



Form ADV, Part 2A
Retirement Plan Services
Disclosure Brochure
March 31, 2025

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This brochure provides information about the qualifications and business practices of OneDigital Investment Advisors LLC (“OneDigital”). If you have any questions about the contents of this brochure, please contact us at (877) 742-2021. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority. Additional information about OneDigital is also available on the SEC’s website at adviserinfo.sec.gov by searching for CRD No. 106766. References herein to OneDigital as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

Item 2 - Material Changes

Since the last annual amendment to this Disclosure Brochure on March 29, 2024, the following amendments were made:

Item 4 was updated to reflect assets under management as of December 31, 2024. Additionally, disclosures regarding the Personal Financial Planning program were removed and replaced with disclosures for OneDigital's new Financial Education and Guidance program. Clients receiving services under the Personal Financial Planning program will be transitioned to the Financial Education and Guidance program and its enhanced services.

Item 8 was amended to remove certain disclosures regarding OneDigital's Personalized Portfolios program which were no longer relevant due to the passage of time.

Item 10 was updated to enhance existing conflict of interest disclosures relating to Registered Representatives and Insurance Agents/Agencies, and to provide new disclosures that describe OneDigital's relationships with Digital Insurance LLC, OneDigital's parent company, as well as various third parties, including: BlackRock Fund Advisors and/or BlackRock Investments, LLC, Dimensional Fund Advisors LP, American Century Investment Management Inc., T. Rowe Price Associates, Inc., Pacific Investment Management Company LLC, Donald L. Hagan, LLC, WisdomTree Asset Management, Inc., Mariner, LLC and/or their affiliates as well as sub-advisers in general. Disclosures regarding Investment Adviser Representatives who are independent contractors was also removed as OneDigital is no longer going to support independent contractor Investment Adviser Representatives on its platform.

Item 11 disclosures were replaced in their entirety to reflect upcoming changes to OneDigital's Code of Ethics.

Item 12 was amended to provide additional clarity regarding best execution and the negotiation of commissions and/or transaction fees, and to provide conflict of interest disclosures relating to OneDigital's receipt of support services and sponsorships from Charles Schwab & Co., Inc. and Fidelity Brokerage Services LLC.

Item 14 disclosures were amended in order to provide enhanced disclosures regarding referral arrangements, both to OneDigital and from OneDigital, and the conflicts of interest that arise due to those arrangements.

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Item 4 – Advisory Business

BACKGROUND

OneDigital Investment Advisors LLC (“OneDigital”) is a Missouri limited liability company that was originally organized on June 4, 1987 as a Missouri corporation under the name Resources Investment Advisors, Inc. and later converted to a limited liability company on July 9, 2018. OneDigital is wholly owned by Digital Insurance LLC, which acquired OneDigital pursuant to a Unit Purchase Agreement dated January 21, 2020.

As of December 31, 2024, OneDigital managed \$142,602,344,768 in assets, of which \$50,609,967,657 was managed on a discretionary basis and \$91,992,377,111 was managed on a non-discretionary basis.

Because the investment management services OneDigital offers to plan participants through its Personalized Portfolios program differs materially from the advice given to those participants’ retirement plans, OneDigital collects a separate fee for each service. As of December 31, 2024 OneDigital managed \$1,672,575,707 through its Personalized Portfolios program on a discretionary basis. Those assets, however, were not included in the asset figures above.

INVESTMENT ADVISORY AND INVESTMENT MANAGEMENT SERVICES

OneDigital offers investment advisory and management services to sponsors of retirement plans as well as investment management services to the participants of those plans.

For the sponsors of retirement plans, OneDigital will either serve as the plan’s investment adviser pursuant to §3(21) of the Employee Retirement Income Security Act of 1974 (“ERISA”) (in which case OneDigital will recommend investment decisions for approval by the plan’s named fiduciaries) or serve as the plan’s investment manager pursuant to §3(38) of ERISA (in which case OneDigital will manage the plan’s investment decisions on a discretionary basis). In either case, OneDigital will assist the plan sponsor with any notices or transactions resulting from a change in the plan’s investment options.

If the plan consists of pooled accounts, OneDigital’s services will involve providing advice or management on the actual investment of the plan’s assets. However, the vast majority of OneDigital’s retirement plan clients consist of participant-directed, defined-contribution plans, where OneDigital provides advice on or manages the investment options that will be made available to the plan’s participants.

In rendering these services to most participant-directed plans, OneDigital works with the plan’s named fiduciaries to evaluate the demographics of the plan’s participants to select investment options that are appropriate for their retirement needs based upon ERISA §404(c)’s requirement that such plans offer a “broad range” of investment options. The plan’s named fiduciaries can

impose restrictions on the types of investments that may be held by, or offered through, the plan, and those guidelines are typically referenced in the plan's investment policy statement ("IPS"). However, OneDigital generally does not provide advice regarding the inclusion of the plan sponsor's stock within the plan.

ADD-ON SERVICES

OneDigital offers additional services to its retirement plan clients, including without limitation, assisting the plan's named fiduciaries with drafting the plan's IPS, selecting an appropriate qualified designated investment alternative ("QDIA"), and providing investment education and enrollment services for the plan's participants. In addition, OneDigital provides retirement plan clients with its Financial Education and Guidance program which offers targeted financial education, planning assistance, and wellness tools to plan participants based on their individual circumstances.

In addition to the services noted above, OneDigital offers services to other types of clients such as individuals, institutions, charitable organizations, and corporations, which include investment advisory / management, insurance advisory, financial planning, and family office services that are discussed in a separate Wealth Management disclosure brochure.

THIRD PARTY ADMINISTRATOR ("TPA") SERVICES

OneDigital offers TPA services to sponsors of retirement plans, which generally includes compliance testing, drafting of necessary plan amendments, preparing the plan's Form 5500 filing, and other tasks related to the administration of the retirement plan.

Item 5 – Fees and Compensation

INVESTMENT ADVISORY FEES

Pursuant to §408(b)(2) of ERISA, OneDigital and other vendors providing services to a retirement plan or its participants must disclose all direct and indirect compensation they will receive in exchange for the services they provide to a retirement plan. OneDigital's agreements with its plan sponsor clients disclose the services it will provide and the fee it will charge for those services, which serves as its ERISA §408(b)(2) disclosure.

For investment advisory/management services, OneDigital charges its fees either based on a percentage of assets in the retirement plan or as a flat annual fee. Those fees are negotiable and vary greatly based upon the size of the plan and the services OneDigital will be providing. Many plans select their investment adviser by soliciting competitive bids from multiple advisers and, consequently, it is impossible to provide a fee schedule that would be relevant to all retirement plan clients.

For its Personalized Portfolios program, OneDigital enters into a separate agreement with each participant that discloses its management fee, which is based upon a percentage of the value of the participant's plan account. A portion of that fee is used to pay the plan's recordkeeper for providing access to OneDigital so that it can process trades on its platform as well as to compensate the recordkeeper for calculating and processing OneDigital's management fee. If OneDigital uses a sub-adviser to make investment allocation decisions and trades in the participants' accounts, it also pays a portion of the management fee to the sub-adviser.

OneDigital's advisory fee does not include any applicable taxes; confirmation fees for trades; custodial fees; brokerage commissions; transaction fees; charges imposed directly by a mutual fund, index fund, or exchange traded fund (as disclosed on the fund's prospectus), including embedded investment advisory fees paid to unaffiliated third-party asset managers for management of the fund; and other fees imposed by the plan's recordkeeper/custodian for securities transactions. The plan's administrator is required to provide participants with a disclosure of the costs associated with the investment options offered under the plan, pursuant to §404a-(5) of ERISA.

Retirement plan clients can decide whether the fees will be paid directly by the plan sponsor or deducted from plan assets and whether fees will be paid in advance or arrears. When OneDigital's advisory fees are paid from plan assets, it must rely upon the plan's recordkeeper to collect that fee and the recordkeeper's policies will determine the amount of applicable assets upon which OneDigital's fee will be based on. This is also true for OneDigital's Personalized Portfolios program. However, if the plan sponsor pays OneDigital's fee directly, OneDigital will charge a flat fee and the parties can negotiate when those payments will be due.

Either party can terminate the agreement upon 30 days' prior written notice to the other. If the advisory fee had been collected in advance and the agreement is terminated in the middle of a calendar quarter, any unearned fees paid in advance will be refunded to the client on a pro-rata basis.

Because it would likely be deemed a prohibited transaction under ERISA, OneDigital and its investment adviser representatives ("IARs") are not permitted to accept any compensation for the sale of any securities or investment products when they are acting as a fiduciary investment adviser or investment manager for a retirement plan or participant, except to the extent such compensation is used to offset OneDigital's fees. For that reason, while some IARs are also registered representatives of broker-dealers that are unaffiliated with OneDigital, they rarely offer securities or insurance brokerage services to retirement plan clients.

There are, however, some exceptions to this rule. For example, when IARs who had previously serviced their retirement plan clients on a brokerage basis join OneDigital, it may take time for them to transition those accounts to an investment advisory platform. In those cases, the IAR can be paid on a commission basis through the broker-dealer with whom they are registered, but

those commissions are typically used to offset OneDigital's advisory fee.

In addition, some IARs assist sponsors of "frozen defined benefit plans" to offload some or all of their liability for making future payments to beneficiaries through the purchase of an insurance annuity. (A "frozen defined benefit plan" is one that is no longer enrolling new participants but has a continuing duty to pay previously vested benefits.) As compensation for providing these services, the employee and/or investment adviser representative may collect a consulting fee from the client and/or a commission for the sale of the insurance annuity.

Finally, some employees and/or IARs of OneDigital assist employers in establishing non-qualified, executive benefit plans. Because these activities involve the sale of insurance and/or securities products, those employees and/or IARs will typically receive a commission on the sale of the selected product. Those services, however, are not considered to be investment advice given to a retirement plan.

When OneDigital's employees or IARs recommend commissioned-based products in the above situations, a conflict of interest arises because the recommendation to purchase the product may have been influenced by the commission compensation to be received, rather than solely on the needs and best interests of the client. OneDigital addresses this conflict of interest by disclosing the conflict in this Disclosure Brochure and reminding clients that they are no obligation to use the brokerage or insurance services of such employees or IARs.

Item 6 – Performance Based Fee and Side-by-Side Management

Neither OneDigital nor any IAR of OneDigital accepts performance-based fees.

Item 7 – Types of Clients

OneDigital provides investment advisory and management services to the sponsors of many distinct types of retirement plans that are eligible for tax deferral under the Internal Revenue Code. It also provides investment management services to the participants of defined-contribution plans. There is no minimum amount of assets required for OneDigital to provide these services.

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

For ERISA qualified, participant-directed, defined-contribution plans, OneDigital's first concern is to ensure the plan complies with ERISA §404(c)'s requirement by offering a "broad array" of investment options to enable participants to develop a diversified portfolio. If the plan already has an IPS, OneDigital analyzes the investment options offered through the plan's platform provider to help ensure there is adequate representation of investment categories for the plan's

participants to select from to construct a diversified portfolio. If the plan does not have an IPS, OneDigital can work with the plan to draft one to guide the plan fiduciaries' oversight of its investment options.

Once the investment categories are identified, OneDigital further refines them into the investment styles offered within each category. OneDigital then analyzes the choices available within each classification based upon investment style (including style consistency), risk and return characteristics, and performance versus the peer group median. Qualitative factors, such as the investment's operating expenses and tenure of its investment manager are also considered. Based upon this analysis, OneDigital will recommend or select the investment options it believes are best suited to be made available to a plan's participants. Thereafter, OneDigital scores the various investment options each quarter. Those options that underperform are placed on a "watch list" and, if the underperformance continues, OneDigital may recommend or select another investment option(s). OneDigital also monitors the participants' demographics and utilization of the selected investments to help ensure they have relevant choices and understand how to utilize those options to build a suitably diverse investment portfolio.

One investment classification that is typically made available to plan participants is some type of money market or stable value fund, each of which has advantages and disadvantages. In particular, money market funds, which are designed to maintain a steady net asset value of \$1 per share, provide more liquidity but lower returns than stable value funds, which invest in high quality, short- to intermediate-term bonds. In addition, because some recordkeeping platforms require the utilization of their own money market or stable value fund, OneDigital may not have the ability to recommend other alternatives without requiring that the plan switch recordkeepers.

When OneDigital is managing a plan's pooled investments, it applies Modern Portfolio Theory to develop an investment strategy that is appropriate for the plan's objectives. Specifically, OneDigital will consider the plan's current funding status, the demographics of its intended beneficiaries, and annual investment return needs to construct a portfolio that adequately balances the plan's investment risks and growth requirements.

For its Personalized Portfolios program, OneDigital will either utilize investment options available in the plan's core lineup or collective investment trusts ("CITs") it manages through Alta Trust. OneDigital then typically employs a sub-adviser to use its proprietary algorithms to construct a customized allocation for each participant based upon information (age, gender, income, current savings, etc.) provided by the plan's recordkeeper.

The CITs are not registered as mutual funds under the Investment Company Act of 1940, as amended, or as securities under the Securities Act of 1933, as amended. As a result, participants invested in those CITs are not entitled to the protections of those statutes. Instead, the CITs are regulated by state banking authorities and the Office of the Comptroller of the Currency, which is part of the U.S. Treasury. In addition, they are subject to oversight by the IRS and Department of Labor. OneDigital prefers to utilize CITs when possible because they generally charge lower

fees than comparable mutual funds. Although OneDigital serves as the investment manager for those CITs, it does not receive a fee or other compensation for providing those services. Instead, the only compensation OneDigital receives for its Personalized Portfolio program is the investment management fee listed on the client's agreement.

Clients must remember that investing in securities involves risk of loss, which they should be prepared to bear. These risks include, but are not limited to, market risk, interest rate risk, currency risk, foreign investment risk, and political risk, among others. No investment strategy, nor the use of a third-party manager, can assure a profit or avoid a loss, and OneDigital does not guarantee any level of investment returns.

Item 9 – Disciplinary Information

Neither OneDigital nor any of its management persons have been the subject of any legal or disciplinary events that are material to an evaluation of OneDigital's advisory business or the integrity of its management. IARs of OneDigital, including those that are management persons, who provide discretionary investment advice or meet with clients and provide non-discretionary investment advice are required to provide affected clients with a copy of their Form ADV, Part 2B (i.e., brochure supplement), which includes disclosure of any legal or disciplinary events material to a client's or prospective client's evaluation of the IAR.

Item 10 – Other Financial Industry Activities and Affiliations

Registered Representatives: Certain IARs, including OneDigital's President, in their individual capacities separate from OneDigital, are registered representatives of broker-dealers that are unaffiliated with and independent of OneDigital ("**Registered Representatives**") and, in such capacity, may recommend and/or sell certain investment products on a commission basis to clients. The receipt of commission compensation by Registered Representatives, however, creates a conflict of interest as the recommendation to purchase an investment product may have initially resulted from one or more services provided to the client by OneDigital and may have been influenced by the commission compensation to be received, rather than solely on the needs and best interests of the client. Because of this conflict of interest, neither OneDigital nor its IARs are permitted to receive any brokerage commissions generated from securities OneDigital recommended to retirement plan clients or their participants in its capacity as their investment adviser/manager, except to the extent those commissions are used to offset OneDigital's advisory fee.

Insurance Agents: OneDigital (NPN# 20712934) and some of its affiliates that either control or are under common control with OneDigital are licensed insurance agencies and IARs may be licensed insurance agents (collectively with OneDigital and its affiliated insurance agencies, "**Insurance Agents**") and, in such capacities, may recommend and/or sell certain insurance

products, such as fixed, variable, or group annuities, for individuals or entities on a commission basis to clients of OneDigital. The receipt of commission compensation by Insurance Agents, however, creates a conflict of interest as the recommendation to purchase an insurance product may have been influenced by the commission compensation to be received, rather than solely on the needs and best interests of the client. OneDigital addresses these conflicts of interest by disclosing them in this Disclosure Brochure and reminding clients that they are under no obligation to use the insurance services of Insurance Agents.

Digital Insurance LLC (NPN# 3698440): OneDigital and/or its IARs may recommend that clients engage Digital Insurance LLC, a licensed insurance agency and parent company of OneDigital, for the provision of (1) tax, (2) corporate advisory/business consulting, and/or (3) insurance services either in conjunction with OneDigital's service offerings as part of a comprehensive suite of services or on a stand-alone basis. As such recommendation may result in a financial benefit to OneDigital's parent company, OneDigital and/or its IARs have a conflict of interest when recommending the services of Digital Insurance LLC to clients. Clients are reminded that they are under no obligation to utilize Digital Insurance LLC's products and/or services.

Model Managers: BlackRock Fund Advisors and/or BlackRock Investments, LLC; Dimensional Fund Advisors LP; American Century Investment Management Inc.; T. Rowe Price Associates, Inc.; Pacific Investment Management Company LLC; Donald L. Hagan, LLC; and WisdomTree Asset Management, Inc. and/or their affiliates (collectively, "**Model Managers**") provide OneDigital with investment research, models and/or technology at no cost, which is used in the development and maintenance of various investment models offered to OneDigital's non-retirement plan clients. OneDigital's receipt of these benefits, however, creates a conflict of interest for OneDigital because it reduces OneDigital's operating costs, which, in turn, creates an incentive for OneDigital to recommend Model Managers' products and/or services to clients, including to retirement plan clients of OneDigital. OneDigital addresses these conflicts of interest by (1) providing disclosure of the relationship and the associated conflicts of interest to clients in this Disclosure Brochure and (2) reminding clients that they have the ability to impose reasonable restrictions on the securities or types of securities to be held in their portfolios, including a restriction on the purchase and/or use of Model Managers' products and/or services.

Mariner, LLC ("**Mariner**", CRD No. 140195): OneDigital has entered into a Solicitor's Agreement with Mariner, an investment adviser, pursuant to which OneDigital is compensated by Mariner for referrals of prospective investment advisory clients. In light of this compensation arrangement, clients should be aware that OneDigital has a conflict of interest when recommending the investment advisory services of Mariner.

Sub-Advisers: OneDigital has entered into agreements with various unaffiliated third-party investment advisers for the provision of discretionary investment sub-advisory services offered through the Personalized Portfolios program.

Item 11 – Code of Ethics, Participation or Interest in Client Accounts and Personal Trading

OneDigital maintains a Code of Ethics that includes (1) standards of business conduct that all of our supervised persons are expected to adhere to; (2) a prohibition on insider trading; (3) provisions relating to the receipt and giving of gifts, and (4) policies and procedures requiring the periodic reporting of personal securities transactions and holdings. As our client or prospective client, you are entitled to a copy of our Code of Ethics upon request. You may request a copy by contacting us at (877) 742-2021.

OneDigital and/or its supervised persons may buy or sell securities that are also held by or recommended to clients and may occasionally trade in securities in a personal account, at or about the same time that OneDigital trades in the same security, or a related security, for a client account. When either of these situations occur, conflicts of interest exist because OneDigital and/or its IAR(s) (1) may have an incentive not to recommend the sale of those securities to clients in order to protect the value of a personal investment (2) may have an incentive to recommend the purchase of those securities to clients in order to immediately sell it at a profit in a personal account upon the rise in market price (i.e., scalping) and (3) may have an incentive to place personal investment orders before those of clients in order to obtain a better price and/or otherwise materially benefit from the purchase or sale of those securities (i.e., front run). When engaging in personal trading, we believe that our clients' interests should come first, and our supervised persons are reminded of OneDigital's fiduciary duty and their obligation to comply with OneDigital's standards of business conduct. Additionally, OneDigital monitors the personal securities transactions and holdings of its access persons for any activity that may indicate a violation of OneDigital's Code of Ethics.

Item 12 – Brokerage Practices

RECOMMENDING BROKER-DEALERS

Pursuant to ERISA, the plan's administrator is responsible for (1) approving the party or parties that will process the participants' trades and (2) monitoring their fees. Therefore, with the exception of newly-created plans, most retirement plan clients already have established relationships with a recordkeeper that typically provides custodial and brokerage services through a related broker-dealer, insurance company, or trust company. Similarly, for plans consisting of participant-directed investment accounts, the plan's named fiduciaries will have sole authority to select the broker(s) that will process transactions in those accounts – even if OneDigital is managing the participants' accounts.

Therefore, unless the plan sponsor requests OneDigital's assistance in replacing the recordkeeper, OneDigital has limited influence on the plan's brokerage services and the plan sponsor is responsible for negotiating all terms and conditions with such recordkeeper, including any applicable brokerage commissions and/or transaction fees. For those plans that do not have

these relationships in place, OneDigital will provide retirement plan clients with recommendations for vendors who can serve these needs at the plan fiduciaries' request.

In the event a broker-dealer is selected as the custodian of a retirement plan account consisting of pooled assets, OneDigital will process all trades in the account through that custodian. OneDigital will not seek best execution for the client and, consequently, clients may pay higher commissions or other transaction costs, or receive less favorable execution for their transactions, than if they shopped for a broker-dealer to handle each transaction.

OneDigital has developed relationships with entities that provide brokerage, custodial, and recordkeeping services, as well as investment products, to retirement plans, which it may recommend to clients that include Charles Schwab & Co., Inc. and/or its affiliates (collectively, "**Schwab**"), Fidelity Brokerage Services LLC and/or its affiliates (collectively, "**Fidelity**") as well as other recordkeepers (collectively with Schwab and Fidelity, "**Preferred Vendor**"). Preferred Vendors may also recommend OneDigital to their clients who are searching for an investment adviser and, in some case, partner with OneDigital to submit a combined bid. Clients should be aware that many custodians or recordkeepers offer, or require retirement plan clients to utilize, their proprietary investment products (including without limitation, their stable value funds), which provide additional revenue to these companies.

RESEARCH AND ADDITIONAL BENEFITS

Schwab and Fidelity as well as other Preferred Vendors make available to OneDigital, without cost and/or at a discount, support services and/or products, some of which assist OneDigital in better monitoring and servicing all client accounts, some of which benefit only those clients working with the Preferred Vendor, and some of which only benefit OneDigital. Included within the support services are investment-related research, both proprietary and that of third parties; pricing information and market data; trade execution analysis data; software and other technology, at a discount or for free, that provide access to client account data and/or assist in creating client reports; compliance and/or practice management-related publications; discounted or free consulting services; discounted or free attendance to conferences, meetings, and other educational and/or social events, which may include full coverage of travel expenses to such events; marketing support; computer hardware and/or software and/or other products used by OneDigital in furtherance of its investment advisory business.

Clients should be aware that the receipt of support services and/or products by OneDigital and/or our related persons creates a conflict of interest for OneDigital as it creates an incentive for OneDigital to recommend the services of Preferred Vendors over other broker-dealers and potentially one Preferred Vendor over another. The receipt of these benefits, however, are not a material consideration for OneDigital when determining whether to recommend that a client utilize the services of a particular Preferred Vendor.

ONEDIGITAL SUMMIT SPONSORSHIPS

Schwab and Fidelity or one of their affiliates was a sponsor of OneDigital's Summit 2025, which creates a material conflict of interest for OneDigital because it reduced the out-of-pocket costs of OneDigital and/or one of its affiliates to host Summit 2025 and thus created an incentive for OneDigital to recommend their services as Preferred Vendors over other vendors.

Item 13 – Review of Accounts

For plans with participant-directed investment accounts, OneDigital benchmarks the investment options offered within the plan each quarter. OneDigital also conducts regular investment review meetings with the plan's Investment Committee on a quarterly, semi-annual, or annual basis, depending upon the size of the plan and the preferences of the plan's named fiduciaries. During those reviews, OneDigital will inform the named fiduciaries of each investment's performance and utilization, as well as whether OneDigital is recommending it be replaced (or has replaced the investment where it has discretionary authority as the plan's investment manager).

If OneDigital is managing the pooled investments of the plan, the performance of those investments will be monitored by OneDigital's Investment Committee and the investment adviser representative on the account. OneDigital will conduct regular investment review meetings with the plan's named fiduciaries pursuant to the schedule agreed upon in the parties' agreement. However, additional reviews can be triggered by the client's specific request or by a change in market or economic conditions.

For its Personalized Portfolios program, OneDigital's Investment Team frequently monitors the performance of its investment allocation models or CITs, as well as the investments within those models. The IAR assigned to the plan may or may not conduct regular investment review meetings with the participants in the plan, depending upon the size of the plan, the expectations of the participant, and the IAR's ability to offer that service to all participants.

All retirement plan clients are reminded that it remains their responsibility to advise OneDigital of any changes in their investment objectives, financial status, or specific guidelines within their IPS.

Item 14 – Client Referrals and Other Compensation

Economic Benefits

As noted above, OneDigital receives certain benefits and sponsorships from Preferred Vendors. The receipt of these benefits creates an incentive for OneDigital to recommend the services of Preferred Vendors over other broker-dealers, custodians and/or recordkeepers.

OneDigital also maintains a Strategic Partners Program, pursuant to which certain investment product and service providers provide funds that are then used to pay for training meetings,

educational seminars, employee summits and/or marketing events conducted by OneDigital. The receipt of funds from Strategic Partners is a material conflict of interest for OneDigital as it creates an incentive for OneDigital to favor the investment products and/or services offered by Strategic Partners over the investment products and/or services offered by other firms. If requested, OneDigital will disclose to clients which of the investment products and/or services recommended to them are offered by Strategic Partners.

In addition, outside of the Strategic Partners Program, OneDigital and/or its IARs may receive economic benefits from various third parties, including, but not limited to, investment product and service providers whose products and/or services may be recommended to clients. Such benefits include, but are not limited to, gifts (typically under \$100), entertainment, and/or free attendance to conferences, which may include full coverage of travel expenses.

Promoter Fees Paid by OneDigital

OneDigital utilizes a variety of third-party promoters in order to market OneDigital and/or its services. In return, third-party promoters typically receive a percentage of the investment advisory fees that OneDigital receives from successful client referrals, with the exact compensation arrangement varying from promoter to promoter. The receipt of compensation by a promoter in exchange for the referral of prospective clients to OneDigital creates a material conflict of interest for such promoter. In order to mitigate such conflict of interest, third-party promoters are contractually required by OneDigital to provide disclosures to prospective clients at the beginning of any promotional activity. Such disclosures should be carefully evaluated as they contain important information about the promoter and its conflicts of interest when recommending OneDigital and/or its services. Third-party promoters do not review or supervise or have any responsibility to review or supervise OneDigital's activities.

Employees of OneDigital and its affiliates, including, but not limited to Digital Insurance LLC, are also eligible to receive additional compensation when they successfully refer new clients to OneDigital. The payment of additional compensation in exchange for the successful referral of new business creates a material conflict of interest for such employees. OneDigital addresses this conflict of interest by disclosing the conflict in this Disclosure Brochure and reminding clients that they are under no obligation to engage OneDigital for services.

Referral Fees Paid by Digital Insurance

Employees of OneDigital are also eligible to receive additional compensation when they successfully refer new clients to Digital Insurance LLC and/or to its other affiliates. The payment of additional compensation to OneDigital employees in exchange for the successful referral of new business to Digital Insurance LLC and/or its other affiliates creates a material conflict of interest for such employees. OneDigital addresses this conflict of interest by disclosing the conflict in this Disclosure Brochure and reminding clients that they are under no obligation to utilize Digital Insurance LLC's or its other affiliates' products and/or services.

Item 15 – Custody

OneDigital does not hold custody of retirement plan clients' assets. Instead, retirement plan clients must contract separately with a broker-dealer, insurance company, or trust company for custodial services.

Pursuant to ERISA, OneDigital must be bonded when it has “control” over plan assets, which would include when it manages participants' investments or a plan's pooled assets. However, because it does not have authority to withdraw or transfer those assets out of the plan, OneDigital is not deemed to have “custody” of those assets under the Investment Advisers Act of 1940. Instead, most recordkeepers calculate and pay OneDigital's fees based upon authorization provided by the retirement plan's administrator.

Item 16 – Investment Discretion

OneDigital can act as either the investment adviser or investment manager for a retirement plan client. If OneDigital is acting as the investment manager for a plan consisting of pooled assets or for a participant in a participant-directed account, its agreement with the client will include a limited power of attorney granting OneDigital discretionary authority to initiate investment transactions of the plan's or participant's assets. If OneDigital is acting as the investment manager for a plan in which participants direct their own investments, that limited power of attorney will provide OneDigital with authority to add, remove, or replace the investment options offered through the plan without prior notification to, or the consent of, the plan's named fiduciaries.

OneDigital will make these decisions consistent with the plan's investment objectives, as noted in its IPS or as communicated to OneDigital during its discussions with the plan's named fiduciaries. In addition, retirement plan clients can designate specific restrictions on the investments to be held or offered through the plan on the management agreement and are reminded to notify OneDigital of any changes they want to make to those restrictions each calendar quarter. However, because OneDigital's managed account program is based either upon investment options contained in the plan's core lineup or proprietary CITs, participants requesting limitations on the types of investments utilized in their accounts would likely be deemed ineligible to participate in the program.

Item 17 – Voting Client Securities

OneDigital does not vote client proxies or accept authority to vote client securities. Instead, clients will receive proxies and/or other solicitations directly from their account custodian or a transfer agent and maintain exclusive responsibility for directing the manner in which proxies

solicited by issuers of securities owned by the client shall be voted. Clients may contact OneDigital to discuss questions they may have with respect to a particular proxy, however, OneDigital is under no responsibility to give any advice on how to vote such proxy.

Item 18 - Financial Information

OneDigital is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients.