

Firm Brochure
(Part 2A of Form ADV)

PORTLAND GLOBAL ADVISORS, LLC

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This brochure provides information about the qualifications and business practices of Portland Global Advisors, LLC (“PGA”). If you have any question about the contents of this brochure, please contact us at (207) 773-2773 or by e-mail at info@portlandglobal.com. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.

PGA is registered as an investment adviser with the SEC. Registration as an investment adviser does not imply a certain level of skill or training.

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

March 28, 2022

Material Changes

Since the last annual update of the Firm Brochure (“Brochure”) dated March 26, 2021, PGA has revised the following sections of the Brochure for the reasons set forth below:

Advisory Business-Types of Advisory Services

- To update the list of persons authorized to provide the advisory services described in this Brochure on behalf of PGA. These persons now include John Barker Sullivan, Richard S.F. Strabley, Derek C. Jaskulski, Heidi N. Peterson, David E. Smith, Thomas C. Wells and Courtney H. Walsh.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading - Code of Ethics and Personal Securities Trading Policy and Procedures

- To note that PGA’s Code of Ethics prohibits both PGA and its principals, officers and employees from having a significant pecuniary interest in any entity (5% or more) that does business with PGA or that PGA recommends to clients for investment. Previously, the Code of Ethics limited this prohibition to PGA’s principals, officers and employees.
- To clarify the definition of Reportable Securities by noting that the following investments are not Reportable Securities: (1) direct obligations of the U.S. Government; (2) cash equivalents such as bankers’ acceptances, bank certificate of deposit, commercial paper and high-quality short-term debt instruments (e.g., repurchase agreements) and money market funds; (3) mutual funds; (4) unit investment trusts that invest exclusively in open-end funds; and (5) Bitcoin and Ether.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading - Interest in Client Transactions

- To note that PGA does not purchase or sell securities that it recommends to clients except for U.S. Government Securities and cash equivalents.

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Advisory Business

Firm Description

PGA is a registered investment adviser with the SEC. Registration does not imply a certain level of skill or training.

Currently, PGA manages, on a discretionary basis, equity, fixed income and balanced investment portfolios (e.g., portfolios allocated amongst both equity and fixed income securities), for high net worth and other individuals (including their trusts and self-directed retirement plans), a charitable organization and a small business (“Discretionary Management Services”). In the future, PGA may invest a client’s assets in other investment vehicles if consistent with PGA’s then-current economic and market outlook and the client’s investment goals.

Upon the specific request of a client, PGA provides advice regarding the retention of one or more other investment advisers registered under the Advisers Act of 1940, as amended (each a “Third-Party Adviser”), to manage certain client’s assets (“Consulting Services”). Consulting Services are provided on a non-discretionary basis.

PGA and its predecessor companies have been in business since 1994.

Principal Owners

The principal owners of PGA are John Barker Sullivan and Richard S.F. Strabley.

Types of Advisory Services

PGA’s investment advisory services include Discretionary Management Services and Consulting Services (collectively, “Portfolio Management Services”). In addition, PGA publishes a periodic global market analysis entitled, “The Portland Global Advisor,” as well as other written pieces that explore targeted market topics. These writings are made available, free of charge, to clients and to a limited number of other persons who request copies (“Other Services”).

John Barker Sullivan, Richard S.F. Strabley, Derek C. Jaskulski, Heidi N. Peterson, David E. Smith Thomas C. Wells and Courtney H. Walsh are authorized to provide the advisory services described in this Brochure on behalf of PGA.

Discretionary Management Services. PGA works with each client to develop an individualized, cost effective and objective asset allocation target which is based on numerous factors including the client’s investment goals/outcomes, investment time horizon, income requirements, expected future expenses (e.g., liquidity needs), tolerance for investment risk as well as tax considerations, estate needs and philanthropic objectives. PGA utilizes the asset allocation target to create an investment portfolio comprised of an optimal mix of equity securities, fixed income securities and cash that compliment a

client's specific investment needs. This target is flexible and may be adjusted as a client's financial needs change. These services are provided on a fully discretionary basis. While clients may impose restrictions on investing in certain securities or types of securities, these limitations must be expressed in and agreed to in writing by PGA and the client.

Upon request, and to compliment these Discretionary Management Services, PGA works with clients and their representatives (e.g., attorneys and tax professionals) to formulate and implement their philanthropic mission and related strategies.

Consulting Services. Upon request of a client to perform Consulting Services, PGA shall: (1) advise on the retention of Third-Party Advisers; (2) monitor and evaluate the performance of client assets managed by Third-Party Advisers (in addition to any client assets subject to PGA's Discretionary Management Services); (3) make recommendations to the client on the allocation of client assets among PGA and/or each Third-Party Adviser; and (4) implement procedures reasonably designed to help ensure that each Third-Party Adviser provides investment advisory services to the client, consistent with the client's investment needs and any written investment restrictions. The client is responsible for retaining and terminating Third-Party Advisers and for issuing instructions relating to the allocation and reallocation of client assets among PGA and/or each Third-Party Adviser for investment.

Other Services. PGA intermittently publishes a global market analysis entitled, "The Portland Global Advisor," as well as other written pieces that explore targeted market topics. These materials are made available, free of charge, to clients and a limited number of other persons who request copies.

NOTE: This Brochure (Part 2A of Form ADV) describes the Discretionary Management Services, Consulting Services and Other Services provided by PGA to its clients. If a client retains a Third-Party Adviser to manage a portion of the client's assets ("Third-Party Advisory Services"), the client should review the Third-Party Adviser's Firm Brochure (Part 2A of Form ADV) for a description of its business and investment advisory services as well as related information including, but not limited to, fees and compensation, types of clients serviced, investment processes/strategies and risks of loss, disciplinary information, financial industry activities and affiliations, transaction and brokerage practices, custody arrangements for client accounts and oversight of client account activity.

Investment Advisory Agreement

PGA requires that each client enter into an Investment Advisory Agreement ("Agreement") prior to PGA's performance of any Portfolio Management Services for the benefit of the client. The Agreement is a written contract between PGA and the client and sets forth the terms of the Portfolio Management Services to be rendered to the client.

Generally. As an investment adviser, PGA owes a fiduciary duty to each client and must act in the best interests of each client when rendering Portfolio Management Services.

An Agreement between PGA and a client may be terminated upon 30 days' prior written notice to the other party. In the absence of termination, the investment discretion and other powers conferred to PGA under an Agreement shall continue after the client's or authorized representative's death, disability or legal incompetence. Pursuant to the terms of the Agreement between PGA and a client, the Agreement shall not be assigned without the client's or the client's authorized representative's consent.

PGA does not maintain physical custody of securities or any other assets of its clients ("Assets"). The Agreement requires that custody of client Assets subject to Portfolio Management Services be maintained by a "qualified custodian" (each a "Custodian"). "Qualified custodians" include broker-dealers. Typically, the client identifies the Custodian in the Agreement executed with PGA.

Discretionary Management Services. Under the Agreement, the client appoints PGA as its agent and attorney-in-fact, with full authority and discretion, on the client's behalf and risk, to purchase and sell securities in such amounts, at such prices and in such manner as PGA may deem advisable for the client's investment portfolio. The Agreement, however, requires the client to retain all proxy-voting responsibilities with respect to the client's Assets managed by PGA.

The Agreement also provides that the client has the right to designate broker-dealers through which securities transactions will be executed on behalf of the client's investment portfolio. In the absence of specific instructions from the client, PGA selects one or more broker-dealers to affect securities transactions. For more information regarding PGA's brokerage practices, see "*Brokerage Practices*".

Consulting Services. The Agreement provides that Consulting Services are rendered on a non-discretionary basis and that the client, not PGA, is responsible for retaining and terminating Third-Party Advisers and for issuing instructions relating to the allocation and reallocation of client Assets among PGA and/or each Third-Party Adviser for investment. The Agreement requires that management services provided by a Third-Party Adviser be rendered pursuant to terms and conditions set forth in a separate investment advisory agreement between the client and the Third-Party Adviser.

Assets Under Management

As of December 31, 2021, PGA managed \$865,486,698 in client Assets on a discretionary basis. As of the same date, PGA provided Consulting Services on a non-discretionary basis to client Assets valued at approximately \$56,016,434.

Fees and Compensation

Investment Management Fees/Compensation

Generally, PGA's Management Fee for Portfolio Managements Services is equal to 1% per annum of the first \$1 million of client Assets under management and 0.50% per annum of the remaining client

Assets under management. Under certain circumstances, a different Management Fee may be negotiated including a Management Fee based on a fixed dollar amount in lieu of an asset-based fee.

The Management Fee is negotiable at the discretion of PGA based on one or a combination of the following factors: (1) the amount of assets to be managed; (2) the scope and/or complexity of the relationship; (3) the provision of Consulting Services in addition to Discretionary Management Services; (4) the client has multiple accounts and each account will be paying its own pro-rata portion of the Management Fee; (5) the client's related servicing needs (e.g. contact/meeting frequency, ongoing coordination with client agents such as trustees, accountants and legal counsel); (6) the client is a member of a pre-existing family relationship; and (7) the client's future earning capacity and future anticipated assets. As a result of these factors, certain clients that appear to be similarly situated pay different fees.

The Management Fee is billed quarterly in arrears. An asset-based fee is based on the net asset value of a client's portfolio as of the last business day of each calendar quarter. Typically, the Management Fee is deducted from a client-designated account(s) held at a Custodian (each an "Account") pursuant to an invoice prepared and presented to the Custodian by PGA and consistent with the terms of the client's Agreement with PGA. A client may, however, request PGA to bill the Management Fee to the client rather than deducting the fees from the client's Account.

If Consulting Services are rendered to a client, the client shall be responsible for all fees charged by a Third-Party Adviser for investment advisory services rendered to the client (each a "Third-Party Advisory Fee") in addition to PGA's Management Fee. This fee structure will result in the client paying management fees to both PGA and a Third-Party Adviser and the performance of the client's Assets managed under this structure will be adversely affected by the imposition of these multiple management fees.

Neither PGA nor its employees accept compensation for the sale of securities or other investment products.

Other Fees

In addition to the Management Fee, each client is responsible for any Custodial account fees as well as brokerage and other transaction costs incurred in connection with PGA's provision of Portfolio Management Services. The Management Fee is not reduced to offset these fees. For further information regarding brokerage and other transaction costs, see "*Brokerage Practices*".

To the extent that a client invests in a pooled investment vehicle such as a mutual fund or an exchange-traded fund ("ETF"), the client will indirectly bear fees and expenses charged by the underlying pooled investment (e.g., investment advisory and other service agent fees, trading expenses).

Performance-Based Fees and Side-By-Side Management

PGA does not charge performance-based fees. Since all accounts managed by PGA are charged either an asset-based or fixed management fee, PGA is not in a position to favor performance-based fee accounts over other accounts.

Types of Clients

Description of Clients

PGA provides Portfolio Management Services to high net-worth and other individuals (including their trusts and self-directed retirement plans), a charitable organization and a business.

Requirements for the Provision of Investment Management Services

PGA requires that each client enter into an Agreement prior to PGA's performance of any Portfolio Management Services for the benefit of the client. The Agreement is a written contract between PGA and the client and sets forth the terms of the Portfolio Management Services to be rendered to the client. For more information about the Agreement, see "*Advisory Business-Investment Advisory Agreement*".

The Agreement requires that Third-Party Advisory Services provided by a Third-Party Adviser shall be rendered pursuant to terms and conditions set forth in a separate investment advisory agreement between the client and the Third-Party Adviser.

The client must open an account with a "qualified custodian", typically a broker-dealer, to hold the client's Assets subject to the Portfolio Management Services. For more information about the selection of a broker-dealer to hold client Assets and to execute securities transactions, see "*Brokerage Practices-Best Execution*".

Account Minimums

PGA does not impose account minimums.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

PGA stresses the importance of asset allocation in determining an appropriate investment strategy. During initial meetings with a client, PGA attempts to determine the client's investment goals, investment time horizon, income requirements, expected future expenses (e.g., liquidity needs), investment limitations, tolerance for investment risk as well as tax and estate planning needs. Based on these criteria, PGA recommends a customized asset allocation target for the client's investment portfolio.

Discretionary Management Services. The asset allocation target is utilized by PGA to create an investment portfolio comprised of an optimal mix of equity securities, fixed income securities and cash that compliment a client's specific investment needs. In the future, PGA may invest a client's Assets in other investment vehicles if consistent with PGA's then-current economic and market outlook and the client's investment goals.

Equity Securities. PGA analyzes broad economic and business trends as well as geo-political developments to identify business sectors (e.g., financials, technology and utilities) and markets (e.g., foreign/emerging markets, small/large capitalization companies) that may benefit from these current trends/developments or anticipated changes to those trends/developments.

PGA generally uses in-house research to identify quality companies operating within these business sectors/markets that have the potential for sustainable growth in the future. Quality companies include businesses that PGA believes, among other things, have:

- Sustainable competitive advantages (e.g., they are leaders or potential leaders in their respective markets based on current or anticipated proprietary products and/or services);
- Effective and innovative management teams; and
- Relatively strong balance sheets.

PGA uses a variety of valuation techniques including analyses of price/earnings ratios and price/cash flows to identify those quality companies whose equity securities are attractively valued relative to the market, their peer group and/or their price history.

Fixed Income Securities. PGA monitors interest rate outlooks, the shape of the yield curve and other economic and geo-political factors to determine the appropriate maturity profile for each client's fixed income portfolio. In particular, PGA monitors the yield of different types of fixed income securities to identify those securities that are consistent with the client's investment goals, investment time horizon, income requirements, expected future expenses, tolerance for investment risk and tax and estate planning needs.

ETFs. PGA invests client Assets in ETFs to gain exposure to certain equity/fixed income sectors and markets that it believes are benefiting or will benefit from broad economic and business trends as well as geo-political developments or anticipated changes to those trends/developments.

Mutual Funds. While PGA does not typically invest client Assets in mutual funds, it may do so to access certain equity/fixed income sectors and markets if such investments are consistent with its investment philosophy and a client's investment goals and asset allocation target. Mutual funds transferred into a client account may be retained if consistent with PGA investment philosophy and the client's investment goals and asset allocation target.

Sale of Portfolio Securities. PGA monitors the securities in each client's portfolio to determine if there have been any fundamental changes in their issuers. PGA may sell a security if, among other things:

- The security subsequently fails to meet PGA's initial investment criteria;
- A more attractive investment opportunity arises or funds are needed for other purposes;
- It believes that the security has reached its appreciation potential; or
- Revised economic forecasts and/or business trends or new geo-political developments require a repositioning of the securities held by a client.

Consulting Services. The asset allocation target is utilized by PGA to identify one or more Third-Party Advisers whose management style and investment strategies compliment a client's investment goals. PGA analyzes a variety of quantitative and qualitative factors (e.g., investment process, performance and other statistical analytics) to identify these Third-Party Advisers. PGA, on at least a quarterly basis, monitors client Assets allocated to PGA and each Third-Party Adviser ("Allocated Assets") by, among other things, assessing: (1) the performance of PGA and each Third-Party Adviser's Allocated Assets; (2) the composition of PGA's and each Third-Party Adviser's Allocated Assets and the strategies employed by each to invest such Assets; and (3) the broad economic and business trends and geo-political developments and the potential effect of such conditions on the outlook on the investments comprising the Allocated Assets and the strategies utilized to manage those Assets. As a result of this periodic review, PGA may recommend that the client increase or reduce PGA's or a Third-Party's Allocated Assets for various reasons including changes in economic forecasts or interest rate outlooks, changes in the performance of PGA and/or a Third-Party Adviser or changes to a client's investment goals, financial circumstances or risk tolerance.

Investment Strategies

Discretionary Management Services. PGA's equity strategy focuses on identifying reasonably priced equity securities of quality companies with prospects for sustainable growth in the future. Subject to a client's investment goals, investment limitations and risk profile, PGA invests in equity securities of domestic and foreign companies of all sizes. Potential equity or equity-related investments include, but are not limited to, exchange-traded common stock and American Depositary Receipts (a negotiable certificate issued by a U.S. bank representing a specified number of shares in a foreign stock traded on a U.S. exchange). PGA also invests client Assets in ETFs and/or mutual funds to gain exposure to certain equity sectors and markets that it believes are benefiting or will benefit from broad economic and business trends as well as geo-political developments or anticipated changes to those trends/developments.

PGA's fixed income strategy focuses on identifying domestic fixed income securities that are consistent with a client's investment goals, income requirements, liquidity needs and tax/estate planning needs. PGA aligns the maturity and credit quality of fixed income investments with each client's investment time horizon and risk profile. Potential fixed income securities include, but are not limited to, corporate fixed income securities, commercial paper, certificates of deposit, municipal securities and U.S.

government securities. PGA also invests client Assets in ETFs and/or mutual funds to gain exposure to certain fixed income sectors and markets that it believes are benefiting or will benefit from broad economic and business trends as well as geo-political developments or anticipated changes to those trends/developments.

Consulting Services. See, “*Method of Analysis, Investment Strategies and Risk of Loss-Methods of Analysis-Consulting Services*”.

Risk of Loss

Investing in securities involves risk. The value of a client’s investment portfolio and the corresponding investment return fluctuates as market conditions change and the client could lose all or a portion of the value of the investment portfolio over short or long periods of time.

Discretionary Management Services. The principal risks of investing in equity and fixed income securities are:

ADR Risk. ADRs are subject to Foreign Securities Risk (below). In addition, ADRs may not track the price of the underlying foreign securities.

Equity Securities Risk. Investments in equity securities are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of issuers change. Investor perceptions are based on various and unpredictable factors including: (1) expectations regarding government, economic, monetary and fiscal policies; (2) inflation and interest rates; (3) economic expansion or contraction; (4) global or regional political, economic and banking crises; and (5) factors affecting specific industries, sectors or companies.

Fixed Income Securities Risk.

- **Credit Risk.** Issuers of fixed income securities may be unable to make principal and interest payments when they are due. There is also the risk that the securities could lose value because of a loss of confidence in the ability of the issuer to pay back debt. The degree of credit risk for a particular security is typically reflected in its credit rating. Lower rated fixed income securities involve greater credit risk, including the possibility of default or bankruptcy.
- **Interest Rate Risk.** Fixed income securities may lose value because of interest rate changes. For example, fixed income securities tend to decrease in value if interest rates rise. Fixed income securities with longer maturities may offer higher yields but are subject to greater price shifts because of interest rate changes than fixed income securities with shorter maturities.

- *Prepayment Risk.* Prepayment occurs when the issuer of a fixed income security repays principal prior to the security's maturity. During periods of declining interest rates, issuers may increase pre-payments of principal causing PGA to invest in fixed income securities with lower yields thus reducing income generation. Similarly, during periods of increasing interest rates, issuers may decrease pre-payments of principal extending the duration of fixed income securities potentially to maturity. Fixed income securities with longer maturities are subject to greater price shifts because of interest rate changes. Also, if PGA is unable to liquidate lower yielding securities to take advantage of a higher interest rate environment, its ability to generate income on behalf of clients may be adversely affected. The potential impact of prepayment features on the price of a fixed income security can be difficult to predict and result in greater volatility.
- *Government-Sponsored Entities Risk.* Investments in U.S. government obligations include securities issued or guaranteed as to principal and interest by the U.S. government, its agencies or instrumentalities, such as the U.S. Treasury. Payment of principal and interest on U.S. government obligations may be backed by the full faith and credit of the U.S. or may be backed solely by the issuing or guaranteeing agency or instrumentality itself. Investments in fixed income securities issued by U.S. government sponsored entities such as the Federal National Mortgage Association, the Federal Home Loan Mortgage Association and the Federal Home Loan Banks are not backed by the full faith and credit of the U.S. government. There can be no assurance that the U.S. government will provide financial support to its agencies or instrumentalities (including government-sponsored enterprises) when it is not obligated to do so.

Foreign Securities Risk. Investing in securities of foreign companies involves risks relating to political, social and economic developments abroad and differences between U.S. and foreign regulatory requirements and market practices. Securities that are denominated in foreign currencies are subject to the further risk that the value of the foreign currency will fall in relation to the U.S. dollar and/or will be affected by volatile currency markets or actions of U.S. and foreign governments or central banks. Foreign securities may be subject to greater fluctuations in price than securities of U.S. companies because foreign markets may be smaller and less liquid than U.S. markets. The value of foreign securities may change materially at times when U.S. markets are not open for trading. These risks tend to be more significant with respect to investments in emerging markets.

Large-Cap Company Risk. Investments in larger, more established companies are subject to the risk that larger companies are sometimes unable to attain the high growth rates of successful, smaller companies, especially during extended periods of economic expansion. Larger, more established companies may be unable to respond quickly to new competitive challenges such as changes in consumer tastes or innovative smaller competitors potentially resulting in lower markets for their common stock.

Mid-Cap and Small-Cap Companies Risk. Investments in mid-cap and small-cap companies may not have the management experience, financial resources, product diversification and competitive strengths

of large-cap companies. Therefore, their securities may be more volatile and less liquid than the securities of larger, more established companies. Mid-cap and small-cap company stocks may also be bought and sold less often and in smaller amounts than larger company stocks. Because of this, if PGA wants to sell a large quantity of a mid-cap or small-cap company stock, it may have to sell at a lower price than it might prefer or it may have to sell in smaller than desired quantities over a period of time. Analysts and other investors may follow these companies less actively and therefore information about these companies may not be as readily available as that for large-cap companies.

Mutual Fund and ETF Risk. Investors in mutual funds and ETFs indirectly bear the fees and expenses (e.g., investment advisory and other service agent fees, trading expenses) incurred by these investment vehicles. Investors in mutual funds and ETFs also bear the risks associated with the equity and fixed income securities in which the mutual funds and ETFs invest.

Consulting Services. The investment risks associated with the employment of a multi-manager structure contemplated by the Consulting Services include the investment risks associated with the securities/interests in which a Third-Party Adviser invests the client's Assets. Such risks may, but are not necessarily limited to, the principal risks of investing in equities and fixed income securities summarized in "*Methods of Analysis, Investment Strategies and Risk of Loss-Risk of Loss-Discretionary Management Services*". In addition, the Assets subject to the Consulting Services involve the following additional risks:

Multi-Manager Risk. The methodology used by PGA to identify Third-Party Advisers and to make recommendations regarding the allocation of client Assets among PGA and Third-Party Advisers may not achieve desired results and may cause the client to lose money or underperform investment accounts with similar investment goals to that of the client. In addition, PGA and the Third-Party Advisers make their trading decisions independently. As a result, the client may be exposed to the same investment through different managers causing its investment portfolio to be less diversified and thus exposing it to greater market risk and potential losses. Conversely, PGA and the Third-Party Advisers could implement opposite positions in the same security which would result in higher transaction costs. Reallocation of client Assets amongst PGA and the Third-Party Advisers will result in transaction costs to the client which could affect the performance of the client's overall investment portfolio.

Disciplinary Information

There are no legal or disciplinary events involving PGA or its officers and employees that are material to a client or a prospective client's evaluation of PGA's advisory business or the integrity of PGA's management.

Other Financial Industry Activities and Affiliations

Neither PGA nor any of its principals, officers or employees are registered or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

Neither PGA nor any of its principals, officers or employees are registered or have an application pending to register as a futures commission merchant, a commodity pool operator, a commodity trading advisor or an associated person of any of these entities.

PGA maintains business relationships with the Custodians of client Assets. See, “*Brokerage Practices*”.

No PGA principal, officer or employee maintains a relationship or arrangement material to PGA’s business or clients with any other business or investment vehicle.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics and Personal Securities Trading Policy and Procedures

PGA has adopted a Code of Ethics (“Code”) and a Personal Securities Trading Policy and Procedures (“Personal Trading Policy”). Under the Code, each PGA principal, officer and employee must conduct the business of PGA and all interaction with clients honestly and with integrity. The Code requires each principal, officer and employee to comply with the letter and spirit of applicable securities laws and, in particular, laws relating to manipulation, fraud, misinformation and insider trading. Under the Code and Personal Trading Policy, PGA and each principal, officer and employee are prohibited from executing transactions upon confidential or nonpublic information from clients or others. Further, under the Code, no principal, officer or employee may participate in initial public offerings or private placements without the prior approval of PGA’s Compliance Officer. The Code also prohibits PGA and PGA’s principals, officers and employees from having any significant pecuniary interest in any entity (5% or more) that does business with PGA or that PGA recommends to clients for investment.

Under the Code and the Personal Trading Policy, PGA and each PGA principal, officer and employee is required to report to the Compliance Officer all holdings in reportable securities as such term is defined under the Investment Advisers Act of 1940, as amended, (“Reportable Securities”) at commencement of employment and at least annually thereafter. Reportable Securities do not include: (1) direct obligations of the U.S. Government; (2) cash equivalents such as bankers’ acceptances, bank certificate of deposit, commercial paper and high-quality short-term debt instruments (e.g., repurchase agreements) and money market funds; (3) mutual funds; (4) unit investment trusts that invest exclusively in open-end funds; and (5) Bitcoin and Ether. In addition, PGA and each PGA principal, officer and employee must also submit to the Compliance Officer quarterly reports all transactions in Reportable Securities (“Transaction Reports”). Under the Personal Trading Policy, Transaction Reports are not required for accounts over which PGA or a PGA principal, officer or employee has no direct or indirect influence or control or for transactions made under an automatic investment plan.

The Code requires employees to report violations of the Code to the Compliance Officer.

A copy of the Code and the Personal Trading Policy will be provided to a client or prospective client upon request.

Interest in Client Transactions

Neither PGA nor any of its principals, officers or employees, acting as principal, purchases securities from (or sells securities to) PGA clients. Neither PGA nor any of its principals, officers or employees provides services to or receives compensation from any entity in which it invests client Assets.

Except for U.S. Government Securities and cash equivalents, PGA does not purchase or sell securities that it recommends to clients for investment. PGA's principals, officers and employees own, purchase and sell securities that PGA recommends to clients for investment. It is a conflict of interest for PGA to recommend any security to a client, or to direct any transaction for a client in a security, if PGA or a PGA principal, officer or employee has a significant pecuniary interest in the issuer of that security. To address this conflict, the Code prohibits PGA and its principals, officers and employees from having any significant pecuniary interest (5% or more) in any issuer which PGA recommends to clients for investment. Further, the Personal Trading Policy prohibits a PGA principal, officer or employee, on a given day, from knowingly executing a trade in a Reportable Security or related security (e.g., warrants, options or futures thereon) prior to a client's trade in the same or related security. Compliance with these requirements is monitored by the Compliance Officer through the review of periodic reports of investment holdings and transactions submitted by PGA and its principals, officers and employees. For more information on the periodic reports submitted by PGA and its principals, officers and employees see, "*Code of Ethics, Participation or Interest in Client Transactions and Personal Trading-Code of Ethics and Personal Securities Trading Policy and Procedures*".

Brokerage Practices

Best Execution

Prior to providing Discretionary Management Services to a client, PGA will discuss with a client various options for a Custodian of the client's Assets, the pros and cons of each and shall make recommendations, upon request. Custodian alternatives and related recommendations, as applicable, are based on PGA's perception of the Custodian's ability to execute trades, overall service, the Custodian's competitive commission structure and the specific customer's investment needs and requirements.

Customarily, each client directs PGA to execute transactions through the client's designated Custodian under the "Selection of Broker-Dealer" form included in the client's Agreement. For more information on directed brokerage, see "*Brokerage Practices-Directed Brokerage*".

In the absence of specific instructions from the client, PGA selects one or more broker-dealers to affect securities transactions. Under these circumstances, PGA generally executes client transactions through the client's designated Custodian because PGA believes that processing transactions through that Custodian is cost effective for the client and consistent with PGA's best execution policy.

Pursuant to PGA's best execution policy, PGA seeks to ensure that client transactions receive competitive execution services at reasonable commission rates. On a real time basis, the best execution policy requires questionable stock executions to be promptly researched and reviewed and a secondary price obtained from another broker-dealer for bond investments when bids and offers look out of line. If necessary, the best execution policy requires the price offered to be challenged with the goal of negotiating a more favorable price. Annually, PGA assesses the execution services of each Custodian used to execute client transactions based on a review of the Custodian's quality of execution, overall level of service (e.g., responsiveness, accessibility, problem solving capabilities and specific expertise or strengths) and infrastructure and technology. Based on this review, PGA may advise a client to change the Custodian used to maintain the client's Assets.

Soft Dollars

Customarily, each client directs PGA to execute securities transactions through the client's designated Custodian. During PGA's most recently completed fiscal year, PGA did not cause clients to pay commissions on securities transactions that were higher than those charged by other broker-dealers in return for research or other products/services ("Soft Dollar Arrangements"). In addition, PGA does not currently maintain any Soft Dollar Arrangements.

Certain Custodians through which PGA is directed to or otherwise executes client transactions provide PGA with: (1) company specific and general market research; (2) access to websites that facilitate the provision of Discretionary Management Services (e.g. provide for on-line trading with and submission of custodial account documentation to the Custodian and access to client transactional information, account statements and tax documents); and/or (3) other research-related services such as webinars, round tables, conferences and other communications that focus on developments relating to the investment advisory industry ("Custodial Services"). Custodial Services are provided at no cost to PGA and are not contingent upon the execution of client portfolio transactions through or the payment of commissions to the Custodians. Rather, the Custodial Services are available to PGA because PGA provides Discretionary Management Services to clients that maintain Assets at these Custodians.

The receipt of Custodial Services from a client's designated Custodian results in an economic benefit to PGA in that it receives these services free of charge and is not otherwise required to produce or separately pay for such services. The receipt of Custodial Services creates an incentive for PGA to present a certain Custodian to clients as an alternative for custodial and trade execution services or to recommend to clients that Custodian to provide such services. PGA, however, does not materially rely on broker-dealer research as part of its overall investment process. While, on occasion, PGA considers research available through a client's designated Custodian as part of its investment process performed on behalf of all clients, PGA focuses on its own research and other sources to identify suitable investment opportunities for its clients. In addition, PGA maintains a policy to help ensure that clients receive the most favorable execution (e.g., "best execution") of transactions affected by PGA on their behalf. For more information on PGA's best execution policy, see "*Brokerage Practices-Best Execution*".

Brokerage for Client Referrals

PGA does not consider client referrals when presenting or recommending a broker-dealer as an alternative for custodial and trade execution services.

Prior to providing Discretionary Management Services to a client, PGA will discuss with a client various options for a Custodian of the client's Assets, the pros and cons of each and makes recommendations, upon request. Customarily, each client directs PGA to execute transactions through the client's designated Custodian under the "Selection of Broker-Dealer" form included in the client's Agreement.

In the absence of specific instructions from the client, PGA selects one or more broker-dealers to affect securities transactions. Under these circumstances, PGA generally executes client transactions through the client's designated Custodian because PGA believes that processing transactions through that Custodian is cost effective for the client and consistent with PGA's best execution policy.

For further information about PGA's best execution policy and procedures, see "*Brokerage Practices-Best Execution*".

Directed Brokerage

Customarily, each client directs PGA to execute transactions through the client's designated Custodian under the "Selection of Broker-Dealer" form included in the client's Agreement. While directing brokerage may prevent PGA from obtaining the best price and result in certain clients' paying more to execute certain brokerage transactions, PGA believes it is able to achieve the most favorable execution (e.g., best execution) through the client's designated Custodian given that Custodian's ability to execute trades, overall service, competitive commission structure and the specific client's investment needs and requirements. Not all investment advisers require their clients to direct portfolio transactions through a specific broker-dealer.

Certain Custodians provide PGA with Custodial Services. The receipt of Custodial Services from a client's Custodian results in an economic benefit to PGA in that it receives these services free of charge and is not otherwise required to produce or separately pay for such services. The receipt of Custodial Services creates an incentive for PGA to present a certain Custodian to clients as an alternative for custodial and trade execution services or to recommend to clients that broker-dealer to provide such services. PGA, however, maintains a policy and procedures to help ensure that clients receive the most favorable execution of transactions affected by PGA on their behalf. For further information about PGA's best execution policy and procedures, see "*Brokerage Practices-Best Execution*".

To the extent that a client directs the execution of transactions through a Custodian that is not included in the Custodian alternatives presented by PGA, the client may pay higher brokerage commissions because PGA may not be able to negotiate execution prices comparable to those available through the Custodian alternatives.

Aggregation of Client Transactions

PGA does not regularly aggregate client purchases (or sales) of a security because:

- PGA establishes, monitors and trades client portfolios on an account-by-account basis to help ensure ongoing compliance with each client's customized asset allocation target and related matters including investment goals and tax/estate planning needs; and
- PGA clients utilize multiple Custodians and, customarily, each client directs PGA to execute transactions through that client's designated Custodian.

Under certain circumstances, however, PGA may aggregate client transactions to be executed at a specific Custodian. Such circumstances may include, but are not limited to:

- Purchases (or sales) of the same security by the same type of account (e.g., trust, taxable individual/joint account or IRA) maintained by related clients with the same investment goals, investment time horizon, financial profiles and asset allocation targets; and
- Liquidation of a security across all client accounts custodied at a particular Custodian and estate/tax implications are not a concern.

If PGA aggregates purchases (or sales) of a security for multiple client accounts sharing a common Custodian, those purchases (or sales) shall be executed at the average execution price. A client shall pay the same transaction costs notwithstanding whether the client's purchase (or sale) is executed as part of an aggregated purchase (or sale) or not. If purchases (or sales) of a security by multiple clients sharing a common Custodian are not aggregated when possible, the transactions may be executed at different prices and some customer transactions may be executed at a better price than others. If an aggregated order is not completely executed, securities purchased or sold will be allocated on an equitable basis (generally, on a pro rata basis). Client account transactions shall only be aggregated if aggregation is in the best interest of each participating account.

Review of Accounts

Daily Review

Discretionary Management Services. Daily, each PGA authorized trader reviews submitted transactions against transaction settlement details received from executing Custodians to confirm that such transactions were affected as instructed.

Also, a PGA authorized trader or his/her designee reconciles transactional data for the prior business day with electronic transactional data for that date provided by certain Custodians to confirm that all securities transactions submitted on that date were properly executed. This review also focuses on any unreconciled cash items noted in the electronic activity.

Daily electronic account activity is not available for a limited number of client accounts (each a “Manual Account”). Generally, transactions and corresponding cash movements for these accounts are reviewed during the monthly reconciliation process.

Monthly Review

On a monthly basis, a PGA authorized trader or his/her designee reconciles the securities and cash activity of each Manual Account against the Custodial account statements.

Quarterly Review

Discretionary Management Services. At least quarterly, the Head of Asset Allocation and/or his designee reviews each client account subject to Discretionary Management Services to confirm that the composition is consistent with the asset allocation target selected by PGA. See, “*Methods of Analysis, Investment Strategies and Risk of Loss-Methods of Analysis*”.

Consulting Services. At least quarterly, the Head of Asset Allocation monitors PGA’s and each Third-Party Adviser’s Allocated Assets by, among other things, assessing: (1) the performance of PGA and each Third-Party Adviser’s Allocated Assets; and (2) the composition of PGA’s and each Third-Party Adviser’s Allocated Assets and the strategies employed by each to invest such Assets. As a result of this periodic review, PGA may recommend that the client increase or reduce PGA’s or a Third-Party’s Allocated Assets for various reasons including changes in economic forecasts or interest rate outlooks, changes in the performance of PGA and/or a Third-Party Adviser, changes in personnel at a Third-Party Adviser or changes to a client’s investment goals, financial circumstances or risk tolerance.

Annual Review

Annually, each client is asked to disclose any change in circumstances that may require an adjustment to the portfolio allocation target utilized by PGA to manage the client’s account. PGA also attempts to speak substantively with each client at least every eighteen (18) months about his/her investment portfolios.

Ongoing Review

Discretionary Management Services. The Head of Equity Research and the Head of Fixed Income Research review securities comprising client accounts subject to Discretionary Management Services on an ongoing basis to monitor the continued viability of such investments in light of changing economic conditions.

As a client’s economic circumstances or comfort level with the market changes, the asset allocation and securities comprising the client’s investment portfolio is reviewed and maybe updated to reflect these changes.

Consulting Services. The Head of Asset Allocation reviews the current market conditions, the broad economic and business trends and geo-political developments and the potential effect of such conditions on the investments comprising the Allocated Assets of Third-Party Advisers and the strategies utilized to manage those Assets. Changes in economic forecasts or interest rate outlooks may result in PGA recommending that the client increase or reduce PGA's or a Third-Party Adviser's Allocated Assets to ensure that Allocated Assets continue to satisfy client investment goals, policies and restrictions.

Periodic Reports

Each client receives a quarterly written report that includes updated account performance, a summary of all client holdings and general market commentary provided by PGA.

Client Referrals and Other Compensation

Certain Custodians through which PGA is directed to or otherwise executes client transactions provide PGA with Custodial Services. Custodial Services are provided at no cost to PGA and are not contingent upon the execution of client portfolio transactions through or the payment of commissions to the Custodians. Rather, the Custodial Services are available to PGA because PGA provides Discretionary Management Services to clients that maintain Assets at these Custodians. The receipt of Custodial Services from a client's designated Custodian results in an economic benefit to PGA in that it receives these services free of charge and is not otherwise required to produce or separately pay for such services. For further information about these Custodial Services, see "*Brokerage Practices – Soft Dollars*".

PGA does not receive cash or any other economic benefit from a third-party who is not a client for providing investment advice or other advisory services to clients.

PGA does not directly or indirectly compensate any person for client referrals.

Custody

The SEC defines "custody" to include situations wherein PGA has the authority to obtain possession of client Assets. Each Account is maintained at a third-party Custodian that is not affiliated with PGA.

Although PGA does not physically hold any Accounts or Assets, the SEC deems PGA to have custody over Assets held in an Account pursuant to PGA's authority to:

- deduct investment management fees from that Account under the terms of the Agreement; and/or

- transfer Assets from an Account to a third-party consistent with a written standing letter of instruction signed by the client and on file with the Account’s Custodian (“Third-Party Asset Movement Authority”).

As of February 17, 2022, PGA maintained Third-Party Asset Movement Authority on behalf of 69 clients and with respect to Assets approximating \$301,429,863.

For more information regarding PGA’s authority to deduct investment management fees from client accounts, see “*Fees and Compensation-Investment Management Fees/Compensation*”.

Each client to whom Discretionary Management Services are provided will receive periodic account statements (at least quarterly) from both PGA and the Custodian with respect to client Assets managed on a discretionary basis and should review these account statements carefully. PGA urges each client to review the periodic statements provided by the Custodian against the statements PGA provides for the corresponding time periods.

Investment Discretion

PGA requires that each client enter into an Agreement prior to PGA’s performance of any Discretionary Management or Consulting Services for the benefit of the client. The Agreement is a written contract between PGA and the client and sets forth the terms of the Portfolio Management Services to be rendered to the client.

Discretionary Management Services

PGA provides Discretionary Management Services on a fully discretionary basis. Under the Agreement, the client appoints PGA to manage Accounts identified by the Client as its agent and attorney-in-fact, with full authority and discretion, on the client’s behalf and risk, to purchase and sell securities in such amounts, at such prices and in such manner as PGA may deem advisable for the Accounts.

While clients may impose restrictions on investing in certain securities or types of securities, these limitations must be expressed in and agreed to in writing by PGA and the client.

Consulting Services

The Agreement provides that Consulting Services are rendered on a non-discretionary basis and that the client, not PGA, is responsible for retaining and terminating Third-Party Advisers and for issuing instructions relating to the allocation and reallocation of client Assets among PGA and each Third-Party Adviser for investment. The Agreement states that management services provided by a Third-

Party Adviser shall be rendered pursuant to terms and conditions set forth in a separate investment advisory agreement between the client and the Third-Party Adviser.

For more information about the Agreement, see “*Advisory Business-Investment Advisory Agreement*”.

Voting Client Securities

Discretionary Management Services

Under the Agreement between PGA and a client, the client retains all proxy voting responsibilities with respect to Assets subject to Discretionary Management Services. Each client will receive proxies or other solicitations relating to Assets held in its investment portfolio managed by PGA directly from the

Custodian. Using the contact information set forth on the cover sheet of this Brochure, a client may contact PGA with questions regarding a particular solicitation.

Consulting Services

The investment advisory agreement between a client and a Third-Party Adviser shall set forth the respective parties’ responsibilities regarding the voting of proxies related to client Assets managed by the Third-Party Adviser.

Financial Information

PGA does not require or solicit pre-payment of the Management Fee from clients and therefore is not obligated to disclose a balance sheet for its most recently completed fiscal year.

PGA has not been the subject of a bankruptcy petition during the past 10 years and is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.