However, no policy or procedure developed can possibly anticipate every potential error, including operational and settlement errors. Stash endeavors to identify and document such errors at the earliest possible time, correct them as soon as practicable, including but not limited to reallocation where appropriate. Depending on the type and severity of the error, Stash may undertake a review to determine whether a potential systemic weakness exists that requires procedural or policy adjustments to reasonably prevent reoccurrences.

As a matter of policy and practice, Stash does not utilize research, research related products, and other services obtained from broker-dealers or third parties on a soft dollar commission basis. Additionally, as matter of course and policy, Stash does not accept Client direction for brokerage. If a Client does not wish to use Stash Capital and Apex Clearing for securities transactions, Stash is unable to provide services other than the Financial Counseling Service. For additional information concerning the interests of Stash and its affiliates in Client transactions, see Item 10 above.

## Item 13 – Review of Accounts

Stash provides all clients with continuous access via the platform to information about their account status, securities positions, and balances. Clients are periodically prompted, not less frequently than quarterly, to update their Client Information should there be a change in their circumstances.

Stash has in place procedures to review transactions to ensure orders are fairly allocated among eligible accounts. Generally, all assets on the Stash platform have readily available market quotations and are assigned these independent marks.

Stash conducts automated reviews the assets in Discretionary Managed Accounts on an ongoing basis for consistency with suitability and reasonable restrictions negotiated with clients. Stash also conducts automated reviews of assets in Discretionary Managed Accounts no less frequently than quarterly to ensure that asset allocations have not drifted by 5% or more from target allocations. If, during these reviews, allocations in Discretionary Managed Accounts are 5% lesser or greater from target allocations, the accounts are rebalanced to set target allocations. Additionally, all Discretionary Managed Accounts are rebalanced annually to set target allocations at the end of each calendar year, regardless of drift percentages relative to set target allocations, unless Stash reasonably determines in good faith that such rebalancing would not be in a Client's best interest, at which point Stash notifies such Client via the platform or email that such rebalancing will not be performed. Stash may, in its sole discretion, change set asset allocations for Discretionary Managed Accounts pursuant to market movement or conditions. Calendar rebalancing is automatic and does not require ongoing, active monitoring of ETF thresholds in Client accounts. As part of the rebalancing of portfolios to bring them in line with target allocations, the performance of purchased ETFs may lag the performance of those sold to fund purchases. Stash rebalances portfolios on a best efforts basis and in doing so does not take into account individual tax, market, or legal circumstances. In certain market conditions, rebalancing may create capital gains tax liabilities. Clients must consult with tax or legal professionals for such information.

Stash provides all clients with continuous access via the Platform to real time reporting information about their account status, securities positions, and balances.

## Item 14 – Client Referrals and Other Compensation

Stash will pay fees to certain intermediaries and individuals that refer clients to Stash, in accordance with applicable law. Such fees may be based on the number of customers that reach Stash via a marketing channel and register to become Stash clients. In other cases, such marketing fees may be paid on a per impression basis or only where a Client opens an account with a certain amount invested. Stash maintains disclosures on its website that marketing fees are paid to individuals and intermediaries that promote and refer clients to Stash. All referral and solicitation programs are conducted in accordance with the requirements of Rule 206(4)-1 of the Investment Advisers Act of 1940 to the extent required.

## Item 15 – Custody

Stash generally does not maintain direct custody of Client assets. However, under Rule 206(4)-2 of the Investment Advisers Act, “custody” is broadly defined to also include indirectly holding Client funds or securities or having any authority to obtain possession of them. Stash is considered to have custody of its clients’ assets because Stash is authorized under each Client’s advisory agreement with Stash to withdraw the Client’s funds or securities in Client Securities Accounts maintained with a third-party custodian upon Stash’s instruction to the third-party custodian.

In order to avoid any potential conflict of interest that indirect custody of Stash’s Client securities and funds may cause, Stash, in accordance with Rule 206(4)-2 of the Investment Advisers Act makes due inquiry in order to have a reasonable basis to believe that the third-party custodian sends an account statement, at least quarterly, to each Client Securities Account holder that identifies the amount of funds and of each security in the account at the end of the period and setting forth all transactions in the account during that period. Account holders should carefully review the account statements that they receive from the third-party custodian and are urged to compare those account statements with the information they receive via the Stash platform.

## Item 16 – Investment Discretion

Generally, Stash’s investment team has sole discretion to determine, on behalf of clients with Discretionary Managed Accounts, which securities will be bought or sold (and in what amount) by the Client. The Client may, however, place reasonable restrictions on the type and amount of securities Stash can buy on behalf of the Client. For all account types other than Discretionary Managed Accounts, the Client maintains discretion over which assets may be bought or sold, subject to the assets deemed to be suitable for clients by Stash, in its sole discretion, and made available on the platform.

## Item 17 – Voting Client Securities

Investments in funds, such as ETFs like those on the platform, do not typically convey traditional voting rights, and the occurrence of corporate governance or other consent or voting matters for this type of investment is substantially less than that encountered in connection with registered equity securities. On occasion, however, an investor may receive notices or proposals from a fund seeking the consent of or voting by such investor (“proxies”). Stash does not vote on proxy statements issued by the funds or registered equity securities held in Client portfolios. All proxies for registered equity securities and ETFs, as applicable, will be forwarded directly to clients’ mailing addresses by Apex Clearing.



## Item 18 – Financial Information

Stash does not require or solicit prepayment of more than \$1,200 in fees per Client six months or more in advance. Stash has not been the subject of any bankruptcy proceedings and does not have any financial condition that is reasonably likely to impair Stash's ability to meet its contractual commitments to its clients.