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Form ADV Part 2A Client Brochure

Form ADV Part 2A

NOMAD FINTECH INC

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March 26, 2024

Cover Page

This brochure provides information about the qualifications and business practices of NOMAD FINTECH INC (hereinafter “Nomad”). If you have any questions about the contents of this brochure, please contact us at +1(888)998-2261 and/or support@nomadglobal.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

Material Changes

This document serves as Nomad's brochure ("Brochure") and is dated March 26, 2024.

Clients and prospective clients should carefully review the disclosure contained herein. The following is a summary of material changes made to this Brochure:

- There were no material changes made to this Brochure since the last update dated October 2023.

Nomad has made other, non-material updates to this Brochure as well. We encourage all recipients of this Brochure to read it carefully in its entirety.

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A. General Description of Nomad

Nomad Fintech Inc. (“Nomad”) is a software-based investment advisor registered with the U.S. Securities and Exchange Commission. Registration does not imply a certain level of skill or training but only indicates that Nomad has registered its business with regulatory authorities. Nomad Fintech Inc. was founded in 2019 and it is wholly owned by Nomad Fintech Holdings, LLC. The firm offers investment advisory services to its clients and manages their investment accounts through Nomad’s mobile app. Additional information about Nomad ownership structure and directors can be found in Schedule A of Part 1A of Nomad’s ADV form.

B. Advisory Services

Nomad’s advisory services result from the careful evaluation of market conditions, securities opportunities, and clients’ profiles by its investment staff. The investment decision-making at Nomad is carried out by an Investment Committee. The Investment Committee monitors the portfolios recommended to clients on an ongoing basis and may accordingly make revisions to the investment recommendations. The investment team has the authority to remove, add, or replace any element from the portfolios advised by Nomad. Nomad will maintain research files in connection with its investment recommendations.

Through our mobile app, our clients answer a set of questions to compile their risk profile, and we propose selected funds that suit the relevant risk profile. In order to obtain a portfolio aligned with the client’s risk profile, Nomad has selected low-cost and best in class ETFs that represent either a multi-asset solution (complete portfolio) or a single asset class solution (e.g. a fixed income ETF), as well as investments in Real Estate Investment Trusts (“REITs”).

Nomad offers non-discretionary investment services (where clients retain the ultimate responsibility for making investment decisions in their accounts). Nomad creates and curates a Basket of single stocks and/or ETFs (hereinafter “the Basket”), in which clients make the ultimate decision regarding the purchase or sale of such securities purchases. This type of service is recommended for clients classified in moderate, conservative and aggressive risk profiles, however, any client can access it at his/her/their sole discretion.

Nomad also provides clients with periodicals or newsletters and offers educational seminars/workshops that cover recent market and regulatory news for informational purposes.

C. Tailored Services

Nomad does not tailor clients’ portfolios to their individual financial goals. Rather, Nomad classifies clients according to their risk profile. As discussed in Item 4.B of this Brochure, the risk profile is determined through a set of questions answered by each client. After Nomad has classified a user within a risk profile, Nomad proposes a selected ETFs that suits the respective risk profile.

On no less than an annual basis, Nomad will prompt clients to review and update the responses to previous responses utilized to assess a client’s risk profile, which is in turn utilized to propose selected ETFs. Nomad requests that clients reconfirm their responses as needed and on an annual basis, and

encourages clients to update such information on an as-needed basis in response to material life events and changes in status.

The accuracy and quality of the information provided by our clients have a direct impact on the applicability of Nomad's recommendations, therefore, Nomad encourages clients to ensure that risk profile determinants and responses remain as up to date as possible to ensure that Nomad is providing recommendations that align with each client's interests.

D. Wrap Fee Programs

Nomad offers its services through a wrap fee program in which clients are charged a single bundled fee that covers the investment advisory services it provides, as well as the brokerage and custodial services associated with holding and trading securities provided by DriveWealth LLC.

Clients investing in The Basket will pay a monthly subscription fee of \$5 USD. For more details on this fee please refer to Item 5: Fees and Compensation in section A. Advisory Fees. For certain clients, Nomad's annualized wrap fee may be reduced by discounts and other promotions.

E. Assets Under Management

As of December 31, 2023, Nomad manages \$215,028,770 USD on a non-discretionary basis.

Item 5: Fees and Compensation

A. Advisory Fees

Nomad charges an annual management fee of 1.00% (Advisory Fee) of assets under management on selected funds. Fees due shall be calculated by multiplying the Advisory Fee (divided by 12) by the average daily balance of the Client account. Clients investing in the Basket, will pay a monthly subscription fee of \$5 USD. Except as provided below, the fees due for each calendar month shall be due and payable in arrears no later than the tenth business day of the immediately following calendar month. Nomad will promptly notify Clients of any increase or decrease in the Advisory Fee. An increase in the Advisory Fee will be effective for the Account beginning the next month that begins at least 30 days after Nomad sends or posts such notice. A reduction in the Advisory Fee will be effective for the Account starting in the next month following its reduction.

If a Client closes the Account, withdraws the entire balance of the Account, or otherwise terminates this Agreement on any date other than the last business day of the month, Client shall be responsible for paying any outstanding aggregate daily fees for the period from the day immediately following the last day of the last calendar month for which Client has paid, through the effective date of such withdrawal or termination, as of such effective date.

If, for any reason, Nomad shall close and liquidate all the positions held in the Account, Client will receive the proceeds of the liquidated portion of the Account minus any outstanding advisory or model fees, and this Agreement shall terminate.

If for any reason there is insufficient cash available in the Account to cover Nomad's fees at the time they are charged and deducted from the Account, Nomad, in its sole discretion, may effect Securities transactions in the Account to be liquidated to cover such fees.

Nomad reserves the right, in its sole discretion, to reduce or waive the Advisory Fee for certain Client Accounts for any period of time determined by Nomad. In addition, the Client agrees that Nomad may waive its fees for the Accounts of Clients other than the Client, without notice to the Client and without waiving its fees for Client.

Nomad does not charge a fee for periodicals or newsletters and educational seminars/workshops.

B. Other Fees

Other than the Advisory Fee described previously, neither Nomad nor any of its employees receive or accept any compensation, direct or indirect, related to investments sold or purchased for client accounts.

However, due to the nature of the securities or products purchased or sold, clients may also pay other fees or expenses to third parties. The issuers of securities such as ETFs or other similar financial products may charge product fees that affect clients. An ETF typically includes embedded expenses and other fees may include management, legal or accounting fees. Nomad does not benefit directly or indirectly from any such fees. Nomad encourages all Clients to review the prospectus or any other relevant material for such investments to ensure comprehension of applicable fees.

Nomad discloses each ETF's current information on mobile application.

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

Nomad does not charge any performance fees. Some investment advisers experience conflicts of interest in connection with the side-by-side management of accounts with different fee structures. Our advisory fees are described in Item 5.

Item 7: Types of Clients

Nomad offers its advisory services to individuals, other registered investment advisers, and pooled investment vehicles other than investment companies as defined by the Investment Company Act of 1940. Once an account is opened, Nomad has a minimum amount of \$100 USD for remittance. After this first remittance, additional investments can be made starting from \$1 USD. For certain clients, Nomad's minimum investment amount may be reduced or waived by discounts and other promotions, in Nomad's sole discretion.

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

Selected Funds

Nomad has defined a scope of asset classes taking into account different regions and subcategories, for

each asset class a selection of single stocks, ETFs and REITs were chosen. Single stocks and ETFs are Nomad's main investment instruments, due to its availability and liquidity. ETFs were chosen bearing in mind their main characteristics which include: Efficiency measured by how well they replicate the index followed, asset class and region, liquidity, expense ratio, and assets under management. Nomad periodically evaluates stocks and ETFs to maintain the available investment alternatives up to date. This methodology is employed to set up selected funds.

Nomad's platform enables clients to determine their risk profile as the first step to proposing efficient selected funds. Once the clients approve the selected fund(which may be composed of stocks and/or ETFs), the client has the autonomy to invest and sell any amount from U\$1.

The Basket

Nomad has defined a broad scope of stocks and ETFs taking into account different sectors, industries, geographies, benchmarks and indices. Stocks and ETFs were chosen bearing in mind the ability to provide a broad and well diversified offering for the Clients being able to have a balanced portfolio. Nomad periodically evaluates stocks and ETFs to maintain the available investment alternatives up to date.

Clients are responsible for rebalancing their own portfolio in the Basket. This type of service is recommended for clients classified in all risk profiles, however any client may elect to access it in its sole discretion.

Risk and loss considerations

Nomad cannot guarantee the level of performance or that any client will avoid a loss of assets. Investing in any type of securities involves the possibility of financial loss that clients should be prepared to bear. Our recommendations are highly reliant on the accuracy of the information provided to Nomad by each client.

The following risks should be taken into account by clients to evaluate Nomad's services. Each one may affect the potential gains or losses on a portfolio and should be considered as possibilities, with regard to the actual probability of occurring and the effect on a portfolio if there is in fact an occurrence.

A. Market Risk:

The price of any security is subject to changes due to reasons that include, but are not limited to, macroeconomic factors, market sentiment, economic developments, interest rates, inflation, regulatory changes and political, demographic and social events. ETFs selection includes exposure to foreign investments, which implies the possible exposure to currency and sovereign risk in foreign countries. Nomad provides risk measures for market risk for each client's portfolios in order to allow our clients a risk assessment.

B. Advisory Risk:

Nomad does not guarantee that the investment decisions provided by our software will necessarily produce the expected results, resulting in a client not being able to achieve the expected objectives.

C. Software Risk:

Nomad's investment advisory services are delivered via its proprietary application. In the event of software or application issues, there is a chance that access to investment information or activity may be limited under such circumstances.

D. Liquidity Risk:

Lack of liquidity on a particular security on a specific market moment may result in the possibility of not being able to sell a security or selling with a significant discount. Nomad selects the possible stocks and ETFs for a portfolio taking into account the liquidity and size of each security, it is possible to encounter moments of illiquid markets.

E. Volatility and Correlation Risk:

Nomad Security selection process is based in part on a careful evaluation performance and volatility to evaluate future probabilities. It is possible that different or unrelated asset classes may exhibit similar price changes in similar directions which may adversely affect a Client's account and may become more acute in times of market upheaval or high volatility. Past performance is no guarantee of future results, and any historical returns, expected returns, or probability projections may not reflect actual future performance.

F. Credit Risk:

Clients are exposed to the risk that financial intermediaries or security issuers may experience financial difficulties that may include default, bankruptcy, insolvency or other credit events, any of which may affect the value of client's portfolios. Nomad limits credit risk by using ETFs, which have certain legal protections such as shareholders having liquidation priority versus the issuer. In addition, exchange trading venues or trade settlement and clearing intermediaries could experience adverse events that may temporarily or permanently limit trading or adversely affect the value of Client securities.

G. Tax Risk:

Government legislation and tax codes and changes that can be introduced by governments may affect the performance of a client's portfolio, either directly or indirectly. Nomad does not deliver financial or tax advisory.

H. Service Providers Risks:

Nomad uses different Service providers in order to provide investment advisory services to clients. In the

case a service provider is not able to provide its services to Nomad, it is possible that some features of Nomad services may be temporarily stopped or delayed.

I. Risks of Investing in ETFs:

Nomad invests client assets in a type of investment company called an exchange-traded fund (“ETF”). ETFs are a recently developed type of investment security, representing an interest in a passively managed portfolio of securities selected to replicate a securities index, such as the S&P 500 Index or the Dow Jones Industrial Average, or to represent exposure to a particular industry or sector.

Unlike open-end mutual funds, the shares of ETFs and closed-end investment companies are not purchased and redeemed by investors directly with the fund but instead are purchased and sold through broker-dealers in transactions on a stock exchange. Because ETF and closed-end fund shares are traded on an exchange, they may trade at a discount from or a premium to the net asset value per share of the underlying portfolio of securities.

As a relatively new type of security, the trading characteristics of ETFs may not yet be fully developed or understood by potential investors. In addition to bearing the risks related to investments in equity securities, investors in ETFs intended to replicate a securities index bear the risk that the ETFs performance may not correctly replicate the performance of the index (Tracking error and tracking difference). Investors in ETFs, closed-end funds and other investment companies bear a proportionate share of the expenses of those funds, including management fees, custodial and accounting costs, and other expenses. Trading in ETF and closed-end fund shares also entails payment of brokerage commissions and other transaction costs. Furthermore, ETFs can also vary in leverage levels, currency exposure and foreign exchanges, this means the investors can incur in risks related to high volatility, currency exchange rates, market closing times and foreign countries' politics.

J. Real Estate Investment Trust (REITs):

Real estate-related investments may be adversely affected by factors affecting the real estate industry, which may include changes in interest rates and social and economic trends. REITs may also be subject to the risk of fluctuations in income from underlying real estate assets, poor performance by the REITs' managers, prepayments and defaults by borrowers, adverse changes in tax laws, and, for U.S. REITs, their failure to qualify for the special tax treatment granted to REITs.

Although public REITs allow investors to sell their shares on the public exchange market, the investments are less liquid compared to other investments, such as bonds and stocks. There is no secondary market for finding buyers and sellers for the property, and liquidity is only provided through the fund's repurchase offers. Also, there is no guarantee that all the shareholders leaving their investments will be able to sell all or part of the shares they desire to sell in the quarterly repurchase offers. Due to this liquidity risk, investors may be unable to convert stocks into cash at the immediate time of need.

K. Equity Investments:

Price changes may occur in the market, or in a country, industry, or sector of the market. In addition, different types of stocks tend to shift in and out of favor depending on market and economic conditions, and the types of stocks in which client accounts invest may underperform the market. For example, growth stocks can be more volatile than other types of stocks, and the market can undervalue value stocks for long periods of time. Dividends on common stocks are not fixed but are declared at the discretion of an issuer's board of directors. There is no guarantee that a company will pay dividends, or that if paid they will remain at current levels or increase over time.

L. Fractional Shares Trading:

The ETF and Stocks shares purchased or sold on behalf of clients may be either whole shares or fractional shares, depending upon the asset allocation for that client Account. Nomad may invest client accounts in dollar-based quantities, whereby transactions are based on a fixed dollar amount rather than whole shares. Nomad and DriveWealth each reserve the right, at any time and each in its sole discretion, without prior notice to Clients, to limit or stop trading fractional shares. Fractional shares are typically unrecognized and illiquid outside of a client account. Therefore, clients may not transfer fractional shares when closing their account. Fractional shares will be converted to cash upon account closing.

M. Asset Allocation Risk:

Asset allocation decisions can result in more portfolio concentration in a certain asset class or classes, which could reduce overall return if the concentrated assets underperform expectations. The more aggressive the investment strategy used for a client account, the more likely the client account will contain larger weights in riskier asset classes, such as equities. Asset classes can perform differently from each other at any given time (as well as over the long term), so the investment strategy will be affected by its allocation among the asset classes. Depending on market conditions, there may be times when diversified portfolios perform worse than less diversified portfolios. Diversification does not eliminate investment risk.

N. Legislative and Regulatory Risk:

Client accounts may be adversely affected by new (or revised) laws or regulations. Changes to laws or regulations can impact the securities markets, specific industries, individual issuers of securities, and Nomad's determinations with respect to the expected rate of return, value, or creditworthiness of a security.

O. Cybersecurity:

The digital advisory platform poses the risk of actual and attempted cyber-attacks, including denial-of-service attacks, harm to technology infrastructure and data from misappropriation or corruption, and reputational harm. Due to Nomad's interconnectivity with DriveWealth and other third-party vendors, Nomad, and thus indirectly the client accounts, could be adversely impacted if any of them is subject to a cyber-attack or other information security event. Although Nomad takes protective measures and endeavors to modify them as circumstances warrant, its computer systems, software, and networks may be vulnerable to unauthorized access, misuse, computer viruses or other malicious code, and other events

that could have a security impact, or render Nomad unable to transact business on behalf of client accounts.

P. Technology and Operational Risk:

The digital platform depends heavily on information technology and other operational systems. Shortcomings or failures in internal processes or systems of Nomad, DriveWealth, and other third parties integrated into the digital platform and other external events impacting those systems, and human error pose the risk of underperformance (or the possibility of no returns) of the digital platform. Operational risk can arise from many factors ranging from routine processing errors to potentially costly incidents such as major system failures.

Q. Limited nature of Program:

The digital platform offered by Nomad is not intended as a complete investment program for every Client. The advice is provided exclusively on assets in the digital platform and does not consider other investments the Client may have. Nomad may ask fewer questions and elicit less information than clients might be asked through a traditional advisory program. As a result, the use of the answers provided in response to client questionnaires to propose a recommended portfolio for a client may result in a different recommendation than if the client completed a longer questionnaire and/or had an in-person interview with an adviser.

Item 9: Disciplinary Information

Nomad and its employees do not have any legal, financial, regulatory, or any other disciplinary item to report to any client.

- A.** There have been no criminal or civil actions in a domestic, foreign or military court of competent jurisdiction involving either Nomad or a management person.
- B.** There have been no administrative proceedings before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority involving either Nomad or a management person.
- C.** There have been no self-regulatory organization (SRO) proceedings involving either Nomad or a management person.

Item 10: Other Financial Industry Activities and Affiliations

- A.** Neither Nomad has an application pending to register as a broker-dealer or a registered representative of a broker-dealer.
- B.** Neither Nomad nor any of its management persons are registered or have pending registrations as a futures commission merchant, commodity pool operator, a commodity-trading adviser, or as an associated person of the foregoing list.
- C.** Neither Nomad nor its management persons have relationships with other entities in the financial services industry that materially affect Nomad's advisory business or its clients.

D. Nomad does not recommend or select other investment advisers.

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

Nomad has established a code of ethics that requires all of its supervised persons to behave with the highest standard of honest conduct and business ethics, acting fiduciary to its Clients, always placing client's interest ahead of its own and requiring careful management of any perceived or actual conflict of interest that may arise in relation to its advisory services. A copy of Nomad's code of ethics is available upon request.

Each new Nomad's Employee receives a copy of the Code of ethics when hired. Nomad sends copies of any amendments to the Code to all Supervised Persons. Annually or as otherwise required, each Supervised Person must confirm that he or she has complied with the Code during such preceding period.

Nomad does not buy Securities for its own account so no conflict exists at the firm level.

Directors of Nomad and Supervised Persons may own Securities that are also owned by Clients. Certain Supervised Persons may be Clients of Nomad and to the extent they are, they will receive recommendations at the same time as similarly situated Clients. In addition, Nomad only recommends stocks and ETFs, which are liquid and therefore generally would not create conflict of interest situations.

Item 12: Brokerage Practices

Nomad establishes custodial and brokerage agreements with "qualified custodians", as defined by the SEC, to establish our clients agreements. Our selection of brokers is based on the management platforms offered by registered brokers, which must enable Nomad to execute trades on behalf of our clients, financial strength and reputation, trading platform, digital and technological development, experience, costs, asset availability as well as trade accuracy and confirmation.

Nomad clears and settles all trade orders for securities transactions on behalf of client accounts solely with DriveWealth. All clients must open brokerage accounts with DriveWealth. Nomad does not receive any compensation from DriveWealth, counterparties or other third parties in connection with such transactions. Costs associated with the clearing and settlement of such securities transactions are borne by Nomad. The portion of these costs borne by Nomad are charged under the clearing arrangement between Nomad and DriveWealth. Nomad in turn, receives the single wrap fee as described above in Item 5.

Nomad seeks to ensure that its client accounts receive the best overall execution for securities transactions by continuously monitoring and reviewing the services received by its counterparties. Nomad oversees DriveWealth's provision of clearing, custody, trade execution, and related services to clients and will periodically evaluate DriveWealth's execution quality as part of its ongoing oversight. To the extent that any counterparty's best execution capability (i.e. DriveWealth's trade execution quality) does not appear to meet the quality of best execution on a consistent basis, Nomad would look to remove and replace such counterparty.

Nomad does not engage in any “soft dollar” practices involving the receipt of research or other brokerage service in connection with Client transactions, nor does Nomad compensate or otherwise reward any brokers for client referrals.

Item 13: Review of Accounts

Nomad reviews each client’s account, target selected funds on a quarterly basis through the Investment Committee which seek to ensure that: (i) each client’s account is aligned with the portfolios he or she is invested in, (ii) the selected funds are still aligned with the risk profile. This review process may trigger a rebalance. Factors that result in rebalancing may include, but are not limited to, market movements, significant changes in some assets that a client holds or changes in a client’s risk profile.

Nomad provides permanent access to the client’s accounts which reflects the value of portfolios. The official value of the portfolios is provided by the client’s broker dealer on a monthly basis. These values are presented to each client through a written report that contains: account valuation summary, asset allocation summary, balances, holdings and activity.

When a client places deposits in their investment account, the money only will be invested after the client chooses a single stock/ETF or a selected fund. Clients have the autonomy to sell and withdraw the money through the app.

Item 14: Client Referrals and Other Compensation

Nomad may perform advertising campaigns to attract clients to open accounts on the site. These campaigns may include promotions such as additional account services or products, more favorable fee arrangements or waived advisory fees and reward programs for existing clients who refer new clients to the service. These promotions may cause a conflict of interest if clients refer the service based on the potential benefits these could imply for the client referring the service.

Nomad may also enter into agreements with third parties who are in a position to refer clients to Nomad who will receive a predetermined fee or compensation. If Nomad determines in the future to pay or compensate a third-party for client referrals, this practice will be disclosed in writing to the client and comply with the requirements of Rule 206(4)-1 under the Investment Advisers Act of 1940, as amended, to the extent required by applicable law.

Item 15: Custody

Nomad does not act as a custodian for client assets and does not have physical custody of client funds or securities at any time. DriveWealth serves as the qualified custodian for all client accounts. DriveWealth will provide regular ongoing statements to you showing your securities positions and account activity. You should promptly and carefully review the statements provided by DriveWealth and compare them against the account information available online through the platform and notify us promptly in writing via email or physical mail of any errors or discrepancies.

Nomad will be deemed to have custody of client funds or securities as defined in Rule 206(4)-2 of the Advisers Act (“Custody Rule”) under certain circumstances. For example, Nomad may be deemed to have custody when it is authorized by clients to withdraw advisory fees from client accounts. Nomad will comply with all applicable Custody Rule requirements.

Item 16: Investment Discretion

Nomad’s advisory services are offered on a non-discretionary basis only, meaning the client retains the responsibility for investment decisions.

Item 17: Voting Client Securities

Nomad does not have the authority or responsibility to vote on client's securities.

Item 18: Financial Information

Nomad does not require or solicit the prepayment of any advisory fees, and does not have any adverse financial condition that is reasonably likely to impair our ability to continuously meet our contractual commitments to our clients.

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Form ADV Part 2 Client Wrap Fee Program Brochure

Form ADV Part 2A, Appendix 1: Wrap Fee Program Brochure

NOMAD FINTECH INC

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Item 2: Material Changes

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Financial Information

Item 4: Services, Fees and Compensation

General Information

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Program Description

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Through our mobile app, our clients answer a set of questions to compile their risk profile, and we propose a selected fund that suits the relevant risk profile. In order to obtain a portfolio aligned with the client’s risk profile, Nomad has selected low-cost and best in class ETFs that represent either a multi-asset solution (complete portfolio) or a single asset class solution (e.g. a fixed income ETF), as well as investments in Real Estate Investment Trusts (“REITs”).

Nomad offers non-discretionary investment services (where clients retain the ultimate responsibility for making investment decisions in their accounts). Nomad creates and curates a Basket of single stocks and/or ETFs (hereinafter “The Basket”), in which clients make the ultimate decision regarding the purchase or sale of such securities purchases. This type of service is recommended for clients classified in moderate, conservative and aggressive risk profiles, however, any client can access it at his/her/their sole discretion.

Nomad offers investment management services through wrap fee programs. A wrap fee program has a fee structure that provides clients with advisory and brokerage services for a bundled fee with no additional account activity charges for execution of trades. As such, Nomad charges clients a single bundled fee that covers the investment advisory services it provides, as well as the brokerage and custodial services associated with holding and trading securities provided by DriveWealth LLC.

In order to open a Wrap Fee Program account with Nomad, clients must open a brokerage account with [DriveWealth LLC](#). By entering into an Advisory Agreement with Nomad, clients authorize and direct Nomad to place all trades in clients’ accounts through DriveWealth LLC.

Clients’ access to their funds are generally not affected by Nomad’s trade management practices. Clients can request to deposit or withdraw their money at any time. These money movements are subject to settlement

times of securities, timing of the ACH network, and any additional procedures DriveWealth LLC have in place. When clients deposit to or withdraw money from their account, they are requesting that Nomad purchase or sell available Funds within their account in amounts that reflect the current target allocation of their portfolio.

Fees

A. Overview:

Clients investing in selected funds pay an annualized wrap fee of 1.00% of their daily average account balance charged on a monthly basis. Clients investing in The Basket, will pay a monthly subscription fee of \$5 USD. For certain clients, Nomad's annualized wrap fees may be reduced by discounts and other promotions.

B. Description:

Nomad charges an annual management fee of 1.00% (Advisory Fee) of assets under management on selected funds. Fees due shall be calculated by multiplying the Advisory Fee (divided by 12) by the average daily balance of the Client account. Clients investing in The Basket, will pay a monthly subscription fee of \$5 USD. Except as provided below, the fees due for each calendar month shall be due and payable in arrears no later than the tenth business day of the immediately following calendar month. Nomad will promptly notify Client of any increase or decrease in the Advisory Fee. An increase in the Advisory Fee will be effective for the Account beginning the next month that begins at least 30 days after Nomad sends or posts such notice. A reduction in the Advisory Fee will be effective for the Account starting in the next month following its reduction.

If Client closes the Account, withdraws the entire balance of the Account, or otherwise terminates this Agreement on any date other than the last business day of the month, Client shall pay any outstanding aggregate daily fees for the period from the day immediately following the last day of the last calendar month for which Client has paid, through the effective date of such withdrawal or termination, as of such effective date.

If, for any reason, Nomad shall close and liquidate all the positions held in the Account, Client may receive the proceeds of the liquidated portion of the Account, and this Agreement shall terminate.

If for any reason there is insufficient cash available in the Account to cover Nomad's fees at the time they are charged and deducted from the Account, Nomad, in its sole discretion, may cause Securities in the Account to be liquidated to cover its fees.

Nomad reserves the right, in its sole discretion, to reduce or waive the Advisory Fee for certain Client Accounts for any period of time determined by Nomad. In addition, Client agrees that Nomad may waive its fees for the Accounts of Clients other than Client, without notice to Client and without waiving its fees for Client.

C. Client Fee Considerations:

Clients should consider that, depending on the amount of activity in a client's account and the value of custodial, trade execution, advisory, and other services that are provided under the arrangement, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately or by others.

Other than the Advisory Fee described previously, neither Nomad nor any of its employees receive or accept any compensation, direct or indirect, related to investments sold or purchased for client accounts.

However, due to the nature of the securities or products purchased or sold, clients may also pay other fees or expenses to third parties. The issuers of securities such as ETFs or other similar financial products may charge product fees that affect clients. An ETF typically includes embedded expenses and other fees may include management, legal or accounting fees. Nomad does not benefit directly or indirectly from any such fees. Nomad encourages all Clients to review the prospectus or any other relevant material for such investments to ensure comprehension of applicable fees.

Nomad discloses each ETF's current information via the mobile application.

Item 5: Account Requirements and Types of Clients

Nomad offers its advisory services to individuals, who are not US residents for tax purposes, other registered investment advisers, and pooled investment vehicles other than investment companies as defined by the Investment Company Act of 1940. Once an account is opened, Nomad has a minimum amount of \$100 USD for remittance. After this first remittance, additional investments can be made starting from \$1 USD. For certain clients, Nomad's minimum investment amount may be reduced or waived by discounts and other promotions, in Nomad's sole discretion.

Item 6: Portfolio Manager Selection and Evaluation Advisory

Services

Nomad's advisory services result from the careful evaluation of market conditions, securities opportunities and clients' profiles by its investment staff. The investment decision-making at Nomad is carried out by an Investment Committee. The Investment Committee monitors the portfolios recommended to clients on an ongoing basis and may accordingly make revisions to the investment recommendations. The investment team has the authority to remove, add, or replace any element from the portfolios advised by Nomad. Nomad will maintain research files in connection with its investment recommendations.

Through our mobile app, our clients answer a set of questions to compile their risk profile, and we propose selected funds that suit the relevant risk profile. In order to obtain a portfolio aligned with the client's risk profile, Nomad has selected low-cost and best in class ETFs that represent either a multi-asset solution (complete portfolio) or a single asset class solution (e.g. a fixed income ETF), as well as investments in Real Estate Investment Trusts ("REITs").

Nomad offers non-discretionary investment services (where clients retain the ultimate responsibility for making investment decisions in their account). Nomad creates and curates a Basket of single stocks and/or ETFs (hereinafter "the Basket"), in which clients make the ultimate decision regarding the purchase or sale

of such securities purchases. This type of service is only recommended for clients classified in the most aggressive risk profile, however, any client can access it at his/her/their sole discretion.

Tailored Services

Nomad does not tailor clients' portfolios to their individual financial goals. Instead of that, Nomad classifies their clients according to their risk profile. Risk profile is determined through a set of questions answered by each client. After Nomad has classified a user within a risk profile, Nomad proposes selected funds that suits that risk profile.

On no less than an annual basis, Nomad will prompt clients to review and update the responses to previous responses utilized to assess a client's risk profile, which is in turn utilized to propose selected ETFs. Nomad requests that clients reconfirm their responses as needed and on an annual basis, and encourages clients to update such information on an as-needed basis in response to material life events and changes in status.

The accuracy and quality of the information provided by our clients have a direct impact on the applicability of Nomad's recommendations, therefore, Nomad encourages clients to ensure that risk profile determinants and responses remain as up to date as possible to ensure that Nomad is providing recommendations that align with each client's interests.

Wrap Fee Programs

Nomad offers its services through a wrap fee program in which clients are charged a single bundled fee that covers the investment advisory services it provides, as well as the brokerage and custodial services associated with holding and trading securities provided by DriveWealth LLC.

Clients investing in selected funds pay an annualized wrap fee of 1.00% of their daily average account balance charged on a monthly basis. Clients investing in The Basket will pay a monthly subscription fee of \$5 USD. For more details on this fee please refer to Item 4: Services, Fees and Compensation. For certain clients, Nomad's annualized wrap fee may be reduced by discounts and other promotions.

Performance-Based Fees and Side-by-Side Management

Nomad does not charge any performance fees. Some investment advisers experience conflicts of interest in connection with the side-by-side management of accounts with different fee structures. However, these conflicts of interest are not applicable to Nomad. Our advisory fees are described in Item 5.

Methods of Analysis, Investment Strategies and Risk of Loss

A. Selected Funds

Nomad has defined a scope of asset classes taking into account different regions and subcategories, for each asset class a selection of single stocks, ETFs, and REITs were chosen. Single stocks and ETFs are Nomad's main investment instruments, due to its availability and liquidity. ETFs were chosen bearing in mind their main characteristics which include: Efficiency measured by how well they replicate the index followed, asset class and region, liquidity, expense ratio, and assets under management. Nomad periodically evaluates

stocks and ETFs to maintain the available investment alternatives up to date. This methodology is employed to set up selected funds.

Nomad's platform enables clients to determine their risk profile as the first step to proposing efficient selected funds. Once the clients approve the selected fund(which may be composed of stocks and/or ETFs), the client has the autonomy to invest and sell any amount from US\$1.

B. The Basket

Nomad has defined a broad scope of stocks and ETFs taking into account different sectors, industries, geographies, benchmarks and indexes. Stocks and ETFs were chosen bearing in mind the ability to provide a broad and well diversified offering for the Clients being able to have a balanced portfolio. Nomad periodically evaluates stocks and ETFs to maintain the available investment alternatives up to date.

Clients are responsible for rebalancing their own portfolio in The Basket. This type of service is only recommended for clients classified in the most aggressive risk profile, however any client can access it on its sole discretion.

Risk and loss considerations

Nomad cannot guarantee the level of performance or that any client will avoid a loss of assets. Investing in any type of securities involves the possibility of financial loss that clients should be prepared to bear. Our recommendations are highly reliant on the accuracy of the information provided to Nomad by each client.

The following risks should be taken into account by clients to evaluate Nomad's services. Each one may affect the potential gains or losses on a portfolio and should be considered as possibilities, with regard to the actual probability of occurring and the effect on a portfolio if there is in fact an occurrence.

A. Market Risk:

The price of any security is subject to changes due to reasons that include, but are not limited to, macroeconomic factors, market sentiment, economic developments, interest rates, inflation, regulatory changes and political, demographic and social events. ETFs selection includes exposure to foreign investments, which implies the possible exposure to currency and sovereign risk in foreign countries. Nomad provides risk measures for market risk for each client's portfolios in order to allow our clients a risk assessment.

B. Advisory Risk:

Nomad does not guarantee that the investment decisions provided by our software will necessarily produce the expected results, resulting in a client not being able to achieve the expected objectives.

C. Software Risk:

Nomad's investment advisory services are delivered via its proprietary application. In the event of software or application issues, there is a chance that access to investment information or activity may be limited under such circumstances.

D. Liquidity Risk:

Lack of liquidity on a particular security on a specific market moment may result in the possibility of not being able to sell a security or selling with a significant discount. Nomad selects the possible stocks and ETFs for a portfolio taking into account the liquidity and size of each security, it is possible to encounter moments of illiquid markets.

E. Volatility and Correlation Risk:

Nomad Security selection process is based in part on a careful evaluation performance and volatility to evaluate future probabilities. It is possible that different or unrelated asset classes may exhibit similar price changes in similar directions which may adversely affect a Client's account and may become more acute in times of market upheaval or high volatility. Past performance is no guarantee of future results, and any historical returns, expected returns, or probability projections may not reflect actual future performance.

F. Credit Risk:

Clients are exposed to the risk that financial intermediaries or security issuers may experience financial difficulties that may include default, bankruptcy, insolvency or other credit events, any of which may affect the value of client's portfolios. Nomad limits credit risk by using ETFs, which have certain legal protections such as shareholders having liquidation priority versus the issuer. In addition, exchange trading venues or trade settlement and clearing intermediaries could experience adverse events that may temporarily or permanently limit trading or adversely affect the value of Client securities.

G. Tax Risk:

Government legislation and tax codes and changes that can be introduced by governments may affect the performance of a client's portfolio, either directly or indirectly. Nomad does not deliver financial or tax advisory.

H. Service Providers Risks:

Nomad uses different Service providers in order to provide investment advisory services to clients. In the case a service provider is not able to provide its services to Nomad, it is possible that some features of Nomad services be temporarily stopped or delayed.

I. Risks of Investing in ETFs:

Nomad invests client assets in a type of investment company called an exchange-traded fund ("ETF"). ETFs are a recently developed type of investment security, representing an interest in a passively managed portfolio of securities selected to replicate a securities index, such as the S&P 500 Index or the Dow Jones

Industrial Average, or to represent exposure to a particular industry or sector.

Unlike open-end mutual funds, the shares of ETFs and closed-end investment companies are not purchased and redeemed by investors directly with the fund, but instead are purchased and sold through broker-dealers in transactions on a stock exchange. Because ETF and closed-end fund shares are traded on an exchange, they may trade at a discount from or a premium to the net asset value per share of the underlying portfolio of securities.

As a relatively new type of security, the trading characteristics of ETFs may not yet be fully developed or understood by potential investors. In addition to bearing the risks related to investments in equity securities, investors in ETFs intended to replicate a securities index bear the risk that the ETFs performance may not correctly replicate the performance of the index (Tracking error and tracking difference). Investors in ETFs, closed-end funds and other investment companies bear a proportionate share of the expenses of those funds, including management fees, custodial and accounting costs, and other expenses. Trading in ETF and closed-end fund shares also entails payment of brokerage commissions and other transaction costs.

Furthermore, ETFs can also vary in leverage levels, currency exposure and foreign exchanges, this means the investors can incur in risks related to high volatility, currency exchange rates, market closing times and foreign countries' politics.

J. Real Estate Investment Trust (REITs)

Real estate-related investments may be adversely affected by factors affecting the real estate industry, which may include changes in interest rates and social and economic trends. REITs may also be subject to the risk of fluctuations in income from underlying real estate assets, poor performance by the REITs' managers, prepayments and defaults by borrowers, adverse changes in tax laws, and, for U.S. REITs, their failure to qualify for the special tax treatment granted to REITs.

Although public REITs allow investors to sell their shares on the public exchange market, the investments are less liquid compared to other investments, such as bonds and stocks. There is no secondary market for finding buyers and sellers for the property, and liquidity is only provided through the fund's repurchase offers. Also, there is no guarantee that all the shareholders leaving their investments will be able to sell all or part of the shares they desire to sell in the quarterly repurchase offers. Due to this liquidity risk, investors may be unable to convert stocks into cash at the immediate time of need.

K. Equity Investments:

Price changes may occur in the market, or in a country, industry, or sector of the market. In addition, different types of stocks tend to shift in and out of favor depending on market and economic conditions, and the types of stocks in which client accounts invest may underperform the market. For example, growth stocks can be more volatile than other types of stocks, and the market can undervalue value stocks for long periods of time. Dividends on common stocks are not fixed but are declared at the discretion of an issuer's board of directors. There is no guarantee that a company will pay dividends, or that if paid they will remain at current levels or increase over time.

L. Fractional Shares Trading:

The ETF and Stocks shares purchased or sold on behalf of clients may be either whole shares or fractional shares, depending upon the asset allocation for that client Account. Nomad may invest client accounts in dollar-based quantities, whereby transactions are based on a fixed dollar amount rather than whole shares. Nomad and DriveWealth each reserve the right, at any time and each in its sole discretion, without prior notice to Clients, to limit or stop trading fractional shares. Fractional shares are typically unrecognized and illiquid outside of a client account. Therefore, clients may not transfer fractional shares when closing their account. Fractional shares will be converted to cash upon account closing.

M. Asset Allocation Risk:

Asset allocation decisions can result in more portfolio concentration in a certain asset class or classes, which could reduce overall return if the concentrated assets underperform expectations. The more aggressive the investment strategy used for a client account, the more likely the client account will contain larger weights in riskier asset classes, such as equities. Asset classes can perform differently from each other at any given time (as well as over the long term), so the investment strategy will be affected by its allocation among the asset classes. Depending on market conditions, there may be times when diversified portfolios perform worse than less diversified portfolios. Diversification does not eliminate investment risk.

N. Legislative and Regulatory Risk.

Client accounts may be adversely affected by new (or revised) laws or regulations. Changes to laws or regulations can impact the securities markets, specific industries, individual issuers of securities, and Nomad's determinations with respect to the expected rate of return, value, or creditworthiness of a security.

O. Cybersecurity:

The digital advisory platform poses the risk of actual and attempted cyber-attacks, including denial-of-service attacks, harm to technology infrastructure and data from misappropriation or corruption, and reputational harm. Due to Nomad's interconnectivity with DriveWealth and other third-party vendors, Nomad, and thus indirectly the client accounts, could be adversely impacted if any of them is subject to a cyber-attack or other information security event. Although Nomad takes protective measures and endeavors to modify them as circumstances warrant, its computer systems, software, and networks may be vulnerable to unauthorized access, misuse, computer viruses or other malicious code, and other events that could have a security impact, or render Nomad unable to transact business on behalf of client accounts.

P. Technology and Operational Risk:

The digital platform depends heavily on information technology and other operational systems. Shortcomings or failures in internal processes or systems of Nomad, DriveWealth, and other third parties integrated into the digital platform and other external events impacting those systems, and human error pose the risk of underperformance (or the possibility of no returns) of the digital platform. Operational risk can arise from many factors ranging from routine processing errors to potentially costly incidents such as major system failures.

Limited Nature of Program

The digital platform offered by Nomad is not intended as a complete investment program for every Client. The advice is provided exclusively on assets in the digital platform and does not consider other investments the Client may have. Nomad may ask fewer questions and elicit less information than clients might be asked through a traditional advisory program. As a result, the use of the answers provided in response to client questionnaires to propose a recommended portfolio for a client may result in a different recommendation than if the client completed a longer questionnaire and/or had an in-person interview with an adviser.

Voting Client Securities

Nomad does not have the authority to vote client's securities

Item 7: Client Information Provided to Portfolio Managers

Because Nomad manages all client portfolios directly, there are no other portfolio managers with whom Nomad needs to share client information.

Item 8: Client Contact with Portfolio Managers

Clients should consider that Nomad primarily uses electronic rather than telephonic means to provide customer support. Clients should consider that such customer support is educational in nature only, and clients will generally not interact directly with such investment advisory personnel.

In addition to Nomad's customer service personnel, Nomad has a frequently asked questions site <https://benomad.zendesk.com/hc/en-us>. The information provided in this site is designed to address commonly asked questions clients have about their accounts and the advisory service Nomad provides.

Item 9: Additional Information Disciplinary

Information

Nomad and its employees do not have any legal, financial, regulatory, or any other disciplinary item to report to any client.

- A.** There have been no criminal or civil actions in a domestic, foreign or military court of competent jurisdiction involving either Nomad or a management person.
- B.** There have been no administrative proceedings before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority involving either Nomad or a management person.
- C.** There have been no self-regulatory organization (SRO) proceedings involving either Nomad or a management person.

Other Financial Industry Activities and Affiliations

- A.** Nomad has an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B.** Neither Nomad nor any of its management persons are registered or have pending registrations as a futures commission merchant, commodity pool operator, a commodity-trading adviser, or as an associated person of the foregoing list.
- C.** Neither Nomad nor its management persons have relationships with other entities in the financial services industry that materially affect Nomad's advisory business or its clients.
- D.** Nomad does not recommend or select other investment advisers.

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

Nomad has established a code of ethics that requires all of its supervised persons to behave with the highest standard of honest conduct and business ethics, acting fiduciary to its Clients, always placing client's interest ahead of its own and requiring careful management of any perceived or actual conflict of interest that may arise in relation to its advisory services. A copy of Nomad's code of ethics is available upon request.

Each new Nomad's Employee receives a copy of the Code of ethics when hired. Nomad sends copies of any amendments to the Code to all Supervised Persons. Annually or as otherwise required, each Supervised Person must confirm that he or she has complied with the Code during such preceding period.

Nomad does not buy Securities for its own account so no conflict exists at the firm level.

Directors of Nomad and Supervised Persons may own Securities that are also owned by Clients. Certain Supervised Persons may be Clients of Nomad and to the extent they are, they will receive recommendations at the same time as similarly situated Clients. In addition, Nomad only recommends stocks and ETFs, which are liquid and therefore generally would not create conflict of interest situations.

Review of Accounts

Nomad reviews each client's account, target selected funds on a quarterly basis through the Investment Committee which seek to ensure that: (i) each client's account is aligned with the portfolios he or she is invested in, (ii) the selected funds are still aligned with the risk profile. This review process may trigger a rebalance. Factors that result in rebalancing may include, but are not limited to, market movements, significant changes in some assets that a client holds or changes in a client's risk profile.

Nomad provides permanent access to the client's accounts which reflects the value of portfolios. The official value of the portfolios is provided by the client's broker dealer on a monthly basis. These values are presented to each client through a written report that contains: account valuation summary, asset allocation summary, balances, holdings and activity.

When a client places deposits on their investment account, the money only will be invested after the client chooses a single stock/ETF or a selected fund. Clients have the autonomy to sell and withdraw the money through the app.

Client Referrals and Other Compensation

Nomad may perform advertising campaigns to attract clients to open accounts on the site. These campaigns may include promotions such as additional account services or products, more favorable fee arrangements or waived advisory fees and reward programs for existing clients who refer new clients to the service. These promotions may cause a conflict of interest if clients refer the service based on the potential benefits these could imply for the client referring the service.

Nomad may also enter into agreements with third parties who are in a position to refer clients to Nomad who will receive a predetermined fee or compensation. If Nomad determines in the future to pay or compensate a third-party for client referrals, this practice will be disclosed in writing to the client and comply with the requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended, to the extent required by applicable law.

Financial Information

Nomad does not require or solicit the prepayment of any advisory fees, and does not have any adverse financial condition that is reasonably likely to impair our ability to continuously meet our contractual commitments to our clients.