

Form ADV Part 2A Appendix 1 – Wrap Brochure

Item 1 Cover Page

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This wrap fee program brochure provides information about the qualifications and business practices of Proxy International. If you have any questions about the contents of this brochure, please contact us at 646-328-9856. 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.

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

Item 2 Material Changes

October 31, 2023 – Item 9 was amended to disclose insurance licensing of investment advisor representatives.

The material changes discussed above are only those changes that have been made to this brochure since the firm's initial registration on May 9, 2023.

Item 3 Table of Contents

Item 1 Cover Page	1
Item 2 Material Changes	2
Item 3 Table of Contents	3
Item 4 Services, Fees and Compensation.....	4
Item 5 Account Requirements and Types of Clients.....	5
Item 6 Portfolio Manager Selection and Evaluation	5
Item 7 Client Information Provided to Portfolio Managers	8
Item 8 Client Contact with Portfolio Managers	8
Item 9 Additional Information	9

Item 4 Services, Fees and Compensation

Advisory Services

Proxy International's ("Advisor") principal service is providing fee-based investment advisory services and financial planning services. The Advisor practices custom management of portfolios, on a discretionary basis, according to the client's objectives. The Advisor's primary approach is to use a tactical allocation strategy aimed at reducing risk and increasing performance. The Advisor may use exchange listed securities, corporate debt securities, municipal securities, mutual funds, United States government securities, and options on securities to accomplish this objective. The Advisor measures and selects mutual funds by using various criteria, such as the fund manager's tenure, and/or overall career performance. The Advisor may recommend, on occasion, redistributing investment allocations to diversify the portfolio in an effort to reduce risk and increase performance. The Advisor may recommend specific stocks to increase sector weighting and/or dividend potential. The Advisor may recommend employing cash positions as a possible hedge against market movement which may adversely affect the portfolio. The Advisor may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in the portfolio, change in risk tolerance of client, or any risk deemed unacceptable for the client's risk tolerance.

Asset Management Fees

Pursuant to an Investment Advisory contract signed by each client, the client will pay Proxy International an annual management fee, payable quarterly in arrears, based on the value of portfolio assets of the account on the last business day of the quarter. The management fee may be adjusted to account for significant contributions or withdrawals made to the account during the quarter. New account fees will be prorated from the inception of the account to the end of the first quarter.

Management fees range up to 1.50% per annum depending on the type and complexity of the investment management strategy employed as well as the size of the account or overall client relationship. These fees may be negotiated by Proxy International at its sole discretion. Asset management fees will be directly deducted from the client account by the qualified custodian. The client will give written authorization permitting the Advisor to be paid directly from their account held by the custodian. The custodian will send a statement at least quarterly to the client. Where it is not practical to deduct fees directly from client accounts, client will be sent an invoice at the end of each quarter. The invoice is payable upon receipt.

The Advisor will pay all custodial and securities execution and clearance fees out of its asset management fee (except for certain account fees and expenses including: short-term trading or redemption fees; margin costs; charges imposed directly by a mutual fund or exchange traded fund (such as management fees and other fund expenses); deferred sales charges; odd-lot differentials; transfer taxes; wire transfer and electronic fund fees; and other fees and taxes on brokerage accounts and securities transactions, as applicable, which will be paid by clients).

This method of treating transaction fees is typically characterized as a “wrap fee”, where the asset management fee includes the investment advisory services as well as all transaction costs and the client pays only that asset management fee and no other costs concerning the trading and maintaining of the account except as noted above. Clients in wrap fee accounts, with the transaction and custody costs included, will pay a higher asset management fee than those clients of Proxy International that are not managed with a wrap fee (see Proxy International Form ADV Part 2A Brochure). The specific arrangement for each client will be negotiated and defined in the investment advisory contract signed by each client.

All fees paid to Proxy International for investment advisory services are separate and distinct from the expenses charged by mutual funds and to their shareholders. These fees and expenses are described in each fund’s prospectus.

The inclusive fee may cost the client more or less than purchasing such services separately depending on the number of transactions that occur in the account. Proxy International does not charge clients higher advisory fees based on their trading activity, but clients should be aware that the firm has an incentive to limit its trading activities in client accounts because the firm is charged for executed trades.

Investment advisor representatives of Proxy International are not compensated differently for clients that choose the inclusive fee arrangement versus the non-inclusive fee and therefore they do not have a financial incentive to recommend one method over the other.

Clients may request to terminate their advisory contract with Proxy International, in whole or in part, by providing advance written notice. Upon termination, fees earned by the Advisor but not billed will be prorated to the date of termination and charged to the client. Client’s advisory agreement with the Advisor is non-assignable without client’s written approval.

Item 5 Account Requirements and Types of Clients

The Advisor will offer its services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

The Advisor does not have any minimum requirements for opening or maintaining accounts.

Item 6 Portfolio Manager Selection and Evaluation

Proxy International offers the wrap fee program to clients as a pricing option and does not utilize unaffiliated money managers to serve the needs of wrap fee clients. Performance information is not prepared or presented for wrap accounts and therefore performance information is not reviewed by Advisor or any third-party.

Each client is assigned a Proxy International Investment Advisor Representative when they become a client. Each Investment Advisor Representative at Proxy International is responsible for managing the investment accounts of their assigned clients. The Proxy International

Investment Advisor Representative will monitor the client account on an ongoing basis to ensure that the client needs, goals and objectives are being met.

The Advisor utilizes fundamental analysis techniques in formulating investment advice for clients.

Fundamental analysis of businesses involves analyzing its financial statements and health, its management and competitive advantages and its competitors and markets. Fundamental analysis is performed on historical and present data but with the goal of making financial forecasts. There are several possible objectives; to conduct a company stock valuation and predict its probable price evolution; to make a projection on its business performance; to evaluate its management and make internal business decisions and to calculate its credit risk.

The investment strategies the Advisor will implement may include long-term purchases of securities held at least for one year, short-term purchases for securities sold within a year, and margin transactions.

Clients need to be aware that investing in securities involves risk of loss that clients need to be prepared to bear.

The methods of analysis and investment strategies followed by the Advisor are utilized across all of the Advisor's clients, as applicable. One method of analysis or investment strategy is not more significant than the other as the Advisor is considering the client's portfolio, risk tolerance, time horizon and individual goals. However, the client should be aware that with any trading that occurs in the client account, the client will incur transaction and administrative costs.

Investing includes the risk that the value of an investment can be negatively affected by factors specifically related to the investment (e.g., capability of management, competition, new inventions by other companies, lawsuits against the company, labor issues, patent expiration, etc.), or to factors related to investing and the markets in general (e.g., the economy, wars, civil unrest or terrorism around the world, concern about oil prices or unemployment, etc.).

Risks of fundamental analysis may include risks that market actions, natural disasters, government actions, world political events or other events not directly related to the price or valuation of a specific company's fundamental analysis can adversely impact the stock price of a company causing a portfolio containing that security to lose value. Risks may also include that the historical data and projections on which the fundamental analysis is performed may not continue to be relevant to the operations of a company going forward, or that management changes or the business direction of management of the company may not permit the company to continue to produce metrics that are consistent with the prior company data utilized in the fundamental analysis, which may negatively affect the Advisor's estimate of the valuation of the company.

All investments involve some degree of risk. In finance, risk refers to the degree of uncertainty and/or potential financial loss inherent in an investment decision. In general, as investment risks rise, investors seek higher returns to compensate themselves for taking such risks.

Every saving and investment product have different risks and returns. Differences include how readily investors can get their money when they need it, how fast their money will grow, and how safe their money will be. The primary risks faced by investors include:

Business Risk

With a stock, you are purchasing a piece of ownership in a company. With a bond, you are loaning money to a company. Returns from both of these investments require that the company stays in business. If a company goes bankrupt and its assets are liquidated, common stockholders are the last in line to share in the proceeds. If there are assets, the company's bondholders will be paid first, then holders of preferred stock. If you are a common stockholder, you get whatever is left, which may be nothing.

Volatility Risk

Even when companies aren't in danger of failing, their stock price may fluctuate up or down. Large company stocks as a group, for example, have lost money on average about one out of every three years. A stock's price can be affected by factors inside the company, such as a faulty product, or by events the company has no control over, such as political or market events.

Inflation Risk

Inflation is a general upward movement of prices. Inflation reduces purchasing power, which is a risk for investors receiving a fixed rate of interest. The principal concern for individuals investing in cash equivalents is that inflation will erode returns.

Interest Rate Risk

Interest rate changes can affect a bond's value. If bonds are held to maturity the investor will receive the face value, plus interest. If sold before maturity, the bond may be worth more or less than the face value. Rising interest rates will make newly issued bonds more appealing to investors because the newer bonds will have a higher rate of interest than older ones. To sell an older bond with a lower interest rate, you might have to sell it at a discount.

Liquidity Risk

This refers to the risk that investors won't find a market for their securities, potentially preventing them from buying or selling when they want. This can be the case with the more complicated investment products. It may also be the case with products that charge a penalty for early withdrawal or liquidation such as a certificate of deposit (CD).

The Advisor does not primarily recommend a particular type of security. However, clients are advised that many unexpected broad environmental factors can negatively impact the value of portfolio securities causing the loss of some or all of the investment, including changes in interest rates, political events, natural disasters, and acts of war or terrorism. Further, factors relevant to specific securities may have negative effects on their value, such as competition or government regulation. Also, the factors for which the company was selected for inclusion in a client portfolio may change, for example, due to changes in management, new product introductions, or lawsuits.

In addition to the investment advisory services described above, Proxy International provides the following services to clients that require them.

Financial Planning

In addition to investment supervisory services, Proxy International may provide financial planning services to some of its clients. As each client's needs are different, the amount and type of Financial Planning Services will vary client to client. At a base level, the services may include purely recommendations for asset allocation and portfolio customization based on factors such as the client's investment objectives, goals, risk tolerance and financial situation. More complex financial planning services may also include recommendations relating to investment strategies, cash flow and budgeting plans, tax planning, wealth transfer strategies, family business and generational wealth transfer strategies and other advice addressing the needs of the client. As noted in Item 5 below, financial planning clients will have the option to pay for these services on an hourly basis for one-time services or occasional updates, or on a fixed fee basis that will be determined based on the estimated relative level of effort for financial planning assistance and updates.

Proxy International will charge a fixed fee for financial planning and consulting services of up to \$50,000 depending on the services to be provided, as contracted for with client in advance. Fixed fees may be negotiated at the discretion of the Advisor. Fixed fee-based clients are billed either in advance, on delivery of the financial planning or consulting services, or through periodic payments throughout the term of the engagement as agreed with the client.

Proxy International will tailor its advisory services to its client's individual needs based on meetings and conversations with the client. If clients wish to impose certain restrictions on investing in certain securities or types of securities, the Advisor will address those restrictions with the client to have a clear understanding of the client's requirements.

The Advisor does not charge performance-based fees.

Proxy International will not vote, nor advise clients how to vote, proxies for securities held in client accounts. The client clearly keeps the authority and responsibility for the voting of these proxies. Also, Proxy International cannot give any advice or take any action with respect to the voting of these proxies. The client and Proxy International agree to this by contract. Clients will receive proxy solicitations from their custodian and/or transfer agent.

Item 7 Client Information Provided to Portfolio Managers

In accordance with the Advisor's Privacy Policy, the Advisor does not communicate any non-public financial information to unaffiliated entities.

Item 8 Client Contact with Portfolio Managers

The Advisor does not place any restriction on the client's ability to contact and consult with their Investment Advisor Representatives and encourages clients to communicate with their

Investment Advisor Representatives whenever their circumstances change that may cause a change to their investor profile.

Item 9 Additional Information

Neither Proxy International nor its management persons have any legal or disciplinary events requiring disclosure.

Neither Proxy International nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither Proxy International nor any of its management persons are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Proxy International does not currently have any relationships or arrangements that are material to its advisory business or clients with either a broker-dealer, municipal securities dealer, or government securities dealer or broker, investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund” and offshore fund), futures commission merchant, commodity pool operator, or commodity trading advisor, banking or thrift institution, accountant or accounting firm, lawyer or law firm, insurance company or agency, pension consultant, real estate broker or dealer or sponsor of syndicator of limited partnerships.

Proxy International is owned by Proxy Financial Corp which also owns two other investment advisors, Proxy Freedom LLC (CRD# 324749), and Proxy Wealth Advisors LLC (CRD# 298080). Each of the affiliated entities were formed to serve different client audiences. Clients of Proxy International will not be clients of the affiliated advisors. Oleg Zviagin, CCO and Investment Advisor Representative of Proxy International is also the CCO and an Investment Advisor Representative of Proxy Wealth Advisors and spends approximately half of his time on that activity.

Supervised persons of Proxy International are also licensed and registered as insurance agents to sell life, accident and other lines of insurance for various insurance companies. Therefore, they will be able to purchase insurance products for any client in need of such services and will receive separate, yet typical compensation in the form of commissions for the purchase of insurance products. This creates a conflict of interest because of the receipt of additional compensation by the firm and its supervised persons. Clients are not obligated to use Proxy International or its personnel for insurance products services. However, in such instances, there is no advisory fee associated with these insurance products.

Proxy International does not recommend or select other investment advisers for clients.

Proxy International is registered with the SEC and maintains a Code of Ethics pursuant to SEC rule 204A-1. Proxy International has adopted a Code of Ethics that sets forth the basic policies

of ethical conduct for all managers, officers, and employees of the adviser. In addition, the Code of Ethics governs personal trading by each employee of Proxy International deemed to be an Access Person and is intended to ensure that securities transactions effected by Access Persons of Proxy International are conducted in a manner that avoids any conflict of interest between such persons and clients of the adviser or its affiliates. Proxy International collects and maintains records of securities holdings and securities transactions effected by Access Persons. These records are reviewed to identify and resolve conflicts of interest. Proxy International will provide a copy of the Code of Ethics to any client or prospective client upon request.

Proxy International does not recommend to clients, or buy or sell for client accounts, securities in which the firm or a related person has a material financial interest.

Proxy International and/or its investment advisor representatives may from time to time purchase or sell products that they may recommend to clients. This practice creates conflicts of interest in that personnel of Proxy International can take advantage of the advance knowledge of firm securities trading and trade their personal accounts ahead of the client trades or recommend trades in client accounts that may affect the price of the securities owned by the Investment Advisor Representatives. To mitigate these conflicts, Proxy International has adopted a Code of Ethics as noted above. Proxy International's Code of Ethics is available upon request. Finally, supervised persons of registered investment advisors are fiduciaries by law and are required to put the client's interest before those of the firm and themselves.

Proxy International requires that its investment advisor representatives follow its basic policies and ethical standards as set forth in its Code of Ethics.

Investment Advisor Representatives of Proxy International may trade for their own accounts securities that are being traded for client accounts at or about the same time. To mitigate the conflict of interest in such circumstances, Proxy International's policy is to require the trading of all relevant client accounts prior to the trading of their own accounts. The Chief Compliance Officer examines personal trading activities of Proxy International's personnel to verify compliance with this policy.

The firm reviews client accounts on an annual basis, or when conditions would warrant a review based on market conditions or changes in client circumstances. Triggering factors may include Proxy International becoming aware of a change in client's investment objectives, a change in market conditions, change of employment, or a change in recommended asset allocation weightings in the account that exceed a predefined guideline. Client accounts are reviewed by Oleg Zviagin, CCO.

The client is encouraged to notify the Advisor and Investment Advisor Representative if changes occur in his/her personal financial situation that might materially affect his/her investment plan.

The client will receive written statements no less than quarterly from the custodian. In addition, the client will receive other supporting reports from mutual funds, asset managers, trust companies or other custodians, broker-dealers and others who are involved with client accounts. Proxy International does not deliver separate client reports.

Proxy International is not compensated by anyone for providing investment advice or other advisory services except as previously disclosed in this Brochure.

Proxy International does not directly or indirectly compensate any person who is not a supervised person for client referrals.

Proxy International does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and is not required to file a balance sheet.

Proxy International has discretionary authority over client accounts and is not aware of any financial condition that will likely impair its ability to meet contractual commitments to clients. If Proxy International does become aware of any such financial condition, this Brochure will be updated and clients will be notified.

Proxy International has never been subject to a bankruptcy petition.