FIRM BROCHURE
(Part 2A of Form ADV)

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This brochure ("Brochure") provides information about the qualifications and business practices of Xponance, Inc. ("Xponance"). Xponance is an investment adviser registered with the United States Securities and Exchange Commission ("SEC"). Our registration as an investment adviser does not imply any level of skill or training and the information in this Brochure has not been approved or verified by the SEC or by any state securities authority. If you have questions about the contents of this Brochure, please contact us at (215) 567-1100.

Additional information about Xponance is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site for information relating to our firm using our firm name or a unique identifying number known as a CRD number. Our firm's CRD number is 111126.

ITEM 2 – MATERIAL CHANGES

- This Brochure amends our brochure dated March 27, 2024, which was our last annual amendment. This Brochure reflects certain technical revisions but there have been no material changes since our last amendment.

Consistent with SEC Rules, we will ensure that you receive a summary of material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. In addition, we will provide you interim disclosures about material changes as necessary. Our Brochure may be requested by contacting Lisa Hinds, Managing Director, Client Engagement & Sustainability at (215) 567-1100 or lhinds@xponance.com.

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ITEM 4 – ADVISORY BUSINESS

Xponance, Inc. ("Xponance") is the successor registrant under the Investment Advisers Act of 1940 (the "Advisers Act") to both FIS Group, Inc. ("FIS Group") and Piedmont Investment Advisors, Inc. ("PIA"). Pursuant to a corporate rebranding and consolidation strategy, Xponance was established effective April 1, 2020, to leverage the long histories of its predecessor entities in providing customized investment management products to institutional clients. FIS Group (through its former subsidiaries, Fiduciary Investment Solutions, Inc. and FIS Funds Management, Inc.) managed assets since 1996 and PIA (through its former affiliate Piedmont Investment Advisors, LLC) began managing assets in 2000.

Xponance is a Pennsylvania corporation with headquarters in Philadelphia and a southeast office in Durham, North Carolina, and is 100% owned by employees of the firm. Tina Byles Williams, our founder, Chief Executive Officer & Chief Investment Officer ("CIO") and the Xponance Employee Stock Ownership Plan are the only shareholders who own more than 25% of the firm.

Xponance is the corporate parent of Xponance Alts Solutions, LLC ("XAlts"), a separately registered investment advisor to the Xponance Diverse Opportunities Fund, which is a private equity fund. Xponance is also the corporate parent of Aapryl, LLC, a financial technology company that offers software to assist allocators in identifying skilled investment managers; understanding their salient style exposures; creating portfolio replication benchmarks and peer groups for more accurate performance measurement, as well as portfolio construction and risk assessment.

Xponance provides equity and fixed income investment strategies through multiple platforms, on both a discretionary and non-discretionary basis. Our product offerings include both separately managed accounts and commingled fund options, and we also offer tactical completion strategies whereby a client designated percentage of a separately managed, multi-manager account mandate can be internally traded by us. In structuring and servicing client accounts, Xponance considers the performance objectives, restrictions and guidelines specified by the client, as well as other factors deemed relevant by the client and disclosed to us.

SEPARATE ACCOUNT PORTFOLIO MANAGEMENT

Xponance provides investment products across the market efficiency spectrum to primarily address institutional client needs. Our single-manager equity and fixed income products include both active and passive offerings, including values-aligned overlays consistent with client preferences. Investment management services are provided on a discretionary or non-discretionary basis, based upon client preferences.

Xponance also provides manager of managers investment services for institutional clients through the establishment and management of multi-manager portfolios that are offered as separately managed accounts, comingled funds, as well as through an integrated trading platform. As a manager of managers, Xponance selects and monitors other independent investment advisors ("Sub-Managers") who purchase and sell securities for each client's account. In accordance with client mandates, most of our multi-manager portfolios are comprised of "emerging managers." Emerging managers are asset management firms that generally have less than $2 billion under management and/or meet certain other client specified criteria. We believe the skillful construction of multi-manager portfolios comprised of emerging managers can generate above-benchmark returns, particularly where there are market inefficiencies. Emerging managers also tend to be smaller firms that are in the early phases of the entrepreneurial business cycle. In selecting emerging managers and constructing portfolios comprised of such emerging managers, the firm's Multi-Manager Investment Governance Committee strives to minimize the business and investment risks that can accompany investment in smaller firms.

Xponance will enter into an investment management agreement with each client for whom it manages a separate account, specifying the investment strategy and any restrictions or limitations for the account. Sub-Managers are generally retained through a contractual sub-advisory agreement with Xponance. Multi-manager portfolios are customized in accordance with client guidelines and risk parameters, and Sub-Managers are selected based on their ability to fill specific roles towards achieving the portfolio's overall investment objectives.

In addition to trading securities for accounts where Xponance has trading authority, from time to time Xponance may establish or assist its clients in establishing one or more trust or custodial accounts with an unrelated financial institution, and also monitor brokerage transactions executed on behalf of multi-manager portfolios. The extent to which Xponance provides these services and the amount of discretion given to Xponance with respect to these services, is determined by mutual agreement between Xponance and each client. Clients designate the benchmark against which their account will be measured for the purpose of determining investment skill, and clients may also place reasonable restrictions on the securities to be held in their account in accordance with each client's investment guidelines.

SUB-ADVISORY PORTFOLIO MANAGEMENT

Xponance provides investment sub-advisor services to separate account investment portfolios that seek stable investment returns through the use of a variety of fixed income securities, which portfolios are directly managed by T. Rowe Price Associates (the "Manager"). Pursuant to an investment sub-advisory agreement, Xponance provides discretionary investment management services for such assets in compliance with applicable investment guidelines and restrictions, and provides periodic performance reports to the Manager. The Manager is responsible for selecting and monitoring sub-advisors such as Xponance, as well as ascertaining the financial circumstances, investment objectives, and investment restrictions applicable to each client through information provided by the client. Xponance is entitled to rely on such information provided by the Manager.

COLLECTIVE INVESTMENT TRUSTS

Xponance provides investment advisory services to the FIS Group Collective Investment Trust (the "FIS Group CIT"), for which Global Trust Company ("GTC"), a trust company organized under the laws of Maine, is the trustee. Xponance manages the assets of a fund established by GTC (the "FIS Group CIT Fund"). Xponance is responsible for constructing and monitoring the asset allocation and portfolio strategies for the FIS Group CIT Fund, consistent with the CIT Fund's investment objective, strategy and risk parameters. We believe it is possible to enhance portfolio performance by hiring multiple Sub-Managers who have demonstrated the capacity to achieve desired investment objectives to manage the assets of the FIS Group CIT Fund. Accordingly, we manage the FIS Group CIT Fund using a "manager of managers" approach. Xponance's Investment Governance Committee selects multiple Sub-Managers to manage the FIS Group CIT Fund, based upon its evaluation of the Sub-Manager's investment style and performance in managing the asset class in which the CIT Fund will invest.

Each client desiring to invest in the FIS Group CIT Fund will be provided offering and subscription documents relating to the CIT Fund, which will typically include a confidential offering memorandum, participation agreement and a copy of the CIT's Declaration of Trust (collectively, the "FIS Group CIT Offering Documents"). Xponance does not have the authority to invest eligible plan assets into its CIT Fund on a discretionary basis.

Xponance provides investment management services to Comerica Bank & Trust, National Association ("Comerica"), in its capacity as the Trustee of an S&P 500 Index CIT, that Comerica established (the "S&P 500 Index CIT"). Xponance is responsible for constructing and monitoring the asset allocation and portfolio strategies for the S&P 500 Index CIT, consistent with the CIT's investment objective, strategy and risk parameters.

Each client desiring to invest in the S&P 500 Index CIT will be provided offering and subscription documents relating to such CIT, which will typically include a confidential offering memorandum, participation agreement and a copy of the CIT's Declaration of Trust (collectively, the "CIT Offering Documents"). Xponance has the authority to invest eligible plan assets within the S&P 500 Index CIT on a discretionary basis in accordance with the investment guidelines of the S&P 500 Index CIT.

NOTE: For additional information and disclosures regarding the FIS Group CIT Fund or the Comerica Xponance S&P 500 Index CIT, investors should refer to the Offering Documents for each such CIT, which can be obtained from Xponance.

COMMON TRUST FUND (CTF)

Xponance also provides investment management services to a common trust fund ("CTF') that Comerica has established. A CTF is a commingled investment product available to not-for-profit organizations exempt from taxation under §501(c)(3) of the Internal Revenue Code of 1986. Pursuant to the terms of an Investment Management Agreement that Xponance has entered into with Comerica, Xponance is responsible for constructing and managing a Fixed Income portfolio in accordance with the CTF's investment guidelines.

Each client desiring to invest in a CTF will enter into a Trust Agreement with Comerica, which will designate Comerica as Trustee and grant Comerica full discretion to allocate assets to Xponance. Xponance has the authority to invest eligible plan assets within the CTF on a discretionary basis in accordance with the investment guidelines of the CTF.

WRAP FEE ACCOUNTS

Xponance participates in wrap fee programs sponsored by unaffiliated broker/dealers (each, a "Wrap Program") by providing portfolio management services to these programs. There are no differences in the way Xponance manages Wrap Program accounts versus institutional accounts, except with respect to trading. For institutional accounts, Xponance uses the institutional trading desks of our approved brokers to execute trades. For Wrap Program accounts, Xponance uses the respective Wrap Program sponsor's platform to execute trades. As payment for the provision of portfolio management services to Wrap Programs, Xponance receives a portion of the fee that is paid to the Wrap Program sponsor.

PROPRIETARY ACCOUNTS

Xponance provides investment management services for proprietary accounts owned by related persons or entities. Those proprietary accounts are managed in the same manner as any client accounts that are managed in the same strategy and benchmarked against the same index. Proprietary accounts are managed on a fully-discretionary basis but are non-fee paying accounts.

AMOUNT OF ASSETS MANAGED

As of December 31, 2024, Xponance had $20,488,544,215 in assets under management, which includes $20,217,055,360 of client and proprietary account assets managed on a discretionary basis and $271,488,855 of client assets managed on a non-discretionary basis. Assets managed on a discretionary basis *and* assets managed on a non-discretionary basis are included in computing "regulatory assets under management" reported in Item 5.F in Part 1 of Xponance's Form ADV. With respect to the assets managed on a non-discretionary basis, these assets are included in computing "assets under management" because Xponance has continuing or regular supervisory or management responsibility for these assets.

ITEM 5 – FEES AND COMPENSATION

GENERAL INFORMATION: Xponance offers services on a fee-only basis, except for proprietary accounts which are non-fee paying. Clients enter into one of two fee arrangements. For Wrap Program accounts, the all-inclusive fee includes the investment management fee paid to Xponance, as well as the brokerage expenses (*e.g.*, commissions, ticket charges and similar expenses) of the account, charges for custody services and certain other administrative fees.

For most non-discretionary portfolio management services and certain discretionary portfolio management services, clients will pay management fees to Xponance separately from the brokerage expenses, transaction costs and custody fees related to the account. We generally charge fees based upon a percentage of assets under management and fee structures are tiered based upon the amount of assets managed for each mandate. A number of factors are considered in establishing fees including the amount of assets to be placed under management, asset class mandate, complexity of the client relationship, performance reporting requirements and pre-existing contractual commitments. For multi-manager portfolios, Xponance's fees are typically inclusive of the fees charged by the Sub-Managers.

The annual fee charged by Xponance is generally within the range of .10% and .80% for Active Equities, .01% and .25%, for Passive Equities and .05% and .3% for Fixed Income and is further dependent upon the size of the investment in each strategy, the overall size of the client relationship as a whole, extent of desired customization, the required reporting, and other factors.

Xponance has established a minimum annual fee for each strategy; however, all fees are negotiable. Depending on the size of the investment, the minimum annual fee could be well in excess of what the fee would be for larger accounts.

A minimum amount of assets under management is generally required for separate account portfolio management. In some circumstances, this minimum is negotiable. Below please find a chart with the minimum requirement per product:

Product	Minimum account size
Active Equities	$5 Million
Passive Equities	$10 Million
Fixed Income	$25 Million
Multi-Manager – Separate Accounts	$50 Million
Multi-Manager – Integrated Accounts	$25 Million

The specific fees that are charged by Xponance are set forth in each client's contract. We will also accommodate client requests for performance-based fee structures. For more information regarding performance-based fees, please refer to the "Performance-Based Fees and Side-by-Side Management" section (Item 6) of this Form ADV.

BILLING PROCEDURES: We bill fees in arrears on a quarterly basis. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee based on the number of days the assets were managed by Xponance during the quarter and any other specific billing requirements stated in the client contract. We do not require or solicit payment of fees in advance of services being rendered.

FEE PAYMENT OPTIONS: Clients will be invoiced directly for fees which are paid in arrears once the invoices have been approved by the client. In some cases, Xponance has the authority to deduct investment management fees directly from client accounts held at a qualified custodian. Xponance has implemented procedures to prevent the deduction of fees to which Xponance is not entitled under the terms of the client contract.

ADDITIONAL FEES & EXPENSES: In addition to the portfolio management fee summary noted above, clients are responsible for all brokerage commissions, transaction fees, and other related costs and expenses in connection with transactions in their accounts, as well as custodial fees, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. The separate brokerage expenses may take the form of asset-based pricing, meaning that the broker/dealer charges the account a flat-rate percentage to cover all brokerage expenses, or these expenses may be assessed on a per-trade basis.

Each client should review all fees charged by funds, brokers, the investment manager and others to fully understand the total amount of fees paid by the client for investment and financial-related services. Clients do not pay Xponance or any of its advisory personnel for brokerage or execution transactions, or custodial services, but Xponance will administer the payment of such fees at a client's request. Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

<u>COLLECTIVE INVESTMENT TRUST FEES</u>: For additional information and disclosures regarding the fees and expenses of either CIT Fund, clients should refer to the CIT Offering Documents for the respective CIT Fund.

<u>COMMON TRUST FUND FEES</u>: For additional information and disclosures regarding the fees and expenses of the Common Trust Fund ("CTF"), prospects and clients should refer to the CTF Offering documents provided by the Fund's Trustee/Custodian, Comerica Bank & Trust.

<u>TERMINATION OF ADVISORY RELATIONSHIP</u>: Either party may generally terminate an advisory agreement at any time by giving written notice of termination to the other party, unless otherwise stated in the client contract. In the event of such termination, the fees for the calendar quarter in which such termination occurred are pro-rated accordingly and billed in arrears.

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

Xponance enters into performance-based fee arrangements at a client's request. Performance-based fees are calculated based upon portfolio target returns, which are compared to a benchmark return pursuant to the respective client's performance fee formula. Performance-based fees are subject to individualized negotiation with each such client. Xponance will structure any performance-based fee arrangement subject to Section 205(a)(1) of the Advisers Act and in accordance with SEC Rule 205-3 and its related exemptions.

Clients who are considering a performance-based fee should be aware of the potential conflicts inherent in this type of fee arrangement. Performance-based fee arrangements may create incentives for Xponance to recommend investments which may be riskier or more speculative than those which would be recommended under a traditional fee structure based upon the amount of assets under management. In addition, the side-by-side management of performance-based fee accounts and asset-based fee accounts may create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. We mitigate this conflict by managing all accounts that are measured against the same benchmark using the same investment strategy or model, unless specific client imposed restrictions require modification of the applicable strategy or model. In addition, our trade allocation model is designed and implemented with the objective of allocating trades among client accounts in a fair and equitable manner. When consistent with client objectives, trade orders for equities strategies are aggregated and if a block trade is filled in different lots with the same broker, all affected accounts will receive the average trade price of all the trades executed in that block.

ITEM 7 – TYPES OF CLIENTS

Xponance provides portfolio management services to state, municipal and corporate pension plans, profit-sharing plans, Taft-Hartley plans, municipalities, corporations, foundations, endowments, pooled investment vehicles, and high net worth individuals who request our services. We also manage proprietary accounts, and in exceptional cases, individual accounts, including for certain related entities and/or person(s).

Certain clients of Xponance may, at the client's election and upon fulfillment of the subscription requirements, also be limited partners in the Xponance Diverse Opportunities Fund, for which XAlts serves as the investment advisor. Clients of Xponance may, at the client's election, also be customers of Xponance's affiliated entity Aapryl, pursuant to a separate license agreement with Aapryl.

MINIMUM ACCOUNT REQUIREMENTS

There is no minimum asset threshold for participation in a Wrap Program. Minimum account size for each asset class listed below:

Product	Minimum account size
Active Equities	$5 Million
Passive Equities	$10 Million
Fixed Income	$25 Million
Multi-Manager – Separate Accounts	$50 Million
Multi-Manager – Integrated Accounts	$25 Million

Minimum allocation or subscription requirements may be waived by Xponance's CIO.

In addition to the above referenced minimum thresholds, the Sub-Managers retained by Xponance may also have minimum account requirements.

Please consult the relevant CIT Offering Documents for information regarding the minimum investment requirements for the CIT Funds.

Please consult the CTF Offering Documents for information regarding the minimum investment requirements for the CTF.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Xponance has formed a Joint Investment Strategy ("JIS") Committee which is comprised of the investment personnel on our three investment platforms – Systematic Global Equities, Fixed Income and Multi-Manager. This group is chaired by our Chief Investment Officer and usually meets weekly to evaluate equity and fixed income markets and discuss trends impacting strategies managed at the firm. The Senior Portfolio Manager for each platform also presents a comprehensive performance and compliance review of all their platform's strategies to this group on a quarterly basis. Additionally, investment research projects are presented and discussed at the JIS Committee meetings.

SINGLE MANAGER SYSTEMATIC GLOBAL EQUITIES INVESTMENT PHILOSOPHY AND PROCESS

Xponance's single manager equity platform is focused on generating returns by targeting specific levels of investment risk as defined by tracking error and striking an appropriate balance between these risks and the potential returns we seek in the management of our clients' portfolios. Our goal is to deliver long-term results that maximize returns per unit of risk, leveraging skill-based investment decisions. Security selection is the primary source of return for the active equity products and a disciplined quantitative approach is adopted for the identification of attractive securities. In addition, diversification within the portfolio is used to improve risk-return trade-off. All of Xponance's single manager active equity products use this process. The quantitative models are the primary drivers of stock selection while optimization routines are used for portfolio construction. Fundamental reviews and macro insights are used as inputs for risk control in the portfolio construction process.

For our customized or values-aligned product suite, the objective is to deliver returns that are enhanced by a wider and more inclusive set of investment factors when compared to their benchmarks. We use various sources of risk metrics that include themes which align with the mission of our clients and use these scores to construct risk-controlled portfolios with positive and sustainability-linked profiles.

Our passive equity products use replication methodologies to generate index like returns. These strategies can also be customized to accommodate client-directed screens and restrictions.

QUANTITATIVE MODELS: Xponance utilizes several internally developed quantitative models that are objective representations of our investment philosophy. Our multi-factor, cross-sectional, and industry group models provide systematic tools that allow us to filter the investable universe of stocks and identify those with the greatest potential for excess return or "alpha." The factors utilized are metrics that reflect and measure fundamental drivers of growth, value, and profitability and have also been shown to be consistent and predictive drivers of long-term excess returns. Additionally, there is a dynamic component in our models, where the weightings of the factors are adjusted periodically, ensuring that stocks found attractive by the models reflect changing market conditions. We also use screening tools to create buy lists for some of our strategies.

RISK CONTROL: Portfolio risk control is important to our single manager equity platform investment process. Our objective is to position our active portfolios to realize the highest risk-adjusted premium the market will bear. We classify risk into three main categories: stock specific, common factor, and market risk. We use a multifactor risk model based on a company's exposures to and the covariance between various style factors and industry factors. The style factors are constructed from financially intuitive stock attributes which serve as predictors of equity return covariance. The portfolios on this platform are broad based and diversified, and each product can own securities in all sectors in its respective benchmark. Our products have annual turnovers ranging in the 50% to 120% band and we do not use any high frequency trading tactics.

Our values-aligned strategies have low turnover and low tracking error. Annual turnover for these strategies are below 50% and tracking error ranges are below 1.5%.

Our passive equity portfolios are designed to replicate the selected benchmarks and as such, the risk profiles of these portfolios mirror the risk profiles of the respective benchmarks to which they are indexed.

SINGLE MANAGER FIXED INCOME INVESTMENT PHILOSOPHY AND PROCESS

Xponance's investment philosophy is grounded in the belief that to generate returns, one must accept some measure of risk. We believe that the fixed income market offers the clearest insight into the price of market risk and the direction of changes in the marginal demand for exposure to market risk. Our objective is to establish a risk-aware investment philosophy that combines multiple disciplines to out-perform client benchmarks on a risk-managed basis. Accordingly, our fixed income investment process extracts value from the combination of three investment disciplines: quantitative, fundamental, and macro. Xponance's fixed income team employs a collaborative investment process, where macro strategy is conducted in a risk aware construct in addition to quantitative and fundamental research insights that can be applied across all fixed income products.

Our fixed income investment philosophy entails constructing customized, yield-advantaged portfolios with the reasoned expectation of outperformance over a full market cycle. Our yield-advantaged style seeks to dampen performance volatility by encompassing moderate duration shifts, strategically overweighting spread sectors, and being opportunistic along the yield curve. These objectives are synthesized and implemented within the context of a quantitative backdrop.

Our bias is typically an overweight in the spread sectors. We construct diversified portfolios to give our clients the benefit of owning several sectors while remaining mindful of not unduly exposing the portfolio to any one issue. Conversely, security selection is emphasized, but within the context of its overall risk versus expected return. Our philosophy for the spread sectors parallel each other in that we consistently seek relative value. This incremental yield/value bias is attained by underweighting Treasuries. We maintain, however, the ability to match and exceed the Treasury weighting, depending on our relative value call. We perform bottom-up analysis on the corporate market as well as other spread sectors. This analysis is viewed within the context of the portfolio, market, and the firm's overall macro thesis. Our mortgage-backed securities philosophy differs in that we purposely over/underweight the sector, then deviate from the index composition (either on coupon, vintage, or other factors), based on our yield curve view and prepayment assumptions. Other securitized structures such as asset-backed securities/commercial mortgage-backed securities are evaluated from a structural perspective, that is, credit support and overcollateralization. We participate in the higher quality tranches to ensure that the structural risks are within our investing framework. In essence, Xponance's Yield Advantage products seek to deliver long-term results that maximize yield's contribution to total return.

MULTI-MANAGER INVESTMENT PHILOSOPHY AND PROCESS

Xponance's multi-manager strategies (implemented through separately managed accounts, commingled funds, as well as an integrated trading platform product) principally focus on the selection and monitoring of Sub-Managers who purchase securities and/or invest in private funds. Our objective is to provide above benchmark, risk controlled returns, using Sub-Managers who employ diverse investment styles and strategies, and who are active across different market segments. Sub-Manager selection is based upon manager performance in different market cycles, as well as investment criteria established by, or in collaboration with, each client.

METHODS OF ANALYSIS: Xponance's multi-manager portfolio construction process is centered around the selection and pairing of Sub-Managers who may employ a variety of securities analysis methods including quantitative, fundamental, technical and macroeconomic/thematic analysis in order to invest in securities throughout the world. In addition, Xponance analyzes the portfolio characteristics of its multi-manager portfolios using attribution and fundamental analysis methods which are implemented through both proprietary and purchased tools. Our portfolio analysis methods rely on the assumption that the databases we purchase, information provided to us by Sub-Managers, and publicly available information is accurate and unbiased. While we have implemented a due diligence process that is designed to alert us to indications that data may be incorrect, there is always a risk that our portfolio construction and analysis methods may be compromised by inaccurate or misleading information.

Through our Tactical Overlay strategies, we invest primarily in stocks and Exchange Traded Funds ("ETFs") that offer some or all of the exposure to countries, geographic regions, and/or business sectors that our research has indicated as desirable in order to balance a specific account's overall market exposure. Our research in this regard is informed by the ongoing review of macroeconomic and other research published by third parties, as well as our internally generated research which includes both qualitative and quantitative components.

INVESTMENT STRATEGIES: We believe that desirable investment performance can be garnered from skillful identification, risk management and combination of talented, emerging managers. Our multi-manager platform investment strategy consists primarily of: (i) sourcing emerging managers who have attractive risk/return characteristics and the organizational structure to support future growth; and (ii) combining those mangers in portfolios that are expected to generate alpha while reflecting the aggregate risk characteristics stated in the client's or fund's investment guidelines. The firm's Investment Governance Committee is the central decision-making body for all Sub-Manager governance matters. The Investment Governance Committee is chaired by Tina Byles Williams, our CEO & CIO.

Xponance's tenured presence in the emerging manager space, active outreach efforts to identify new talented managers, and robust, proprietary database on this universe are the critical components of our manager sourcing efforts. Investment management firms that are interested in being considered for our "buy list" of managers can directly access and enter data into our proprietary database, at no cost, through our website. Our proprietary database captures data on managers offering a variety of products covering different asset classes.

The Sub-Managers sourced through our manager research process are the building blocks for our multi-manager portfolio construction for both separately managed and commingled products. Our portfolio construction methodology begins with the client's guidelines and benchmark specifications which are further customized for individual Sub-Managers in an effort to avoid standardized or "cookie cutter" guidelines that force the managers to reduce their tracking error relative to a designated sub-style benchmark. Given the typically greater level of idiosyncratic risk incurred by emerging managers, our portfolio construction process is designed, at the security level, to determine the key market risks inherent in each manager's investment approach as well as to evaluate and manage the aggregate portfolio risks that arise from combining multiple Sub-Managers' portfolios. We utilize state of the art portfolio and risk management technologies to combine idiosyncratic market risks generated by each

Sub-Manager in an effort to manage expected tracking error at the portfolio level without compromising alpha generation.

The Sub-Managers retained for the International Small Capitalization CIT invest primarily in securities of smaller companies located outside of the United States. In pursuit of its investment objective, each CIT may take long positions in a wide variety of securities including, without limitation, common stock, preferred stock, convertible securities, and depository receipts (both ADRs and GDRs). Each CIT may also invest in local market access products, participatory notes, fully-collateralized swaps and other similar equity derivative instruments to the extent permissible by the FIS Group CIT Fund's investment guidelines. In addition, there are no diversification requirements or limits on the ability of any CIT to concentrate its investment in particular regions.

NOTE: For additional information and disclosures regarding the investment strategy for the CIT Funds or the CTF, clients should refer to the Offering Documents for each such product, which can be obtained from Xponance.

RISK OF LOSS

Investments in securities involve risks, including the loss of principal invested. Stock markets, bond markets and other financial markets fluctuate substantially over time. Investing in international markets entails greater risks than those normally associated with domestic markets, such as political, currency and economic risks. These risks are further magnified in countries with emerging markets because these countries tend to have less stable governments and less established markets and economies. Regardless of the financial market in which one may invest, the performance of any investment is not guaranteed and past performance cannot be used to predict future results or success. Although we manage assets in a manner consistent with risk tolerances, there can be no guarantee that our efforts will be successful. Accordingly, the investor should be prepared to bear the risk of loss of some or all of their investment.

Currency

Currency risk is the risk that changes in currency exchange rates will negatively affect securities denominated in, and/or receiving revenues in, foreign currencies. The liquidity and trading value of foreign currencies could be affected by global economic factors, such as inflation, interest rate levels, and trade balances among countries, as well as the actions of sovereign governments and central banks. Adverse changes in currency exchange rates (relative to the U.S. dollar) may erode or reverse any potential gains from investments in securities denominated in a foreign currency or may widen existing losses.

Cybersecurity

With the increased use of technologies such as the Internet to conduct business, Xponance and its clients are susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber incidents affecting Xponance, Sub-Managers and other service providers (including, but not limited to, custodians, transfer agents, transition managers and other financial intermediaries) have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, impediments to business transactions including trading, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Similar adverse consequences could result from cyber incidents affecting issuers of securities in which a client's assets are invested, counterparties with which a client engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions and other parties. In addition, substantial costs may be incurred in order to prevent any cyber incidents in the future. While we have an established business continuity plan in the event of, and risk management systems to prevent, such cyber incidents, there are inherent limitations in such a plan and systems including the possibility that certain risks have not been identified. Furthermore, we cannot control the cyber security plans and systems put in place by our service providers or any other third parties whose operations may affect a client. As a result, clients could be negatively impacted.

Economic and Market Conditions

The success of our investment activities will be affected by global, national and local economic and market conditions, such as interest rates, currency exchange rates, availability of credit, inflation rates, economic uncertainty, changes in laws, and national and international political circumstances. None of these factors are within our control. These factors may affect the level and volatility of securities prices and the liquidity of the investments. Unexpected volatility or illiquidity could impair profitability or result in losses.

Emerging Manager Portfolios

Most of our multi-manager portfolios are comprised of emerging managers. Emerging managers tend to be in the early phases of the entrepreneurial business cycle and as a result, may be more susceptible to catastrophic business risk than more established firms. Catastrophic business risk could result from insufficient financial resources, inadequate personnel resources, improper internal controls, market/investment risk, regulatory infractions or other occurrences. In an effort to help mitigate these risks, Xponance's due diligence procedures incorporate a comprehensive analysis of the Sub-Manager's business structure and financial stability, in addition to evaluation of performance based and other quantitative criteria.

Equity Securities

Equity securities fluctuate in value in response to many factors, including the activities, results of operations, and financial condition of individual companies; the business market in which individual companies compete; industry market conditions; interest rates; and general economic environments. In addition, events such as domestic and international political instability, terrorism and natural disasters may be unforeseeable and contribute to market volatility in ways that may adversely affect investments made on behalf of clients.

Key Personnel Risks

Our investment advice depends on the judgment and analysis of our key investment personnel, including our CEO & CIO, who is Tina Byles Williams. Ms. Byles Williams is assisted by a team of Senior Portfolio

Managers including Sumali Sanyal (Senior Portfolio Manager, Systematic Global Equities), Charles Curry (Senior Portfolio Manager, U.S. Fixed Income) and Thomas Quinn (Senior Portfolio Manager, Tactical & Multi-Manager Strategies). Ms. Byles Williams and our Senior Portfolio Managers are integral to our portfolio construction, rebalancing and Sub-Manager selection activities. As a result, if any of these individuals were to die, become ill or disabled, or otherwise cease to be involved in the active management of our portfolios, as applicable, portfolio performance could suffer.

Liquidity Risk

Liquidity – or the ability to quickly sell an asset at its fair market value – is important to Xponance's equity investment strategies. Under certain market conditions, such as during volatile markets or when trading in a financial instrument or market is otherwise impaired, the liquidity of portfolio positions may be reduced. In addition, a client's portfolio may, from time to time, hold large positions in a specific security or financial instrument, which may reduce the portfolio's liquidity. During such times, Xponance and/or its Sub-Managers may be unable to dispose of certain financial instruments, including longer-term financial instruments, which would adversely affect portfolio rebalancing efforts or our ability to meet redemption requests. Under these circumstances Xponance and/or its Sub-Managers may be forced to dispose of financial instruments at reduced prices, thereby adversely affecting performance. If there are other market participants seeking to dispose of similar financial instruments at the same time, Xponance and/or its Sub-Managers may be unable to sell such financial instruments or prevent losses relating to such financial instruments. Furthermore, if substantial trading losses are incurred, the need for liquidity could rise sharply at the same time that access to liquidity is impaired. Finally, in conjunction with a market downturn, counterparties could incur losses of their own, thereby weakening their financial condition and increasing a client's credit risk to those counterparties.

Model and Data Risk

Most of Xponance's investment strategy decisions are based, in part, on quantitative models (both proprietary and non-proprietary models), and information and data supplied by third parties ("Models and Data"). Models and Data are used to construct and rebalance portfolios, as well as to determine trading activity and provide risk management insights relating to investments. When Models and Data prove to be incorrect or incomplete, any decisions made in reliance thereon expose client portfolios to potential risks. Some of the models used by our investment strategy team are predictive in nature. The use of predictive models has inherent risks. For example, such models may incorrectly forecast future behavior, leading to potential losses in portfolio valuation. In addition, in unforeseen or certain low-probability scenarios (often involving a market disruption of some kind; for instance, major earthquakes or terrorist attacks), such models may produce unexpected results, which can also result in losses to a client's portfolio. Furthermore, because predictive models are usually constructed based on historical data supplied by third parties, the success of relying on such models may depend heavily on the accuracy and reliability of the historical data. All models rely on correct market data inputs. If incorrect market data is entered into even a well-founded model, the resulting output may be incorrect. However, even if market data is input correctly, "model performance" will often differ substantially from market performance, especially for investment strategies with complex characteristics.

Multi-Manager Portfolios
Portfolios that are actively managed may involve the frequent purchase and sale of securities. Portfolios comprised of multiple managers are subject to more frequent trading, at the portfolio level, than single manager products. Frequent trading increases a portfolio's turnover rate and consequently, may increase transaction costs, such as brokerage commissions. Increased transaction costs could detract from the portfolio's overall performance.

Non-U.S. Securities Investments
Investing in securities of non-U.S. companies, and in securities and instruments denominated in currencies other than U.S. dollars, subjects accounts to risks not typically associated with investing in securities in the U.S. Foreign stock markets, particularly those in developing or frontier countries, generally are not as developed or efficient as those in the U.S. and may be more volatile than the U.S. markets. In particular, there is generally less government supervision and regulation of foreign exchanges, brokers, and listed companies than in the U.S. Further, trading volumes in foreign markets are usually lower than in U.S. markets, resulting in reduced liquidity and potentially rapid and erratic price fluctuations. Commissions for trades on foreign stock exchanges are generally higher than negotiated commissions on U.S. exchanges and custody expenses are generally higher as well. Settlement practices for transactions in foreign markets may involve delays beyond periods customary in the U.S.

Many economies are subject to instability due to, among other things, volatile internal political environments, relatively unstable monetary systems, and/or external political risks. Some governments participate in their economies through ownership or regulation in ways that can have a significant effect on securities prices. The economies of certain countries depend heavily on international trade and can be adversely affected by the enactment of trade barriers or changes in the economic condition of their trading partners. In some countries, especially developing or frontier countries, political or diplomatic developments could lead to programs that would adversely affect investments, such as confiscatory taxation or expropriation.

Client assets that are invested in securities denominated and/or traded in foreign currencies may be subject to rapid and erratic price fluctuations. A change in the value of any such currency against the U.S. dollar causes a corresponding change in the U.S. dollar value of securities that are denominated or traded in that currency. Such changes will also affect the performance of client portfolios. Certain foreign countries maintain their currencies at artificial levels relative to the U.S. dollar. This type of system can lead to sudden and large exchange-rate adjustments, which can result in losses to foreign investors.

Generally, there is less publicly available information about foreign markets and companies than about U.S. markets and companies. This may make it more difficult for us to stay informed of national events or corporate action that may affect a particular foreign country/region, or in the case of an individual company, the price of a particular security. Further, many foreign countries lack uniform accounting, auditing and financial reporting standards, practices and requirements. These factors can also make it difficult to analyze and compare the performance of foreign companies.

Programming and Modeling Errors

Xponance's research and modeling process is complex and involves financial, economic and statistical theories, research and modeling; the results of that process must then be translated into computer code. Although we seek to hire individuals skilled in these functions and to provide appropriate levels of oversight, the complexity of the individual tasks, the difficulty of integrating such tasks, and the limited ability to perform "real world" testing of the end product raises the chances that the finished model may contain an error. One or more of such errors could adversely affect a client's portfolio and would generally not constitute a trade error subject to reimbursement under our trade error policies.

Proprietary Models: Because certain portfolio construction, rebalancing and trading models used by Xponance are proprietary, clients will not be able to determine any details of such methods or whether they are being properly followed.

Other Risks May Be Disclosed in Specific Disclosure Documents

The risks described above are intended to summarize risks involved in Xponance's methods of analysis and investment strategies. Please note, however, that for certain investments a client makes, the client may receive a specific disclosure document that contains additional risk factors. For example, a client investing in an FIS Group CIT Fund would receive an Offering Memorandum that would typically set forth additional risk factors relating specifically to the applicable CIT Fund of which a client should be aware. Please consult the CIT Offering Documents for information regarding risk factors relating to the applicable FIS Group CIT Fund.

ITEM 9 – DISCIPLINARY INFORMATION

As a registered investment advisor, we are required to disclose information regarding any legal or disciplinary events that would be material to your evaluation of Xponance or the integrity of our management. Xponance and its management personnel have no reportable information applicable to this Item.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

As stated in Item 4 above, Xponance is the corporate parent of XAlts, a separately registered investment advisor. Xponance is also the corporate parent of Aapryl LLC, a financial technology company that offers software to assist allocators in identifying skilled investment managers; understanding their salient style exposures; creating portfolio replication benchmarks and peer groups for more accurate performance measurement, as well as portfolio construction and risk assessment. Clients of Xponance may, at the client's election, also be customers of Aapryl, pursuant to a separate license agreement with Aapryl. In addition, Sub-Managers that are retained by Xponance may, at the Sub-Manager's election, also be customers of Aapryl, pursuant to a separate license agreement with Aapryl. The fact that Xponance benefits from Aapryl's profits creates an incentive for Xponance to favor any entity that is a licensee of Aapryl and thereby contributes to Aapryl's profits. We mitigate this conflict and maintain our fiduciary duty to clients by making investment decisions based solely upon the best interests of our clients and without regard to any benefit (economic or otherwise) that Xponance or its affiliates receive or may receive. We manage all accounts that are measured against the same benchmark using the same investment strategy or model, unless client-imposed restrictions require otherwise, and we seek to implement appropriate controls to mitigate conflicts. Those controls include written investment guidelines for each account, written Sub-Manager evaluation and scoring criteria, and oversight in the execution of these controls by our Investment Governance Committee. Furthermore, our multi-manager products are evaluated by clients based on performance and clients always have the discretion to terminate our services.

As the CEO of Xponance, Ms. Byles Williams also oversees the operations of Xponance's corporate subsidiaries.

ITEM 11 – CODE OF ETHICS

Xponance has adopted a Code of Ethics which sets forth the high standards of business conduct expected of our employees and individuals associated with our firm, including compliance with applicable federal securities laws. Our Code of Ethics also governs a number of potential conflicts of interest we may have when providing advisory services to our clients. As explained in the Code of Ethics, Xponance and its employees owe a duty of loyalty, good faith and fairness to our clients, and have an obligation to adhere to both the specific terms and general principles that guide the Code.

Our Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and provisions for reporting certain gifts and business entertainment items. Our Code also includes policies and procedures for the review of initial securities holdings reports, quarterly securities transactions reports and duplicate brokerage statements.
Xponance may buy or sell securities for client accounts in which an Access Person (as defined in the Advisers Act) may have a material interest. In order to avoid any potential conflicts of interest between Xponance and its clients, Xponance's Code of Ethics requires that all Access Persons obtain written pre-clearance before buying or selling securities in their personal, non-discretionary, brokerage accounts. Access Persons are also subject to a holding period before being allowed to sell a covered security. Stop-loss and limit orders are permissible but must be implemented either at the time of the original purchase of the security or thereafter during an allowable trading window, subject to the pre-approval procedures described in our Code of Ethics and provided the employee has held the security for the required holding period.

Xponance manages assets of certain individuals and entities that have a managerial role or ownership interest in the firm. As such, employee and proprietary accounts could benefit from market activity as a result of trading for an unaffiliated client's account. In an effort to mitigate such conflicts of interest, as a practice, Xponance uses a portfolio management approach in which all accounts having the same investment strategy are managed toward a single model, creating fair and equitable treatment in terms of investment strategy and investment opportunity. Xponance's trading allocation policy is designed to ensure to the best of its ability that the allocation of trades among its client accounts is done in a manner that is fair and equitable to all clients. When consistent with client objectives, orders are aggregated if possible. If a block trade is filled in different lots with the same broker, these trades will be average priced to ensure that all the accounts executed in that block trade receive the same price. Xponance is not a broker-dealer and does not have any broker-dealer affiliates. Therefore, Xponance does not have the capacity to engage in any principal or agency cross securities transactions.

While the Code of Ethics does not address every possible situation that might arise, each person is responsible for exercising good judgment, applying ethical principles, and bringing potential violations of the Code of Ethics to the attention of Xponance's Chief Compliance Officer. Sanctions imposed for infractions of Xponance's Code of Ethics can vary from reprimand to termination, as appropriate. The Code of Ethics is distributed to each employee at the time of hire and thereafter as changes are made. On an annual basis, we require all employees to re-certify adherence to the Code of Ethics.

Clients and prospective clients of Xponance may request a copy of our Code of Ethics by contacting Lisa Hinds, Managing Director, Client Engagement & Sustainability, by using the contact information on the cover page of this Brochure.

ITEM 12 – BROKERAGE PRACTICES

As part of its discretionary management authority, Xponance will generally decide what brokers, dealers, banks and other financial institutions and counterparties with or through which to execute client transactions (collectively "Transacting Parties") and how much each client will pay for that execution. This includes discretion to negotiate compensation arrangements and transaction terms with Transacting Parties, including not only commissions for transactions effected on an agency basis, but also markups, markdowns, and other compensation implicit in prices of transactions effected directly with Transacting Parties acting as principal. Some Transacting Parties may provide us with information, services and other products beyond pure transaction execution. None of those Transacting Parties are affiliated with Xponance.

<u>Selection, Generally</u>

In selecting Transacting Parties, we seek, for the most part, to obtain the best overall execution quality, within each client's given constraints (*see* Client Directed Brokerage discussion below). What constitutes "best execution" and determining how to achieve it are inherently uncertain. In assessing a Transacting Party's ability to provide best execution, we consider a range of factors. These include, among others, historical net prices (after markups, markdowns or other transaction-related compensation) on other transactions; the execution, clearance and settlement and error correction capabilities of the Transacting Party generally and in connection with securities of the type and in the amounts to be bought and sold; the

Transacting Party's reliability and financial stability; the size of the particular transaction; the market for the security; and the quality of pre-trade and post-trade analytics. We will generally select Transacting Parties on a transaction-by-transaction basis (although some clients may direct us to use a particular broker or dealer for all or some portion of the transactions in their accounts).

Aggregation of Transactions

To facilitate orderly and efficient execution of transactions, we may aggregate the orders of all clients that are buying or selling the same security at the same time. When we do so for accounts on our equities platform, participating clients will generally receive the average price and share execution expenses proportionately. Proprietary accounts of Xponance may participate in aggregated transactions with client accounts. Due to a security's limited trading liquidity we may not be able to buy or sell the desired amounts for all similarly situated accounts at a single price. If an order is "partially filled", we will seek to allocate "fills" in the best interests of all the clients participating in the order, taking into account all relevant factors, including: size of each client's allocation; client's liquidity needs; client's cash needs; previous allocations; specific requirements as stated in the client's investment agreement regarding portfolio makeup and restricted securities; and other unforeseeable factors as encountered under the prevailing circumstances.

Foreign Currency

We will typically cause client accounts to buy and sell securities in the currencies in which they are locally traded (*i.e.*, convert currency into and out of local currencies). We will typically initiate a currency transaction on the spot market on or prior to the trade settlement day, with settlement to match the settlement of the corresponding equity trade. In pursuit of best execution, we may place currency transactions with a client's custodian or may use other custodians and/or foreign exchange brokers or intermediaries.

Cross Transactions and Agency Cross Transactions

Xponance does not have the capacity to engage in any principal or agency cross securities transactions.

Client Directed Brokerage and Other Client-Initiated Arrangements

Some clients may instruct us to use one or more particular broker-dealers in managing their accounts. Those clients may specify that a particular amount of commissions or a percentage of their trading volume (in the case of fixed income) should be sent to those broker-dealers, that all business should be directed to those broker-dealers, or merely that those broker-dealers should be used when all other considerations are equal. Clients may specify that a particular broker-dealer is to be used even though we may be able to obtain a more favorable net price and execution from another broker-dealer in particular transactions. Conversely, some clients may restrict our use of a particular broker-dealer or broker-dealer arrangement, even though we may be able to obtain a more favorable net price and execution from that broker-dealer or through that arrangement. Such restrictions may limit our ability to obtain the best overall price on securities transactions.

Fixed Income

Fixed Income trading occurs within a negotiated marketplace. Our broker counterparties are chosen based on their ability to source bonds as well as to add value through research, execution using their balance sheet as well as expertise in niche areas of the market. The ability to source bonds is integral to our market given the reduced balance sheets and lack of inventory that the large bulge bracket brokers have which was essentially the byproduct of the great financial crisis. Our trading activity typically happens in the context of; in competition (bid/ask) – meaning we engage two or more counterparties to bid or offer; new issue – orders are placed with the new deal underwriter; research driven- specialized data or research that supports our thesis regarding a specific issue and/or aggressive bid/offer. An aggressive bid/offer occurs when we hold a coveted position that the street is unable to source. Which leads to a potential trade that is better than the quoted market. We utilize a number of broker counterparties as well as trading portals that give us access to a larger universe of counterparties.

Soft Dollars

Xponance does not use or receive soft dollar benefits.

ITEM 13 – REVIEW OF ACCOUNTS

Investment Strategies are reviewed on a quarterly basis, if not more frequently, to ensure conformity with the product's investment process and overall investment outlook. The reviews are conducted in the Joint Investment Strategy Committee meetings with the Chief Investment Officer and Senior Portfolio Managers for each product.

Sub-Managers are reviewed monthly with respect to performance, key organizational changes and personnel changes. Monthly performance is calculated from holdings, market values and transaction data provided by each client's custodian bank. On a quarterly basis, our Multi-Manager Portfolio Analysis Team conducts a performance analysis to evaluate multi-manager portfolio characteristics, and the sources of return.

Single-Manager account clients receive monthly and/or quarterly reports along with any requested special or customized reports. Monthly reports include a Summary of Transactions Report, Portfolio Holdings, and Performance Return information. Quarterly reports include a Quarterly Market Commentary, Transactions Report, Portfolio Holdings and Performance. Customized client reports include—but are not limited to—Dividend and Interest Reports, Analytical Reports, Brokerage Reports, and Realized Gains & Losses.

Multi-Manager account clients typically receive a monthly "Flash" report, which includes performance data and other data requested by the respective client, unless a client indicates a preference not to receive such reports. Such clients also receive quarterly performance reports that include the following, as applicable: overall fund performance, Sub-Manager performance, portfolio characteristics of each Sub-Manager relative to their respective benchmark, as well as any other data requested by the client.

Investors in an FIS Group CIT Fund receive monthly account statements listing the value of their investments and such other periodic reports as are more specifically set forth in the FIS Group CIT Offering Documents.

Investors in a Comerica collective fund are provided access to their account through an online portal which includes reports as stated in sponsored applicable fund governing documents.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Xponance does not receive compensation for providing advisory services to its clients from any sources other than its clients.

Certain employees of Xponance receive incentive compensation based upon a percentage of the net profits derived from new accounts and additional allocations to certain existing accounts attributable to such employee's marketing efforts. As a matter of practice, when employees receive incentive compensation for client referrals, the fees to be paid by the clients of Xponance will be the same as fees paid by clients of Xponance when no such incentive compensation is applicable.

ITEM 15 – CUSTODY

Xponance does not have actual custody or possession of client assets. Separately managed account holders make their own custodial arrangements. GTC makes the custodial arrangements for the FIS Group CIT Fund and Comerica is the custodian for the CIT and CTF for which it serves as the trustee. Xponance may, however, enter into an arrangement for the automatic deduction of Xponance's advisory fees from any client's account provided the client has authorized such automatic deductions, in writing. Such authorization may be shown on the client's investment management agreement or on a separately signed document. Unless otherwise agreed, Xponance's advisory fee will be based on a percentage of the value of the client's assets under management.

It is important for clients to carefully review their invoices to confirm the accuracy of our fee calculations. It is also important for clients to carefully review custodial statements and compare such statements to the account statements and invoices that we provide to you to verify the accuracy of all transactions during the reporting period, including fee deductions.

ITEM 16 – INVESTMENT DISCRETION

Xponance usually receives discretionary authority to select the identity and amount of securities to be purchased or sold at the onset of an advisory relationship. The amount of discretion delegated to us is stated in a written investment management agreement and in all cases, such discretion is to be exercised in a manner consistent with the written investment guidelines for the particular client account. Clients may change the amount of investment discretion delegated to us or their investment guidelines by amending their contractual documents or providing us with other written instructions.

As previously disclosed in the "Advisory Business" section above (Item 4), clients who retain us to provide multi-manager portfolios usually do so on a fully discretionary basis, in which case we have the authority to select, monitor and terminate Sub-Managers, and in some cases to purchase securities, for client accounts without obtaining the client's permission for each such action. The Sub-Managers we retain are delegated both investment discretion and brokerage discretion, which typically includes the authority to determine the type and quantity of securities purchased for each account, the brokers with whom orders for the purchase or sale of securities are placed, and the price per share and commission rates at which securities transactions are executed. The Sub-Managers' discretion in making these decisions may be limited by the terms of the applicable investment management agreement and/or client investment guidelines.

ITEM 17 – VOTING CLIENT SECURITIES

Whether and to what extent Xponance is authorized and expected to vote proxies will be established for each client account in the relevant investment management agreement.

For Single-Manager accounts where voting authority has been delegated to us, Xponance subscribes to As You Vote and Broadridge Shareholder Value Proxy Voting Guidelines through Broadridge's ProxyEdge service to assist with fulfilling its proxy voting responsibilities. Proxy Voting recommendations are received from both As You Vote and Broadridge Shareholder Value, and Broadridge acts as voting agent on the firm's behalf. Xponance votes the shares that it manages in accordance with either As You Vote or Broadridge Shareholder Values Guidelines based on the client's choice. If a client provides a written voting policy that is separate from As You Vote or Broadridge Shareholder Values, Xponance will vote in line with the client's policy.

Xponance's Compliance, Operations & Risk Committee meets quarterly and provides oversight of the proxy voting process for Single-Manager accounts to ensure compliance with the firm's proxy policies and procedures. Proxy reports will be provided to those clients who request the same.

Xponance does not serve as custodian for any client securities. Proxies for securities held in accounts will therefore be distributed as appropriate by the custodian designated for the account.

For Multi-Manager accounts, in most instances where a client has delegated proxy voting authority to Xponance, we delegate the responsibility to the Sub-Managers retained for that client's account. Clients may provide instructions to vote their proxies according to particular criteria (e.g., always vote with management). These requests must be made in writing and can either be included in the investment management agreement or in a separate writing.

As part of their monthly reporting requirements, Sub-Managers who have been delegated responsibility for proxy voting are required to submit electronic reports to Xponance's Multi-Manager Portfolio Analysis Team informing us as to whether they voted any proxies for the clients during the preceding month. If proxies were voted, the Sub-Managers submit summaries indicating how the proxies were voted. In addition, if a Sub-Manager reports that no proxies were voted for two consecutive months during proxy voting season, Xponance's analysts will follow up with an inquiry in order to ensure that no votes were missed.

With respect to class action lawsuits, Xponance will not be obligated to advise or act for its clients in any legal proceeding, including class actions and bankruptcies involving securities purchased or held in accounts managed by Xponance. Notice of Xponance's position with respect to such legal proceedings may also be acknowledged in Xponance's Investment Management Agreement.

Clients and prospective clients may obtain a copy of Xponance's complete proxy voting policies and procedures and/or the proxy voting policies and procedures of the Sub-Managers retained for their account, as well as information about how a particular Sub-Manager voted any proxies on behalf of their account by contacting Lisa Hinds, Managing Director, Client Engagement & Sustainability, by using the contact information on the cover page of this Brochure.

ITEM 18 – FINANCIAL INFORMATION

Xponance does not have any information to disclose for this item.