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This Brochure provides information about the qualifications and business practices of IEQ Capital, LLC (“**IEQ**” or the “**Firm**”). If you have any questions about the contents of this Brochure, please contact IEQ by phone at 650-581-9807 or e-mail at [info@IEQcapital.com](mailto:info@IEQcapital.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.

IEQ is a registered investment adviser. Registration as an investment adviser does not imply that IEQ or any of its principals or employees possess a particular level of skill or training in the investment advisory business or any other business. The oral and written communications of an investment adviser provide you with information about which you determine to hire or retain an investment adviser.

Additional information about IEQ Capital, LLC is also available on the SEC’s website at <https://adviserinfo.sec.gov>.

**Item 2 - Material Changes**

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There have been no material changes since IEQ's previous other than annual filing on August 2, 2023. There are, however, other non-material changes and clarifications in this Brochure which should be carefully read as well.

Non-material updates include:

- Item 5 – Fees and Compensation: Clarification regarding billing in Private Funds
- Item 11 – Code of Ethics: Update with respect to role of Advisory Board; update with respect to sizing of investments made in Proprietary Account; discontinuation of the Proprietary Account.

**Item 3 - Table of Contents**

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Item 2 - Material Changes .....	2
Item 3 - Table of Contents .....	3
Item 4 - Advisory Business.....	4
Item 5 - Fees and Compensation.....	8
Item 6 - Performance-Based Fees and Side-By-Side Management.....	12
Item 7 - Types of Clients.....	13
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss .....	13
Item 9 - Disciplinary Information .....	25
Item 10 - Other Financial Industry Activities and Affiliations.....	25
Item 11 - Code of Ethics, Participation/Interest in Client Transactions, Personal Trading ....	26
Item 12 - Brokerage Practices.....	29
Item 13 - Review of Accounts.....	32
Item 14 - Client Referrals and Other Compensation .....	33
Item 15 - Custody .....	33
Item 16 - Investment Discretion .....	34
Item 17 - Voting Client Securities .....	34
Item 18 - Financial Information .....	35

#### Item 4 - Advisory Business

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IEQ Capital, LLC (“**IEQ**” or the “**Firm**”), a Delaware limited liability company, was founded in 2019. Since December 2022, the Firm's direct owner is IEQ MidCo III, LLC (“**MidCo III**”), a Delaware limited liability company. MidCo III's direct owner is IEQ MidCo II, LP, a Delaware limited partnership (“**MidCo II**”). MidCo II is majority-owned by IEQ MidCo I, LLC, a Delaware limited liability company and majority-owned subsidiary of IEQ Holdings, LLC. IEQ is managed by Co-CEOs Eric Harrison, Robert J. Skinner II and Alan Zafran, along with Frank McFarland, Jeffrey Westsmith, and IEQ's Executive Team, which includes IEQ's CCO, CFO and Chief Client Officer. In January 2023, certain funds managed by Stone Point Capital LLC, an unrelated third-party investment adviser, acquired minority interests in MidCo II, which entitle the holder to a non-controlling voting interest in MidCo II, customary minority consent rights and information rights, and the right to appoint a non-controlling percentage of MidCo II's board members. After the transaction, IEQ continues to provide the services and manage Client Accounts (as defined below) as described herein.

IEQ provides portfolio management and investment advisory services (collectively, “**Advisory Services**”) primarily to individuals, high net worth individuals or families, as well as trusts, foundations, endowments, non-profit organizations and other business entities herein referred to each as a “**Client**” and collectively the “**Clients**”, as described under **Investment Management and Supervisory Services** below. As a fiduciary, when providing Advisory Services IEQ acts in the Clients' best interest and fulfills its obligation by working closely with Clients to identify and understand their investment objectives while building a long-term relationship. In addition, IEQ offers its Clients certain ancillary administrative services (collectively, the “**Ancillary Services**”) which are not investment advisory in nature, as further described under **Ancillary Services** below.

#### Investment Management and Supervisory Services

Clients are strongly encouraged to inform IEQ of any life event on a timely basis (e.g., changing jobs, change in marital status, death) that might impact the advisory services rendered by IEQ. It is a Client's responsibility to furnish their IEQ Portfolio Manager and, to the extent applicable, any Independent Manager (in each case as defined below) with complete, accurate, and current information about such Client's personal and financial circumstances, goals and preferences because it will be the basis for the recommendations and advice the Client receives. Neither IEQ nor any Independent Manager independently verifies the information that Clients provide. Furthermore, IEQ does not automatically take into consideration other information that Clients provide or make available to IEQ in connection with their receipt of any Ancillary Services, or to any Independent Managers. Clients are responsible for furnishing all information to their IEQ Portfolio Manager that the Client would like IEQ to consider in formulating its investment recommendations.

IEQ typically will manage client assets in separately managed accounts (each, an “**SMA**” or a “**Client Account**”, collectively, the “**SMAs**” or the “**Client Accounts**”). An SMA is a dedicated account owned by a Client and governed through an investment management agreement (“**IMA**”) between the Client(s) and IEQ. IEQ does not participate in a wrap fee program.

As part of the Advisory Services provided to a Client, IEQ will work with the Client, typically on a household basis, to develop and tailor a formal Investment Policy Statement (“**IPS**”) that reflects such information as, but not limited to, the Client's financial situation, investment objectives, liquidity requirements, risk tolerances, and any reasonable investment restrictions requested by the Client and accepted by IEQ. IEQ typically invests Client assets in stocks, exchange-traded securities, mutual funds, index funds and alternative private investments, but

also invests in other securities and financial instruments within the capital structure, including Digital Assets (as defined below). With respect to certain Clients, IEQ will also assist in the development of 10b5-1 plans.

IEQ could also, and currently does for many Clients, engage one or more third-party sub-advisers (“**Independent Managers**”) to manage a portion of client assets on a discretionary basis if deemed in the best interest of a Client, subject to that Client’s IMA and IPS. Certain Independent Managers arrangements are “inherited” as a result of the transition of wealth managers from another investment adviser to IEQ. IEQ also uses some Independent Managers as an “outsourced Trading Desk” to implement models delivered by other Independent Managers. IEQ will generally execute a sub-advisory agreement with each Independent Manager although there might be instances where IEQ could require Clients to sign separate written agreements directly with those Independent Managers instead of IEQ doing so on a Client’s behalf. Additionally, Clients could be asked to open new custodian accounts with a third-party custodian to separate the sub-advised assets from other Client assets advised by IEQ. Independent Managers will generally have limited power-of-attorney and will have only trading authority over those assets IEQ directs to them for management. Independent Managers will be authorized to buy, sell and trade on behalf of a Client’s account and to give instructions, consistent with their authority, to the relevant broker-dealer and custodian. The fees charged by the Independent Managers will be disclosed to Clients in the account statements and applicable fee schedules, and will be in addition to the management fees charged by IEQ. In addition to management fees, the Client will likely incur transaction and custodial fees on assets managed by the Independent Manager. IEQ will monitor and review all such sub-advised accounts on a periodic basis and conduct initial and ongoing investment and operational due diligence on the Independent Managers. Clients whose assets are managed by an Independent Manager are encouraged to carefully review such Manager’s Form ADV and/or other provided disclosure materials for more information about that Manager, including any applicable conflicts of interest.

#### Client Investments in Private Funds

Where suitable, IEQ recommends to Clients investments in private pooled investment vehicles.

These private pooled investment vehicles can take the form of:

##### I. Access Vehicles

- Privately offered fund vehicles (“**Access Funds**”) formed, sponsored, and managed by Institutional Capital Network, Inc. (“**iCapital**”). These Access Funds aggregate client capital to invest in certain third-party alternative investment funds sourced and evaluated by IEQ. iCapital and IEQ created a white labeled platform that IEQ representatives (“**Portfolio Managers**”) can utilize to access and allocate client capital to.
- IEQ acts as sub-adviser to each Access Fund pursuant to the Sub-advisory Agreement between the two firms. iCapital receives administrative fees from each Access Fund on their platform and all fees (including, but not limited to, tax reporting oversight services fee and a report aggregation fee) are disclosed in each Fund’s respective private placement memorandum, subscription documents and/or limited partnership agreements (“**Offering Materials**”). IEQ receives compensation for serving as sub-adviser to the Access Funds. The Access Funds will also charge administrative, audit, legal and other such allowable expenses pursuant to the Offering Documents. Clients are required to receive, review, and execute the Offering Materials prior to being accepted as an investor in any of these Access Funds.

## 2. Direct Investments

- On occasion, IEQ will source, diligence, and recommend Clients to invest directly in third-party alternative investment funds, single assets opportunities or co-invest vehicles (“**Direct Investments**” in “**Private Funds**”) when it is determined not practical to form an Access Fund to invest in a specific opportunity, or if there is insufficient allocation to the alternative fund to monetarily justify launching an Access Fund. In addition, in limited circumstances (typically based on an investment size or related to tax status), IEQ will accommodate a Client’s request to invest directly in a Private Fund even though an Access Fund is also being formed. Thus, such Clients will receive the benefit of the due diligence, legal review and negotiation performed on behalf of, and paid by, the investors in the applicable Access Fund. Conversely, there could be some unique benefits that will be negotiated on behalf of an Access Fund which are not extended to direct investors in the Private Fund (e.g., indemnification). In instances where underlying fund fee savings is associated with co-invest capability and such capability is extended to direct investors, relevant direct investors will be “in the money” instantaneously as for every dollar committed to a main fund, a dollar will be contributed to the co-invest vehicle. Access Funds, on the other hand, typically only commit money to a co-invest vehicle after the required allocation to the main fund is filled. At other times, however, depending on the underlying fund’s policies, “fee savings” co-investment opportunities will not be extended to direct investors.

IEQ will, from time to time, provide a sample of internal investment due diligence memoranda to Clients or prospective clients for certain funds, if so requested. These reports are provided to highlight IEQ’s research approach and are redacted to exclude certain confidential and performance-related information. Clients are encouraged to ask their representatives for such reports.

### Digital Assets

Clients interested in receiving exposure to, and IEQ’s portfolio management diversification advice with respect to, Digital Assets will need to establish a Digital Asset account through Fidelity Digital Asset Services, LLC (“**FDAS**”) and transfer funds into such FDAS account. IEQ will assist such interested Clients with establishing a digital currency account through the FDAS platform. “**Digital Asset**” shall mean a digital asset (also called a “cryptocurrency,” “virtual currency,” “digital currency,” or “digital commodity”), such as Bitcoin or Ethereum, which is based on the cryptographic protocol of a computer network that may be (i) centralized or decentralized, (ii) closed or open-source, and (iii) used as a medium of exchange and/or store of value. The term “Digital Asset” does not include products with indirect exposure to Digital Assets, including baskets of Securities (e.g., ETFs that include Digital Asset company securities).

### Retirement Plan Services

IEQ engages with retirement plan Clients in a wide range of capacities. For plans subject to the Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”), this could include serving as an ERISA Section 3(21) fiduciary providing investment recommendations to the plan sponsor and/or plan trustee, or as an ERISA Section 3(38) “investment manager” with discretionary authority to make investment decisions on behalf of the plan. In addition to allocating plan assets and portfolio management, these services can include assistance in setting up an Investment Policy Statement for the portfolio, managing cash and liquidity needs, selecting professional record-keepers, administrators and custodians, and providing in depth

quarterly or annual review with the portfolio's performance and our outlook on financial market conditions.

In addition, IEQ has adopted policies and procedures designed to comply with the ERISA fiduciary standards when advising retirement asset rollovers as set forth in the Department of Labor Fiduciary Rule ("DOL PTE Rule"). Clients will be presented with disclosure documents as prescribed by the DOL PTE Rule.

#### Donor Advised Fund Services

Some IEQ Clients establish donor advised funds through various third-party charitable programs including the Fidelity Charitable Gift Fund Program and the Schwab Charitable Fund (each, a "**Charitable Platform**"). The funds are managed in accordance with the specific investment policies and guidelines of the applicable Charitable Platform. Clients will establish a donor advised account, transfer funds earmarked for charitable donation and recognize a tax deduction in the year that funds are transferred into an account opened on a Charitable Platform. The funds remain in such account until the Client designates a charity, an amount and a date to donate to such charity.

#### **Ancillary Services**

In providing the Ancillary Services described below, IEQ is not providing investment advice, and has no fiduciary obligations and no obligations to independently verify, examine, confirm or revise information regarding any assets outside of the Client Accounts that are owned by a Client but not included as assets under management by IEQ (any such assets, "**Non-Advisory Assets**"), whether such information is received from the Client or any of the Client's third-party service providers. In providing Advisory Services to a Client, IEQ has no obligation, and should not be expected, to take into account any information regarding Non-Advisory Assets, or otherwise received in the course of or in connection with providing any Ancillary Services, including but not limited to the diversification of a Client's assets in the aggregate. While IEQ is permitted to consider any Non-Advisory Assets in connection with the determination of an appropriate asset allocation or investment strategy for a Client's Accounts, and indeed does so with respect to many Clients, such consideration does not extend the advisory relationship to any such Non-Advisory Assets.

#### Reporting and other Ancillary Services on Non-Advisory Assets

As a service to certain Clients, IEQ offers consolidated reporting, monitoring, and other ancillary services with respect to Client Non-Advisory Assets. IEQ will report the value of each Non-Advisory Asset to the Client, based solely on the valuations received by IEQ from the third-party managers of the Non-Advisory Assets or other third parties, or from the Client, but IEQ will not have any obligation to independently examine, confirm or revise Non-Advisory Asset valuations. The scope of a Client's Non-Advisory Assets and associated Ancillary Services, and any fees agreed upon by the Client, are memorialized in writing, whether in separate section(s) of that Client's IMA or in a separate agreement between the Client and IEQ.

#### "Family-Office" Services

IEQ assists certain Clients in addressing their wealth management needs with various family office services. To this end, IEQ has launched the IEQ Family Office. IEQ Family Office supports certain clients with select non-investment management services as mutually agreed to by the client and IEQ from time to time. Certain ancillary services will be provided directly by IEQ (e.g., global asset analysis and optimization, consolidated reporting and asset tracking, cash flow analysis and liquidity management, investment tax strategy, wealth transfer and estate

planning analysis and support, charitable giving support, and family dynamics support). With respect to providing family office services, IEQ does not provide legal, tax, accounting, or investment advice. Other services are available from independent professional firms (e.g., tax advisory, trust and estate planning, bill pay etc.). IEQ can help identify, interview, onboard, and integrate these third-party professionals into the Client's team. While IEQ maintains a list of certain such third-party service providers with which IEQ, its personnel, and/or its Clients have interacted, or otherwise fit certain selection criteria (e.g., size and geographical area) and whose contact information IEQ provides to Clients to as a courtesy, IEQ is not endorsing any such independent service provider, and IEQ has no oversight or supervision of, and does not guarantee the performance of, any independent service provider. IEQ does not charge additional fees in connection with family office services provided by IEQ, and neither IEQ nor its employees charge fees or earn any direct compensation in connection any recommendation to retain a third-party provider. Although an independent professional firm might decide to refer prospective clients to IEQ on its own accord, IEQ does not solicit such referrals. Any mutual referral arrangement, whether part of family office services or otherwise, will be made in accordance with the Marketing Rule (as defined below).

Eligibility and level of participation in this program is largely dependent on a Client's RAUM or the annual sum of IEQ's management fee. A Client who wishes to learn more information about this program is strongly encouraged to reach out to his/her service team.

In addition to the formal family office services program, IEQ may, from time to time upon a Client's request, introduce certain Clients to service providers with which IEQ conducts business with (e.g., an administrator, a lender). While IEQ does not receive any monetary compensation as a result of such introductions, it does have a conflict of interest in making them as the introduction enhances IEQ's relationships with such third parties.

### **Assets Under Management (Regulatory Assets Under Management)**

As of December 31, 2023, IEQ has total regulatory assets under management of \$23,584,354,606 of which \$22,349,886,324 are discretionary and \$1,234,468,282 are non-discretionary regulatory assets under management.

### **Item 5 - Fees and Compensation**

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IEQ's management fees are negotiable and will vary depending upon factors such as the type of Client Account, a Client's relationship with the Firm, the size and complexity of assets being managed, and the investment strategies being employed by the Firm. Generally, Clients will be charged an annual management fee of up to 1%.

Except with respect to the initial quarter, the management fee is based upon the net asset value ("**NAV**") of the assets in the Client Account subject to the management fee, and will be paid quarterly, in advance, using the prior quarter-end net asset value of the assets in the Client Account (determined as of the last business day of the prior calendar quarter), and calculated quarterly using the actual day count methodology. A Client Account typically becomes subject to IEQ's management fee beginning the later of (i) the Effective Date of the IMA, or (ii) the date the last Client's signature executing the IMA is received (the "**Management Fee Start Date**"). A Client Account's initial management fee (the "**Initial Management Fee**") will be charged as of the last day of the calendar quarter during which the Account was actually initially funded (the "**Initial Management Fee Date**"). The Initial Management Fee will be calculated based on the Net Asset Value of the assets in the Account as of the Initial Management Fee Date and charged in arrears for the period beginning on the Management Fee Start Date and ending on the Initial Management Fee Date, pro-rated for any partial quarter period. The net asset value of the Client Account will be as reported by the



custodian of the Client Account or any other third-party valuation agent. If, subsequent to the effective date, the Client enters into a new investment advisory agreement with IEQ (a “**New IMA**”) in substitution of an existing investment advisory agreement (a “**Prior IMA**”) in connection with a change to the fee schedule of a Prior IMA, then the fees as set forth in the Prior IMA will continue to be owed until beginning the first full calendar quarter following the Effective Date of this Agreement, and the fees payable to IEQ under the New IMA will not be owed until the first full calendar quarter following the effective date of the New IMA.

Due to the nature of an investment in an illiquid private investment fund managed by a third-party adviser (each, a “**Private Fund**”), there will likely be a delay in the reporting of the net asset value by the third-party adviser (such that the prior quarter-end net asset value of the Private Fund will not be available on which to base management fees). In such case, IEQ will utilize the most recently reported net asset value of the Private Fund, adjusted for interim cash flow activity, to calculate quarterly management fees. If, however, at the time IEQ calculates the management fees for a given quarter (the “**NAV Calculation Date**”), the most recently reported net asset value of a Private Fund in a Client’s Account is more than one quarter delayed, IEQ will: (i) initially calculate the management fees based on that available net asset value for the Private Fund; (ii) reconcile any net asset value differential at such time as IEQ receives the updated net asset value of the Private Fund with respect to the quarter-end immediately preceding the relevant NAV Calculation Date; and (iii) issue the Client a rebate in the amount overcharged or collect additional management fees in the amount undercharged, as applicable. Such overcharged or undercharged amount will be rebated or collected upon the receipt and reconciliation of the net asset value. For the avoidance of doubt, no adjustment will be interest bearing. By way of example, to calculate Q4 management fees, IEQ will, if available, use the 9/30 net asset value of a Private Fund (“**9/30 NAV**”) as reported by the relevant third-party advisor. If 9/30 NAV is not available on the NAV Calculation Date, IEQ will use 6/30 net asset value of the Private Fund (“**6/30 NAV**”) adjusted for cash flow activity from 6/30 to 9/30 and will not issue a rebate based on the 9/30 NAV when it becomes available. If 6/30 NAV is not available on the NAV Calculation Date, IEQ will use the 3/31 net asset value of the Private Fund (“**3/31 NAV**”) adjusted for cash flow activity from 3/31 to 9/30. In such event, IEQ will reconcile the Private Fund’s net asset value once 6/30 NAV is received and adjust the Client’s management fee for Q4 as described above. Note that for most underlying managers, the most recent net asset value for a Private Fund that will be available for Q4 billing, for example, will indeed be as of 6/30. The net asset value of a Private Fund as of a quarter-end, as reported by a third-party adviser, generally will include the amount of any capital call issued to a Client that is due on or prior to such quarter-end, even if the Client’s capital contribution is not received by the Private Fund after such date. In such event, the assets on which IEQ’s management fee is based will be increased by the deemed contribution to the Private Fund, even if the Client ultimately satisfies the capital call using other assets in the Account on which IEQ also charges management fees.

For Private Funds that are marked annually yet provide NAV statements on a quarterly basis, IEQ will follow the policy as outlined above.

Due to the fact that the management fee is calculated based on the last NAV provided by the private fund manager, it is possible that the actual value of the assets in the account on the date the management fee is calculated will be lower than the value on which the management fee is calculated.

As a result of Client negotiations or otherwise, IEQ maintains, and indeed exercised such discretion with respect to certain Clients, the discretion to vary, waive or modify the management fee methodology and percentile (e.g., adjustments for intra-quarter additions and redemptions, management fee tiers, asset class tiers) charged to Client Accounts, not to exceed 1%, as well as billing practices (e.g., postpone billing). If agreed upon with a Client, IEQ may also negotiate a management fee based on a fixed dollar amount, paid quarterly in

advance, depending on the financial complexity of a Client's investment objectives. With respect to multiple Clients from the same family/household, or who are otherwise related parties (e.g., employees of the same company), if so negotiated and agreed with such Clients, IEQ will aggregate such Clients' assets for purposes of calculating management fee subject to any applicable tiered rate. As mentioned below, as a result of Client negotiations or otherwise, IEQ may also reimburse certain Clients for expenses related to the operations of such Clients' accounts, including, but not limited to, expenses associated with terminating a previous advisory relationship or some trading related costs. From time to time, IEQ may be able to negotiate better margin rates for Clients which can be used for Clients transferring from a different adviser or otherwise as means of retention depending on the broker dealer/Custodian, as necessary. As lower margin allocation is typically capped, any allowance will generally be on a "first come, first serve" basis.

Generally, Client fees will be debited from the Client's Account that generated the fee, unless otherwise indicated by the Client in writing. If a Client does not have sufficient liquidity in its Client Account to pay the management fee, IEQ will instruct the custodian to liquidate securities in the Client Account or use margin to cover the amount of management fees. The amount of the management fee will be pro-rated for periods of less than a full billing period.

Depending on each Client Account's unique circumstances and arrangements, IEQ's management fees may or may not be exclusive of any fees and/or expenses charged by third parties. Such third-party fees and/or expenses may include custodial fees, brokerage commissions (see Item 12 – Brokerage Practices), transaction fees, third-party investment management fees, odd lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds, exchange traded funds, and private alternative investment funds (e.g., private equity and hedge funds) are subject to their own respective internal fees and expenses, including management fees, which are disclosed in the respective investment offering documentation. These fees will be charged by the third-party manager and reduce the net asset value of the Client's investment in the alternative investment fund. In addition, private alternative investment funds will charge performance-based fees, and fund expenses such as audit, legal, administrative and other such fund level related expenses. While IEQ attempts to negotiate lower fees/fee holidays on behalf of its Clients, at times, these benefits, if any, will only be available to those Clients who are presented with and who participate in early closings of such private alternative investment funds. In addition, because fee breaks will typically depend on the overall investment dollar allocation, IEQ has an incentive to recommend such private alternative investments to certain Clients that can make a larger commitment in order to benefit the remaining committed Clients. To mitigate such conflict of interest, the Firm adheres to investment allocation policies and procedures. Further information regarding the fees, costs and expenses incurred by alternative fund managers can be found in the respective fund's offering documents and Clients are strongly encouraged to read such fee and expense disclosure language. Such charges, fees and commissions are exclusive of and in addition to the management fee paid to IEQ. As mentioned above, pursuant to separate management agreements and custodial accounts with Independent Managers selected by IEQ to manage a portion of Client assets, applicable Clients will also be charged separate management fees by such Independent Managers in addition to the fees charged by IEQ. IEQ does not receive any portion of these fees.

In addition, when feasible, legal and due diligence expenses incurred by IEQ on behalf of Clients investing directly into private funds (where there is no Access Fund), will be passed to those Clients pursuant to disclosure and pre-approval of Clients. Where applicable, Clients will authorize such payments in advance by executing a cover page to the private fund's subscription documents acknowledging such expenses.

Billing and valuation methodologies will vary between Independent Managers. For example, due to fair-valued securities and pending portfolio activities, a client account's AUM calculated by an Independent Manager may not match the account's AUM reported by the client's custodian. IEQ bills on the value reported by the custodian. Any IEQ advisory client which has a portion of their account managed by an Independent Manager is encouraged to carefully read both such manager's Form ADV as well as such manager's fee billing disclosure and to reach out to IEQ with any questions.

In any situations where IEQ is deemed to be a fiduciary to advisory Clients that are employee benefit plans subject to ERISA or plans subject to Section 4975 of the Internal Revenue Code of 1986 (the "**Code**"), such as individual retirement accounts (IRAs), IEQ is subject to specific duties and obligations under ERISA and the Code that include, among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, IEQ will in such situations only charge fees for investment advice on products for which IEQ does not receive any commissions or trailing fees such as 12b-1 fees, unless such payments are structured in a manner that complies with ERISA and the regulations and rulings of the Department of Labor.

For donor advised funds, if IEQ is appointed to serve as investment adviser under the Charitable Platforms, the Firm will charge an annual management fee equal to up to 1% of Charitable Platform assets, however, IEQ reserves the right to waive such fees. The annual management fee will generally be calculated quarterly in advance based on the net asset value of the donor account in the same manner as the asset management fee calculation described above.

For Ancillary Services, the Client shall pay IEQ an annual services fee as outlined in each Client's separate Ancillary Services Agreement. Fees will be determined based upon the nature of the Ancillary Services agreed upon between IEQ and Client and will generally be paid quarterly in advance and in accordance with the Client's IMA. Fees paid by the Client to IEQ under the Ancillary Services Agreement are solely for the services provided by IEQ with respect to the Ancillary Assets under the Ancillary Services Agreement and will not cover fees and expenses of any third parties.

A Client's IMA can be terminated at any time, by either party, for any reason upon 5 days' written notice. If a Client has paid any management fees in advance for the period in which their IMA is terminated, IEQ will pro-rate the management fees for the period and return any unearned portion to the client by check or wire transfer. If a Client changes the characterization of a financial account governed by an IMA, however, from managed to non-managed, or vice versa, mid-quarter, from a billing and fee payment perspective, the change will only be effective as of the beginning of the next billing quarter, and no refund for fees already paid will be issued unless a Client expressly negotiates otherwise.

As noted above, IEQ will also serve as a sub-adviser to certain Access Funds. For Clients that invest in private funds for which IEQ serves as a sub-adviser, IEQ will receive a sub-advisory fee of up to 1.0% directly from the applicable Access Fund in lieu of collecting management fees for those assets under the IMA. Commencing upon the initial drawdown date of an Access Fund and for each calendar quarter thereafter, the sub-advisory fee of a Client shall be an amount equal to the product of the sub-advisory fee rate applicable to such Client multiplied by such Client's pro rata share, based upon subscriptions, of the Fee Base for such quarter. As used herein, "Fee Base" means (i) for the initial quarter, the total capital contributions made by the applicable Access Fund to the applicable Underlying Fund as of the last day of the previous calendar quarter (a "**Fee Basis Date**"), and (ii) for any other quarter, the net asset value of such Access Fund's interest in the Underlying Fund as of the Fee Basis Date, which shall be based on the most recent information made available by the Underlying Fund ,

adjusted for any capital contributions made by the Access Fund to the Underlying Fund and any distributions from the Underlying Fund to the Access Fund after the valuation date of such Underlying Fund. The sub-advisory fee rate for each Client shall be as set forth in their subscription agreement may vary on a client-by-client basis and will govern in case of any inconsistency. For the avoidance of doubt, a Client who terminates his/her advisory relationship with IEQ and who invested in certain Access Funds will continue to pay the sub-advisory fee, if applicable, for the life of his/her Access Fund investment. As discussed in Item 4, the Access Funds will also charge administrative, audit, legal and other such allowable expenses pursuant to the Offering Documents, including ongoing diligence expenses of IEQ (including, without limitation, initial and periodic due diligence trips, travel for meetings, if applicable, and airfare, hotels, meals and automobile transportation related to such travel). Expenses that are partially allocable to an Access Fund will generally be allocated to such Access Fund on a pro rata basis (based on either commitment or investment amount as applicable) except when such methodology is not equitable or feasible and in accordance with applicable law.

Together with iCapital and a third-party manager, IEQ has also launched certain fund-of-funds vehicles, whereby iCapital serves as the manager and general partner of an Access Fund fund-of-funds, while IEQ and the third-party manager both serve as sub-advisers. Investors in such structure are subject to multiple layers of management fees (iCapital, IEQ, the third-party manager that serves as sub-adviser alongside IEQ, and the underlying fund managers that manage the underlying funds selected as investments in the fund-of-funds structure) as well as multiple layers of expenses as described in greater detail in the offering documents for such vehicle. IEQ's sub-advisory fee will be in lieu of collecting management fees for these assets under the applicable IMA. The fund-of-funds vehicles may, and currently do, invest in funds that are also otherwise independently offered on the IEQ platform by getting a portion of the allocation otherwise offered to IEQ Clients as a whole. This creates a potential conflict of interest by reducing the capacity offered to IEQ Clients not investing in the fund-of-funds vehicles, while potentially allowing greater exposure to those clients who do.

#### **Item 6 - Performance-Based Fees and Side-By-Side Management**

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IEQ 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's Account).

Private alternative investment managers typically charge performance-based fees pursuant to the governing documents of each alternative investment fund. IEQ will not receive any portion of those fees.

IEQ currently manages accounts of several employees who are also full-service paying Clients ("**Related Accounts**"). Generally, it is IEQ's policy that such Related Accounts will be treated the same as all other Client Accounts even when investment opportunities are limited due to capacity allocation offered to IEQ, and as such, Client allocation decisions can create conflicts of interest between Related Accounts and accounts of other Clients. In such instances, the relevant Portfolio Manager does have the discretion to lower the allocation to, or completely exclude, the Related Accounts from an investment allocation. In addition, it is IEQ's policy that no such Client-employee himself/herself will have discretion to allocate investment opportunities to a Related Account for which such Client-employee or their immediate family member has a beneficial ownership or interest.

Consistent with industry practice, IEQ from time-to-time recruits wealth managers and other employees to join IEQ and has in the past and likely will in the future enter into significant compensation arrangements with these employees to facilitate their transition to IEQ. IEQ also compensates employees for successful referrals of such wealth managers. The amount

paid to such wealth managers, and in some instances to their team members, is largely based on the assets under management and revenue those assets generate at their prior firms and the wealth managers achieving a minimum percentage of production and asset levels within a specific time after joining IEQ. Such compensation has in the past and likely will in the future be contingent upon the wealth manager satisfying certain performance-based criteria including total Client assets serviced and revenue generated from those assets. These compensation arrangements create an incentive for those wealth managers to maximize the revenue they generate from Client Accounts. Even if the fees a Client pays remain the same or are less than the fees paid at the prior firm, the transfer of the Client's assets to IEQ contributes to the wealth manager's ability to meet production targets and to receive additional compensation. This practice creates an incentive and conflict of interest for the wealth manager to recommend the transfer of account(s) to IEQ. Clients should consider if the wealth manager's advice is aligned with the Client's investment strategy and goals.

IEQ has a formal employee referral program and a similar partner-level referral program whereby partners share in profits generated from their referrals based on the degree of which they participate in managing such accounts.

### **Item 7 - Types of Clients**

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A description of IEQ's Clients is provided above in Item 4 – Advisory Business. Generally, IEQ services individuals, high net worth individuals or families, as well as trusts, foundations, endowments, non-profit organizations and other entities.

IEQ targets working with Clients whose net worth is \$10,000,000 or more. The Firm reserves the right to accept Clients of any net worth and does currently work with Clients whose net worth is below the threshold.

### **Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss**

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#### **The Firm's Investment Process**

Depending on the investment objectives and risk tolerance of each Client, IEQ begins its investment process by researching and charting broad, macro-economic trends utilizing external and internal resources. IEQ uses fundamental, technical and cyclical analysis in conducting its macro-economic research. This research allows IEQ to determine which investment themes and broad asset allocations it believes offer the most attractive risk-adjusted return potential. IEQ also conducts qualitative and quantitative research and performs extensive due diligence to find and assess liquid managers and products, private alternative fund managers, or alternative fund manager platforms. IEQ employs a centralized research team which monitors Clients' liquid and private investments with regular cadence, including but not limited to: published research and fund updates, conversations with managers, and quantitative investment analysis via financial modeling software.

For all third-party managers and underlying fund managers for Access Funds, Direct Investments, and Investment Managers, IEQ performs initial and ongoing investment and operational due diligence. IEQ employs a multi-phase approach to researching and selecting managers suitable for Clients. These managers are evaluated on an initial and ongoing basis. A due diligence memorandum outlining the review and recommendation is provided to IEQ's investment committee (the "**Investment Committee**") for review and acceptance.

**Summary of Material Risks**

There can be no assurance that the investment objectives of our Clients will be achieved, and that Clients will not incur losses. The risks described below are not meant to be a comprehensive collection of all risks with which Clients will be confronted. Each Client is also encouraged to review their IMA and consult with IEQ to review the specific risk parameters of, and assets that comprise, the Client's account at any given time and from time to time.

**General Risks****Business Continuity Risks**

The Firm's business operations may be vulnerable to disruption in the case of catastrophic events such as fires, natural disaster, terrorist attacks, wars or other circumstances resulting in property damage, network interruption and/or prolonged power outages. Although the Firm has implemented measures to manage risks relating to these types of events, including various testing, there can be no assurances that all contingencies can be planned for. These risks of loss can be substantial and could have a material adverse effect on the Firm and investments therein.

**Pandemic Outbreak**

An epidemic or pandemic outbreak and reactions to such an outbreak could cause uncertainty in markets and businesses, including IEQ's business, and may adversely affect the performance of the global economy as a whole, as well as specific industries or asset classes, including causing market volatility, market and business uncertainty and closures, supply chain and travel interruptions, the need for employees and vendors to work at external locations, and extensive medical absences. IEQ has policies and procedures to address known situations, but because a large outbreak may create significant market and business uncertainties and disruptions, not all events that could affect IEQ's business and/or the markets can be determined and addressed in advance. During the recent COVID-19 outbreak, IEQ's Business Continuity Plan allowed IEQ's personnel to work remotely without interruption to IEQ's investment management or client service and IEQ has adopted a hybrid home-office work model subsequently. This incident response may not be indicative of conditions in any potential future incidents, in the course of which the operations of IEQ, any Access Funds, Investment Managers, portfolio investments, and / or their respective key service providers may be significantly impacted, or even temporarily or permanently halted.

**Economic Conditions**

Changes in economic conditions, including, for example, interest rates, inflation rates, currency and exchange rates, industry conditions, competition, technological developments, trade relationships, political and diplomatic events and trends, tax laws and innumerable other factors, can affect substantially and adversely the investment performance of a Client's account. Economic, political and financial conditions (including military conflicts and financial sanctions), or industry or economic trends and developments, may, from time to time, and for varying periods of time, cause volatility, illiquidity or other potentially adverse effects in the financial markets. Economic or political turmoil, a deterioration of diplomatic relations or a natural or man-made disaster in a region or country where IEQ's client assets are invested may result in adverse consequences to such clients' portfolios. Over the last couple of years, there is an especially high degree of economic uncertainty given elevated inflation, a rapid increase in interest rates by Central Banks, and a high level of geopolitical uncertainty in Europe and Asia. The likelihood of a recession, and the magnitude of any such recession, is highly uncertain and would have significant implications across asset classes. None of these conditions is or will be within the control of IEQ, and no assurances can be given that IEQ will anticipate these developments.



**Foreign Country Risk**

Certain investments are subject to a risk associated with investing in securities issued by entities or corporations outside of the United States. Foreign issuers are subject to a host of geopolitical, economic, and currency uncertainties, which make those securities inherently risky.

**Cybersecurity Risks**

IEQ and its service providers, counterparties, and other market participants on whom IEQ relies increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect Clients despite the efforts of IEQ and its service providers, counterparties, and other market participants on whom IEQ relies to adopt technologies, processes, and practices intended to mitigate these risks and protect the security of their computer systems, software, networks, and other technology assets, as well as the confidentiality, integrity, and availability of information belonging to the Clients. For example, unauthorized third parties could attempt to improperly access, modify, disrupt the operations of or prevent access to these systems of IEQ and its service providers, counterparties, and other market participants on whom IEQ relies for data within these systems. Third parties could also attempt to fraudulently induce employees, customers, third-party service providers, or other users of systems to disclose sensitive information to gain access to IEQ's data or that of its Clients. In addition, the ubiquity and complexity of these systems present the possibility of inadvertent disclosure of sensitive client information despite the efforts of IEQ and its service providers, counterparties, and other market participants to prevent such inadvertent disclosure. A successful penetration or circumvention of the security of IEQ's systems or the systems of IEQ's service providers, counterparties, or other market participants on whom IEQ relies could result in the loss or theft of a client's data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause IEQ or its respective service providers, counterparties, and other market participants on whom IEQ relies to incur regulatory penalties, reputational damage, additional compliance costs, or financial loss.

**Artificial Intelligence and Machine Learning Risk**

The emergence of recent technology developments in artificial intelligence and machine learning such as OpenAI and ChatGPT (collectively, "Machine Learning Technology") can pose risks to IEQ, Client Accounts, and their investments. While IEQ maintains policies and procedures restricting the use of Machine Learning Technology to certain internal processes, and reviews use of Machine Learning Technology by service providers and other relevant third parties in the course of operational due diligence, IEQ is nonetheless exposed to the risks of Machine Learning Technology from both such limited, known uses, as well as from any uses of Machine Learning Technology that may be undertaken by IEQ personnel in contravention of IEQ's policies, or by third-party service providers or portfolio investments of or any counterparties to Client Accounts or their underlying investments, whether or not known to IEQ. Use of Machine Learning Technology involves the risk of inaccuracies or errors in the data utilized by Machine Learning Technology, may directly or indirectly create security or data risks, and may increase trademark, licensing and copyright risks. Machine Learning Technology continues to develop rapidly and it is impossible to predict the future risks that may arise from such developments.

**Custody Risk**

The Firm is required to maintain Client funds and securities over which the Firm is deemed to have custody with a qualified custodian. Clients may incur a loss on securities and cash held in custody in the event of a custodian's or sub-custodian's insolvency, negligence, fraud, poor administration or inadequate recordkeeping. Generally, deposits maintained at a bank do not become part of a failed bank's estate however, the Firm's operations could be impacted by the bank's insolvency in that there may be a delay in access to liquidity, trade settlement, delivery of securities, etc. Establishing multiple custodial relationships could mitigate custodial risk in the event of a bank failure.

**Bank Deposits Risk**

Cash deposits held in a Client's custodian account are not guaranteed to have full insurance coverage by the Federal Deposit Insurance Corporation ("FDIC"), the independent government agency responsible for insuring deposits at federally regulated banking entities. FDIC coverage will be dependent on several factors, including but not limited to the available cash deposit options at the client's custodian and whether or not the cash held in any deposit account at the custodian exceeds the insurance limits set by the FDIC (generally, \$250,000 per depositor, per insured bank, per account ownership category). In certain circumstances, cash deposits are included as part of a brokerage firm's Securities Investor Protection Corporation ("SIPC") protection that generally applies to accounts up to \$500,000, including up to \$250,000 of cash. Such brokerage firms may also provide supplemental protection on its accounts beyond SIPC coverage. Investments are subject to the risk that the Client's custodian, and/or one or more of a Private Fund's or Access Fund's banks, brokers, hedging counterparties, lenders or other custodians of some or all of such fund's assets (each, a "Financial Institution") fails to perform its obligations or experiences insolvency, closure, receivership or other financial distress or difficulty (each, a "Distress Event"). Distress Events can be caused by factors including eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance or accounting irregularities. In the event a Financial Institution experiences a Distress Event, IEQ, any Independent Managers, Private Funds or Access Funds and/or their portfolio investments may not be able to access deposits, borrowing facilities or other services for an extended period of time or ever. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by organizations such as the FDIC, in the case of banks, or the SIPC, in the case of certain broker-dealers, amounts in excess of the relevant insurance are subject to risk of loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose increased risk of loss. Although in recent years governmental intervention has resulted in additional protections for depositors, there can be no assurance that governmental intervention will be successful or avoid the risk of loss, substantial delays or negative impact on banking or brokerage conditions or markets. In addition, the recent Distress Events have increased risks surrounding liquidity concentration, systemic risk regarding the failure of other banks, and compliance costs associated with diversifying deposits among multiple banks.

**Counterparty Risk**

The Firm, its Clients, Access Funds and/or Direct Funds may be subject to credit and liquidity risk with respect to the counterparties. Exposure to credit and liquidity risk from counterparties can occur through a wide range of activities when dealing with, including but not limited to, service providers, banks, brokers, insurance providers, trading counterparties, portfolio companies, prospective portfolio companies, or other entities. Should a counterparty become bankrupt or otherwise fail to perform its obligations under a contract due to financial difficulties, there may be significant delays in obtaining any or limited recovery under a contract



in a bankruptcy court or other reorganization proceeding. The lack of any independent evaluation of such counterparties' financial capabilities, and the absence of a regulated market to facilitate settlement or provide access to capital will increase the potential for losses by the Firm, Clients, Access Funds and/or Direct Funds especially during unusually adverse market conditions.

### **Regulatory/Legislative Developments Risk**

Regulators and/or legislators may promulgate rules or pass legislation that places restrictions on, adds procedural hurdles to, affects the liquidity of, and/or alters the risks associated with certain investment transactions or the securities underlying such investment transactions. Such rules/legislation could adversely affect the value associated with such investment transactions or underlying securities.

The SEC has proposed and enacted significant rules that impose significant changes on private fund advisers and their management of private funds, and the SEC is expected to propose and/or adopt additional rules in the future. Such current and future rulemaking is expected to materially impact Private Funds and Access Funds, which are expected to bear increased and significant costs as a result of such enacted and proposed rules, including costs related to reporting and disclosures to investors. Significant time and resources are expected to be required to comply with the new regulations, which potentially will detract from the time and resources dedicated to such funds.

Future legal, tax and regulatory changes could occur that may adversely affect business and require additional reporting for registered investment advisers. The SEC, other regulators and self-regulatory organizations and exchanges have taken various extraordinary actions in connection with market events and may take additional actions. Registered investment advisers may also be adversely affected by changes in the enforcement or interpretation of existing laws, rules and regulations, including tax laws, by federal, state and non-U.S. agencies, courts, authorities or regulators.

### **Evolving State and Federal Privacy Laws and Regulations**

IEQ is directly or indirectly subject to numerous evolving privacy laws and regulations, including the Gramm-Bliley Act (the "**GLBA**") and new state privacy laws such as the California Consumer Privacy Act of 2018 (the "**CCPA**"). The CCPA was the first state privacy law to impose several broad privacy obligations on covered businesses, including, among others: (i) obligations to comply with certain privacy requests made by California residents; (ii) requirements to provide enhanced privacy notice disclosures; and (iii) a requirement to ensure that all individuals responsible for handling consumer inquiries about the business's privacy practices are informed of the CCPA's requirements. The CCPA is enforceable by the California Attorney General and the California Privacy Protection Agency and authorizes civil penalties violations. The CCPA also provides a limited private right of action for negligent data breaches, specifically if an "unauthorized access and exfiltration, theft, or disclosure" of certain categories of a California resident's nonencrypted or nonredacted personal information was the result of a business's failure to implement and maintain reasonable security procedures and practices to protect the information and that are appropriate for the nature of the information. The CCPA has been amended by the California Privacy Rights Act ("**CPRA**"); those amendments went into effect in January 2023 and became enforceable as of July 1, 2023. Regulations implementing these amendments to CCPA are in the process of being drafted and finalized. Several other states have passed similar privacy laws, including Colorado, Connecticut, Virginia, and Utah. While many of the state privacy laws include broad exemptions for GLBA-covered entities or data, these state privacy laws present an increasingly complex regulatory framework for financial institutions. There is a risk that the

measures taken to comply with new and evolving privacy laws and regulations will not be implemented correctly or that individuals within the business will not be fully compliant with the new procedures. If there are breaches of these measures, IEQ could face significant administrative and monetary sanctions as well as reputational damage, which could have a material adverse effect on the operations, financial condition, and prospects of IEQ. The above considerations also apply to the Independent Managers, and counterparties with which they conduct their investment activities.

### ***Investment Related Risks***

#### **Risk of Loss**

Investing in securities involves risk of loss that Clients should be prepared to bear. All investments in securities and other financial investments involves substantial risk of volatility arising from numerous factors that are beyond the control of IEQ and alternative investment managers utilized by IEQ, including market conditions, changing domestic or international economic or political conditions, changes in tax laws and government regulation and other factors.

#### **Equity Securities**

Common stocks and other equity securities generally increase or decrease in value based on the earnings of a company and on general industry and market conditions. The value of a company's share price could decline as a result of poor decisions made by management, lower demand for the company's services or products or if the company's revenues fall short of expectations. There are also risks associated with the stock market overall; in particular, the stock market may experience periods of turbulence and instability.

IEQ seeks to mitigate the risk of equity securities in a variety of ways, including but not limited to: portfolio diversification, managing total strategic allocation to equities within a Client's risk tolerance, diversification within equity exposure in terms of geography/size/style/sector, and use of third party equity research to gather data and make informed decisions regarding individual stocks and broader equity strategy.

#### **Options**

Options can be highly volatile investments and involve special risks. Successful investment strategies using options require the ability to predict future movements in securities prices, interest rates and other economic factors. IEQ's, or an Independent Manager's, efforts to use options (even for hedging purposes) may not be successful. IEQ or an Independent Manager can invest in options based on any type of security, index or currency, including options traded on foreign exchanges and options not traded on exchanges. If the Firm or an Independent Manager applies a hedge at an inappropriate time or judges market conditions incorrectly, options strategies will reduce a Client's return, potentially in a material way. A Client will also experience losses, which can be significant, if the prices of option positions were to be poorly correlated with its other investments, or if it could not close its positions because of an illiquid secondary market.

The ability to trade in or exercise options would likely be restricted if trading in the underlying securities interest becomes restricted.

## Fixed Income Securities

Fixed income or debt securities have varying levels of sensitivity to changes in interest rates. In general, the price of a debt security can fall when interest rates rise and can rise when interest rates fall. Securities with longer maturities and mortgage-backed securities can be more sensitive to interest rate changes. In addition, short-term securities tend to react to changes in short-term interest rates, and long-term securities tend to react to changes in long-term interest rates. Many types of fixed income securities are also subject to prepayment risk. Securities subject to prepayment can offer less potential for gains during a declining interest rate environment and similar or greater potential for loss in a rising interest rate environment. Below-investment grade fixed income securities are generally subject to greater credit risk than investment-grade securities and will be issued by companies whose financial condition is troubled or uncertain and that may be involved in bankruptcy proceedings, reorganizations, or financial restructurings. Many below-investment grade fixed income securities are also less liquid than investment-grade securities and could be subject to greater volatility.

## Exchange Traded Funds

An exchange traded fund (“**ETF**”) is a type of investment company that is traded on an exchange and invests primarily in a basket of securities including in a particular market index. ETFs typically seek to provide investment results that, before fees and expenses, generally correspond to the price and yield performance of the underlying benchmark index. Investing in an ETF exposes you to risks of the ETF’s holdings in direct proportion to the allocation of assets that comprise the ETF. However, ETFs may not fully replicate the construction of their benchmark index, resulting in performance that differs from expectations. In addition, ETFs trade at a discount or premium to their NAV. As a result, investors purchasing an ETF at a premium may underperform the ETF NAV, while the redemption of shares may result in the ETF trading at a discount to NAV. You will also indirectly bear the fees and expenses charged by an ETF, which could be material.

## Digital Asset Risks

Digital Assets, and the use of virtual currencies to buy and sell goods and services, are relatively new and rapidly evolving concept. Once a transaction is recorded, that transaction is theoretically immutable and cannot be reversed due to the cryptographic nature of the recordkeeping and the decentralized nature of the network. Additionally, the growth of Digital Assets in general is subject to a high degree of uncertainty. The factors affecting their further development, include (i) their continued worldwide growth, adoption and use; (ii) government and quasi-government regulation of the use, creation and offering of Digital Assets, as well as restrictions on and regulation related to the operation of and access to a Digital Asset’s network and increasing regulatory scrutiny of Digital Assets; (iii) changes in consumer demographics and public tastes and preferences; (iv) the maintenance and development of the open-source software protocol of a Digital Asset’s network; (v) the availability and popularity of other forms or methods of buying and selling goods and services, including new means of using Digital Assets; (vi) general economic conditions and the regulatory environment relating to Digital Assets; and (vii) the negative perception of Digital Assets generally, including the use of Digital Assets to buy illicit goods and services. Any exposure to Digital Assets involves a high degree of risk (including cybersecurity and custodial risks). As relatively new products and technologies, Digital Assets have not been widely adopted as a means of payment for goods and services by major retail and commercial outlets. Conversely, a significant portion of the demand for Digital Assets is generated by speculators and investors seeking to profit from the short-term holding of Digital Assets. The relative lack of acceptance of Digital Assets beyond their own blockchain network in the retail and commercial marketplace limits the

ability of end-users to pay for other goods and services with Digital Assets. A lack of expansion by Digital Assets or use of their underlying blockchain networks into retail and commercial markets, or a contraction of such use, may result in increased volatility. If Digital Assets were deemed “centralized” and found to be securities, they may not be easily transferred and may lose their value due to an inability to transfer such Digital Assets unless any transfer is in compliance with applicable securities law exemptions.

### **Volatility of Digital Assets**

The price of Digital Assets is affected by many factors, including, but not limited to, global supply and demand, the expected future prices, inflation expectations, interest rates, currency exchange rates, fiat currency withdrawal and deposit policies at cryptocurrency exchanges, interruptions in service or failures of major cryptocurrency exchanges, investment and trading activities of large investors, monetary policies of governments, regulatory measures that restrict the use of cryptocurrencies, global political, economic, or financial events. Pricing also might be influenced by efforts at market manipulation by certain participants. Drastic or even gradual changes in price of cryptocurrencies and cryptocurrency derivatives could materially affect the value of the Client’s Digital Assets.

### **10b5-1 Trading Plans**

The SEC adopted rule 10b5-1 in August 2000. The purpose of 10b5-1 plans is to avoid the “awareness” standard of material non-public information. By developing a pre-determined trading plan, the awareness standard is more easily defended since the plan should lack discretion and trigger sales of the securities based on a pre-determined plan. Even if the insider did possess material non-public information during the execution of the trading plan, the defence would be the demonstration that the purchase or sale was pursuant to a binding contract or written plan for trading securities established before becoming aware of the information.

Individuals executing a 10b5-1 trading plan should keep the following important considerations in mind: (1) 10b5-1 trading plans should be approved by the compliance officer or general counsel of the individual’s company; (2) a 10b5-1 trading plan may require a cessation of trading activities at times when lockups may be necessary to the company (i.e., secondary offerings, pooling transactions, etc.); (3) a 10b5-1 trading plan does not generally alter the restricted stock or other regulatory requirements (e.g., Rule 144, Section 16, Section 13) that may otherwise be applicable; (4) 10b5-1 trading plans that are modified or terminated early may weaken or cause the individual to lose the benefit of the affirmative defence; (5) public disclosure of 10b5-1 trading plans (e.g., via press release) may be appropriate for some individuals; (6) Most companies will permit 10b5-1 plans to be entered into only during open window periods; and (7) IEQ, as well as the relevant company, may impose a mandatory waiting period between the execution of a 10b5-1 trading plan and the first sale to the plan. If not executed properly, 10b5-1 trading plans carry a major risk to both Clients and companies.

The SEC has recently adopted amendments with respect to 10b5-1 trading plans, requiring longer blackout periods and more robust disclosures, as well as limiting the availability of concurrent plans. IEQ has adopted a policy establishing eligibility requirements and requiring compliance approval for any 10b5-1 plans for which IEQ develops the trading plan.

### **Short Selling Risk**

Short selling involves selling securities which are not owned by the short seller and borrowing such securities for delivery to the purchaser with an obligation to replace the borrowed securities at a later date. Short selling allows the seller to profit from declines in market prices

of the sold securities to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost of buying those securities to cover the short position. There can be no assurance that Clients or Private Funds will be able to maintain the ability to borrow securities sold short. In such cases, Clients or Private Funds can be “bought-in” (i.e., forced to repurchase securities in the open market in order to return them to the lender). There also can be no assurances that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out a short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. Short strategies can also be implemented synthetically through various instruments and be used with respect to indices and with respect to futures and other instruments. Short strategies can also be implemented on a leveraged basis. Lastly, even though a Client or a Private Fund secures a “good borrow” of the security sold short at the time of execution, the lending institution may recall the lent security at any time, thereby forcing a Client or the Private Fund to purchase the security at the then-prevailing market price, which may be higher than the price at which such security was originally sold short by a Client or the Private Fund.

### **Margin Leverage Risk**

While leverage presents opportunities for increasing a Client Account’s or Private Fund’s total return, it results in interest costs, and also has the effect of potentially increasing losses. Accordingly, any event that adversely affects the value of an investment, either directly or indirectly, could be magnified to the extent that leverage is employed. Where a Client Account or Private Fund purchases securities on margin, if the securities that are pledged to brokers to secure the relevant margin accounts decline in value, or if the brokers from which the Client or Private Fund has borrowed increase their maintenance margin requirements (i.e., reduce the percentage of a position that can be financed), then the Client Account or Private Fund could be subject to a “margin call,” pursuant to which they it either deposit additional funds with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a precipitous drop in the value of the assets of a Client Account or Private Fund, the Client Account or Private Fund might not be able to liquidate assets quickly enough to pay off the margin debt and might suffer mandatory liquidation by the broker of positions in a declining market at relatively low prices, thereby incurring substantial losses.

### **ESG Investing Risk**

IEQ itself does not sponsor or advise any Environmental Social Governance (“**ESG**”) related investment products. However, IEQ periodically reviews a limited number of ESG investment products that it has permitted for use only (a) in Client Accounts where the Client has specifically requested that IEQ recommend third-party ESG investment products, or (b) where a Client Account containing certain ESG investment products is being transitioned by IEQ from another investment manager (an “**Account Transition**”). IEQ seeks to deliver the same level of service when investing Clients in an ESG strategy however, each such Client will be required to represent and acknowledge to IEQ that an ESG portfolio may underperform a traditional portfolio due to a variety of factors including, but not limited to, changes in legislation or new regulations, advents of new technology, increased costs associated with minimizing environmental impacts, increased costs due to socially responsible programs and similar initiatives and other factors. There are often also increased costs associated with these investments. In the event of an Account Transition, any ESG investment products that have not been approved for use by IEQ are sold and replaced with approved products, which can result in transaction costs, investment losses, and adverse tax consequences. There can be no assurance that any such ESG investment product periodically reviewed and purchased by IEQ will have investment performance, or ESG or sustainability

characteristics, that are better than or equal to that of any replaced, or any other, ESG investment product. IEQ makes no assurances with respect to performance and adherence by a third-party investment product to any ESG factors or sustainability standard. In addition, clients should be aware that there is no standard definition of ESG factors, different third-party providers can apply different methods of determining ESG attributes, which are subjective by nature, and there is no guarantee that any ESG investment product will reflect the beliefs, values, or preferences of the Client or succeed in achieving any particular ESG goals.

### **Impact Risk**

Impact-oriented investments may be riskier and/or less profitable than other types of investments due to less proven investment strategies, less developed businesses or technologies, immature or unproven markets, reliance on government subsidies or social goodwill that may change, underlying business managers not seeking to maximize return for shareholders, partial donations of profits to non-owner entities such as charities, changing regulations, obsolescence due to rapidly evolving technology, political and regulatory risk, failure to reach critical mass, acceptance of greater risk or reduced due diligence standards by underlying managers, and many other factors.

### **Opportunity Zone Investment Risks**

IEQ may invest client assets in “qualified opportunity zone funds” (or “QOZFs”) and/or “qualified opportunity zone businesses” (“QOZBs”) that make real estate investments and/or pursue real estate development projects in QOZs. The purpose of the qualified opportunity fund program is to encourage economic growth in QOZs (which are generally located in low income urban, suburban, or rural areas) by providing U.S. federal income tax benefits to taxpayers who make long-term investments within them. The tax regulations applicable to QOZFs and QOZBs are complex, however, and they impose numerous constraints and restrictions on their structure and operation (including a minimum 10-year holding period). Failure to comply with these regulations could result in the loss of these tax benefits and tax penalties. Investments in low-income urban, suburban, or rural QOZs are also subject to the risk that the anticipated economic growth of these areas may not materialize, which could result in investment losses.

### **Illiquid Securities; Special Investments**

IEQ may allocate client funds to securities or other assets that are not readily marketable, including securities of private companies, restricted securities of public companies (i.e., securities the disposition of which are restricted under applicable securities laws), OTC options and certain other derivatives. It could be difficult to readily dispose of illiquid investments in the ordinary course of business as illiquid assets could take a number of years to dispose of. A Client generally will not be able to sell its illiquid investments publicly unless their sale is registered under applicable U.S. federal, state, or other securities laws, or corresponding laws of non-U.S. jurisdictions, unless an exemption from such registration requirements is available. In some cases, a Client may be prohibited by contract or regulatory requirements from selling its investments for a period of time.

### **Private Funds**

A Client’s Account may be invested in pooled invested vehicles sponsored by third-party managers. IEQ will not have an active role in the management of the assets of the underlying funds, including the valuation by the underlying funds of their investments. A Client’s ability to withdraw from or transfer interests in such funds is severely limited and could include risk of significant loss. Furthermore, the performance and success of each underlying fund will



depend on the management and compensation of the underlying manager. **Clients should have no expectation of being able to withdraw from such funds or to transfer their positions.** However, in the event that a Client reaches out to IEQ following a life changing event which impacts his/her individual liquidity, IEQ may attempt, if circumstances permit and in line with its written policy, to assist such Client by seeking to facilitate a transfer or repurchase of the securities. If any such attempt results in a transfer or repurchase offer, which cannot be guaranteed, Clients should take into account that any such transaction will likely be at a materially reduced price relative to the actual value of the investment.

### **Fee Breaks**

While IEQ attempts to negotiate lower fees/fee holidays on behalf of its Clients for investment in private funds, those fee breaks are typically contingent on achieving a minimum amount of overall investment dollars. There is no guarantee that those minimums will be achieved and in fact there are occasions when they will not be met and thus the negotiated fee breaks won't materialize. Clients are encouraged to inquire with team members with respect to progress towards fee breaks for their investments.

### **Exposure to Material, Non-Public Information**

From time to time, IEQ employees receive material, non-public information with respect to an issuer of publicly traded securities resulting from professional and/or personal channels. Our policies strictly prohibit engaging in insider trading. As a result, if firm personnel come into possession of material non-public information, IEQ would not be able to act with respect to a security or investment held on behalf of clients, even though such action would otherwise be in the best interest of a Client. For example, clients will be prohibited for a period of time from (i) unwinding a position in such issuer, (ii) establishing an initial position or taking any greater position in such issuer, and (iii) pursuing other investment opportunities, including standing limit orders, related to such issuer. The ability to trade in or exercise options and to exercise standing limit orders would likely be restricted as well if trading in the underlying securities interest becomes restricted.

### **Dependence on Principals**

Investment performance will depend to a significant extent upon the experience of the principals of IEQ. The loss of services of one or more of these individuals could have a material adverse effect on such performance because of a reduced capacity to develop and implement investment strategies, obtain investment opportunities, capitalize upon the relationships of such individuals, or structure and execute potential investments for Clients.

### **Allocation of Investment Opportunities Among Clients.**

IEQ, in certain cases, allocates limited investment opportunities (e.g., investments in private funds) among Clients which could disadvantage one or more other Clients. Managing different portfolios raises conflicts of interest with respect to the allocation of expenses, resources, and investment opportunities which the Firm, to the extent practicable, seeks to equitably resolve over the long term. Due to the customization of portfolios, the Firm on occasion gives advice or acts with respect to one Client in a way that differs from the advice given to a different client. However, the Firm seeks to allocate investment opportunities fairly and equitably over time while acknowledging that not all opportunities are equally suitable for all Clients.

### **Activities of Alternative Investment Managers and Alternative Investment Funds**

IEQ will have no control over the day-to-day operations of any unaffiliated alternative investment fund or investment manager. As a result, there can be no assurance that every

alternative investment fund or investment manager will invest on the basis expected by IEQ. Furthermore, because IEQ will have no control over any investment fund's or investment manager's day-to-day operations, Clients could potentially experience losses due to fraud. IEQ does conduct rigorous initial and on-going due diligence in order to mitigate such risks but cannot eliminate them. IEQ does from time to time provide a sample of internal investment due diligence memoranda to Clients. Clients are encouraged to ask their representatives for such reports.

### **Use of Independent Managers**

With respect to some of its Clients, IEQ will select certain Independent Managers to manage a portion of such Clients' assets. Certain Independent Managers arrangements are "inherited" as a result of the transition of wealth managers from another registered adviser to IEQ. IEQ also uses some Independent Managers as "outsourced Trading Desk" to implement models delivered by other Independent Managers. In all of these situations, IEQ conducts due diligence of such managers, but the success of such recommendations relies to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, IEQ generally will not have the ability to supervise the Independent Managers on a day-to-day basis.

Billing and valuation methodologies will vary between Independent Managers. The fees charged by the Independent Managers will be disclosed to Clients in the account statements and will be in addition to the management fees charged by IEQ. Due to fair-valued securities and pending portfolio activities, a client account's AUM calculated by an Independent Manager may not match the account's AUM reported by the client's custodian. IEQ bills on the value reported by the custodian. Any IEQ advisory client which has a portion of their account managed by an Independent Manager is encouraged to carefully read both such manager's Form ADV as well as such manager's fee billing disclosure and to reach out to IEQ with any questions.

### **No Recourse Against the Underlying Funds**

Limited partners of an Access Fund will not be equity holders of the underlying fund, will have no direct interest in the underlying fund and will generally have no standing or recourse against the underlying fund, the underlying fund managers, their respective affiliates or any of their respective advisors, officers, directors, employees, partners, or members.

### **Investments in Opposing Directions**

IEQ will customize a Client's portfolio to meet the Client's requirements pursuant to the Client's IPS. Accordingly, IEQ may recommend some Clients to purchase a certain security while advising other Clients to sell it. Similarly, IEQ may invest in different parts of a company's capital structure (equity and debt for example) for different Clients if appropriate for such Client. Additionally, from time to time, PMs will vary in their respective views of the economy and such views will influence their recommendations.

### **Investment Recommendation Conflicts of Interest**

The amount of compensation that IEQ and its personnel receive depends on a number of factors. It is generally greater when a Client invests in Private Funds, which in certain cases tend to be riskier and with respect to which IEQ's management fee is higher. IEQ maintains policies and procedures that seek to ensure the Firm's incentive arrangements do not interfere with its fiduciary duty under the Advisers Act to all Clients and its fiduciary obligations, where



applicable, under ERISA and parallel provisions of the Code. When compensation to IEQ varies based on what IEQ recommends, selects or approves for Clients, this presents a material conflict of interest. IEQ and its personnel have an incentive to make the decision that maximizes their compensation, rather than to give disinterested advice. In some cases, the decision that benefits IEQ and/or its personnel will result in additional expenses or opportunity costs to Clients, which reduce Client returns. Generally, the higher IEQ's compensation in connection with a recommended service or product, the higher the cost of that product or service is to the Client. To the extent consistent with applicable law, IEQ and its personnel take into consideration their respective financial interest in maximizing compensation when making decisions, even when that results in additional expenses or opportunity costs to Clients. Clients should consider the IEQ's compensation, as well as the costs that Clients bear, when evaluating whether to accept a recommendation and the reasonableness of the management fee.

**THIS LIST OF RISK FACTORS DOES NOT PURPORT TO BE A COMPLETE ENUMERATION OR EXPLANATION OF THE RISKS INVOLVED IN CONNECTION WITH THE ADVISER'S INVESTMENT OR THE MANAGEMENT OF CLIENTS ACCOUNTS. IN ADDITION, PROSPECTIVE CLIENTS SHOULD BE AWARE THAT, AS THE MARKET DEVELOPS AND CHANGES OVER TIME, INVESTMENTS OF BEHALF OF CLIENTS ACCOUNTS MAY BE SUBJECT TO ADDITIONAL AND DIFFERENT RISKS. CLIENTS INVESTING IN PRIVATE FUNDS SHOULD ALSO CAREFULLY REVIEW THE RISKS DISCLOSURES AND OFFERING DOCUMENTS ASSOCIATED WITH SUCH INVESTMENTS.**

#### **Item 9 - Disciplinary Information**

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There are no legal or disciplinary events that would be considered material to IEQ's Clients or our prospective Clients' evaluation of IEQ's advisory business or the integrity of our management.

#### **Item 10 - Other Financial Industry Activities and Affiliations**

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

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

The Firm and its principals have relationships, including family relationships, past employments or transactional affairs, with service providers in the financial industry, including, but not necessarily limited to, relationships with legal/compliance and technology firms utilized by the Firm and with certain sponsors of Private Funds. In certain cases, these service providers (including principals and employees) or affiliated entities have additional exposure and relationships with the Firm including as Clients which creates a conflict of interest when selecting such service providers. Certain select anchor service providers (e.g., performance coach) received an equity grant as part of their onboarding, a portion of it was exercised and realized in January 2023. In certain instances, service providers may, and in some instances currently do, extend discounts to the Firm that they also extend to Client related matters (e.g., legal bills). Such discounts are not greater and/or made at the expense of the Clients. In addition, certain relatives of Clients are also employed by IEQ either as

full-time employees or as interns.

As noted above, in January 2023, certain funds managed by Stone Point Capital LLC (“**SPC**”) acquired minority interests in MidCo II, which entitle the holder to a non-controlling voting interest in MidCo II, customary minority consent rights and information rights, and the right to appoint a non-controlling percentage of MidCo II’s board members. Since December 2021, IEQ has also had a credit agreement pursuant to which, and subject to the terms thereof, it can borrow funds from time to time from the lenders party thereto, which lenders include, among others, certain entities managed by an affiliate of SPC (SPC, together with its affiliates and entities managed by it and its affiliates, collectively “**Stone Point**”).

IEQ previously recommended, and may in the future choose to recommend, certain funds managed by Stone Point to IEQ Clients, which can create potential conflicts if IEQ were (or were perceived to be) acting for the primary purpose or with the intent of benefiting Stone Point. IEQ addresses these potential conflicts by disclosing them to clients, and by implementing internal policies and procedures designed to ensure IEQ’s investment advice is in the best interest of Clients, as well as consistent with each Client’s bespoke IPS.

## **Item II - Code of Ethics, Participation/Interest in Client Transactions, Personal Trading**

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### **Code of Ethics Pursuant to Rule 204A-I of the Investment Advisers Act of 1940, as amended (the “Advisers Act”)**

Pursuant to Rule 204A-I of the Advisers Act, IEQ has adopted a Code of Ethics and Employee Investment Policy that establishes various procedures with respect to investment transactions in accounts in which employees of IEQ or related persons (such as members of their immediate household) have a beneficial interest or accounts over which an employee has investment discretion. The foundation of the Code of Ethics is based on the underlying principles that:

- Employees must place the interests of our Clients first at all times;
- Employees must make sure that all personal securities transactions are conducted consistent with the Code of Ethics; and
- Employees should not take inappropriate advantage of their position at IEQ.

The SEC defines a registered investment adviser’s “**Supervised Persons**” to include any employees, partners, officers, directors (or other persons occupying a similar status or performing similar functions) as well as any other persons that provide advice on the investment adviser’s behalf and are subject to the investment adviser’s supervision and control.

The SEC defines a registered investment adviser’s “**Access Persons**” as Supervised Persons who have access to non-public information regarding any investment advisory client’s purchase or sale of securities, or nonpublic information regarding the portfolio holdings of any reportable fund or any person who is involved in making securities recommendations to investment advisory clients, or who has access to such recommendations that are nonpublic. If providing investment advice is an investment adviser’s primary business, all of its directors, officers and partners are presumed to be access persons.

IEQ deems all Firm Employees to be Supervised and/or Access Persons and subject to a comprehensive Code of Ethics and Employee Investment Policy, which covers the duty of confidentiality as well as personal trading. All employees are required to certify their adherence to the Code of Ethics and Employee Investment Policy.

In addition, employees will not acquire securities for their own account in an initial public offering without pre-clearance from the CCO. Employees must also obtain pre-approval from the CCO before engaging in any outside business activities, private placements, or political contributions (which could include certain volunteering activities) to either candidates or PACs. Employees must direct their brokers to send duplicate brokerage statements to the CCO or approve their brokers to provide account feeds to the Firm's compliance monitoring platform. These procedures are used to monitor compliance with the foregoing policies. These policies apply to any personal transactions involving equity, debt, options, futures or digital assets. This policy does not apply to transactions involving government securities, open-end mutual funds, broad based index products, money market funds or other instruments, which afford the employee no discretion over individual securities. Additionally, the Firm maintains a Restricted List of securities that both the Firm and its Access Persons are prohibited from trading in.

### **Participation or Interest in Client Transactions and Personal Trading**

IEQ Access Persons, including the Firm's Portfolio Managers, may invest in many of the same securities or assets as IEQ's Clients (including investing alongside a trading program designed for certain Clients, e.g., an option trading plan) in the same or in opposite direction. This practice will give rise to a variety of potential conflicts of interest, particularly with respect to aggregating, allocating and sequencing securities purchased. To address these and other potential conflicts of interest, employees must obtain pre-clearance from the CCO prior to any reportable security transactions in their personal accounts. If investing alongside Clients, when feasible under the circumstances, Client Team members' trades will generally be aggregated and allocated alongside their team's Client Accounts and share in the average price of the security. IEQ's Code of Ethics and Employee Investment Policy are available to Clients upon request.

Often, certain qualified IEQ Personnel invest alongside IEQ Clients in investments with independent managers and iCapital Access funds. In the case of iCapital Access Funds, such IEQ personnel are typically able to invest a lower minimum than what is required of Clients. Assuming available capacity IEQ personnel (subject to the below exception with respect to employees who are also full-service paying Clients) are generally prohibited from taking a combined allocation of greater than 5% of the proposed investment if clients are allocated the remaining 95%, in order to place clients' interests ahead of the Firm. In certain instances (e.g., if an investment opportunity has excess capacity, when the firm needs to achieve a certain minimum commitment in order for Clients to receive negotiated fee breaks, or when the firm is required to commit a minimum amount by a certain date), the CCO may approve a greater allocation than 5%. The fact that less allocation will be available to Clients as a result of this arrangement represents a conflict of interest. IEQ believes, however, that putting Firm-related capital at risk better aligns the Firm's interests with those of its Clients.

In addition, as discussed in Item 6, IEQ manages Related Accounts. Generally, it is IEQ's policy that such Related Accounts will be treated the same as all other Client Accounts even when investment opportunities are limited, due to capacity allocation offered to IEQ thus reducing capacity available to Clients, and thus allocation decisions can create conflicts of interest between Related Accounts and accounts of other Clients. In such instances though, the relevant Portfolio Manager does have the discretion to lower the allocation to, or completely exclude, the Related Accounts from an investment allocation. In addition, it is IEQ's policy that no such Client-employee himself/herself will have discretion to allocate investment opportunities to an Account for which such Client-employee or their immediate family member has a beneficial ownership or interest.

The Code of Ethics also explains each person's duty to maintain the confidentiality of IEQ's proprietary information as well as a policy against insider trading, and restrictions with respect to the giving or receiving of business-related gifts and entertainment (including to/from Clients) or making political contributions to local, state and federal candidates for public office. Specifically, the giving and receiving of business-related gifts and entertainment (including to/from Clients and inclusive of "swag" items) over a threshold cost or value (in the case of giving, any value) must be pre-approved by the CCO who monitors such activity and potential related conflicts of interest. IEQ provides Clients with gifts and/or entertainment for a variety of reasons including but not limited to, assets under management; length of time as client, or other objective factors, and does not solicit referrals as a condition of providing gifts and/or entertainment. Subject to a pre-clearance requirement, from time to time, IEQ principals may in their personal capacity (i.e. not paid by IEQ) donate to certain charities/causes at Clients' requests. IEQ also sponsors a donation matching program for its Employees. All Employees participate in an annual Code of Ethics training session. In addition, as many of IEQ's Clients are principals or employees of publicly traded companies ("**Value Added Clients**"), there is a higher risk of obtaining material non-public information. This heightened risk is emphasized during the annual Code of Ethics training session. In addition, any client-facing partner of the Firm must complete a monthly certification regarding the possible receipt of material non-public information from his/her Value Added Clients. All Employees certify in their personal trading pre-clearance requests that they are not in possession of material non-public information.

In connection with investments on behalf of Clients, IEQ employees receive representation on boards or advisory committees of unaffiliated private investment funds. Such employees are not being compensated for such services. Such positions require pre-approval by the CCO. Applicable securities laws and internal policies of IEQ could limit the ability of its employees to serve on such boards or committees. If IEQ employees serve on a committee of an unaffiliated private investment fund or portfolio company, such persons will have conflicts of interest in their duties as members of such board or committee and as employees of the Firm. In addition, such persons, and consequently the entire firm, will likely be subject to certain investment and trading limitations if such persons receive material non-public information in connection with serving on those committees and/or in connection with other approved outside business activities.

IEQ has an Advisory Board comprised primarily of individuals in the investment management industry and in the macro-economic community at large. The Advisory Board does not meet on a regular cadence. Rather, it will be consulted solely on an ad-hoc basis, at the request of the Firm to informally discuss economic trends and market information. As part of the Firm's equity program, certain Advisory Board members received an equity grant upon joining the Advisory Board of which a portion of it was exercised, in January 2023. One of the Advisory Board members receives a de minimus amount for his services (\$10 per month). In addition, Advisory Board members might, and some members currently do, enjoy indirect compensation through management fee breaks, to the extent that they are Clients. Advisory Board members do not discuss specific investment recommendations made by IEQ to its Clients. Advisory Board members may have an ownership interest in certain alternative private investment funds that IEQ recommends to Clients. In addition, certain Clients of IEQ also manage (or are otherwise principals/employees of) alternative private investment funds that IEQ recommends to Clients. These relationships create a conflict of interest for IEQ. Certain anchor clients of IEQ also received equity grants in connection with the Firm's launch, a portion of which have been exercised in January 2023. Additionally, IEQ from time to time offers certain benefits based on a Client's pre-existing relationship (e.g personal friend) with the Firm, which may create potential conflicts of interest. Such benefits may include, but not be limited to, the Firm investing in a fund managed by or related to such Client

To mitigate such conflicts of interest, IEQ maintains a rigorous investment due diligence process for all alternative private investment funds that the Firm recommends to its Clients. All alternative private investment funds must satisfy the due diligence guidelines and requirements as established by the Firm in order to be approved by the Investment Committee. In addition, the Firm adheres to investment allocation policies and procedures. Such conflicts of interest are closely monitored and documented by the CCO and disclosed to Clients and prospective investors.

## **Item 12 - Brokerage Practices**

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Generally, IEQ will have discretionary authority to manage the Client Accounts, including authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and the commissions paid. IEQ's authority is governed by the terms of its IMA with the Client Account. While IEQ does not require that a client direct IEQ to execute transactions through any specified broker-dealer, IEQ does refer clients to Fidelity Brokerage Services LLC ("**FBS**", and, collectively with its affiliates, "**Fidelity**") or to Charles Schwab & Co. ("**Schwab**") to provide custodial services with respect to accounts managed by IEQ. Clients investing in Digital Assets must use FDAS for trade and execution purposes. Potential conflicts of interest associated with this arrangement are described in Item 14 - Client Referrals and Other Compensation below.

IEQ generally places portfolio transactions through the broker dealer/custodian (i.e., generally Fidelity) where the Clients' accounts are custodied. In selecting an appropriate broker dealer to effect Client trades, IEQ seeks to obtain "best execution," meaning generally the execution of a securities transaction for a Client in such a manner that a Client's total costs or proceeds in the transaction are most favorable under the circumstances. Accordingly, in seeking best execution, IEQ takes into consideration the price of a security offered by the broker dealer, as well as a broker dealer's full range and quality of services including, among other things, their facilities, reliability and financial responsibility, execution capability, commission rates, responsiveness to us, brokerage and research services provided to us (e.g., research ideas, analysis, and investment strategies), special execution and block positioning capabilities, clearance, and settlement and custodial services. IEQ will generally seek the best combination of brokerage expenses and execution quality; however, IEQ shall not be required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers. IEQ typically reviews Fidelity's, Schwab's and FDAS' execution services on a periodic basis.

With respect to margin, from time to time, IEQ may be able to negotiate better margin rates for Clients which can be used for clients transferring from a different adviser or otherwise as means of retention depending on the broker dealer/Custodian, as necessary. As lower margin allocation is typically capped, any allowance will generally be on a "first come, first serve" basis.

### **Directed Brokerage**

While IEQ does not routinely recommend, request, or require that Clients direct IEQ to execute the Client's trades with a specified broker-dealer, in certain circumstances it permits Clients to do so. In such cases, IEQ will typically comply with the Client's directions, and thus may be unable to achieve best execution of such Client's transactions. Accordingly, a Client who directs IEQ to direct brokerage to a particular broker-dealer to affect transactions should consider whether this designation may result in certain additional costs or disadvantages to the Client. These costs may include higher brokerage commissions (for example, because IEQ will not be able to aggregate orders to reduce transaction costs) and potentially less favourable

execution of transactions. The commissions charged to Clients that direct IEQ to execute the Client's trades through a specified broker-dealer may in some transactions be materially higher than those of Clients who do not direct the execution of their trades.

### **Self-Directed/Executed Trades**

Under certain circumstances, certain Clients will have the ability to place trades themselves from time-to-time, directly through the broker dealer/custodian where such clients' accounts are custodied. A Client who self-directs/executes transactions should consider whether this may result in certain additional costs or disadvantages to the Client. These costs may include higher brokerage commissions (because IEQ will not be able to aggregate orders to reduce transaction costs) and potentially less favorable execution of transactions. The commissions charged to Clients may in some transactions be materially different than those attributable to trades which were not self-directed/executed by Clients. Since IEQ is not involved in such self-executed trades, it will not be responsible for best-execution of such trades. These trades also present a higher degree of risk to such Clients because they will not utilize the research capabilities of IEQ.

### **Clearing Brokers Relationship**

IEQ does not have soft-dollar arrangements with any firms. However, IEQ benefits from platform services provided by FBS. Specifically, IEQ is a party to a Support Services Agreement with FBS, pursuant to which FBS will pay for certain services related to the transition of Client Accounts from other investment managers to IEQ. These services, which include (among others) technology, legal and compliance related services associated with Client transition that are intended to support IEQ in conducting its business and serving the best interests of its clients. IEQ has also entered into similar transition-based pricing and related arrangements with Schwab, pursuant to which IEQ receives discounted pricing for certain custody and brokerage services. IEQ's Clients do not pay more for assets maintained at Fidelity or Schwab as a result of these arrangements. However, IEQ benefits from these arrangements because the cost of these services would otherwise be borne directly by IEQ. These arrangements provide IEQ with an incentive to continue to recommend Fidelity and Schwab for its clients. Clients should consider this conflict of interest when selecting Fidelity or Schwab as a custodian.

### **Aggregation of Orders**

Each Execution Team will endeavour to aggregate trade orders for multiple Client Accounts which are custodied at the same custodian, usually when executing model change trades or tax-loss harvesting trades, to achieve more efficient execution or to provide for equitable treatment among the accounts. The Clients participating in aggregated trades will be allocated securities based on the average price achieved for such trades. However, there are instances where Client Accounts (e.g., different Portfolio Managers, Execution Teams) will trade the same security on the same trading day but at different times which might impact execution prices and ultimate performance.

For trades that receive partial fills (i.e.- all shares in batch trade cannot be executed), the total number of shares that have been executed will generally be allocated to participating clients on a pro-rata basis in proportion to the size of the original intended order for each applicable Clients. Notwithstanding the foregoing, a partially filled order may be allocated on a basis different from pro rata if all relevant Clients receive fair and equitable treatment under the circumstances. Reasons for allocating on a different basis include but are not limited to, a Client's investment guideline and restrictions, available cash, liquidity requirements, tax or



legal reasons or in cases when a pro rata allocation would result in a de minimis allocation to one or more Clients.

Due to the nature of Digital Assets and the capabilities of FDAS, trades cannot currently be aggregated. To address fair allocation and pricing for Client Accounts, each Portfolio Manager who recommends a wholesale increase or decrease in Clients' Digital Assets will maintain a list of all participating Client Account numbers for each aggregated trade. The traders will organize Client Account numbers in ascending or descending order, and alternate trading orders by rotating ascending order and descending order of Client Accounts to achieve equity among trading orders. Client Accounts that are in the process of being onboarded are excluded from the concurrent order process due to the time delay in processing documentation and funding the account. Client Accounts pending funding are also excluded from the concurrent order process. Trades in Digital Assets for employees/principals who have established accounts with FDAS will be executed last in the order.

### **Allocation**

IEQ's policy prohibits any allocation of trades in a manner that favors personal trading accounts or any particular Client(s) or group of Clients over other Client Accounts. IEQ has adopted a policy for the fair and equitable allocation of transactions that generally analyzes each trade on an investment by investment basis, taking into consideration the specifics of each trade and the characteristics of each Client Account.

With respect to allocation of the various Access Funds and Direct Investments among the Portfolio Managers, if a private fund is expected to have limited capacity, an initial allocation will be reserved for Portfolio Managers who have been at IEQ for two years or less, reflecting their assets under management and the expected interest based on suitability of such investments for their Clients in light of ramp-up considerations, both of which are typically lower relative to more established Portfolio Managers. Once the new Portfolio Managers' allocation has been reserved, a three-factor model is generally used to determine how the firm level allocation will be assigned to each Portfolio Manager. The three factors are comprised of the following: revenue, platform support, and sourcing.

A further allocation among the Clients of each Portfolio Manager is then made at IEQ's discretion based upon factors such as, but not limited to, suitability of the investment for the Client, specific investment objectives, investment guidelines, risk tolerance and available liquidity. In addition, because fee breaks will typically depend on the overall investment dollar allocation, IEQ has an incentive to recommend such private alternative investments to certain Clients that can make a larger commitment in order to benefit the remaining committed Clients. Accordingly, there is no guarantee that all Clients for which such an investment is suitable will be able to participate in the investment. IEQ strives to allocate opportunities equitably. IEQ, however, does not employ any rotation mechanism with respect to such limited capacity opportunities.

As mentioned in Item 5, together with iCapital and a third-party manager, IEQ has launched fund-of-funds vehicles, whereby iCapital serves as the manager and general partner of an Access Fund fund-of-funds, while IEQ and the third-party manager both serve as sub-advisers. The fund-of-funds vehicles may invest in funds that are also otherwise independently offered on the IEQ platform by getting a portion of the allocation otherwise offered to IEQ Clients as a whole, thus, creating a potential conflict of interest by reducing the capacity offered to IEQ Clients not investing in the fund-of-funds, while potentially allowing greater exposure to those Clients who do.

## Direct Single Assets Investments

Occasionally, IEQ Clients will be offered the opportunity to invest directly in single-asset deals. Selection criteria will be based both on the size of a proposed investment, meeting a net worth threshold, Client's investment objectives, risk tolerance and liquidity. IEQ, in its sole discretion, will determine which Clients to offer such investment opportunities. Similar to the above, an initial allocation will be reserved for Portfolio Managers who have been at IEQ for two years or less, reflecting their assets under management and the expected interest based on suitability of such investments for their Clients in light of ramp-up considerations, both of which are typically lower relative to more established Portfolio Managers. Once the new Portfolio Managers' allocation has been reserved, a three-factor model is generally used to determine how the firm level allocation will be assigned to each Portfolio Manager.

## New Issues

With respect to initial public offerings ("**New Issues**"), the Firm generally does not initiate such trades for Client Accounts but could potentially affect such investment per a Client's request. Only Clients who are not restricted by applicable FINRA rules will be eligible for such investments.

## Cross Trades

In the event that a Client reaches out to IEQ following a life changing event which impacts his/her individual liquidity, IEQ may attempt, if circumstances permit and in line with its written policy, to assist such Client by seeking to facilitate a transfer of such Client's investments in any Private Funds or Access Funds to another Client for whom such illiquid investment is suitable, at a transfer price equal to the transferor Client's capital account balance. Please refer to "Private Funds" in Item 8 above for additional important information regarding such attempts.

## Trade Errors

As a fiduciary, IEQ will have the responsibility to affect orders correctly, promptly and in the best interests of the Client Accounts. In the event any error occurs in the handling of any transactions due to IEQ's actions, or inaction, or the actions of others, IEQ's policy is to assess each trade error on a case-by-case basis. All Client losses as a result of an IEQ trade error are reimbursed by IEQ. IEQ will defer to the trade error policies of the custodians as they relate to covering losses and retaining gains in designated trade errors accounts. However, at all times Clients will be made whole if they suffer losses as a result of an IEQ trade error.

As for trade errors caused by the actions or inactions of Independent Manager, IEQ will defer to the trade error policies of the Independent Managers. IEQ is not responsible for the errors of any Independent Managers.

## Item 13 - Review of Accounts

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Client Accounts will be reviewed on a periodic basis. IEQ shall provide or cause the custodian to provide to each Client (a) notification of each transaction effected for Client's Accounts and/or (b) statements of Client's Accounts, including the account value, on a quarterly basis. IEQ shall direct the Custodian to provide to each Client with respect to its Accounts an account statement, at least quarterly, identifying the amount of funds and of each security in such Accounts during such period and setting forth all transactions in such Accounts during that period.



As discussed in Item 4, for all Non-Advisory Assets and Ancillary Assets that stipulate quarterly reporting pursuant to the respective separate Client agreements, IEQ will provide such reporting of the value and performance of Non-Advisory Assets and Ancillary Assets.

On at least an annual basis, the portfolio managers or the applicable account representative of IEQ will meet with the Client either in person, telephonically, through email, and/or video conference depending on what is feasible and most convenient for the Client. The frequency with which such reviews are conducted is determined based on the nature of each Client's investment portfolio and Client expectations. The nature of these reviews is to learn whether Clients' Account(s) are in line with their investment objectives, appropriately positioned based on market conditions, and investment policies, and the recommended portfolio allocation. IEQ automates some of the performance reviews, reporting and interactions with certain Clients. The decision on who to select this for is based on several factors including but not limited to, the size of a Client Account, complexity of a portfolio, and the frequency of other communications with such Clients. Clients should thoroughly review the recommendations given and promptly reach out to their support team with any comments, questions and or material updates on their financial situation. If you wish to be part of this program, or alternatively, be removed from it in favor of more face-to-face meetings, Clients are encouraged to contact a member of his/her support team.

IEQ will also review Client Accounts at other times when circumstances warrant. Among the factors that will trigger an off-cycle review are, but not limited to, major market or economic events, the Clients' life events, and requests by the Client.

#### **Item 14 - Client Referrals and Other Compensation**

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IEQ has certain written agreements with third-parties for Client referrals and conducts such activities in accordance with Rule 206(4)-1 under the Advisers Act (the "**Marketing Rule**"), including the provision of applicable disclosures. The fees paid to referral sources do not increase the fees that clients pay to IEQ. Should IEQ compensate Clients for referrals, IEQ will comply with the requirements of the Marketing Rule.

IEQ has a formal employee referral program and a similar partner-level referral program whereby partners share in profits generated from their referrals based on the degree of which they participate in managing such accounts. In addition, as discussed in Item 6 in greater detail, non-partner "producers" typically share in profits generated from clients sourced and managed by them.

#### **Item 15 - Custody**

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Rule 206(4)-2 under the Advisers Act (the "**Custody Rule**") sets forth extensive requirements regarding possession or custody of Client funds or securities. The Custody Rule requires advisers that have custody of Client funds or securities to implement a set of controls designed to protect those Client assets from being lost, misused, misappropriated, or subject to financial reverses.

Pursuant to Rule 206(4)-2, IEQ is deemed to have constructive custody of Client Account's funds and securities because IEQ may debit fees directly from the accounts of such clients. In addition, certain clients have executed a letter or instruction or similar asset transfer authorization arrangement with a qualified custodian whereby IEQ is authorized to withdraw Client funds or securities maintained with a qualified custodian upon our instruction to the qualified custodian.

Fidelity is the main custodian to nearly all client accounts at IEQ. From time to time clients may select an alternative custodian to hold accounts in custody. The qualified custodian of each Client Account sends or makes available, on a quarterly basis or more frequently, account statements directly to each client. IEQ urges clients to carefully review these account statements from their qualified custodians and compare the information therein with any financial statements or information received or made available to clients by IEQ or any other outside vendor. Clients are encouraged to promptly notify IEQ if the custodian fails to provide statements on each account held. At no time will IEQ have actual custody or physical control over any Client Account's assets.

Pursuant to Section 206(4)-2 of the Custody Rule, IEQ reviews all client custody arrangements to identify if client accounts are subject to a surprise examination. Should IEQ identify accounts that are subject to a surprise examination, IEQ will engage an independent accounting firm to perform a surprise custody examination on such client accounts. IEQ is deemed to have custody of on an annual basis. The independent accounting firm is required to file an ADV-E with the Securities and Exchange Commission within 120 days of the surprise exam, documenting the results of such examination.

IEQ does not maintain custody of Digital Assets. A Client's private keys, which will give the Client access to its Digital Assets, will be custodied with FDAS.

#### **Item 16 - Investment Discretion**

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As stated above in Item 4 - Advisory Business, IEQ provides discretionary or non-discretionary services to its Clients. The IMAs between IEQ and its Clients specify whether IEQ is delegated discretionary or non-discretionary authority over the Client's account. In some cases, IEQ may be granted discretionary authority over certain assets in a Client's account and non-discretionary authority over others. A Client's IMA can be amended or cancelled and re-executed at any point during the relationship if the Client wishes to change the authority given to IEQ. All IMAs include a power of attorney provision.

In regard to any donor advised accounts described in Item 5 above, if IEQ is selected to act as an investment adviser by the Charitable Platforms, IEQ will maintain discretion to manage such assets pursuant to the applicable Charitable Platform's specific investment guidelines. Compliance with such investment guidelines will also be monitored by the respective Charitable Platform's personnel.

#### **Item 17 - Voting Client Securities**

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IEQ will generally not exercise proxy voting authority over Client securities, other than upon request (such a request may be evidenced by a signed custodian's account opening documents). In the event that it is agreed with a Client that IEQ will exercise proxy voting authority, IEQ's general policy is to **NOT** vote on most proxy proposals, amendments, consents or resolutions relating to Client securities, including interests in private investment funds, if any, (collectively, "**proxies**"), unless the proxy presents an issue that, in IEQ's opinion, could have a material impact on the Client's investment. In general, IEQ believes that the impact on the value of the securities in which proxies would be voted generally does not outweigh the anticipated costs associated with the respective proxy.

While IEQ will generally not vote on proxies, each received-by-IEQ proxy with respect to which IEQ has accepted proxy voting authority will be assessed by IEQ's research team for its potential to materially impact either the value of the underlying security or the underlying investment thesis of the respective security. For those proxies that present a material impact on the value of the underlying security or may pose to alter or affect the underlying investment

thesis of the respective security IEQ may choose to exercise its voting authority and when it does, will do so in a manner that serves the best interests of the Clients, as determined by the Firm in its discretion, taking into account relevant factors. In all cases where a proxy is voted, the reason for the decision as to why the proxy was voted, along with a record of the vote, will be retained by the CCO.

IEQ has written policies and procedures pursuant to Rule 206(4)-6 under the Advisers Act that include how IEQ addresses material conflicts that will arise between IEQ's interests and those of its Clients. If such a material conflict is deemed to exist, the Firm will refrain completely from exercising its discretion with respect to voting the proxy and will instead refer that vote to an outside proxy voting service for its independent consideration. To date, the Firm has not used outside proxy voting service. Clients may obtain a copy of IEQ's proxy voting policies and procedures and information on how IEQ voted proxies on behalf of such Client upon written request to IEQ.

Each Client acknowledges that IEQ may delegate the authority to vote proxies, including on matters relating to class actions, bankruptcies or reorganizations, to Independent Managers and unaffiliated investment managers that are selected by IEQ and delegated discretionary investment authority to manage a portion of the Client's assets. In such circumstances, proxy voting will be governed by each such manager's proxy voting policies and procedures.

### **Class Actions**

IEQ does not participate in class action corporate actions, such as class-action lawsuits, on behalf of Clients.

### **Item 18 - Financial Information**

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Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about their financial condition. IEQ has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients and has not been the subject of a bankruptcy proceeding.