

**FORM ADV PART 2 A
DISCLOSURE BROCHURE**

Ethos Capital Management, Inc.

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September 22, 2025

This brochure provides information about the qualifications and business practices of Ethos Capital Management, Inc. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 215-968-1820 or steve@ethoscaptalmgt.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission.

Additional information about Ethos Capital Management, Inc. (CRD #313145) is available on the SEC's website at www.adviserinfo.sec.gov

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the 2024 Annual Update

Material changes relate to Ethos Capital Management, Inc.'s policies, practices, or conflicts of interest.

On March 26, 2025, Ethos Capital Management, Inc. became a Registered Investment Adviser with the SEC.

On 4/25/2025 the following changes were implemented

- Item 5 was updated to reflect that fees are now billed in advance rather than in arrears. Under Sub-Advisory Agreements, the table was updated to show a tiered fee schedule. Removed language stating that invoices will be sent to client.
- Our Item 9 was updated to reflect a pending disciplinary matter brought by the Commonwealth of Pennsylvania Department of Banking and Securities, Bureau of Securities Compliance and Examinations.
- Item 15 – Custody was updated to remove state specific standing letter of authorization custody information and to reflect how Ethos will comply with all necessary federal rules and regulations regarding standing letters of authorization.
- Item 19 – Requirements for State Registered Advisors and the Form ADV Part 2B's for our Investment Advisor Representatives have been removed as ECM is now an SEC Registered Investment Advisor.

On 6/9/2025 the following changes were implemented:

- Our Item 9 was updated to reflect the finalization on May 29, 2025, of the pending disciplinary matter brought by the Commonwealth of Pennsylvania Department of Banking and Securities, Bureau of Securities Compliance and Examinations.

On 8/11/2025, the following changes were implemented:

- Our Item 9 was updated with new language to further explain the disciplinary matter brought by the Commonwealth of Pennsylvania Department of Banking and Securities, Bureau of Securities Compliance and Examinations.

On 9/22/2025, the following changes were implemented:

- Cover Page: update to the address of our Pennsylvania office

- Our Item 4 was updated to include Insurance Services. Removed Capital Wealth Planning as a Subadvisor.
- Our Item 5 was updated to make the fees schedules for management services offered by ECM and those offered by Sub-advisors consistent. The non-discretionary client fee was also changed to \$300 per annum. Removed language which states ECM does not receive any portion of this fee. Changed the language of Insurance Services to state that these services are offered through an affiliated agency, Ethos Capital Advisors, LLC, and that agents receive the usual and customary commissions received. Also added the conflict of interest of insurance services.
- Our Item 10 was updated to clarify the Insurance services offered by the Firm and to include that Ethos Capital Advisors is an insurance agency.
- Our Item 12 was updated to include the fact that Ethos may also recommend Fidelity to clients as a custodian. Added section on Brokers used by Subadvisers
- Our Item 14 was updated to include Fidelity.

Full Brochure Available

This Firm Brochure being delivered is the complete brochure for the Firm. If you have questions about the above changes or if you would like a copy of our current brochure at any time, free of charge, please contact us at (215) 968-1820 or (609) 336-3023.

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Item 4: Advisory Business

Firm Description

Ethos Capital Management, Inc. (Hereinafter “ECM”) is an SEC Registered Investment Adviser and is a corporation organized in the State of Pennsylvania. The firm was founded in 2021. Steven Toto is 49% owner, President, and Chief Compliance Officer. Noreen Toto is 51% owner.

Types of Advisory Services

PORTFOLIO MANAGEMENT SERVICES

ECM offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. ECM creates an Investment Policy Statement for each client, which outlines the client’s current situation (income, tax levels, and risk tolerance levels). Portfolio management services include, but are not limited to, the following:

*Investment strategy

*Asset allocation

*Risk tolerance

*Personal investment policy

*Asset selection

*Regular portfolio monitoring

ECM evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. Risk tolerance levels are documented in the Investment Policy Statement.

ECM seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of ECM’s economic, investment, or other financial interests. To meet its fiduciary obligations, ECM attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, ECM’s policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is ECM’s policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among its clients on a fair and equitable basis over time. The Client will authorize ECM discretionary authority or non-discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement.

Discretionary

When the Client provides ECM discretionary authority the Client will sign a limited trading authorization or equivalent. ECM will have the authority to execute transactions in the account without seeking Client approval on each transaction.

Non-Discretionary

In some instances, ECM may not have discretion, and an account is set up for client directed trades only. ECM has the ability to view and initiate client-directed trades, but ECM does not maintain ongoing management or supervision of the accounts. For these accounts, a \$30 annual administration fee (\$2.50 per month) is charged by the record keeping custodian. ECM does not receive any compensation from this fee.

RECOMMENDATION OF SUB-ADVISERS

When deemed appropriate for the Client, ECM will recommend the Client engage an unaffiliated, third-party Sub-Adviser to manage all or a portion of the assets in the Client account. The Sub-Adviser will maintain the models or investment strategies selected by ECM based on the discretionary authority granted to ECM by the Client in the investment management agreement executed between the Client and ECM. The Sub-Adviser will execute trades in the Client account. ECM will be the Primary Adviser responsible for the overall direct relationship with the Client. ECM will monitor the Client's account(s) managed by the Sub-Adviser and will instruct the Sub-Adviser regarding any changes ECM deems appropriate based on the Client's individual needs and circumstances. All recommended Sub-Advisers must be registered as or exempt from registration as an investment adviser in the jurisdiction in which the Client resides.

ECM currently recommends that certain Clients utilize the sub-advisory services of AE Wealth Management, LLC (AE Wealth), CRD# 282580/SEC#: 801-107319). This arrangement allows ECM to access model portfolios, through the recommended Sub-Adviser's asset management program. As part of the sub- advisory program, Clients will give ECM and the Sub-Adviser discretion to design and manage model portfolios for their assets. If ECM recommends services to you through a Sub- Adviser, we will provide you with a copy of the Sub-Adviser's disclosure brochure which contains a detailed description of the Sub-Adviser's services. You are not obligated to utilize the services of any Sub-Adviser we may recommend.

FINANCIAL PLANNING AND CONSULTING

Financial planning services include a comprehensive evaluation of an investor's current and future financial state and will be provided by using currently known variables to predict future cash flows, asset values, and withdrawal plans. ECM will use current net worth, tax liabilities, asset allocation, and future retirement and estate plans in developing financial plans.

Typical topics reviewed in a financial plan may include but are not limited to:

- **Financial goals:** Based on an individual's or a family's clearly defined financial goals, including funding a college education for the children, buying a larger home, starting a business, retiring on time, or leaving a legacy. Financial goals should be quantified and set to milestones for tracking.
- **Personal net worth statement:** A snapshot of assets and liabilities serves as a benchmark for measuring progress toward financial goals.
- **Cash flow analysis:** An income and spending plan determines how much can be set aside for debt repayment, savings, and investing each month.
- **Retirement strategy:** A strategy for achieving retirement independent of other financial priorities. Including a strategy for accumulating the required retirement capital and its planned lifetime distribution.
- **Comprehensive risk management plan:** Identify all risk exposures and provide the necessary coverage to protect the family and its assets against financial loss. The risk management plan includes a full review of life and disability insurance, personal liability coverage, property and casualty coverage, and catastrophic coverage.

- **Long-term investment plan:** Include a customized asset allocation strategy based on specific investment objectives and a risk profile. This investment plan sets guidelines for selecting, buying, and selling investments and establishing benchmarks for performance review.
- **Tax reduction strategy:** Identify ways to minimize taxes on personal income to the extent permissible by the tax code. The strategy should include identification of tax-favored investment vehicles that can reduce the taxation of investment income.
- **Estate preservation:** Help update accounts, review beneficiaries for retirement accounts and life insurance, provide a second look at your current estate planning documents, and prompt you to update your plan when the legal environment changes or you have major life events such as a marriage, death, or births.

If a conflict of interest exists between the interests of ECM and the interests of the Client, the Client is under no obligation to act upon ECM's recommendation. If the Client elects to act on any of the recommendations, the Client is under no obligation to effect the transaction through ECM. Financial plans will be completed and delivered within thirty (30) days contingent upon the timely delivery of all required documentation.

Insurance Services

Insurance products and services are offered, and sold, through Ethos Capital Advisors LLC, an affiliated insurance agency registered in PA and NJ and individually licensed and appointed agents in all appropriate jurisdictions.

Written Acknowledgement of Fiduciary Status

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interests ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each Client are documented in our Client files. Investment strategies are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities. Agreements may not be

assigned without written Client consent.

Wrap Fee Programs

ECM does not sponsor any wrap fee programs.

Client Assets under Management

As of January 31, 2025, Ethos Capital Management, Inc. managed approximately \$129,143,442 on a discretionary basis and \$ 0.00 on a non-discretionary basis.

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

Managed by ECM:

Discretionary Clients

PORTFOLIO MANAGEMENT FEES

ECM offers direct asset management services to advisory Clients. ECM charges an annual investment advisory fee based on the total assets under management as described in the following tiered fee schedule:

Assets Under Management	Annual Fee	Monthly Fee
First \$1,000,000	1.25%	0.104%
Next \$1,000,000	1.15%	0.096%
Next \$1,000,000	1.05%	0.088%
Next \$2,000,000	0.95%	0.079%
Over \$5,000,000	0.75%	0.063%

The annual fee is negotiable. Fees are billed monthly in advance based on the average daily balance during the previous month. For example, the fee for a \$3,500,000 account would be calculated as follows: First \$1,000,000 x Annual Fee Percentage (1.25%) / 365 x [# of days in the month] + Next \$1,000,000 x Annual Fee Percentage (1.15%) / 365 x [# of days in the month] + Next \$1,000,000 x Annual Fee Percentage (1.05%) / 365 x [# of days in the month] + Remaining \$500,000 x Annual Fee Percentage (.85%) / 365 x [# of days in the month] = Total Monthly Fee.

If margin is utilized, the fees will be billed based on the net asset value of the account. Lower fees for comparable services may be available from other sources.

Non-Discretionary Clients

In some instances, ECM may not have discretion, and an account is set up for client directed trades only. ECM has the ability to view and initiate client-directed trades but ECM does not maintain ongoing management or supervision of the accounts. For these accounts, there is a \$300 annual administration fee (\$25.00 per month).

SUB-ADVISORY AGREEMENTS

ECM may select on behalf of Client or recommend to Client the services of a Sub-Advisor to manage all or a portion of the Client's investment portfolios. ECM has engaged the services of AE Wealth Management, LLC ("AE Wealth") as subadvisor for the Client's Account. Accordingly, Client will execute instructions regarding ECM's (and/or any Sub-Advisor's) trading authority as required by any Custodian(s) and/or any agreements or other such acknowledgements as required by any Sub-Advisors. In cases where an additional sub-advisory fee is charged by a Sub-Advisor, the Client will not be billed a separate sub advisory fee in addition to the fee Client pays to ECM.

ECM charges an annual tiered investment advisory fee based on the total assets under management. ECM's annual fee is negotiable and is as follows:

Assets Under Management	Annual Fee	Monthly Fee
First \$1,000,000	1.25%	0.104%
Next \$1,000,000	1.15%	0.096%
Next \$1,000,000	1.05%	0.088%
Next \$2,000,000	0.95%	0.079%
Over \$5,000,000	0.75%	0.063%

Fees are billed monthly in advance based on the average daily balance during the previous month. For example, the fee for a \$3,500,000 account would be calculated as follows: First \$1,000,000 x Annual Fee Percentage (1.25%) / 365 x [# of days in the month] + Next \$1,000,000 x Annual Fee Percentage (1.15%) / 365 x [# of days in the month] + Next \$1,000,000 x Annual Fee Percentage (1.05%) / 365 x [# of days in the month] + Remaining \$500,000 x Annual Fee Percentage (.85%) / 365 x [# of days in the month] = Total Monthly Fee.

Client authorizes that all fees due (including any fees due to any Sub- Advisor) be paid directly from the assets held in the Account. The Client will receive quarterly or monthly statements directly from the Custodian which disclose the fees deducted. Custodial fees, if any, are charged separately by the custodian.

ECM and AE Wealth Management are not related entities.

Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation and without penalty. After the initial five (5) business days, the agreement may be terminated by ECM with thirty (30) days written notice to Client and by the Client at any time with written notice to ECM. For accounts opened or closed mid-billing period, fees will be prorated based on the average daily balance for the days that services are provided during the given period. All unpaid earned fees will be due to ECM. Additionally, all unearned fees will be refunded to the Client. Client shall be given thirty (30) days prior written notice of any increase in fees. Any increase in fees will be acknowledged in writing by both parties before any increase in said fees occurs.

Custodial fees, if any, are charged separately by the custodian.

FINANCIAL PLANNING AND CONSULTING

ECM charges a fee of \$350 per hour for financial planning services. The minimum cost of a Financial Planning analysis is \$1,650. The fee is based on approximately five hours at an hourly rate of \$350. This fee is due six months after becoming a client. If after six months the client has not received significant value from the Ethos holistic planning process, the fee is waived. Under these circumstances, a full refund of any advisory fees paid will be processed and the relationship terminated.

Insurance Services

Insurance products are offered, and sold, through Ethos Capital Advisors LLC, an insurance agency registered in PA and NJ and individually licensed and appointed agents in all appropriate jurisdictions. Agents receive the usual and customary commissions for these insurance products. These commissions are separate from any advisory fees charged to Clients.

While Financial Advisors of ECM, as part of their Fiduciary Duty, endeavor to put the best interests of clients first, compensation received from the sale of insurance could create a conflict of interest when making recommendations. As a result, Financial Advisors of ECM are required to disclose this conflict of interest when such recommendations are made through the provision of a disclosure document outlining, amongst other information, the compensation earned for if the client purchases the recommended annuity.

Client Payment of Fees

Fees for asset management services are deducted from a designated Client account to facilitate billing. The Client must consent in advance to direct debiting of their investment account.

Fees for financial plans will be billed to the Client and paid directly to ECM.

Additional Client Fees Charged

Custodians may charge transaction fees and other related costs on the purchases or sales of mutual funds, equities, bonds, options, and exchange-traded funds. Mutual funds, money market funds, and exchange-traded funds also charge internal management fees, which are disclosed in the fund's prospectus. ECM does not receive any compensation from these fees. All of these fees are in addition to the management fee you pay to ECM. For more details on the brokerage practices, see Item 12 of this brochure.

External Compensation for the Sale of Securities to Clients

Investment Advisor Representatives of ECM receive external compensation from sales of investment-related products such as insurance as licensed insurance agents. This represents a conflict of interest because it gives an incentive to recommend products based on the commission received. This conflict is mitigated by disclosures, procedures, and ECM's fiduciary obligation to place the best interest of the Client first, and Clients are not required to purchase any products or services. Clients have the option to purchase these products through another insurance agent of their choosing. Please see Item 10 below for additional information regarding insurance-related activities.

Item 6: Performance-Based Fees and Side-by-Side Management

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

Item 7: Types of Clients

Description

ECM generally provides investment advice to individuals, high net worth individuals, trusts, estates, corporations, or business entities. Client relationships vary in scope and length of service.

Account Minimums

ECM requires a minimum of \$750,000 to open an account. In certain instances, the minimum account size may be lowered or waived.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Security analysis methods may include fundamental analysis, technical analysis, and cyclical analysis. Investing in securities involves the risk of loss that Clients should be prepared to bear. Past performance is not a guarantee of future returns.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are twofold: 1) the markets do not always repeat cyclical patterns; and 2) if too many investors begin to implement this strategy, then it changes the very cycles these investors are trying to exploit.

In developing a financial plan for a Client, ECM's analysis may include cash flow analysis, investment planning, risk management, tax planning, and estate planning. Based on the information gathered, a detailed strategy is tailored to the Client's specific situation.

The main sources of information include financial newspapers and magazines, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

Investment Strategy

The investment strategy for a specific Client is based on the objectives stated by the Client during consultations. The Client may change these objectives at any time by providing

written notice to ECM. Each Client executes a Client profile form or similar form that documents their objectives and their desired investment strategy. Other strategies may include long-term purchases, short-term purchases, trading, and option writing.

Security-Specific Material Risks

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with ECM:

- *Market Risk:* The prices of securities in which Clients invest may decline in response to certain events taking place around the world, including those directly involving the companies whose securities are owned by a fund; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency, interest rate, and commodity price fluctuations. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in market value.
- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Management Risk:* The advisor's investment approach may fail to produce the intended results. If the advisor's assumptions regarding the performance of a specific asset class or fund are not realized in the expected time frame, the overall performance of the Client's portfolio may suffer.
- *Equity Risk:* Equity securities tend to be more volatile than other investment choices. The value of an individual mutual fund or ETF can be more volatile than the market as a whole. This volatility affects the value of the Client's overall portfolio. Small- and mid-cap companies are subject to additional risks. Smaller companies may experience greater volatility, higher failure rates, more limited markets, product lines, and financial resources, and less management experience than larger companies. Smaller companies may also have a lower trading volume, which may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies.
- *Fixed Income Risk:* The issuer of a fixed income security may not be able to make interest

and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security will decline because investors will demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities held by a fund is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.

- *Investment Companies Risk:* When a Client invests in open-end mutual funds or ETFs, the Client indirectly bears their proportionate share of any fees and expenses payable directly by those funds. Therefore, the Client will incur higher expenses, which may be duplicative. In addition, the Client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value or (ii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are de-listed from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. Adviser has no control over the risks taken by the underlying funds in which Client invests.
- *Derivatives Risk:* Funds in a Client's portfolio may use derivative instruments. The value of these derivative instruments derives from the value of an underlying asset, currency, or index. Investments by a fund in such underlying funds may involve the risk that the value of the underlying fund's derivatives may rise or fall more rapidly than other investments, and the risk that an underlying fund may lose more than the amount that it invested in the derivative instrument in the first place. Derivative instruments also involve the risk that other parties to the derivative contract may fail to meet their obligations, which could cause losses.
- *Foreign Securities Risk:* Funds in which Clients invest may invest in foreign securities. Foreign securities are subject to additional risks not typically associated with investments in domestic securities. These risks may include, among others, currency risks, country risks (political, diplomatic, regional conflicts, terrorism, war, social and economic instability, currency devaluations, and policies that have the effect of limiting or restricting foreign investment or the movement of assets), different trading practices, less government supervision, less publicly available information, limited trading markets, and greater volatility. To the extent that underlying funds invest in issuers located in emerging markets, the risk may be heightened by political changes, changes in taxation, or currency controls that could adversely affect the values of these investments. Emerging markets have been more volatile than the markets of developed countries with more mature economies.
- *Long-term purchases:* Long-term investments are those vehicles purchased with the intention of being held for more than one year. Typically, the expectation of the investment is to increase in value so that it can eventually be sold for a profit. In addition, there may be an expectation for the investment to provide income. One of the biggest risks associated with long-term investments is volatility, the fluctuations in the financial markets that can cause investments to lose value.

- *Short-term purchases:* Short-term investments are typically held for one year or less. Generally, there is not a high expectation for a return or an increase in value. Typically, short-term investments are purchased for the relatively greater degree of principal protection they are designed to provide. Short-term investment vehicles may be subject to purchasing power risk — the risk that your investment’s return will not keep up with inflation.
- *Trading risk:* Investing involves risk, including possible loss of principal. There is no assurance that the investment objective of any fund or investment will be achieved.
- *Options Trading:* The risks involved with trading options are that they are very time-sensitive investments. An options contract is generally a few months. The buyer of an option could lose his or her entire investment even with a correct prediction about the direction and magnitude of a particular price change if the price change does not occur in the relevant time period (i.e., before the option expires). Additionally, options are less tangible than some other investments. An option is a “book-entry” only investment without a paper certificate of ownership.
- *Trading on Margin:* In a cash account, the risk is limited to the amount of money that has been invested. In a margin account, risk includes the amount of money invested plus the amount that has been loaned. As market conditions fluctuate, the value of marginable securities will also fluctuate, causing a change in the overall account balance and debt ratio. As a result, if the value of the securities held in a margin account depreciates, the Client will be required to deposit additional cash or make full payment of the margin loan to bring the account back up to maintenance levels. Clients who cannot comply with such a margin call may be sold out or bought in by the brokerage firm.
- **Cybersecurity Considerations.** Our information and technology systems or any other qualified third party, may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although these parties may implement various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, it may take significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors).
- **Force Majeure.** Notwithstanding anything herein to the contrary, neither Ethos or clients shall be liable for damages resulting from delayed or defective performance when such delays arise out of causes beyond the control and without the fault or gross negligence of the offending party. Applicable causes may include, but are not restricted to, acts of God or of the public enemy, terrorism, acts of the state in its sovereign capacity, fires, floods, earthquakes, power failure, disabling strikes, epidemics, pandemics, quarantine restrictions and freight embargoes.

- **Recommendation of Sub-Advisers.** In the event we recommend a third-party investment adviser (Sub-Adviser) to manage all or a portion of your assets, we will advise you on how to allocate your assets among various classes of securities or Sub-Advisers, third-party programs, or managed model portfolios. As such, we will primarily rely on investment model portfolios and strategies developed by the Sub-Advisers and their portfolio managers. If there is a significant deviation in characteristics or performance from the stated strategy and/or benchmark, we may recommend changing models or replacing a Sub-Adviser. The primary risk associated with investing with a third party is that while a particular third party may have demonstrated a certain level of success in the past; it may not be able to replicate that success in future markets. In addition, as we do not control the underlying investments in third-party model portfolios, there is also a risk that a third party may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. To mitigate this risk, we seek third parties with proven track records that have demonstrated a consistent level of performance and success over time. A third party's past performance is not a guarantee of future results and certain market and economic risks exist that may adversely affect an account's performance that could result in capital losses in your account. Please refer to the third-party investment adviser's advisory agreements, Form ADV Brochure, and associated disclosure documents for details on their specific investment strategies, methods of analysis, and associated risks.

Item 9: Disciplinary Information

Criminal or Civil Actions

ECM and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

During a routine annual audit by the Pennsylvania Department of Banking and Securities (PDBS), it was discovered that our fee agreement contained a clerical error. While we had been billing clients according to a tiered billing schedule, the language in our documentation instead described a breakpoint fee schedule. As a result, the Department concluded that we were overcharging clients based on the document's wording.

Ten clients were affected, and we promptly contacted each of them to confirm their understanding of the billing method. No client paid us more money than they were legally required to pay us, and no fees were required to be refunded. Further, all of the ten affected clients confirmed that they were fully aware of the arrangement, since the actual fee structure was clearly reflected in both their custodial account statements and separate monthly billing statements sent by mail to them.

Although no clients were harmed or misled, the PDBS insisted on imposing a penalty upon us for the clerical discrepancy. During negotiations, the PDBS softened its position on the overcharging accusation, but, nonetheless, refused to dismiss the charge entirely. On 3/10/2025, I ultimately agreed to resolve the matter by accepting a fine, not for overbilling, but for not having a written succession plan in place as part of the negotiated settlement. The consent agreement and order received final approval on May 29, 2025.

Self-Regulatory Organization Enforcement Proceedings

ECM and its management have not been involved in legal or disciplinary events that are material to a Client's or prospective Client's evaluation of ECM or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

ECM is not registered as a broker-dealer and no affiliated representatives of ECM are registered representatives of a broker-dealer.

Futures or Commodity Registration

Neither ECM nor its affiliated representatives are registered or have an application pending to register as a futures commission merchant, commodity pool operator, or commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Affiliated Entity / Insurance Activities

Investment adviser representatives of ECM are also able to sell Insurance to clients and spend approximately 25% of their time engaged in this activity. Insurance products and services are offered, and sold, through Ethos Capital Advisors LLC, an affiliated insurance agency registered in PA and NJ and individually licensed and appointed agents in all appropriate jurisdictions. For their services, these agents will receive separate compensation from the compensation they receive as Investment Adviser representatives of ECM.

ECM and Ethos Capital Advisors LLC are affiliated entities.

These practices represent conflicts of interest because it gives ECM and its investment adviser representatives an incentive to recommend products or services based on the compensation amount received. This conflict is mitigated by disclosures, procedures, and the firm's fiduciary obligation to place the best interest of the Client first, and the Client is not required to purchase any products or services through these agents. Clients are under no obligation to implement any insurance or annuity transaction through ECA or any person associated with ECA or ECM and may select any insurance agency or agent they choose.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

ECM has entered into a sub-advisory relationship with one or more third-party Sub-Advisers to provide investment advisory services to our Clients as detailed in Items 4 and 5. In addition to the authority granted to ECM, Clients will grant ECM full discretionary authority and authorizes ECM to select and appoint one or more independent investment advisors ("Sub-Advisers") to provide investment advisory services to Client without prior consultation with or the prior consent of Client. Such Sub-Advisers shall have all of the same authority relating to the management of Client's investment accounts as is granted to ECM in the Agreement. In addition, at ECM's discretion, ECM may grant such Sub-Advisers full authority to further delegate such discretionary investment authority to additional Sub-Advisers. Prior to introducing any Pennsylvania clients to another investment advisor, ECM will be responsible

for determining if the Firm is properly licensed, notice filed or exempt from registration with the Department.

This practice represents a conflict of interest as ECM may select Sub-Advisers who charge a lower fee for their services than other Sub-Advisers. This conflict is mitigated by disclosures, procedures, and by the fact that ECM has a fiduciary duty to place the best interest of the Client first and will adhere to their Code of Ethics.

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

Code of Ethics Description

The affiliated persons (affiliated persons include employees and/or independent contractors) of ECM have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of ECM affiliated persons, and it addresses conflicts that may arise. The Code defines acceptable behavior for affiliated persons of ECM. The Code reflects ECM and its supervised persons' responsibility to act in the best interest of their Client.

One area that the Code addresses is when affiliated persons buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our Clients. We do not allow any affiliated persons to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our Clients.

ECM's policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other affiliated person, officer, or director of ECM may recommend any transaction in a security or its derivative to advisory Clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

ECM's Code is based on the guiding principle that the interests of the Client are our top priority. ECM's officers, directors, advisors, and other affiliated persons have a fiduciary duty to our Clients and must diligently perform that duty to maintain the complete trust and confidence of our Clients. When a conflict arises, it is our obligation to put the Client's interests over the interests of either affiliated persons or the company.

The Code applies to "access" persons. "Access" persons are affiliated persons who have access to non-public information regarding any Clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to Clients, or who have access to such recommendations that are non-public.

ECM will provide a copy of the Code of Ethics to any Client or prospective Client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

ECM and its affiliated persons do not recommend to Clients securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

ECM and its affiliated persons may buy or sell securities that are also held by Clients. In order to mitigate conflicts of interest such as trading ahead of Client transactions, affiliated persons are required to disclose all reportable securities transactions as well as provide ECM with copies of their brokerage statements.

The Chief Compliance Officer of ECM is Steven Toto. He reviews all trades of the affiliated persons each quarter. The personal trading reviews ensure that the personal trading of affiliated persons does not affect the markets and that Clients of the firm receive preferential treatment over associated persons' transactions.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

ECM does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, affiliated persons may buy or sell securities at the same time they buy or sell securities for Clients. In order to mitigate conflicts of interest such as front running, affiliated persons are required to disclose all reportable securities transactions as well as provide ECM with copies of their brokerage statements.

The Chief Compliance Officer of ECM is Steven Toto. He reviews all trades of the affiliated persons each quarter. The personal trading reviews ensure that the personal trading of affiliated persons does not affect the markets and that Clients of the firm receive preferential treatment over associated persons' transactions.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

ECM may recommend that Clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc.¹ ("Schwab"), a FINRA² registered broker-dealer and SIPC³ member or Fidelity Brokerage Services, LLC a subsidiary of Fidelity Investments ("Fidelity")⁴, to maintain custody of Clients' assets and to effect trades for their accounts. ECM is independently owned and operated and not affiliated with Schwab or Fidelity. ECM has evaluated Schwab and Fidelity and believes that both will provide our Clients with a blend of execution services, commission costs, and professionalism that will assist our firm in meeting our fiduciary obligations to Clients.

Schwab and Fidelity provide ECM with access to their institutional trading and custody services, which are typically not available to retail investors. These services are not contingent upon our firm committing to either custodian any specific amount of business (assets in custody or trading commissions). Both Schwab and Fidelity's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or require a significantly higher minimum initial investment. For our Client accounts maintained in their custody, neither Schwab nor Fidelity generally charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through the custodian or that settle into accounts with each custodian.

Both Schwab and Fidelity also make available to ECM other products and services that benefit ECM but may not directly benefit our Clients' accounts. Many of these products and

services may be used to service all or some substantial number of our Client accounts, including accounts not maintained at Schwab.

Products and services that assist ECM in managing and administering our Clients' accounts include software and other technology that:

- provide access to Client account data (such as trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple Client accounts;
- provide research, pricing, and other market data;
- facilitate payment of our fees from Clients' accounts; and
- assist with back-office functions, recordkeeping, and Client reporting.

Schwab and Fidelity also offers other services intended to help us manage and further develop our business enterprise. These services may include:

- compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants, and insurance providers.

Schwab and Fidelity may make available, arrange and/or pay third-party vendors for the types of services rendered to ECM. These custodians may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to our firm. Schwab and Fidelity may also provide other benefits such as educational events or occasional business entertainment for our personnel. In evaluating whether to recommend or require that Clients custody their assets at Schwab or Fidelity, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab and Fidelity, which may create a potential conflict of interest.

ECM reserves the right to decline acceptance of any Client account for which the Client directs the use of a broker other than Schwab or Fidelity if we believe that this choice would hinder our fiduciary duty to the Client and/or our ability to service the account. In directing the use of Schwab (or any other broker), it should be understood that ECM will not have the authority to negotiate commissions or to necessarily obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to the Client and those charged to other Clients (who may direct the use of another broker other than Schwab or Fidelity). Clients should note that, while ECM has a reasonable belief that either Schwab or Fidelity is able to obtain best execution and competitive prices, our firm will not independently seek best execution price capability through other brokers.

¹ For information regarding Schwab, please refer to their website: <https://www.schwab.com/>.

² FINRA is the largest independent regulator for all securities firms doing business in the United States. For more information, please refer to FINRA's website: <http://www.finra.org/>.

³ For information regarding SIPC, please refer to their website: <http://www.sipc.org/>.

⁴ For information regarding Fidelity, please refer to their website: <https://www.fidelity.com/>

- *Directed Brokerage*

In circumstances where a Client directs ECM to use a certain broker-dealer, ECM still has a fiduciary duty to its Clients. The following may apply with Directed Brokerage: ECM's inability to negotiate commissions, to obtain volume discounts, there may be a disparity in commission charges among Clients, and conflicts of interest arising from brokerage firm referrals. The firm may be unable to achieve the most favorable execution of Client transactions, and this practice may cost Clients more money.

- *Brokerage for Client Referrals*

ECM does not receive Client referrals from any custodian in exchange for using that broker-dealer.

- *Best Execution*

Investment advisors who manage or supervise Client portfolios have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to affect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. ECM does not receive any portion of the trading fees.

- *Research/Soft Dollar Arrangements*

The Securities and Exchange Commission defines soft dollar practices as an arrangement under which products or services other than execution services are obtained by ECM from or through a broker-dealer in exchange for directing Client transactions to the broker-dealer. As permitted by Section 28(e) of the Securities Exchange Act of 1934, ECM receives economic benefits as a result of commissions generated from securities transactions by the broker-dealer from the accounts of ECM. These benefits include both proprietary research from the broker and other research written by third parties.

While as a fiduciary ECM endeavors to act in its clients' best interests, ECM's recommendation that clients maintain their assets in accounts with certain broker-dealers may be based in part on the benefit to ECM of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage provided by these broker-dealers which would create a conflict of interest.

ECM utilizes these benefits to service all of its client's accounts. ECM does not allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

ECM utilizes the services of custodial broker-dealers. Economic benefits are received by ECM which would not be received if ECM did not give investment advice to Clients. These benefits include: A dedicated trading desk, a dedicated service group, and an account services manager dedicated to ECM's accounts, the ability to conduct "block" Client trades, electronic download of trades, balances, and positions, duplicate and batched Client statements, and the ability to have advisory fees directly deducted from Client

accounts.

Aggregating Securities Transactions for Client Accounts

ECM is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of ECM. All Clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis. If aggregation is not allowed or infeasible and individual transactions occur (e.g., withdrawal or liquidation requests, odd-late trades, etc.) an account may potentially be assessed higher costs or less favorable prices than those where aggregation has occurred.

Brokers Used by Subadvisors

For accounts managed by Subadvisors, the Adviser does not select or recommend broker dealers to clients. All brokers are selected by the respective Subadvisor.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory

Persons Involved

Account reviews are performed quarterly by the Chief Compliance Officer of ECM. Account reviews are performed more frequently when market conditions dictate. Reviews of Client accounts include but are not limited to, a review of Client documented risk tolerance, adherence to account objectives, investment time horizon, and suitability criteria, reviewing target allocations of each asset class to identify if there is an opportunity for rebalancing, and reviewing accounts for tax loss harvesting opportunities.

Financial plans generated are updated as requested by the Client and pursuant to a new or amended agreement, ECM suggests updating at least annually.

Review of Client Accounts on a Non-Periodic Basis

Other conditions that may trigger a review of Clients' accounts are changes in tax laws, new investment information, and changes in a Client's own situation.

Content of Client Provided Reports and Frequency

Clients receive written account statements no less than monthly for managed accounts. Account statements are issued by ECM's custodian. Client receives confirmations of each transaction in the account from Custodian and an additional statement during any month in which a transaction occurs.

Item 14: Client Referrals and Other Compensation

Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

ECM may receive an economic benefit from Schwab or Fidelity in the form of the support products and services it makes available to us and other independent investment advisors whose Clients maintain their accounts at Schwab or Fidelity. In addition, Schwab and Fidelity have also agreed to pay for certain products and services for which we would otherwise have to pay once the value of our Clients' assets in accounts at Schwab or Fidelity reaches a certain

size. In some cases, a recipient of such payments is an affiliate of ours or another party that has some pecuniary, financial, or other interests in us (or in which we have such an interest). You do not pay more for assets maintained at Schwab or Fidelity as a result of these arrangements. However, we benefit from the arrangement because the cost of these services would otherwise be borne directly by us. You should consider these conflicts of interest when selecting a custodian. The products and services provided by Schwab and Fidelity, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices).

Advisory Firm Payments for Client Referrals

ECM does not compensate for Client referrals.

Item 15: Custody

Account Statements

ECM does not maintain physical custody of Client funds or securities. All assets are held by qualified custodians, which means the custodians provide account statements directly to Clients at their address of record at least quarterly. Clients are urged to compare the account statements received directly from their custodians to any documentation or reports prepared by ECM.

ECM is deemed to have limited custody because advisory fees are directly deducted from Client's accounts by the custodian on behalf of ECM or the sub-advisor.

If ECM is authorized or permitted to deduct fees directly from the account by the custodian:

- ECM will obtain written authorization signed by the Client allowing the fees to be deducted; and
- The Client will receive monthly statements directly from the custodian which disclose the fees deducted.

Additionally, we are deemed to have custody in certain situations where Clients provide Ethos Capital Management, Inc. with standing letters of authorization to transfer Client funds or securities to third parties.

Certain clients have granted or may in the future grant us the limited power in standing letters of authorization (SLOAs) to disburse funds from their custodial accounts to one or more third parties specifically designated by such clients. While we generally are deemed to have custody of such clients' cash and securities for purposes of Rule 206(4)-2 under the Advisers Act, we do not expect to obtain a surprise examination of such client accounts in accordance with the relief provided by the SEC in a February 21, 2017 no-action letter addressed to the Investment Adviser Association ("SLOA No-Action Letter"). In the event that we no longer comply with all of the conditions for the relief set forth in the SLOA No-Action Letter with respect to a client account, we will cause such client's cash and securities to be subject to an annual surprise examination in accordance with the requirements of Rule 206(4)-2 under the Advisers Act. We have included all client assets that are subject to a SLOA that result in custody in response to Item 9.A(2) of Part 1 of Form ADV.

Item 16: Investment Discretion

Discretionary Authority for Trading

When authorized with discretionary authority, ECM will determine the securities to be bought or sold and the amount of the securities to be bought or sold, without obtaining specific Client consent. Client will authorize ECM discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement. If consent for discretion is not given, ECM will obtain prior Client approval before executing each transaction.

ECM allows Clients to place certain restrictions, as outlined in the Client's Investment Policy Statement or similar document. These restrictions must be provided to ECM in writing.

The Client approves the custodian to be used, and the commission rates paid to the custodian. ECM does not receive any portion of the transaction fees or commissions paid by the Client to the custodian.

Item 17: Voting Client Securities

Proxy Votes

ECM does not vote proxies on securities. Clients are expected to vote their own proxies. The Client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, ECM will provide recommendations to the Client. If a conflict of interest exists, it will be disclosed to the Client. If the Client requires assistance or has questions, they can reach out to the investment advisor representatives of the firm at the contact information on the cover page of this document.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided to Clients because ECM does not serve as a custodian for Client funds or securities and ECM does not require prepayment of fees of more than \$1,200 per Client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

ECM has no condition that is reasonably likely to impair our ability to meet contractual commitments to our Clients.

Bankruptcy Petitions during the Past Ten Years

ECM has not had any bankruptcy petitions in the last ten years.