



ADV Part 2A

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This Brochure provides information about the qualifications and business practices of Confluence Investment Management LLC (“Confluence”, “the firm”, “we”, “us” or “our”). If you have any questions about the contents of this Brochure, please contact us at 314-743-5090 and/or compliance@confluenceim.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Confluence is registered with the SEC as an investment adviser under the U.S. Investment Advisers Act of 1940. Registration as an investment adviser does not imply any level of skill or training. The oral and written communications of an investment adviser provide you with information to use in your determination of whether to hire or retain an adviser. Additional information about Confluence is available on the SEC’s website at www.adviserinfo.sec.gov. Clients can search this website by using our name or by using a unique identification number known as a CRD number. The CRD number for Confluence is 146019.

Item 2—Material Changes

The following summarizes material changes that were incorporated since the last Form ADV 2A filing:

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss – For the international and global equity strategies, we updated the description of the investment research process and the discussion of risk factors. Additionally, we updated the description of certain of the other risks, including political/geopolitical risk, cybersecurity risks and the risks associated with recent pandemic events.

Item 17 – Voting Client Securities – We modified the description of the process in which Confluence votes client proxies.

The Confluence Brochure may be requested by contacting Confluence at 314-743-5090 or compliance@confluenceim.com. Our Brochure is also available on our website at www.confluenceinvestment.com, free of charge.

Additional information about Confluence is available via the SEC's website at www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated with Confluence who are registered, or are required to be registered, as investment adviser representatives of Confluence.

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Item 4—Advisory Business

Confluence was formed in December 2007 and registered as an investment adviser with the SEC in January 2008. Confluence was started by former investment management and investment banking professionals from A.G. Edwards & Sons and its investment management subsidiary, Gallatin Asset Management, Inc. The firm is 100% employee-owned, with Mark Keller and Brian Hansen as the principal owners. On April 30, 2018, Confluence acquired the assets of Gratry & Company, LLC, an international and global equity adviser.

Confluence offers clients portfolio management services focused on an array of equity strategies, asset allocation strategies, balanced strategies, alternative and sector strategies. Our clients include individuals (including high net worth individuals) and entities such as corporations and corporate pension and profit-sharing plans, Taft-Hartley plans, other investment advisers (on behalf of their clients), charitable institutions, foundations, endowments and registered investment companies.

Confluence services are offered primarily through financial advisors (“Financial Advisors”) and the account maintained with client’s broker-dealer, bank, investment advisory firm or other financial institution (“Financial Institution”). Financial Advisors work with clients to examine the client’s current financial situation and financial goals, to understand the risk tolerance and investment time horizon and to develop the overall financial plan/investment strategy for their clients. As part of the overall strategy, clients (or the Financial Advisor) may utilize one or more Confluence strategies with respect to a portion of the assets at the Financial Institution. In some instances, Confluence offers services directly to clients as well.

Confluence offers its services on either a “discretionary” or a “non-discretionary” basis. In a discretionary account (typically referred to as a separately managed account (“SMA”)), at the outset of the contractual relationship, Confluence is granted the authority by a client to determine the securities or other assets to purchase or sell in the account. This discretion will remain in effect unless revoked by the client or their Financial Advisor. Confluence will monitor the SMA and will purchase and sell securities and other assets in the account consistent with the investment strategy or strategies selected by the client or the Financial Advisor (on client’s behalf) as part of the overall investment plan (subject to any reasonable restrictions provided in writing to Confluence).

In a non-discretionary account, Confluence makes recommendations to the Financial Advisor or Financial Institution concerning securities and other assets, but Confluence does not have the authority to implement such recommendations. Rather, the Financial Advisor or Financial Institution (on client’s behalf) has the sole authority to determine whether securities or other assets in the account are purchased or sold on the client’s behalf in accordance with Confluence recommendations and to determine the Financial Institution through which such transactions are implemented. Non-discretionary accounts also include those for which Confluence supervises the securities or other assets in the account, without any discretionary authority.

As of December 31, 2020, Confluence managed or supervised an aggregate of approximately \$10.6 billion of assets, of which \$6.9 billion are assets under management held in discretionary accounts and \$3.7 billion are assets under advisement. Confluence does not custody or take possession of client assets, and all such discretionary and non-discretionary assets are held with the Financial Institution or other qualified custodian (“Custodian”) selected by the client.

When Confluence acts as your investment adviser, we are required to act in your best interests and not put our interests ahead of yours. At the same time, the way we make money creates some conflicts with your interests. Please refer to the following sections for a description of conflicts of interest: Item 5 – Fees and Compensation, Item 7 – Types of Clients, Item 10 – Other Financial Industry Activities and Affiliations, Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading and Item 12 – Brokerage Practices. Additional information regarding conflicts and standards of conduct are included in the Confluence Client Relationship Summary.

Confluence and its investment professionals manage assets for clients that are employee benefit plans or retirement accounts covered under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). Confluence provides services as an ERISA “fiduciary” and the Internal Revenue Code (as applicable), which are laws governing retirement accounts. Confluence is a registered investment adviser under the Investment Advisers Act of 1940. Confluence provides a written description of the services to be provided for ERISA accounts.

DISCRETIONARY ADVISORY SERVICES

Confluence negotiates and enters into agreements to provide discretionary portfolio management and investment advisory services to clients. Confluence provides discretionary advisory services primarily through SMAs, which are offered through the client’s Financial Advisor or Financial Institution. In these instances, clients open an account with their Financial Advisor at the Financial Institution to select third-party investment advisory firms (such as Confluence) to manage all or a portion of the assets in the account. Confluence’s SMA arrangements can be “single contract,” in which Confluence enters into contract with the Financial Institution to provide discretionary advisory services to the clients of such Financial Institution, or can be “dual contract,” in which Confluence enters into a contract directly with the client to provide discretionary advisory services to the client, which contract is in addition to the client’s contractual agreement with such Financial Institution. Confluence manages investments for clients at various Financial Institutions.

Confluence does not take possession of client assets, as all securities and monies are held by the Custodian of the client’s choice. Confluence offers SMAs utilizing various investment strategies, and SMAs within a particular investment strategy generally hold the same securities at the similar percentage of assets in the strategy (depending on when the account is funded). Clients can impose reasonable restrictions on investing in certain securities or industry sectors, and other limitations on our investment discretion as mutually agreed.

Confluence’s discretionary investment strategies are offered by Financial Institutions as part of unified managed account (“UMA”) programs at the Financial Institutions. In a UMA program, the client holds in a single account a wide variety of investments and investment strategies, including individual securities, mutual funds, exchange-traded funds and other assets. As described more fully below, Confluence’s discretionary investment strategies are offered by Financial Institutions as part of wrap account (“Wrap Account”) programs at the Financial Institutions. In a Wrap Account program, the client is charged a specified fee or fees by the Financial Institution sponsoring the program for providing a bundle of services (which may include investment research, brokerage services and portfolio management or advice concerning the selection of other advisers), which fee is not based directly on the execution of transactions in a client’s account. Confluence’s fees for providing portfolio management and investment advisory services are paid from the fee charged for the Wrap Account. Clients who participate in a Wrap Account

should be aware that services similar to those provided as a participant in a Wrap Account may be available at a lower cost elsewhere separately or on an unbundled basis.

Wrap Account Programs

Confluence participates as an investment adviser providing portfolio management and investment advisory services to clients of Wrap Accounts sponsored by respective Financial Institutions. Confluence's portfolio management and investment advisory services to the clients in Wrap Account programs are similar to its discretionary advisory services provided to its other clients. Confluence manages the SMAs in a Wrap Account in accordance with the guidelines provided to us by the program sponsor. In single contract Wrap Accounts, the program sponsor is responsible for the client relationship, client servicing, reporting and billing.

Clients in a Wrap Account are charged a bundled fee by the Financial Institution sponsoring the program ("Sponsor"), typically based on a percentage of the market value of the assets in the Wrap Account. The bundled fee generally covers charges for custody services, brokerage commissions, investment management and other services as negotiated between the client and the Sponsor. Out of the bundled fee, the Sponsor pays Confluence a quarterly fee for providing portfolio management and investment advisory services with respect to that portion of the client's assets over which Confluence has been delegated discretionary authority. However, for dual contract Wrap Accounts, Confluence's fee may be paid directly by the client. Our fee is based on a percentage of the market value of the assets in the SMA for which we provide portfolio management and investment advisory services. For additional information regarding fees, please see Item 5 of this Brochure, titled Fees and Compensation.

Because the bundled fee in Wrap Accounts typically includes charges for brokerage services, Sponsors and their clients generally expect Confluence to place trade orders through the Sponsor. If we execute trades for a Wrap Account with broker-dealers other than the Sponsor, the client will likely be subject to additional commissions, trade-away fees and other charges assessed by the Sponsors. For information regarding directed brokerage accounts, please see Item 12 of this Brochure, titled Brokerage Practices.

Registered Investment Companies

Confluence sub-advises a closed-end fund, First Trust Specialty Finance and Financial Opportunities Fund (NYSE: FGB), and an open-end mutual fund, First Trust/Confluence Small Cap Value Fund (FOVIX, FOVAX, FOVCX, FOVRX). Confluence has sub-adviser agreements with First Trust Advisors L.P., the investment adviser to both funds, with fees to be paid to Confluence based on a percentage of assets under management in the respective funds.

NON-DISCRETIONARY ADVISORY SERVICES

Confluence provides non-discretionary investment advisory services to certain Financial Institutions. Such non-discretionary advice typically takes the form of model portfolios, which represent Confluence recommendations as to the composition of a portfolio of securities that would be reasonably appropriate to meet a stated investment objective, based on criteria provided by the client to their Financial Institution. Confluence's role is solely to provide to these Financial Institutions recommendations as to the securities composing the portfolio and advice on changes to the portfolio. The Financial Institution will utilize Confluence recommendations in managing the accounts of the clients of the Financial Institution. The Financial Institutions retain

full discretion to accept, modify or reject our recommendations and retain trading authority over their clients' accounts. The non-discretionary accounts at the Financial Institutions for their clients may be Wrap Accounts, UMAs or other types of accounts. These clients are clients of the respective Financial Institution and are not Confluence clients.

The model portfolios that Confluence develops as part of the non-discretionary investment advisory services are similar to the portfolios in the SMAs with the same investment strategy that Confluence manages as part of the discretionary portfolio management and investment advisory services described above. Although Confluence discretionary SMAs and non-discretionary model portfolios utilizing the same investment strategy will likely perform similarly, performance differences are expected to occur between them because Confluence does not have trading discretion over the model portfolios. For example, in an effort to accommodate Financial Institution clients to which we provide model portfolios, and to minimize trades, the target investment percentages for each security holding in the portfolio may differ slightly between the model portfolio and the comparable SMA. In addition, Financial Institutions utilizing the Confluence model portfolio recommendations retain full discretion to modify or reject recommendations, and the portfolio of securities (or the respective weighting of securities in the portfolio) in the accounts of the clients of such Financial Institutions may differ from the portfolios in comparable SMAs for which we have discretionary authority. Clients should speak to their Financial Advisor about the similarities and differences associated with discretionary SMAs and non-discretionary model account programs.

Model Asset Allocation Portfolio Programs

Confluence provides non-discretionary model portfolios to asset allocation strategies programs sponsored by Financial Institutions as part of their UMA platform. Under these programs, Confluence provides non-discretionary recommendations to assist in the development of a portfolio of investments in exchange-traded funds (which are passively managed index funds designed to track the index performance of a specific industry or sector, asset class or country benchmark) that the respective sponsor determines to be suitable for its clients using the program.

Registered Investment Companies

Confluence provides non-discretionary investment advisory services to certain Financial Institutions in connection with the formation of unit investment trusts ("UITs"). A UIT is a registered investment company that buys and holds a generally fixed portfolio of equities, bonds, or other securities or assets. Units in the UIT are sold by such Financial Institutions to clients. Confluence provides non-discretionary services to such Financial Institutions in connection with the construction and monitoring of the UIT's portfolio.

Item 5—Fees and Compensation

Subject to applicable laws and regulations, Confluence retains full authority to negotiate the fees it charges to its clients for discretionary portfolio management and investment advisory services, including "single and dual contract" agreements with Financial Institutions to provide such services to the clients of such Financial Institutions as part of a UMA or Wrap Account arrangement, and to registered investment companies. Confluence also retains authority to

negotiate the fees it charges for discretionary and non-discretionary investment advisory services, including agreements with Financial Institutions in connection with direct, mutual fund, model portfolio programs and to UITs. Confluence's fees may be modified based upon the size of the account and the nature and level of services provided by Confluence. Confluence will offer certain clients a fee schedule that is lower than that of any other comparable clients. Confluence fees for discretionary accounts are based on a percentage of the value of the assets in the SMA for which Confluence is providing services, and the specific percentage amount is based upon the investment strategy selected and the amount of assets. Confluence fees for non-discretionary model portfolio recommendations are based on a percentage of the value of the overall assets at the Financial Institution with respect to which Confluence recommendations are made. Confluence retains full authority to negotiate the fees it charges for discretionary and non-discretionary advisory services. Confluence employees and family often pay reduced (as low as zero) management fees.

Confluence fees are generally payable quarterly in advance, but certain Sponsors and accounts are billed in arrears as agreed between the client and Confluence, and clients authorize fees to be deducted from their accounts by the Custodian, or by direct payment by the client. Confluence advisory agreements generally can be terminated at any time by either party by giving thirty days' written notice of such termination to the other party. Upon termination of the advisory agreement, the fee amount is generally prorated through the termination date and the difference is refunded. Confluence is not affiliated with any broker-dealer.

Confluence sub-advises an open-end mutual fund and a closed-end fund for which it receives fees from the fund's investment adviser for managing the investments. The closed-end fund may invest in business development companies ("BDCs") and in real estate investment trusts ("REITs") that, in turn, receive management fees for managing portfolio investments held by the BDCs or REITs. As such, the closed-end fund's direct fees and expenses, including the applicable management fee to the fund's investment adviser and to Confluence, as sub-adviser, coupled with the compensation of the underlying managers of the BDCs and REITs, results in multiple levels of fees.

The following fee schedules are representative of fees for discretionary portfolio management and investment advisory services only and do not include transaction or execution costs that may be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third-party investment and other third parties, such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, exchange fees, SEC fees, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange-traded funds charge management fees and other expenses, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Confluence's fee, and Confluence shall not receive any portion of these commissions, fees and costs. In addition, there can be brokerage commissions, including step-out costs, which are described below under Item 12 of this Brochure, titled Brokerage Practices. The Brokerage Practices section also describes the factors that Confluence considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

The standard fee schedule by strategy for discretionary SMA accounts offered through Financial Advisors and to institutional clients is as follows:

Strategy:	Asset Allocation Fixed Income	All Cap Value Balanced Equity Income Increasing Dividend Equity Account (IDEA) Large Cap Equity Income Large Cap IDEA Large Cap Value	Global Equity Income Global Hard Assets Global Large Cap International Developed International Equity Income International Growth Multi-Asset Income	IDEA Plus REIT Specialty Finance BDC	Emerging Markets Global Opportunities International Opportunities Small Cap Value Small-Mid Cap Value Value Opportunities
Advisor Based					
Account Assets	Annual Fee	Annual Fee	Annual Fee	Annual Fee	Annual Fee
First \$500,000	0.40%	0.60%	0.60%	0.80%	1.00%
Next \$500,000	0.35%	0.55%	0.55%	0.70%	0.90%
Over \$1,000,000	0.30%	0.50%	0.50%	0.60%	0.75%
Institutional					
Account Assets	Annual Fee	Annual Fee	Annual Fee	Annual Fee	
First \$10,000,000	0.65%	0.75%	0.75%	0.90%	1.00%
Next \$40,000,000	0.35%	0.40%	0.40%	0.60%	0.80%
Over \$50,000,000	0.25%	0.30%	0.30%	0.50%	0.75%
Direct Accounts (previously referred to as Private Wealth)					
Annual fees range from 0% to 1.00% of account assets					

Confluence sales personnel are compensated based on a portion of the fees paid to Confluence for advisory services, creating a conflict in that they have an incentive to recommend higher fee-generating products. Other Confluence personnel are compensated based on individual performance and the growth of Confluence's overall business.

Item 6—Performance-Based Fees and Side-By-Side Management

Confluence does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7—Types of Clients

Confluence provides portfolio management services to individuals (including high net worth individuals) and entities such as corporations and corporate pension and profit-sharing plans, Taft-Hartley plans, other investment advisers (on behalf of their clients), charitable institutions, foundations, endowments, municipalities, and registered investment companies. Confluence generally requires Advisor Based accounts (which are generally single contract or dual contract arrangements, including Wrap Account programs, offered through Financial Institutions) to have a minimum account value of \$100,000 (\$200,000 in the case of Balanced strategies and \$50,000 for Asset Allocation strategies); Private Wealth accounts (which are generally high net worth individuals) to have a minimum account value of \$500,000; and Institutional accounts to have a minimum account value of \$5 million.

Confluence allows firm personnel and their family members to maintain accounts that Confluence manages. Some Confluence employees also invest in the open-end mutual fund and closed-end fund that Confluence sub-advises. Confluence employees may recommend investment companies that Confluence sub-advises to certain clients. This presents a conflict of interest in that it could create an incentive for Confluence to favor these funds over other investment companies. Confluence maintains investment and trade allocation policies designed to manage such conflicts of interest.

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

METHODS OF ANALYSIS

Confluence employs fundamental and cyclical security analysis methods, which vary by the type of portfolio strategy provided. Confluence's Equity strategies, which are comprised of common equity securities of companies, utilize a bottom-up, fundamental approach. Confluence's Asset Allocation and Fixed Income strategies, and the fixed income portion of our Balanced strategies, are implemented using exchange-traded funds ("ETFs"), and utilize a top-down, cyclical approach. An ETF is an individual security that trades on an exchange and represents a basket of securities or other assets that are designed to track the performance of targeted indices, sectors or asset classes. The firm's Global Hard Assets strategy, which is primarily comprised of common equity securities and a portion of ETFs, utilizes a combination of the above two approaches. Confluence also manages sector-specific strategies (e.g., Business Development Companies, Real Estate Investment Trusts and Utilities) that utilize both top-down and bottom-up approaches.

For the Increasing Dividend Equity Account ("IDEA") Plus strategy, which is an equity strategy combined with a covered call option strategy on the S&P 500 Index, the firm analyzes option securities for their strike price, premium, volatility and term. Approximately 75% of the portfolio is the IDEA portfolio of common equity securities, in which the stock selection utilizes qualitative analyses in an attempt to identify high-quality companies with long track records of distributing earnings to shareholders through dividends. The remaining 25% consists of an ETF position in the S&P 500 Index with a corresponding covered call position, although this allocation can range at times from 15% to 40% of the portfolio.

A substantial portion of investment research is generated in-house. Confluence also utilizes external research sources, such as Bloomberg, Haver Analytics, Ned Davis, FactSet, Advantage Data and various governmental banking and agency data. Confluence will also utilize analytics from other private market research institutions.

INVESTMENT STRATEGIES – METHODOLOGY

EQUITY STRATEGIES

Value Equity Strategies

Confluence's Value Equity strategies include All Cap Value, Equity Income, Increasing Dividend Equity Account ("IDEA"), IDEA Plus, Large Cap Value, Small Cap Value, Large Cap IDEA, Large Cap Equity Income, Small-Mid Cap Value and Value Opportunities. Value Equity portfolios consist primarily of equity securities of U.S. issuers and U.S.-listed securities of non-U.S. issuers. The IDEA Plus strategy utilizes, in addition to such equity securities, broad-based equity index ETFs and covered call options thereon. Confluence utilizes a team-based approach in which all equity investment committee members are fundamental analysts first and foremost. Each analyst is responsible for companies within specific industries and brings ideas to the Value Equities Investment Committee for vetting of investment theses and analyzing new developments with the goal of ensuring that each security in a portfolio has the attributes Confluence looks for in its equity investments (e.g., sustainable competitive advantage, free cash flow, capable management, trading at a discount to intrinsic value, among other considerations)

Confluence analysts begin by compiling data, including independent and Wall Street research, on individual securities. Data gathering includes reviews of specific company and SEC documents, company visits, management interviews, newspaper and other media stories, industry publications, competitors' information and research reports. Much of the analysts' time is spent qualitatively analyzing this information to determine if a company possesses a sustainable competitive advantage that allows for product pricing flexibility, with additional time spent on a quantitative cash flow analysis to determine estimates of fair value of the company's equity securities.

Typically, the process begins with an equity analyst or portfolio manager analyzing and writing a report on a proposed company (or recommendation) in his or her respective industry coverage. The information is disseminated to the Value Equities Investment Committee and subsequently vetted by the Committee. The vetting process is thorough, often requiring additional information or analysis. If investment in that company is approved, the Portfolio Management Committee decides placement into a portfolio based on weighting/contribution. Each portfolio has an established target number of holdings. The portfolio will become fully invested over time as targeted investments become available within the stated pricing discipline.

Before investing in any equity security of a company, Confluence conducts a rigorous investment review to:

- Determine if the company's business has a sustainable competitive advantage. This advantage usually protects its business or allows it to maintain market share leadership over time.
- Examine a company's free cash flow. Free cash flow is the amount of cash available after paying expenses and making necessary capital expenditures. Free cash flow can be used to build shareholder value through such things as dividends, stock buybacks and/or acquisitions. Confluence analyzes each business and forecasts cash flows, including future free cash flows to approximate the intrinsic value. Confluence then invests in those companies whose stocks trade below our estimates of intrinsic value.
- Review a company's return on invested capital. A well-managed company should be able to reinvest capital to improve or grow its business. A company with high or increasing return on capital meets Confluence's criteria.
- Analyze a company's management team. Focused, passionate management teams are likely to make decisions in the best interests of shareholders with the goal of capital appreciation. Confluence has particular interest in the level of a management team's capital allocation skills. Confluence also values corporate managers with large personal investments in their companies' stocks.

Buy Discipline

Confluence generally invests in companies whose stocks trade below our estimates of intrinsic or fair value, which we determine by analyzing historical and forecasted cash flow, including free cash flow, in an attempt to estimate what a knowledgeable buyer would pay to purchase 100% of the company in an all-cash transaction. Buy limits generally are set at a 25% - 50% discount to Confluence's estimate of intrinsic value. We do not use buy limits

in IDEA or IDEA Plus portfolios; however, we seek to invest in high-quality companies when they are trading at a reasonable discount to our internal estimates of intrinsic value.

Sell Discipline

In seeking to preserve capital, portfolio positions are reviewed continually. A company's stock may be sold if any of the following occurs:

- The share price reaches our estimates of full valuation.
- The business underperforms relative to its peer group or new market entrants.
- The company's fundamentals deteriorate.

There are other circumstances that can cause all or part of a stock position to be sold. Such instances may include a stock's value in the portfolio becoming disproportionately large or a more attractive investment opportunity presenting itself.

International and Global Equity Strategies

Confluence offers International Equity strategies, focused on investing in the equity securities of issuers located in countries other than the U.S. ("*Foreign Securities*") and Global Equity strategies, focused on investing in Foreign Securities as well as equity securities of U.S. companies. Confluence offers the following International Equity strategies—International Developed (developed foreign countries only), International Equity Income (developed foreign countries only), International Growth (developed foreign countries and may include limited exposure to emerging markets and frontier markets), International Opportunities (developed foreign countries and may include exposure to emerging markets and frontier markets) and Emerging Markets (emerging markets and may include exposure to frontier markets). Confluence also offers the following Global Equity strategies, Global Large Cap (developed countries including the U.S. and may include limited exposure to emerging markets), Global Developed (developed countries including the U.S.), Global Equity Income (developed countries including the U.S.) and Global Opportunities (developed countries including the U.S. and may include exposure to emerging markets and frontier markets). The Global Equity strategies are managed in conjunction with the Value Equity team. In its implementation of the International Equity and Global Equity strategies, Confluence utilizes Foreign Securities consisting primarily of U.S.-listed securities of non-U.S. issuers, including Foreign Securities listed directly on U.S. securities exchanges and U.S.-listed American Depositary Receipts (ADRs) for Foreign Securities. Confluence may utilize Foreign Securities listed on securities exchanges outside of the U.S.

The investment process for the International Equity and Global Equity strategies combines top-down macro analysis with bottom-up fundamental equity analysis to identify equity investments in favorable geographies, sectors and currencies. Confluence utilizes a team-based approach in which each member of the committee is either a macro strategist or an equity analyst first and foremost. Portfolio management decisions are made as a team.

Our top-down macro analysis aims to identify favorable geographies (both countries and super-regions), sectors and currencies. Committee members who are macro strategists continuously review a wide array of global economic, geopolitical, and macro-financial data to ascertain important secular trends that affect the investable universe. Macro team presentations may focus on a notable economic region, currency, market cycle or specific geopolitical issue during

Committee meetings as well as discussing any other major economic developments and answering committee inquiries about factors that may affect specific equity holdings. Macro analysis draws on numerous resources, including independent research from original sources (government and private sector data), databases, publications and outside research. Our internal macro team also conducts a wide variety of thorough statistical analysis to evaluate trends within regions and countries in terms of economic conditions, fiscal and monetary policy, politics and geopolitics, currency, and relative valuation. This process and discussion lead to the identification of regions, sectors and currencies that we believe are either attractive, or unattractive, based on our rigorous analysis of these trends and conditions. This analysis helps to determine the aggressiveness or defensiveness of the portfolio structure.

Our bottom-up fundamental equity analysis is intensely research-driven, seeking to identify high-quality companies that are trading at a reasonable discount to our estimate of fair value and growth prospects. Each committee member who is an equity analyst is responsible for companies within specific industries and brings ideas to the committee for vetting of investment theses and analyzing new developments with the goal of ensuring that each security in a portfolio has the attributes Confluence looks for in its equity investments (e.g., sustainable competitive advantage, free cash flow, capable management, reasonable valuation given its growth prospects, among other considerations). Our International Equity and Global Equity portfolios also seek companies whose sales and cash flow growth are favorable in its given sector and when compared to its peers. We take a long-term approach to investing in individual securities.

Confluence analysts begin by compiling data, including independent and Wall Street research, on individual securities. Data gathering includes reviews of specific company and regulatory documents, company calls and management interviews, newspaper and other media stories, industry publications, competitors' information and research reports. Much of the analysts' time is spent qualitatively analyzing this information to determine if a company possesses a sustainable competitive advantage that allows for product pricing flexibility. We do not use buy limits in International Equity or Global Equity portfolios; however, we seek to invest in high-quality companies when they are trading at a reasonable discount to our internal estimate of fair value. The International Opportunities strategy has a shorter investment horizon, greater portfolio turnover and is typically more concentrated than other Confluence Value Equity strategies.

Typically, the equity research process begins with an equity analyst analyzing and writing a report on a proposed company (or recommendation) in his or her respective industry coverage. The information is disseminated to the International Equities Investment Committee and subsequently vetted by the committee. The vetting process is thorough, often requiring additional information or analysis. Portfolio management decisions are made at the committee level.

Before investing in any specific equity, Confluence conducts a rigorous investment review to determine that the investment reflects the attributes of our investment philosophy:

- Sustainable competitive advantage. This advantage usually protects the company's business, allows it to control product pricing, and/or allows it to maintain market share leadership over time.
- Strong free cash flow. Free cash flow is the amount of cash flow that can be used to build shareholder value through investing in the business or returning capital to the shareholders.

- Business growth orientation. We seek companies with faster growth in sales and/or cash flow in a given sector and in excess of its peers, whose margins are stable or expanding.
- Capable management team. A focused management team with a demonstrated ability to effectively allocate capital is most likely to make decisions that are in the best interests of shareholders. We also value the alignment of shareholder and management's interests through large personal investments by the top management in the company.

Buy Discipline

Our investment philosophy is sensitive to valuations paid for a stock and we seek to pay reasonable valuations for investments, especially when viewed in relation to the company's growth prospects. We believe avoiding excessive valuations is one of the key metrics in managing risk, while maximizing total return potential over an investment cycle. Most of the metrics that we utilize to measure valuations are based on price relative to future earnings potential of the company, such as Enterprise Value/EBITDA, Price/Free Cash-Flow, Price-to-Earnings ratio, Price-to-Book ratio and other valuation measures.

Sell Discipline

In seeking to preserve capital, portfolio positions are reviewed continually. A company's stock may be sold if any of the following occurs:

- The share price reaches and/or exceeds our estimates of full valuation.
- The underlying macro conditions deteriorate for the geography, currency or sector. Our committee is continuously reviewing both top-down and bottom-up fundamentals.
- The business underperforms relative to its peer group or new market entrants.
- The company's fundamentals deteriorate.

There are other circumstances that may cause all or part of a stock position to be sold. Such instances may include a stock's value in the portfolio becoming disproportionately large or a more attractive investment opportunity presenting itself.

ETF STRATEGIES

Asset Allocation Strategies

Asset allocation is the process of developing a diversified investment portfolio by combining different asset classes in varying proportions. A portfolio's long-term performance is determined primarily by the apportionment of dollars in an account among the asset classes. Confluence's Asset Allocation strategies are formed exclusively of ETFs. Confluence Asset Allocation strategies (Income, Income with Growth, Growth & Income, Growth and Aggressive Growth) are developed to meet investors' risk tolerance, investment goals and time frames.

Confluence's investment philosophy is based upon independent, fundamental research that integrates evaluation of market cycles, macroeconomics and geopolitical analysis. Confluence's portfolio management philosophy begins by assessing risk and follows through by positioning clients to seek to achieve income and growth objectives. Confluence's approach to asset allocation is more dynamic than most traditional strategic allocation strategies. Confluence extends the traditional approach by incorporating forward-looking analytics that address changing opportunities and risks as we move through economic and market cycles.

Investment objectives vary between growth and income, and may include a combination of the two, subject to limitations of overall portfolio volatility and risk. Equity allocations are typically the primary means to pursue growth objectives and may include ETFs focused on U.S. large, small and mid-cap equity securities, while non-U.S. equities may include ETFs focused on equity securities of issuers in non-U.S. developed countries or in emerging markets. Non-U.S. allocations may involve a focus or avoidance of certain countries or regions. Sector-specific analysis may be involved in certain equity asset classes, particularly in large cap equities. Growth and value style biases as well as factor exposures may also be included in allocation decisions.

Income objectives in our Asset Allocation strategies are typically pursued through proportionate allocations to fixed income-oriented ETFs. In pursuing fixed income objectives, Confluence utilizes ETFs that represent a basket of bonds or other income securities that are designed to track the performance of targeted indices, sectors or asset classes. Allocations are managed to target specific duration or credit quality profiles and may include speculative grade allocations. As described below, Confluence utilizes a similar methodology in pursuing the income objectives of the Confluence Balanced strategies (the Balanced strategies generally do not include ETFs that invest in speculative grade bonds).

Real estate and commodity allocations may be included for income, capital appreciation or diversification objectives. This process draws upon Confluence's extensive experience of investing, on behalf of its clients, in a wide range of equity, fixed income and other securities during various market cycles in an attempt to provide attractive, risk-adjusted returns to its clients.

Allocations among the various asset classes are modified generally once a quarter, with the portfolios typically rebalanced during the first month of the quarter.

Fixed Income Strategies

The Fixed Income strategies invest exclusively in fixed income-oriented ETFs. The Taxable Fixed Income strategy focuses on ETFs that have exposure to fixed income holdings that pay interest that is generally not exempt from federal income taxes, including U.S. Treasuries, mortgage-backed securities (MBS) and corporate bonds. Alternately, the Tax-Exempt Fixed Income strategy focuses on ETFs with municipal bond holdings that pay interest generally exempt from federal income taxes. It is important to note that the Tax-Exempt Fixed Income strategy is not managed with regard to state income taxes and Confluence does not provide advice, guidance, interpretation or any details regarding income taxes. Investors should seek guidance regarding the taxability of income independently from information provided by Confluence.

The investment objectives for the Fixed Income strategies are to deliver income and volatility characteristics of a diversified, investment grade, intermediate-maturity, domestic fixed income allocation.

Both the Taxable Fixed Income strategy and the Tax-Exempt Fixed Income strategy seek exposure to ETFs with investment grade, domestically oriented benchmarks. Investment decisions are made by the Fixed Income Strategy Committee, which meets each quarter to review and monitor portfolio performance and positioning, while also evaluating a variety of macro factors and market conditions. (Committee members meet informally more frequently.) Macro factors may include issues related to inflation, economic growth, Fed policy, currency trends, commodity prices, quantitative easing or tightening, the regulatory environment, trade policies, budget deficits and national debt as well as foreign central bank policies, global inflation and

foreign economic growth rates. Market condition evaluations may involve topics including the outlook for the Fed's overnight target rate, LIBOR and other money-market rates, the shape of the yield curve, credit underwriting trends, corporate default rates, corporate bond spreads, corporate profitability, MBS option adjusted spreads and negative convexity, the nature of supply and demand for MBS caused by changes in the size of the Fed's balance sheet, marginal tax rates, the fiscal health of states and municipalities, domestic and global capital flows, liquidity trends and foreign sovereign yield curves.

The Fixed Income Strategy Committee adjusts the duration, maturity profile and sector exposure of the portfolios by combining ETFs with a variety of characteristics. The Committee evaluates the ETFs individually as well as collectively, building and seeking to maintain a profile that positions the portfolios to pursue their investment objectives against the backdrop of current and projected economic and market conditions. Although the strategies usually maintain an intermediate duration and maturity profile, the Committee may adjust the strategies to have a long-term or short-term profile, depending upon its view of risk and return in the fixed income markets. The Committee may adjust sector exposures according to its view of risk and return within and across various fixed income sectors. Sector allocations are focused on investment grade exposures and the Committee avoids the inclusion of ETFs with below-investment grade benchmarks.

The Committee also utilizes "maturity-series ETFs." Unlike traditional fixed income ETFs, maturity-series ETFs have a finite life, each with a stated end date when the ETF will be liquidated, with proceeds returned to investors through a final distribution. During its life, a maturity-series ETF is invested into bonds with maturities near to, but not beyond, its own stated end date. Through this structure, maturity-series ETFs tend to have increasingly shorter average duration and maturity profiles with the passage of time. Accordingly, maturity-series ETFs share some similarity to the shortening maturity profile over time created by an individual bond.

The Committee often constructs a "bond ladder" in the strategies by arranging positions in maturity-series ETFs across an array of end dates. As the weighted average maturity of the bond ladder shortens with the passage of time, the Committee may elect to hold a maturity-series ETF through its end date, when the ETF liquidates, or sell the position beforehand. Proceeds from the distribution or sale can then be redeployed into a maturity-series ETF with a longer end date, thereby managing the weighted average maturity of the bond ladder across time. The Committee believes the bond ladder can be helpful in addressing interest rate risk and changing market conditions. Usually, the bond ladder or maturity-series ETFs is combined with more traditional fixed income ETFs, which help facilitate a variety of sector, duration and maturity exposures.

BALANCED STRATEGIES

Balanced strategies are pursued through a combination of either the Taxable Fixed Income strategy or the Tax-Exempt Fixed Income strategy with one of the Value Equity strategies, managed together in a single account. The allocations are generally set on 10% increments, with a few exceptions allowed for 5% increments. As an example, clients may elect to invest in a 50/50 Equity Income Taxable Fixed Income Balanced account. In this example, 50% of the portfolio would be invested in the Equity Income strategy and managed in identical form relative to previously described Value Equity portfolios. The other 50% allocation would be invested in the Taxable Fixed Income strategy and managed in identical form relative to the previously described

fixed income strategies. Clients can select from a range of equity and fixed income strategy combinations, subject to certain custodial limitations.

Although the equity and fixed income allocations in a Balanced account are invested and managed independently from one another, Confluence continuously provides portfolio management oversight to both allocations by monitoring portfolio proportions and by evaluating natural drift that occurs in asset allocations. Tolerance bands, also known as guardrails, are placed around each Balanced account and if the allocations drift outside of the guardrails, the overall allocation is updated to maintain proportions near the client's initial target. To accommodate allocation drift within the guardrails, individual positions at the security level are adjusted and maintained at levels slightly above or below portfolio model targets. Two principal differences relative to the Asset Allocation strategies are that Balanced strategies generally do not include ETFs that invest in speculative grade bonds and they also have different fixed income benchmarks.

ALTERNATIVE AND SECTOR STRATEGIES

Confluence has developed strategies focusing on alternative asset classes and sector-specific investments, which we believe have the potential to achieve attractive risk-adjusted returns. Management of these strategies begins with top-down evaluations of the geopolitical environment, fundamental macroeconomic trends and technical patterns in the target markets.

Alternative Strategies

Confluence's Global Hard Assets strategy is focused on investments in "hard assets" which Confluence defines as tangible commodities, such as gold, oil or potash. The portfolio is comprised of the common stocks of companies engaged in the hard assets sector or various hard asset ETFs or exchange-traded notes ("ETNs"), thus giving the portfolio exposure to physical commodities. The companies in the hard assets sector are directly responsible for mining, extracting or producing the hard assets. The Confluence investment philosophy seeks to identify companies that have the ability to increase production and grow reserves over time, thus appreciating capital. Confluence's investment process utilizes a top-down approach to identify investable sectors, coupled with bottom-up, security selection. The Confluence geopolitical and global macro analyses define the sector weights along with acceptable geographic locations of reserves. Overall allocation is decided once this process is complete, based upon views of hard asset sector company equities and hard asset ETFs and ETNs.

The Confluence Multi-Asset Income strategy seeks to produce an above-average level of income consistent with a tolerable level of risk. Capital appreciation is a secondary objective. Confluence seeks to mitigate risk to capital by diversifying into multiple asset classes and sectors. Confluence utilizes macroeconomic and market analysis to guide the investment in both equity and fixed income investments, and to determine investment characteristics within those categories. Such investment characteristics include the weights of sectors within the equity investments, or credit quality and duration within the fixed income investments. The selection of individual equities and other securities will be based on the analysis of the underlying companies and entities. The investable universe consists of common stocks, preferred stocks, master limited partnerships ("MLPs"), equity and mortgage Real Estate Investment Trusts ("REITs"), convertible securities, ETFs and investment funds such as Business Development Companies ("BDCs"). The fixed income investments of the strategy will be made primarily via ETFs. The fixed income portion of

the strategy can utilize ETFs that invest in investment grade corporate, non-investment grade corporate, floating rate, mortgage, international, and U.S. Treasury securities. The equity portion of the strategy can be in any equity class but is expected to be weighted toward the higher yielding sectors such as financial, energy, utility, and real estate securities.

Sector-Specific Strategies

Confluence also manages sector-specific strategies, such as Specialty Finance BDCs, REITS and Utilities that are by nature concentrated by industry or asset class. The Specialty Finance BDC strategy is focused on a relatively small niche of the financial sector. BDCs lend in the private debt markets, known as the “middle market,” principally providing capital to small and mid-sized businesses. Most borrowers are private companies with EBITDA in the \$5-\$50 million range. Companies in the middle market are typically not large enough to access the liquid public markets and usually have financing needs that go beyond what typical commercial banks are willing to provide. Some BDCs may focus on industry niches, such as venture lending, healthcare or asset-based loans. However, most apply a more generalized approach. Although BDCs capture and deliver return and risk from the private markets, publicly traded BDCs may over shorter time frames perform similarly to small cap financials.

Because the Specialty Finance BDC portfolio is focused on a very specific part of the financial sector, it can have greater volatility relative to a more fully diversified portfolio. In addition, BDCs are regulated under the Investment Company Act of 1940, which has specific requirements for how BDCs are managed. These regulations range across many factors, including limitations on the amount of income and gains a BDC can retain, limitations on the amount of debt a BDC can incur, the nature of how equity capital can be raised, mandates on the profile of BDC borrowers, the nature of how BDC income is earned, and requirements for BDC asset diversification. While BDC regulations provide a measure of protection for investors, they can also create situations where BDC managers may have limited access to certain sources of capital. Investing in BDCs also creates an indirect exposure to middle-market borrowers, including small and mid-sized companies, who may have more credit risk relative to larger companies. It should be noted that most publicly traded BDCs are small cap and micro-cap stocks, which tend to have higher market volatility relative to large cap stocks.

Confluence considers a multiplicity of factors in selecting securities for the Specialty Finance BDC portfolio. The quality of BDC manager is of central importance and factors that are evaluated include (but are not limited to): experience & track record, platform resources, workout capabilities, lending focus, industry reputation, fees & expenses, capital allocation policies, stock valuation and stock liquidity. Individual positions are considered against the backdrop of overall portfolio construction. Portfolio positions may be sold with consideration of these same factors, particularly when new opportunities arise.

REITs are companies that own, operate or finance income-producing real estate, including offices, apartment buildings, warehouses, hotels, retail centers and medical facilities. Utilities securities include companies engaged in the production, transmission or distribution of electric energy or natural gas; the operation of water supply networks or wastewater or sewage treatment facilities; the provision of telephone, mobile communication and other telecommunications services; or the provision of other utility or utility related goods or services, including entities engaged in solid waste, electric generation or in the provision of waste disposal systems.

INVESTMENT STRATEGIES – CERTAIN RISKS

EQUITY STRATEGIES

Value Equity Strategies

Value Equity strategies invest in a portfolio of equity securities which Confluence believes are undervalued or inexpensive relative to other investments. These types of securities present risks in addition to the general risks associated with investing in equity securities, including the risk that Confluence's estimates of the intrinsic value of the stock may never be realized by the market or that the price goes down. Equity securities generally are selected based on views of an issuer's business and economic fundamentals or the security's current and projected credit and profit profiles, relative to current market price. Such securities are subject to the risk of misestimating certain fundamental factors. Further, because the prices of value-oriented securities tend to correlate more closely with economic cycles than growth-oriented securities, they generally are more sensitive to changing economic conditions, such as changes in interest rates, corporate earnings and industrial production. Disciplined adherence to a value investment mandate during periods in which that style is out of favor can result in significant underperformance relative to overall market indices and other managed investment vehicles that pursue growth style investments and/or flexible style mandates.

Confluence Value Equity portfolios will typically hold securities of fewer issuers than a broadly diversified equity mutual fund. Confluence Value Equity portfolios may be more susceptible to a single adverse economic or regulatory occurrence affecting one or more of these issuers, experience increased volatility, and be concentrated in certain issues. Furthermore, because Value Equity portfolios have a relatively small number of issuers, the portfolios have greater susceptibility to adverse developments in one issuer or group of issuers.

Confluence's Value Equity strategies sometimes utilize American Depositary Receipts ("ADRs"), which are U.S. listed receipts for securities of non-U.S. companies and are typically issued by a U.S. bank or trust company and represent ownership of the underlying non-U.S. securities. While ADRs are typically U.S. dollar-denominated (which is not necessarily in the same currency as the securities into which they may be converted), many of the risks associated with non-U.S. securities often apply to ADRs as well. Issuers of non-U.S. securities are not generally subject to uniform accounting, auditing and financial standards comparable to those applicable to U.S. public companies. Dividend and interest income may be subject to withholding and other foreign taxes, which may adversely affect the return on such investments. Although ADRs are typically denominated in U.S. dollars, they may be vulnerable to currency risks in the event that changes in foreign currency exchange rates adversely affect the value of the underlying non-U.S. securities.

The Small Cap Value, Equity Income, IDEA, Small-Mid Cap Value, Value Opportunities and All Cap Value strategies can include smaller capitalization companies that, due to their size, generally are more vulnerable to adverse general market or economic developments than larger, more established companies. The securities of small companies often have abrupt and greater price volatility and may be less liquid because of limited financial resources, management inexperience and less publicly available information, among other factors. The Value Opportunities strategy has a shorter investment horizon, greater portfolio turnover and is typically more concentrated (e.g., 8 to 12 positions) than other Confluence Value Equity strategies.

The Increasing Dividend Equity Account (“IDEA”) strategy is focused on high-quality companies with long track records of distributing earnings to shareholders through dividends. Also, of importance in securities selection is the anticipated dividend growth rate of the aggregate portfolio. However, companies are not required to continue to pay dividends and the IDEA strategy is subject to the risk that any or all of the portfolio companies could reduce or eliminate their dividends in the future, which would adversely affect the performance of the portfolios utilizing the strategy. Dividend-producing equity securities, in particular those whose market price is closely related to their yield, can exhibit greater sensitivity to interest rate changes.

The IDEA Plus strategy is a combination of the IDEA strategy with a covered call option strategy on the S&P 500 Index. Approximately 75% of the portfolio consists of the IDEA portfolio and the remaining portion of the portfolio consists of an ETF position in the S&P 500 Index with a corresponding covered call option position. Confluence will write (sell) covered call options on all or a portion of the ETF position held in the IDEA Plus portfolio as determined to be appropriate, consistent with the strategy's investment objective. In addition to the risks associated with the IDEA strategy, the IDEA Plus strategy is subject to options risk. There are several risks associated with transactions in options on securities. For example, there are significant differences between the securities and options markets that could result in an imperfect correlation between these markets, causing a given transaction not to achieve its objectives. A decision as to whether, when and how to use options involves the exercise of skill and judgment, and even a well-conceived transaction can be unsuccessful to some degree because of market behavior or unexpected events. As the writer of a covered call option, the IDEA Plus portfolio forgoes, during the option's life, the opportunity to profit from increases in the market value of the security covering the call option above the sum of the premium and the strike price of the call, but the portfolio has retained the risk of loss should the price of the underlying security decline. The writer of an option has no control over the time when it may be required to fulfill its obligation as a writer of the option. Once an option writer has received an exercise notice, it cannot affect a closing purchase transaction in order to terminate its obligation under the option and must deliver the underlying security at the exercise price.

International and Global Equity Strategies

Confluence offers International Equity strategies, focused on investing in the equity securities of issuers located in countries other than the U.S. (“Foreign Securities”) and Global Equity strategies, focused on investing in Foreign Securities as well as equity securities of U.S. companies. In its implementation of the International Equity and Global Equity strategies, Confluence utilizes Foreign Securities consisting primarily of U.S.-listed securities of non-U.S. issuers, including Foreign Securities listed directly on U.S. securities exchanges and U.S.-listed American Depositary Receipts (ADRs) for Foreign Securities. Confluence may utilize Foreign Securities listed on securities exchanges outside of the U.S.

Foreign Securities Risk — Investments in Foreign Securities involve certain risks not involved in securities of U.S. issuers that can increase the chances that an investor will lose money.

Foreign Economy Risk — The economies of certain foreign markets may not compare favorably with the economy of the U.S. with respect to such issues as growth of gross national product, reinvestment of capital, resources and balance of payments position. Certain foreign economies rely heavily on particular industries or foreign capital and are more vulnerable to diplomatic

developments, the imposition of economic sanctions against a particular country or countries, changes in international trading patterns, trade barriers and other protectionist or retaliatory measures. Investments in foreign markets may also be adversely affected by governmental actions such as the imposition of capital controls, nationalization of companies or industries, expropriation of assets or the imposition of punitive taxes. In addition, the governments of certain countries may prohibit or impose substantial restrictions on foreign investments in their capital markets or in certain industries. Any of these actions could severely affect securities prices or impair Confluence's ability to purchase or sell Foreign Securities. Other potential foreign market risks include foreign exchange controls, difficulties in pricing securities, difficulties in enforcing legal judgments in foreign courts and political and social instability. Diplomatic and political developments, including rapid and adverse political changes, social instability, regional conflicts, terrorism and war, could affect the economies, industries and securities and currency markets, and the value of Foreign Securities. These factors are extremely difficult, if not impossible, to predict and to incorporate in the management of International Equity and Global Equity strategies.

Governmental Supervision and Regulation/Accounting Standards — Many foreign governments do not supervise and regulate capital markets, brokers and the sale of securities to the same extent as such regulations exist in the U.S. They also may not have laws to protect investors that are comparable to U.S. securities laws. For example, some foreign countries may have no laws or rules against insider trading. Insider trading occurs when a person buys or sells a company's securities based on material, non-public information about that company. In addition, some countries have legal systems that make it difficult to vote proxies, exercise shareholder rights, and pursue legal remedies with respect to its foreign investments. Accounting standards in other countries are not necessarily the same as in the U.S. If the accounting standards in another country do not require as much detail as U.S. accounting standards, it may be harder for Confluence to completely and accurately determine a company's financial condition. In addition, dividend and interest income on Foreign Securities may be subject to withholding and other foreign taxes, which may adversely affect the return on such investments.

European Economic Risk — The European financial markets have recently experienced volatility and adverse trends due to concerns about economic downturns in, or rising government debt levels of, several European countries. These events may spread to other countries in Europe. Responses to the financial problems by European governments, central banks and others, including austerity measures and reforms, may not work, may result in social unrest and may limit future growth and economic recovery or have other unintended consequences. Further defaults or restructurings by governments and others of their debt could have additional adverse effects on economies, financial markets and asset valuations around the world. In addition, the United Kingdom has withdrawn from the European Union, and one or more other countries may withdraw from the European Union and/or abandon the euro, the common currency of the European Union. The impact of these actions, especially if they occur in a disorderly fashion, is not clear but could be significant and far reaching.

Emerging Markets Risk — The risks of Foreign Securities investments are usually much greater for emerging markets (or lesser developed countries, including countries that may be considered to be frontier markets). Confluence follows MSCI guidelines in defining countries as developed, emerging or frontier market countries. Emerging market countries generally include Brazil, Chile, China, Colombia, Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Korea, Malaysia,

Mexico, Peru, Philippines, Poland, Qatar, Russia, South Africa, Taiwan, Thailand, Turkey and United Arab Emirates.

Investments in emerging markets may be considered speculative. Emerging markets are riskier than more developed markets because they tend to develop unevenly and may never fully develop. They are more likely to experience hyperinflation and currency devaluations, which adversely affect returns to U.S. investors. In addition, many emerging markets have far lower trading volumes and less liquidity than developed markets. Since these markets are often small, they may be more likely to suffer sharp and frequent price changes or long-term price depression because of adverse publicity, investor perceptions or the actions of a few large investors. In addition, traditional measures of investment value used in the United States, such as price to earnings ratios, may not apply to certain small markets. Also, there may be less publicly available information about issuers in emerging markets than would be available about issuers in more developed capital markets, and such issuers may not be subject to accounting, auditing and financial reporting standards and requirements comparable to those to which U.S. companies are subject.

Many emerging market countries have histories of political instability and abrupt changes in policies. As a result, their governments are more likely to take actions that are hostile or detrimental to private enterprise or foreign investment than those of more developed countries, including expropriation of assets, confiscatory taxation, high rates of inflation or unfavorable diplomatic developments. In the past, governments of such nations have expropriated substantial amounts of private property, and most claims of the property owners have never been fully settled. There is no assurance that such expropriations will not reoccur. In such an event, it is possible that investors could lose the entire value of its investments in the affected country. Some countries have pervasive corruption and crime that may hinder investments. Certain emerging market countries may also face other significant internal or external risks, including the risk of war, and ethnic, religious and racial conflicts. In addition, governments in many emerging market countries participate to a significant degree in their economies and securities markets, which may impair investment and economic growth. National policies that may limit investment opportunities include restrictions on investment in issuers or industries deemed sensitive to national interests.

Frontier Markets Risk — Frontier market countries generally have smaller economies and less mature capital markets than emerging market countries. As a result, the risks associated with investing in emerging market countries are magnified in frontier markets. Frontier markets are more susceptible to abrupt changes in currency values, have less mature settlement practices, and can have lower trading volumes that can lead to more price volatility and lower liquidity. Frontier market countries include Argentina, Bahrain, Bangladesh, Bosnia & Herzegovina, Botswana, Bulgaria, Croatia, Estonia, Ghana, Jamaica, Jordan, Kazakhstan, Kenya, Kuwait, Lebanon, Lithuania, Mauritius, Morocco, Nigeria, Oman, Pakistan, Palestine, Romania, Saudi Arabia, Serbia, Slovenia, Sri Lanka, Trinidad and Tobago, Tunisia, Ukraine. Vietnam and Zimbabwe.

Depository Receipts Risk — In its implementation of the International Equity and Global Equity strategies, Confluence invests primarily in Foreign Securities listed directly on U.S. securities exchanges and U.S.-listed American Depository Receipts (ADRs) for Foreign Securities. ADRs

are certificates evidencing ownership of securities of a foreign issuer and are typically denominated in U.S. dollars, which is different than that of the underlying securities. These certificates are issued by depositary banks, and the underlying shares are held in trust by a custodian bank or similar financial institution in the issuer's home country. ADRs may be sponsored or unsponsored. A sponsored ADR is issued by a depositary which has an exclusive relationship with the foreign issuer of the underlying security. An unsponsored ADR may be issued by any number of depositaries. Under the terms of most sponsored arrangements, depositaries agree to distribute notices of shareholder meetings and voting instructions, and to provide shareholder communications and other information to the ADR holders at the request of the foreign issuer of the deposited securities. The depositary of an unsponsored ADR, on the other hand, is under no obligation to distribute shareholder communications received from the foreign issuer of the deposited securities or to pass through voting rights to ADR holders in respect of the deposited securities. Confluence may invest in either sponsored or unsponsored ADRs.

Direct Foreign Securities Investment Risks — In its implementation of the International Equity and Global Equity strategies, Confluence may utilize Foreign Securities listed on securities exchanges outside of the U.S. Securities traded in foreign markets have often (though not always) performed differently from securities traded in the U.S. Because there may be fewer investors on foreign exchanges and a smaller number of securities traded each day, it may be more difficult to buy and sell securities on those exchanges. Also, it is often more expensive for investors to buy, sell and hold securities in certain foreign markets than in the United States. Settlement and clearance procedures in certain foreign markets differ significantly from those in the U.S. Foreign settlement and clearance procedures and trade regulations also may involve certain risks (such as delays in payment for or delivery of securities) not typically associated with the settlement of U.S. investments. At times, settlements in certain foreign countries have not kept pace with the number of securities transactions. These problems may make it difficult for Confluence to carry out transactions. If a transaction implemented by Confluence on behalf of an investor cannot settle or is delayed in settling, the investor may miss attractive investment opportunities and certain of its assets may be uninvested with no return earned thereon for some period. If a transaction implemented by Confluence on behalf of an investor cannot settle or is delayed in settling, the investor may lose money if the value of the security then declines. Confluence may need to use brokers and counterparties that are less well capitalized, and custody and registration of assets in some countries can be unreliable. The possibility of fraud, negligence, undue influence being exerted by the issuer or refusal to recognize ownership exists in some foreign markets, and, along with other factors, could result in ownership registration being completely lost. Also, in addition to withholding taxes on investment income, some countries may impose differential capital gains taxes on foreign investors.

ETF STRATEGIES

Asset Allocation Strategies

Confluence's Asset Allocation strategies involve apportioning the portfolio's assets among various asset classes, the success of which generally depends upon our ability to estimate the expected returns, volatility, and correlations of the relevant markets for such assets. Expected returns and volatility for different asset classes vary over time, as do the correlations of different

asset classes. Therefore, Confluence applies an adaptive process, one that evaluates economic and market variables in a forward-looking context. Our approach evaluates the investing landscape against the backdrop of the pending business cycle—a rolling time frame continuously looking forward at the next three years. The Confluence approach is not market timing. Rather, the intention is to remain within an acceptable risk profile, while changing the asset class mix to seek to optimize return potential. Confluence can adjust allocations in much shorter time frames, depending upon changing views of the marketplace and economy. Alternately, Confluence may continue for several quarters without making significant allocation adjustments if Confluence believes the existing posture remains optimal.

While this flexibility is generally expected to result in diversification of the portfolio across multiple asset classes, asset classes may not perform as expected and may not display the level of correlation anticipated. If the assessment of the risk and return potential of asset classes is incorrect, the portfolio could significantly underperform the markets in general, particular markets, or other asset allocation strategies. If the assessment of the correlations between different asset classes is incorrect, the portfolio may not achieve the level of diversification that we anticipated, which can increase the risk of underperformance or negative performance.

Confluence's Asset Allocation strategies are implemented using passive ETFs, which own a basket of securities that track a particular market index. Changes in the price of an ETF, before deducting expenses, typically track the movement of the associated index relatively closely. ETFs charge their own management fees and other expenses that come directly out of the ETF returns. In addition, a commission on each purchase or sale of shares of the ETF may be charged by the executing broker-dealer, and these commission expenses will reduce the performance of the client's portfolio. An ETF's performance sometimes may not perfectly track the targeted index the ETF seeks to mirror. ETFs are subject to various risks, including the ability of the ETF's managers to meet the investment objective, and to manage appropriately the ETF's portfolio when the underlying securities are redeemed or sold, particularly during periods of market turmoil and as investors' perceptions regarding ETFs or their underlying investments change. There is also no guarantee that an ETF will track its targeted index and therefore achieve its investment objective. Market disruptions and regulatory restrictions could have an adverse effect on the ETF's ability to adjust its exposure to the required levels in order to track the targeted index. Errors in index data, index computations and/or the construction of the targeted index in accordance with its methodology may occur from time to time and may not be identified and corrected by the provider of the targeted index for a period of time or at all, which may have an adverse impact on the ETF and its shareholders, including Confluence clients in its Asset Allocation strategies.

Unlike traditional open-end mutual funds, the shares of which can be purchased or redeemed at prices equal to the mutual fund's net asset value at the end of a business day, shares of ETFs trade on a securities exchange and are purchased or sold at market prices established on the exchange. ETFs enter into agreements with certain designated Authorized Participants (APs) who may purchase and redeem during the trading day large blocks of the ETF's shares at the then-current net asset value, which such purchases and redemptions are intended to (and in normal market conditions frequently do) maintain the approximate equivalence of the market price and net asset value of the ETF's shares. To the extent that one or more of such designated APs cease to or are unable to proceed with such purchases and redemptions, and no other designated AP is willing or able to make such purchases and redemptions, the market price of the ETF's shares may be more likely to trade at a premium or discount to net asset value and the

shares could have limited liquidity. During periods of severe market volatility or disruption, these premiums or discounts could be significant, and the exchange could impose trading halts on and/or delisting of the shares of the ETF.

There are also risks associated with the asset class in which the ETF invests. The risks associated with equity-oriented ETFs include the risk that the securities in an ETF will decline in value due to factors affecting the issuing companies, their industries or the markets generally.

Industry specific ETFs by design provide concentrated risks in industries. For example, a REIT ETF has investments in companies that are subject to changes in the real estate market, vacancy rates and competition, volatile interest rates and economic recession. Confluence's Asset Allocation strategies can include commodity-oriented ETFs. Buying commodities allows for a source of potential diversification in consideration for the assumption of the risks inherent in the commodities markets, which include the global supply and demand for commodities being influenced by U.S. and foreign interest rates and inflation rates and global or regional political, economic or financial events and situations. Any commodity investment represents a transaction in a non-income-producing asset and is highly speculative.

Certain fixed income ETFs invest in investment grade and, at times, speculative grade bonds. Investment grade securities are subject to numerous risks including higher interest rates, economic recession, deterioration of the investment grade market or investors' perceptions thereof, possible downgrades and defaults of interest and/or principal. Changes in interest rates could affect the value of investments in fixed income ETFs. Rising interest rates tend to cause the prices of debt securities (especially those with longer maturities) to fall. The credit rating or financial condition of an issuer may affect the value of the debt security. Generally, the lower the quality rating of a security, the greater the risk that issuer will fail to pay interest fully and return principal in a timely manner. Credit ratings are not an absolute standard of quality, but rather general indicators that reflect only the view of the originating rating agencies from which an explanation of the significance of such ratings may be obtained. If an issuer defaults or becomes unable to honor its financial obligations, the security may lose some or all of its value. Speculative securities are usually issued by less credit worthy and/or highly leveraged (indebted) companies. Compared with investment grade bonds, speculative grade bonds carry a greater degree of risk and are less likely to make timely payments of interest and principal.

Regarding the fixed income portion of Asset Allocation strategies and Balanced strategies, there are risks associated with the use of ETFs. Fixed income ETFs are not bonds. During market disruptions, there are times when ETFs trade at discounts or premiums to the net asset value of the underlying portfolio of securities, which can directly affect the return on an investment in the ETF. Liquidity can also vary depending on market conditions. A fixed income ETF does not mature like an individual bond. These and other differences highlight the fact that fixed income ETFs may vary in performance relative to direct investments in bonds.

Fixed Income Strategies

The Fixed Income strategies are implemented through investments in ETFs that hold fixed income securities, including U.S. Treasuries, mortgage-backed securities, corporate bonds and municipal bonds. The market value of bonds and other fixed income securities changes in response to interest rate changes and other factors. Interest rate risk is the risk that prices of bonds and other fixed income securities will increase as interest rates fall and decrease as

interest rates rise. Credit risk is the risk that one or more fixed income securities will decline in price or fail to pay interest or principal when due because the issuer of the security experiences a decline in its financial status. Credit risk is increased when a portfolio security is downgraded, or the perceived creditworthiness of the issuer deteriorates. During periods of declining interest rates, borrowers can exercise their option to prepay principal earlier than scheduled. For fixed rate securities, such payments often occur during periods of declining interest rates, forcing participants to reinvest in lower yielding securities, resulting in a possible decline in income and distributions to shareholders. This is known as prepayment or “call” risk.

Fixed income ETFs are not bonds. During market disruptions, there are times when ETFs may trade at discounts or premiums to the net asset value of the underlying portfolio of securities, which can directly affect the return on an investment in the ETF. Liquidity can also vary depending on market conditions. A fixed income ETF does not mature like an individual bond. These and other various differences highlight the fact that fixed income ETFs may vary in performance relative to direct investments in bonds.

Certain fixed income ETFs invest in investment grade and, at times, speculative grade bonds. Investment grade securities are subject to numerous risks including higher interest rates, economic recession, deterioration of the investment grade market or investors’ perceptions thereof, possible downgrades and defaults of interest and/or principal. Changes in interest rates could affect the value of investments in fixed income ETFs. Rising interest rates tend to cause the prices of debt securities (especially those with longer maturities) to fall. The credit rating or financial condition of an issuer may affect the value of the debt security. Generally, the lower the quality rating of a security, the greater the risk that issuer will fail to pay interest fully and return principal in a timely manner. Credit ratings are not an absolute standard of quality, but rather general indicators that reflect only the view of the originating rating agencies from which an explanation of the significance of such ratings may be obtained. If an issuer defaults or becomes unable to honor its financial obligations, the security may lose some or all of its value. Speculative securities are usually issued by less credit worthy and/or highly leveraged (indebted) companies. Compared with investment-grade bonds, speculative bonds carry a greater degree of risk and are less likely to make timely payments of interest and principal.

ETFs hold a basket of securities that track a particular market index. Changes in the price of an ETF, before deducting expenses, typically track the movement of the associated index relatively closely. ETFs charge their own management fee and other expenses that come directly out of the ETF returns. In addition, a commission on each purchase or sale of shares of the ETF may be charged by the executing broker-dealer, and these commission expenses will reduce the performance of the client’s portfolio. An ETF’s performance sometimes may not perfectly track the targeted index the ETF seeks to mirror. ETFs are subject to various risks, including the ability of the ETF’s managers to meet the investment objective, and to manage appropriately the ETF’s portfolio when the underlying securities are redeemed or sold, particularly during periods of market turmoil and as investors’ perceptions regarding ETFs or their underlying investments change. There is also no guarantee that an ETF will track its targeted index and therefore achieve its investment objective. Market disruptions and regulatory restrictions could have an adverse effect on the ETF’s ability to adjust its exposure to the required levels in order to track the targeted index. Errors in index data, index computations and/or the construction of the targeted index in accordance with its methodology may occur from time to time and may not be identified and corrected by the provider of the targeted index for a period of time or at all, which may have an

adverse impact on the ETF and its shareholders, including Confluence clients in its Fixed Income strategies.

Unlike traditional open-end mutual funds, the shares of which can be purchased or redeemed at prices equal to the mutual fund's net asset value at the end of a business day, shares of ETFs trade on a securities exchange and are purchased or sold at market prices established on the exchange. ETFs enter into agreements with certain designated Authorized Participants (APs) who may purchase and redeem during the trading day large blocks of the ETF's shares at the then-current net asset value, which such purchases and redemptions are intended to (and in normal market conditions frequently do) maintain the approximate equivalence of the market price and net asset value of the ETF's shares. To the extent that one or more of such designated APs cease to or are unable to proceed with such purchases and redemptions, and no other designated AP is willing or able to make such purchases and redemptions, the market price of the ETF's shares may be more likely to trade at a premium or discount to net asset value and the shares could have limited liquidity. During periods of severe market volatility or disruption, these premiums or discounts could be significant; and the exchange could impose trading halts on and/or delisting of the shares of the ETF.

BALANCED STRATEGIES

Confluence's Balanced strategies combine a specific Value Equity strategy with fixed income allocations—either the Taxable Fixed Income strategy or the Tax-Exempt Fixed Income strategy—utilizing income-oriented ETFs. The risks associated with the equity portion of a Balanced account are described above in the Value Equity Strategies section and the risks associated with the fixed income portion of a Balanced account are described above in the Asset Allocation section.

ALTERNATIVE AND SECTOR STRATEGIES

Confluence's Alternative strategies, such as Global Hard Assets, include securities and asset classes that typically have greater price volatility than the Asset Allocation and Equity strategies. The Global Hard Assets strategy is subject to commodity pricing, supply and demand and regulatory risks, in addition to the U.S. and non-U.S. equities, non-diversification and currency risks described above. Prices of various commodities and natural resources can be affected by factors such as droughts, floods, weather, changes in storage costs, changing supply and demand relationships, transportation costs, embargoes, tariffs and other regulatory developments as well as foreign currency exchange rates and international interest rates, many of which factors are unpredictable. Confluence's Multi-Asset Income strategy is subject to the equity, BDC, ETF and REIT risks described above in this section as well as the risks associated with investments in preferred securities and MLPs. Preferred securities are typically subordinate to bonds and other debt instruments of the issuer and are subject to greater credit risk. Distributions payable to preferred securities may be skipped or deferred by the company without causing a default. Preferred securities may be substantially less liquid than common stocks, and the issuer may redeem the preferred securities prior to a specified date. Investments in MLP units involve risks that differ from an investment in common stock of a corporation. Holders of MLP units typically have limited control and limited voting rights, and conflicts of interest may exist between common unit holders and the general partner of the MLP, including arising from incentive distribution payments. MLPs are also subject to interest rate risk and, to the extent

MLPs invest in a specific economic sector, the MLP will be subject to the risks specific to that sector. Much of the expected benefits derived from investments in MLPs result from the unique tax characterization of the MLP as a partnership (rather than a corporation), and not being subject to federal income tax at the partnership level. Investors in MLP units are required to include in their taxable income their allocable share of the MLP's income, gains, losses and expenses, regardless of whether the MLP distributes cash to its unitholders.

Confluence's Sector-Specific strategies are concentrated by design and thus the portfolios do not provide investors with broad diversification. The focus of these strategies on specific sectors may present more risks than if a portfolio was broadly spread over numerous sectors of the economy. Adverse economic, political or regulatory occurrences affecting one or more of those sectors will have a larger impact on the sector-specific portfolio than on a portfolio that does not concentrate solely in those specific sectors. At times, the performance of companies in those sectors will lag the performance of other sectors or the broader market as a whole.

The Confluence Specialty Finance BDC strategy is subject to risks inherent in the BDC industry. BDCs typically invest in and lend to small and medium-sized private and certain public companies that may not have access to public equity markets or capital raising. As a result, a BDC's portfolio typically will include a substantial amount of securities purchased in private placements, and its portfolio may carry risks similar to those of a private debt fund. Securities that are not publicly registered may be difficult to value and may be difficult to sell at a price representative of their intrinsic value. BDC portfolio companies may utilize a high degree of borrowing or leverage, may have limited financial resources and may be unable to meet their debt obligations, which may be accompanied by a deterioration of the collateral pledged to secure repayment of such obligations. Small and medium-sized companies also may have fewer lines of business so that changes in any one line of business may have a greater impact on the value of their stock than is the case with a larger company. Some BDCs invest substantially, or even exclusively, in one sector or industry group and therefore carry risk of that particular sector or industry group. To the extent a BDC focuses its investments in a specific sector, the BDC will be susceptible to adverse conditions and economic or regulatory occurrences affecting the specific sector or industry group, which tends to increase volatility and result in higher risk. Investments in BDCs are subject to various risks, including management's ability to meet the BDC's investment objective, and to manage the BDC's portfolio when the underlying securities are redeemed or sold, during periods of market turmoil and as investors' perceptions regarding a BDC or its underlying investments change. BDC shares are not redeemable at the option of the BDC shareholder and, as with shares of other closed-end funds, they can trade in the secondary market at a discount to their net asset value. BDCs may employ the use of leverage in their portfolios through borrowings or the issuance of preferred stock. While leverage may increase the yield of a BDC, this leverage also subjects the BDC to increased risks, including greater severity of loss, higher earnings volatility and adverse exposure to changing interest rates and the possibility that the BDC's common share income may fall if the interest rate on any borrowings rises.

The Confluence Utilities strategy invests a significant portion of its assets in securities of public utility companies engaged in the production, transmission or distribution of electric energy, gas or telephone services. Risks that are intrinsic to public utility companies include difficulty in obtaining an adequate return on invested capital, difficulty in financing large construction programs during inflationary periods, restrictions on operations and increased cost and delays attributable to environmental considerations and regulation, difficulty in raising capital in adequate

amounts on reasonable terms in periods of high inflation and unsettled capital markets, technological innovations that may render existing plants, equipment or products obsolete, the potential impact of natural or man-made disasters, increased costs and reduced availability of certain types of fuel, occasional reduced availability and high costs of natural gas and other fuels, the effects of energy conservation, the effects of a national energy policy and lengthy delays and greatly increased costs and other problems associated with the design, construction, licensing, regulation and operation of nuclear facilities for electric generation, including, among other considerations, the problems associated with the use of radioactive materials, the disposal of radioactive wastes, shutdown of facilities or release of radiation resulting from catastrophic events, disallowance of costs by regulators which may reduce profitability, and changes in market structure that increase competition.

The Confluence REIT strategy is subject to risks inherent in the REIT industry, including the risk that the strategy's performance will be closely linked to the performance of the real estate markets. Property values can fall due to increasing vacancies or declining rents resulting from economic, legal, cultural or technological developments. Values of the REIT securities may fall, among other reasons, because of the failure of borrowers from such REITs to pay their loans or because of poor management of the real estate properties owned by such REITs. Many REITs utilize leverage (and some may be highly leveraged), which increases investment risk and could adversely affect a REIT's operations and market value in periods of rising interest rates. REITs may operate within particular sectors of the real estate industry, such as apartments, office and industrial, regional malls and community centers, storage, hotels and lodging and the health care sector, that are subject to specific sector-related risks. REITs are subject to highly technical and complex provisions of the Internal Revenue Code of 1986, as amended, which permit a REIT to avoid or limit its exposure to federal corporate income tax. Failure of a REIT to qualify for such provisions could adversely affect its operations and the investment returns to investors in the REIT's securities.

OTHER RISK OF LOSS

Investing in securities involves risk of loss that clients should be prepared to bear. All investments include inherent risks of loss of principal. Confluence does not guarantee to clients any rates of return on investments. All clients assume the risk that investment returns can be negative or below the rates of return of other investment advisers or market indexes. Clients can potentially experience a loss of value in their investments. Past performance does not guarantee future results and there is no guarantee that the client's investment objectives will be achieved. There can be no assurance that any investment objective will be achieved or that any investment will achieve profits or avoid incurring losses. The investments or strategies discussed may not be suitable for all clients. Certain other risks are described below:

Risk Associated with Recent Market Events – Periods of market volatility remain, and may continue to occur in the future, in response to various political, social and economic events both within and outside the United States. These conditions have resulted in, and in many cases continue to result in, greater price volatility, less liquidity, widening credit spreads and a lack of price transparency, with many securities remaining illiquid and of uncertain value. Such market conditions can adversely affect client portfolios, including by making the valuation of some portfolio securities uncertain and/or result in sudden and significant valuation increases or declines in the portfolio holdings.

Risks resulting from any future debt or other economic crisis could also have a detrimental impact on the global economic recovery and the financial condition of financial institutions. Market and economic disruptions have affected, and can in the future affect, consumer confidence levels and spending, personal bankruptcy rates, levels of incurrence and default on consumer debt and home prices, among other factors. To the extent that uncertainty regarding the U.S. or global economy negatively impacts consumer confidence and consumer credit factors, the value of securities in client portfolios could be significantly and adversely affected. Downgrades to the credit ratings of major banks could result in increased borrowing costs for such banks and negatively affect the broader economy. Moreover, Federal Reserve policy, including with respect to certain interest rates, can also adversely affect the value, volatility and liquidity of dividend- and interest-paying securities.

Government Intervention in Financial Markets – Governmental and quasi-governmental authorities and regulators throughout the world have in the past responded to major economic disruptions with a variety of significant fiscal and monetary policy changes, including but not limited to, direct capital infusions into companies, new monetary programs and dramatically lower interest rates. For example, in response to the outbreak of COVID-19, the U.S. Government has passed stimulus legislation providing for several trillions of dollars in economic relief to certain businesses and individuals affected by COVID-19. There can be no guarantee that the legislation passed to date or other economic stimulus bills (within the United States or other affected countries throughout the world) will be sufficient or will have their intended effect. In addition, an unexpected or quick reversal of such policies could increase volatility in securities markets.

In addition, instability in the financial markets during and after the 2008-2009 financial crisis also led the U.S. Government and governments across the world to take a number of actions designed to affect market rates of interest, support certain financial institutions and segments of the financial markets that experienced extreme volatility, and in some cases a lack of liquidity. The value of securities in which clients invest is generally subject to the risk of future local, national, or global economic disturbances based on unknown weaknesses in the markets. In the event of such a disturbance, issuers of securities held by a client may experience significant declines in the value of their assets and even cease operations, or may receive government assistance accompanied by increased restrictions on their business operations or other government intervention. In addition, it is not certain that the U.S. Government will intervene in response to a future market disturbance and the effect of any such future intervention cannot be predicted.

Market Disruption and Geopolitical Risk – Risks outside of the financial markets, economics and politics affect the underlying investments, often at times significantly. The occurrence of events in recent years such as (but not limited to): the aftermath of the political and military conflicts in Iraq and Afghanistan, the instability in the greater Middle East, military conflicts in Ukraine, alleged cyber-attacks by Russia and North Korea, ongoing epidemics of infectious diseases that can be spread within a country, region or globally, terrorist attacks in the U.S. and around the world, social and political discord, debt crises (such as the Greek crisis), sovereign debt downgrades, increasingly strained relations between the U.S. and a number of foreign countries, including traditional allies, such as certain European countries, and historical adversaries, such as North Korea, Iran, China and Russia, and the international community generally, new and continued political unrest in various countries, such as Venezuela, the exit or potential exit of one or more countries from the EU or the EMU, the change in the U.S. president and the new administration, among others, can result in market volatility, have long-term effects on the U.S.

and worldwide financial markets, and cause further economic uncertainties in the U.S. and worldwide. A recent outbreak of an infectious coronavirus has developed into a global pandemic that has resulted in numerous disruptions in the market and has had significant economic impact leaving general concern and uncertainty. The impact of this coronavirus, and other epidemics and pandemics that may arise in the future, could affect the economies of many nations, individual companies and the market in general ways that cannot necessarily be foreseen at the present time.

As a consequence of the United Kingdom's vote to withdraw from the EU, the government of the United Kingdom gave notice of its withdrawal from the EU ("Brexit"). As a result of this decision, the financial markets experienced high levels of volatility and it is likely that, in the near term, Brexit will continue to bring about higher levels of uncertainty and volatility. During this period of uncertainty, the negative impact on not only the United Kingdom and European economies, but the broader global economy, could be significant, potentially resulting in increased volatility and illiquidity and lower economic growth for companies that rely significantly on Europe for their business activities and revenues. It is possible, that certain economic activity will be curtailed until some signs of clarity begin to emerge, including negotiations around the terms for United Kingdom's exit out of the EU. Any further exits from the EU, or the possibility of such exits, would likely cause additional market disruption globally and introduce new legal and regulatory uncertainties.

The occurrence of any of these above events could have a significant adverse impact on the value and risk profile of a client's portfolio. Confluence does not know how long the securities markets will be affected by similar events and cannot predict the effects of similar events in the future on the U.S. economy and securities markets. There can be no assurances that similar events and other market disruptions will not have other material and adverse implications.

Inflation Risk – Inflation risk is the risk that the value of assets or income from investment will be worth less in the future, as inflation decreases the value of money. As inflation increases, the real value of securities and distributions with respect to those securities can decline.

Deflation Risk – Deflation risk is the risk that prices throughout the economy decline over time, which can have an adverse effect on the market valuation of companies, their assets and their revenues. In addition, deflation can have an adverse effect on the creditworthiness of issuers of fixed income securities and can make issuer default more likely.

Model Risk – Investment analysis from models can perform differently than expected and there is no guarantee that any model will achieve its objective due to underlying factors such as not performing in line with historical trends or data. The effectiveness of models can be reduced over time as a result of changing market conditions as models are often based on historical data.

Management Risk – A strategy used by the investment team can fail to produce the intended results.

Issuer Risk – The value of a security can decline for a number of reasons which directly relates to the issuer, such as management performance, financial advantage and reduced demand for the issuer's products or services.

Environmental, Social and Governance ("ESG") Characteristics – In connection with our equity strategies, clients may impose mutually agreed upon reasonable restrictions on investing in

certain securities or industry sectors, which may include considering specific ESG, impact or sustainability characteristics of a company in selecting equity securities. In these instances, Confluence management will consider ESG characteristics as part of the investment process, which may include consideration of third-party research as well as consideration of internal research across the ESG risks and opportunities regarding an issuer. Confluence will consider those ESG characteristics it deems relevant or additive when making investment decisions for a client that has imposed ESG restrictions. The ESG characteristics utilized in Confluence's investment process are anticipated to evolve over time and one or more characteristics may not be relevant with respect to all issuers that are eligible for investment. ESG characteristics are not the sole considerations when making investment decisions. Further, investors can differ in their views of what constitutes positive or negative ESG characteristics. As a result, investments may be made in issuers that do not reflect the beliefs and values with respect to ESG of any particular investor. ESG considerations may affect exposure to certain companies or industries and a client imposing ESG restrictions may forego certain investment opportunities.

Country, Industry and Market Sector Risk – An investment strategy can result in significantly over or under exposure to certain country, industry or market sectors, which can cause a portfolio's performance to be more or less sensitive to developments affecting those countries, industries or sectors.

Allocation Risk – Asset classes in which the strategy seeks investment exposure can perform differently than each other at any given time so the strategy will then be affected by its allocation among the various asset classes. If the strategy favors exposure to an asset class during a period when that class underperforms, performance can decline.

Derivative Risk – Derivatives can be riskier than other types of investments because they can be more sensitive to changes in economic and market conditions. Derivatives subject a portfolio to counterparty risk including the credit risk of the derivative counterparty. A small investment in derivatives can have a large impact on the strategy's performance. The use of derivatives involves risks different from the risks associated with investing directly in the underlying assets.

Counterparty Risk – A counterparty to a transaction can default or fail to meet certain terms of the agreement.

Cybersecurity Risks – Cybersecurity is a generic term used to describe the technology, processes, and practices designed to protect networks, systems, computers, programs and data from "hacking" by other computer users, other unauthorized access, denial of service or malicious acts targeting networks, systems, computers, programs and data and the resulting damage and disruption of hardware and software systems, loss or corruption of data or business as well as misappropriation of confidential information. Information security risks for financial institutions are significant in part because of the proliferation of new technologies to conduct financial transactions and the increased sophistication and activities of organized crime, hackers, terrorists and other external parties, including foreign state actors. A breach of security also can affect adversely the ability to effect transactions, service clients and manage exposure to risk. An event that results in the loss of information would require the firm to reconstruct lost data or reimburse clients for data and credit monitoring services, which could be costly and have a negative impact on our business and reputation. Further, even if not directed at the firm, attacks on financial or other institutions important to the overall functioning of the financial system or on counterparties could affect, directly or indirectly, aspects of Confluence's business. If a cybersecurity breach

were to occur, Confluence may incur substantial costs, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, investment losses from sabotaged trading systems, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information and reputational damage.

Item 9—Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that have occurred in the last 10 years that would be material to a client's evaluation of Confluence or the integrity of Confluence's management. Confluence has no information applicable to this item to disclose.

Item 10—Other Financial Industry Activities and Affiliations

Confluence professionals from time to time assist other financial services organizations through providing advisory services for which they can be remunerated. These outside business activities are vetted by management prior to an employee's involvement and routinely reviewed to ensure Confluence clients are not disadvantaged.

Mark Keller, CEO and Chief Investment Officer of Confluence, is a member of the board of directors of Benjamin Edwards, Inc. ("BEI"), the holding company of Benjamin F. Edwards & Company ("BFEC") and Edwards Wealth Management ("EWM"). Mr. Keller has a private investment in the equity securities of BEI. Although he has no day-to-day decision-making responsibilities for BEI, as a member of their board of directors he is involved in the development of strategy, policy and other important matters affecting the firm. Confluence offers its discretionary and non-discretionary investment advisory services to BFEC, EWM and their clients, as described above under Item 4 of this Brochure, titled Advisory Business. As part of Mr. Keller's professional responsibilities with Confluence, he is involved in making investment decisions concerning portfolios of individual clients of BFEC and EWM. BFEC and EWM and their representatives do not receive any additional or different sales compensation in connection with recommendations to clients concerning Confluence versus any Financial Institution in comparable circumstances. Confluence and Mr. Keller do not receive any additional compensation in connection with client investments placed with Confluence through BFEC and EWM due to Mr. Keller's position on the board. Mr. Keller is compensated for his service as a board member of BEI on the same terms as other independent board members.

Brian Hansen, President and Chief Operating Officer of Confluence, is the sole owner of Hansen Investment Partners LLC ("HIP"). HIP provides non-investment advisory services to corporate clients for which it receives fixed fees. HIP and Confluence have a mutual client: First Trust Portfolios L.P. ("First Trust"), a Financial Institution for which Confluence provides discretionary portfolio management and investment advisory services by acting as a sub-advisor to an open-end mutual fund and a closed-end fund for which an affiliate of First Trust serves as investment adviser. Additionally, the Confluence Growth and Income Alpha Strategy includes allocations to certain First Trust sponsored ETFs. Confluence may from time to time provide services to First Trust in connection with the creation and supervision of unit investment trust portfolios sponsored by First Trust.

On November 1, 2012, Brian Hansen joined the board of directors of Franklin Street Properties Corp (NYSE: FSP), a publicly traded Real Estate Investment Trust. Mr. Hansen has personal, long-term investments in securities issued by FSP and expects to make additional investments in FSP for his own account from time to time. Confluence evaluates each investment idea on its own merits and has established policies and procedures that address conflicts of interest that are or may be raised by Mr. Hansen's relationship with FSP. Mr. Hansen does not provide Confluence or Confluence's Value Equities Investment Committee with information relating to FSP. Mr. Hansen's transactions in FSP securities must be affected in accordance with Confluence's policies and procedures relating to personal securities transactions as well as in accordance with applicable legal requirements.

Mr. Hansen is also a board member and investment committee member of certain religious and local government bodies. These organizations engage consultants to evaluate investment managers, such as Confluence, for management of the organization's investments. These consultants also may engage Confluence to manage their clients' investments. Mr. Hansen is not the sole decision maker when a board decides to retain a consultant or an investment manager.

Certain Confluence investment personnel can hold board positions with private companies. As a general matter, Confluence does not invest in these private companies and maintains insider trading and code of ethic procedures to address potential conflicts.

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

Pursuant to SEC Rule 204A-1 under the Advisers Act, Confluence has adopted a Code of Ethics for personnel describing its high standards of business conduct, conflicts of interest and fiduciary duties to clients. The Code of Ethics is designed to reinforce Confluence's commitment to integrity by placing the interests of clients first and to ensure compliance with federal securities laws. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on political contributions, personal trading, outside business activities and gifts/entertainment. Personnel are prohibited from providing or receiving gifts or entertainment that could be considered excessive or inappropriate, or intended to influence a recipient. Personnel at Confluence must acknowledge the Code of Ethics annually and compliance with the Code of Ethics is a condition of employment. A serious violation of the Code of Ethics or related policies could potentially result in dismissal. A copy of the Code of Ethics will be provided to any client or prospective client upon request.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

Confluence permits its personnel to engage in personal securities transactions. A personal securities transaction by an employee raises a potential conflict of interest if an employee trades in a security that is considered for purchase or sale for an investment strategy of Confluence. The Code of Ethics is designed to ensure that those persons at the firm who are responsible for developing or implementing our investment advice or who provide the investment advice to clients are not able to act thereon to the disadvantage of clients. The Code of Ethics requires personnel to put clients' interests ahead of their own and to report personal securities transactions. In most circumstances, personal securities transactions are required to be pre-approved. The Code of Ethics further prohibits Confluence's personnel from using any material,

non-public information in securities trading. It should be noted that Confluence and its personnel have provided initial funding for establishing new investment strategies that may subsequently be offered to clients. Although Confluence will seek to manage such strategies in a manner substantially the same as if such strategies had opened for investment to clients, no assurance can be given that the investment performance of such strategies will be the same than if such strategies had been more widely available for investment by clients.

It is Confluence's current policy that the firm will generally not affect any principal or agency cross securities transactions for client accounts. Cross trades between client accounts are allowed in limited circumstances when in the best interests of the client and properly documented with all parties.

Confluence will compensate Financial Institutions and/or Financial Advisors to participate in sponsor conferences, events or other functions.

PUBLIC OFFERING PARTICIPATION

From time to time, Confluence is presented, in connection with its discretionary portfolio management and investment advisory services, with opportunities to participate in public offerings of securities. Certain Confluence clients, including those in certain Wrap Accounts, are often prohibited from participating in such offerings by their respective Financial Institution. Certain other clients are unable to participate in such offerings if their respective Financial Institution did not participate in the initial distribution of securities in such offering, depending on their particular Financial Institution or Custodian. Accordingly, Confluence's policy is to not purchase shares in such public offerings for Wrap Accounts. In contrast, the First Trust Specialty Finance and Financial Opportunities Fund and the First Trust/Confluence Small Cap Value Fund, the closed-end fund and the open-end mutual fund, respectively, for which Compliance serves as sub-adviser, and institutional clients are not similarly restricted, and are therefore allowed to participate in public offerings.

Item 12—Brokerage Practices

As described under Item 4 of this Brochure, titled Advisory Business, Confluence offers portfolio management services on either a "discretionary" or a "non-discretionary" basis.

In a discretionary account (typically referred to as an SMA), at the outset of the contractual relationship, Confluence is granted the authority by a client to determine the securities or other assets to purchase or sell in the account. This discretion will remain in effect unless revoked by the client or their Financial Advisor (on client's behalf). Confluence will monitor the SMA and will purchase and sell securities and other assets in the account consistent with the investment strategy or strategies selected by the client or the Financial Advisor (on client's behalf) as part of the overall investment plan (subject to any reasonable restrictions provided in writing to Confluence).

In a non-discretionary account, Confluence makes recommendations to the Financial Advisor or Financial Institution concerning securities and other assets, but Confluence does not have the authority to implement such recommendations. Rather, the Financial Advisor or Financial Institution (on clients' behalf) have the sole authority to determine whether securities or other assets in the account are purchased or sold in accordance with the Confluence recommendations

and to determine the Financial Institutions through which such transactions are implemented. Accordingly, Confluence is not involved in the selection of the Financial Institutions through which transactions are implemented. Non-discretionary accounts also include those for which Confluence supervises the securities or other assets in the account, without any discretionary authority.

FACTORS USED TO SELECT BROKER-DEALERS FOR DISCRETIONARY ACCOUNTS

For discretionary client accounts in which Confluence has discretion to select broker/dealers to execute purchase and sale transactions, Confluence is responsible for the execution of the client's transactions, the negotiation of the commissions to be paid on brokered transactions and the allocation of portfolio brokerage and dealer business. Confluence selects broker-dealers to execute transactions on behalf of clients with the broker-dealer that Confluence believes is most qualified to handle a trade for a specific security. This applies to accounts over which Confluence has brokerage discretion but does not apply to clients who instruct Confluence to use a particular broker-dealer or participate in Wrap Accounts. The Confluence Best Execution/Trading Committee is currently responsible for monitoring broker-dealers selected by Confluence, including evaluation of execution quality and approving the use of each broker-dealer prior to initiating trading. The research provided by each broker is reviewed by members of the committee.

As a matter of policy, Confluence seeks to obtain the best overall qualitative execution for transactions given the particular circumstances of the transaction. The determinative factor is not necessarily the lowest possible commission cost, but whether the transaction represents the best qualitative execution. When executing client orders in such instances, Confluence will consider a range of execution factors. The best execution responsibility applies to the circumstances of each particular transaction and Confluence considers the full range and quality of a broker-dealer's services, including execution capability, costs/commission rates, value of any research provided to Confluence, price at which the transaction is executed, financial responsibility, speed/likelihood of execution, speed/likelihood of settlement, size/nature of order, operational efficiency, ability to effect transactions in less liquid, smaller capitalized or closely held issues, responsiveness and any other consideration relating to the execution of the order.

Confluence recommends that clients choose their own Financial Advisor and Financial Institution. If requested by a client, Confluence could provide a recommendation. Confluence does not take possession of or custody client assets and is not affiliated with any Custodian. The services provided by any Custodian so recommended by Confluence are not contingent upon Confluence committing to such Custodian any specific amount of business (assets in custody or trading).

When broker-dealers are selected on the basis of their research services, Confluence can negotiate commissions that can be higher than for "execution only" transactions, but are nevertheless deemed reasonable in light of the value of such services provided, viewed in terms of either a particular transaction or the overall responsibilities of Confluence as to the accounts over which it exercises investment discretion.

DIRECTED/DESIGNATED BROKERAGE FOR DISCRETIONARY ACCOUNTS

Clients in a Wrap Account or with a discretionary account in certain UMA programs are generally charged a bundled fee or fees by the Financial Institution sponsoring the program ("Sponsor"), typically based on a percentage of the market value of the assets in the Wrap Account or UMA.

The bundled fee or fees generally covers charges for custody services, brokerage commissions, investment management and other services as negotiated between the client and the Sponsor. Because of this, Confluence cannot negotiate commissions and cannot assure best execution. Confluence will generally place trades for clients in Wrap Account and UMA programs with the Sponsor of the program. In general, Confluence has determined that it is in the client's best interests to trade with the Sponsor, in consideration of the cost to trade through a different broker/dealer. Select Sponsors assess clients a trade away fee for trades not executed through the Sponsor. However, Confluence will trade away if we are able and believe we can obtain a better price for the client inclusive of any commissions for a particular trade at another broker-dealer.

Discretionary account clients also can instruct Confluence to use a designated broker-dealer ("Designated Broker") for all or a portion of the transactions in their accounts. Such requests are evaluated on a case-by-case basis. Confluence cannot assure best execution on trades for client accounts when instructed to use a Designated Broker.

RESEARCH AND OTHER SOFT DOLLAR/COMMISSION SHARING BENEFITS

Confluence seeks to conduct the trading for client accounts within the safe harbor or Section 28(e) of the Securities Exchange Act of 1934, which allows and provides a "safe harbor" for discretionary investment advisers to pay an increased commission, above what another broker-dealer would charge for executing a transaction, for eligible research and brokerage services, provided the adviser has made a good faith determination that the value of the research and brokerage services qualifies as reasonable in relation to the amount of commissions paid. Confluence utilizes client commissions to purchase eligible research and brokerage services when those services provide lawful and appropriate assistance in the investment decision-making process, and the amount of the client commission is reasonable in relation to the value of the products or services provided. Brokerage services within the safe harbor are broadly defined as those products and services that relate to the execution of the trade from the point at which the adviser communicates with the broker-dealer for the purpose of transmitting an order for execution, through the point at which funds or securities are delivered.

Confluence receives research and brokerage services for both research/brokerage and non-research/brokerage purposes. In such instances, Confluence makes a good faith effort to determine the relative proportion of the products and services used. The proportion of the products and services attributable to research/brokerage purposes will be paid through brokerage commissions generated by client transactions while the proportion attributable to non-research/brokerage purposes will be paid for or reimbursed by Confluence. Receipt of "mixed-use" products and services and the determination of an appropriate allocation between research/brokerage and non-research/brokerage purposes create a conflict of interest between Confluence and its clients. Only certain client transactions are used to generate soft dollars; however, most clients receive the benefit. Additionally, the research and brokerage services are not allocated to client accounts proportionately to the credits that the accounts generate.

The receipt of research and brokerage services by Confluence results in a conflict of interest given Confluence's discretion to select broker-dealers to trade for certain clients. When Confluence uses client brokerage commissions to obtain research and brokerage services, the firm receives a benefit because it does not need to pay for the research or brokerage services

itself. As a result, Confluence can have an incentive to select a particular broker-dealer in order to obtain research, commission sharing arrangement payments or brokerage services from that broker-dealer rather than to obtain the lowest price for execution. Confluence reviews conflicts associated with soft dollars/commission sharing arrangements.

Soft dollar credits are not used to offset losses from trading errors. Confluence can receive unsolicited research from firms used for execution. Confluence does not consider such unsolicited items as soft dollar research.

Confluence sub-advises a closed-end fund (NYSE: FGB), manages institutional accounts and sub-advises an open-end mutual fund with a small cap value strategy in which it can direct trades through various broker-dealers based on execution, costs and other services provided.

TRADE ORDER AGGREGATION AND ALLOCATION

As described above, portfolio transactions in client accounts are executed through broker/dealers selected by Confluence (in the case of discretionary accounts for which Confluence has discretion to select broker/dealers), through Sponsors of Wrap Accounts and UMA discretionary accounts, through Designated Brokers selected by the client in a discretionary account, or by the Financial Institution with which Confluence has a non-discretionary or model or UMA portfolio account (collectively, "Eligible Broker/Dealers"). Confluence has developed policies with respect to the aggregation of trade orders and the allocations of trade execution among eligible broker/dealers, which we believe to be fair and equitable to clients. In some cases, however, these policies could have an adverse effect on the price or the amount of securities available to a client.

AGGREGATION AND ALLOCATION OF TRADES

For those discretionary accounts for which Confluence has discretion to select broker/dealers, Confluence seeks to aggregate trades for client accounts within a strategy or across multiple strategies (if multiple strategies are transacting in the same security) and enter trades in a single block order when we believe it is in the clients' best interests. Trades for discretionary UMA programs are aggregated by the Sponsor. It is Confluence's policy to allocate trades in a fair and equitable manner and the firm generally will allocate pro-rata. However, in the event of a partial fill of an aggregated order, Confluence can choose a random allocation process.

Depending on a portfolio manager's process for making investment decisions for a strategy and reviewing accounts (including the investment restrictions and cash availability in each account) a portfolio manager can place an order to purchase or sell a security for an account or group of accounts before or after an order for the same security for another account or group of accounts. If this occurs, the first order could be fully executed before the subsequent order is received for execution, in which case the subsequent order would not be aggregated and may not receive the same price as the first order.

Confluence typically does not have trading discretion over non-discretionary accounts, such as model portfolio accounts, and such accounts that are not eligible under our trade aggregation policies. Certain Financial Institutions that are model account clients may request that we assist in the implementation and execution of trades in such model accounts through such Financial Institution.

Asset Allocation Strategies; Fixed Income Strategies; Balanced Strategies (Fixed Income Portion); Alternative Strategies; International and Global Equity Strategies; and Global Large Cap (International Portion)

As described above under Item 8 titled Methods of Analysis, Investment Strategies and Risk of Loss, Confluence's Asset Allocation strategies, Fixed Income strategies, the fixed income portion of the Balanced strategies and all or a portion of certain Alternative strategies (such as the Global Hard Assets strategy) are implemented, for both discretionary SMAs and non-discretionary model accounts, using ETFs. International and Global Equity strategies are typically implemented using equity securities. All client accounts within a particular investment strategy are generally treated alike with regard to the investment decisions made for that strategy. Confluence uses a rotational process to alternate the trading order between discretionary and non-discretionary accounts and utilizes a random generator to determine the rotation among Eligible Broker/Dealers within each group.

Value Equity Strategies; Balanced Strategies (Equity Portion); Global Large Cap (Domestic Portion)

As described above under Item 8 titled Methods of Analysis, Investment Strategies and Risk of Loss, our Value Equity strategies, the equity portion of the Balanced strategies, the Global Large Cap strategy (domestic portion), and sector-specific strategies for both discretionary SMAs and non-discretionary model accounts, are implemented using equity securities of U.S. issuers and U.S.-listed securities of non-U.S. issuers. All client accounts within a particular investment strategy are generally treated alike with regard to the investment decisions made for that strategy.

When Confluence determines to implement a portfolio change within such a strategy for such discretionary accounts, Confluence utilizes a random generator to alternate the trading order among Eligible Broker/Dealers with respect to such discretionary accounts which can include discretionary accounts for which Confluence does not have trading authority. In such a circumstance, Confluence may determine to provide notification to the respective Eligible Broker/Dealer and continue with the trade order, in which case Confluence will be trading concurrently with such Eligible Broker/Dealer. Alternatively, Confluence may determine to wait for trade confirmation from such Eligible Broker/Dealer before continuing with the trade rotation. Financial Institutions with which we have non-discretionary accounts are notified using a random method, of purchase and sale recommendations after the execution of trades as described above.

Sector-Specific Strategies

In the Specialty Finance BDC strategy, Confluence utilizes a rotational process to alternate the trading order between discretionary accounts for which Confluence has discretion to select broker/dealers. Within the latter group, a random generator protocol is used to alternate the trading order among Eligible Broker/Dealers.

There will be circumstances that cause a particular eligible broker/dealer to not be able to receive trade instructions in accordance with Confluence's trade rotation which will result in such entities moving to the end of the rotation. In such circumstances, such entities can receive different and perhaps less favorable prices for their transactions than they would have had such entities been able to receive the trade instructions in the original trade rotation.

Item 13—Review of Accounts

Investment and operations personnel review discretionary account portfolios on a regular basis to ensure that investments are made in conformity with information regarding a client's investment objectives provided to Confluence by the client's Financial Advisor. Reviews are made in light of such investment objectives, applicable economic or monetary developments, overall conditions in various markets and specific market and related developments affecting individual securities.

On a monthly or quarterly basis, the client's Custodian sends reports to clients showing transactions for the period, portfolio holdings and performance reporting. For dual contract clients, Confluence sends quarterly portfolio appraisals that can be compared to the client statements provided by the Custodian. Investment commentary letters and additional information are periodically provided to clients.

Item 14—Client Referrals and Other Compensation

Confluence does not currently compensate third-party solicitors or engage independent contractors for client referrals. Solicitors are broadly defined as persons/firms who receive compensation for directly or indirectly soliciting clients for, or referring clients to, an investment adviser.

Item 15—Custody

Other than obtaining authorization for deducting investment management fees, Confluence does not take possession of client assets, and all discretionary and non-discretionary assets are held with the Custodian selected by the client. Clients should receive statements at least quarterly from the Custodian that holds and maintains the client's investment assets. Confluence reconciles accounts with custodial records and urges clients to carefully review such statements and compare such official custodial records to the portfolio appraisals that Confluence may provide.

Item 16—Investment Discretion

For discretionary accounts, Confluence usually receives discretionary authority from the client or the Financial Advisor (on client's behalf) at the outset of an advisory relationship to select securities and amount to be bought or sold. This discretion will remain in effect unless revoked by the client or their Financial Advisor (on client's behalf). In all cases, however, such discretion is to be exercised in a manner consistent with the information regarding a client's investment objectives provided to Confluence by the client's Financial Advisor for the particular client account.

When selecting securities and determining amounts to purchase or sell, Confluence observes the investment policies, limitations and restrictions provided by the client or the Financial Advisor (on client's behalf). Clients are able to restrict certain types of securities for social responsibility investing purposes or specific securities for other reasons. For registered investment companies, Confluence's authority to trade securities can also be limited by certain federal securities and tax laws that require diversification of investments.

Investment guidelines and restrictions must be provided to Confluence in writing.

Confluence does not have trading discretion over non-discretionary accounts, including certain UMA and model accounts.

Item 17—Voting Client Securities

For discretionary accounts, unless otherwise directed by the client or Financial Advisor (on the client's behalf), Confluence is responsible for voting proxies with respect to securities held in discretionary account portfolios. Confluence also has been delegated the responsibility for voting proxies with respect to portfolio securities held by the mutual fund and closed-end fund for which Confluence acts a sub-adviser. Confluence has adopted and implemented a policy which it believes is reasonably designed so that proxies are voted in the best interests of its clients. In pursuing this policy, proxies are voted in a manner that seeks to maximize value to its clients. Confluence maintains such records as required in connection with such activity. Confluence utilizes Broadridge Financial Solutions, Inc., a service provider to the global financial industry, to vote, coordinate, process, manage and maintain the majority of electronic records of Confluence's proxy votes. Proxy statements received are voted using a custom Confluence template, which is based off the Broadridge Proxy Policies and Insights Shareholder Value Template ("Proxy Policies and Insights"). Proxy Policies and Insights seeks to maximize shareholder value in proxy voting and is created using voting trends of large, top fund families that seek to maximize shareholder value. Proxy Policies and Insights produces data-driven voting guidelines that reflect majority voting trends based on logic described in the Proxy Policies and Insights. Confluence will override these recommendations in the event Confluence determines that shareholder value is best served by voting differently than what management or the Proxy Policies and Insights might recommend. Additionally, Confluence may determine not to vote a particular proxy if the costs and burdens exceed the benefits of voting or if a determination is made that not voting is in the best interests of the client. Confluence is generally responsible for responding to any corporate actions as well as address any proxy ballot issues for which a recommendation is not provided by Proxy Policies and Insights.

Proxy statements for the First Trust Specialty Finance and Financial Opportunities Fund under the Confluence Proxy Voting Policy vote such proxies in the same proportion as the vote of all other shareholders of the fund (i.e., "echo vote" or "mirror vote").

Upon a client's request, Confluence will provide to the client a copy of its Proxy Voting Policy as well as information concerning the voting of securities in such discretionary account portfolios. Confluence will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. The Confluence Proxy Committee governs the proxy process, policy and template.

Item 18—Financial Information

Confluence fees are generally payable quarterly in advance, although certain Wrap Sponsor firms bill fees in arrears. Confluence does not require such advance payment six months or more in advance of more than \$1,200 in fees per client. Confluence does not currently believe nor foresee

any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients. Confluence has not been the subject of a bankruptcy petition.