Item 1 – Cover Page

Worthen Financial Advisors, Inc.

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worthenfinancial.com

October 20, 2026

This Brochure provides information about the qualifications and business practices of Worthen Financial Advisors, Inc. If you have any questions about the contents of this Brochure, please contact us at 832-895-1188. 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.

Worthen Financial Advisors, Inc. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Worthen Financial Advisors, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Worthen Financial Advisors, Inc. is 316622.

Item 2 – Material Changes

This Item of the Brochure discusses only specific material changes that have been made to the Brochure since the last annual update and provides clients with a summary of those changes.

The "material changes" made to this Brochure are set forth below since our last delivery or posting of the Brochure on the SEC's public disclosure website at www.adviserinfo.sec.gov.

- *Item 5 Financial Planning and Consulting Services* **–** Updated for negotiated fee up to $7500 based on complexity and planning needs and added disclosure of conflict of interest.

We will further provide you with a new Brochure as necessary, based on changes or new information, at any time, without charge. You may request our Brochure by contacting Angela Johnson, Chief Compliance Officer at Worthen Financial Advisors, Inc., at 832-895-1188. Additional information about Worthen Financial Advisors, Inc. is also available via the SEC's website www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated with Worthen Financial Advisors, Inc. who are registered or are required to be registered, as investment adviser representatives of Worthen Financial Advisors, Inc.

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Item 4 – Advisory Business

Worthen Financial Advisors, Inc. ("Worthen," "Firm," "us," "we," or "our") is owned by Angela Johnson and has been providing advisory services since August 2021.

Investment Management Services:
Worthen manages investment portfolios for individuals, high-net-worth individuals, trusts, businesses, and qualified retirement plans on a discretionary or non-discretionary basis. Worthen will collaborate with a client to determine the client's investment goals and objectives, risk tolerance, and financial situation to create a portfolio strategy. Our objective is to help clients clarify the purposes for their wealth, both in the near and long term. Worthen may implement client portfolios through various custodians and platforms, including web-based portfolio management solutions.

Worthen will typically create a portfolio of passive and/or evidence-based mutual funds and Exchange Traded Funds (ETFs) and uses model portfolios if the models match the client's investment situation. Worthen will allocate the client's assets among various investments, taking into consideration the overall management style selected by the client.

Worthen uses investment and portfolio allocation software to evaluate alternative portfolio designs and recommend or referring a third-party adviser or mutual fund company, if appropriate. Worthen collaborates with new clients to develop a plan to transition from the client's existing portfolio to the portfolio recommended by Worthen. Investment management is the process of aligning the goals in a client's financial plan with targeted investment strategies.

Worthen will then continuously monitor the client's portfolio holdings and the overall asset allocation strategy and hold review meetings with the client regarding the account, as necessary. Clients should notify Worthen promptly if there are any changes in financial situation or investment objectives, or if Clients wish to impose any reasonable restrictions upon the management of your account.

Worthen manages mutual fund and equity portfolios on a discretionary or non-discretionary basis. A client may impose any reasonable restrictions on the types of securities in which Worthen may invest the client's assets and on specific securities, which the client may believe to be appropriate.

Clients may also engage Worthen to manage and/or advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer-sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, Worthen will direct or make recommendations for the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or custodian for the plan trustee or administrator, and clients retain responsibility for effecting trades in these accounts.

Investment Products
Worthen primarily recommends mutual funds and ETFs that follow a passive asset-class investment philosophy with low holdings turnover. Client portfolios may also include some individual equity securities in situations where disposition of these securities would present an overriding tax implication, or the client specifically requests they be retained for a personal reason. With some exceptions, Worthen can offer advice on most types of investments owned by a client and, at the specific request of a client, will explore investment options not currently owned by a client.

Use of Third-Party Money Managers/Sub-Advisers:

Focus Partners Advisor Solutions
Worthen has retained Focus Partners Advisor Solutions (f.k.a. Buckingham Strategic Partners), a strategic service provider, to function as a sub-advisor for certain client accounts. Focus Partners Advisor Solutions shall provide various model asset allocation portfolios (each a "Portfolio," collectively "Portfolios") for selection by Worthen. Each Portfolio strives to achieve

long-term risk and return objectives through diversification among multiple asset classes using investment options available to Focus Partners Advisor Solutions, which may include, but not limited to, mutual funds and/or exchange-traded funds from Dimensional Fund Advisors LP, Bridgeway Capital Management, Inc., AQR Capital Management, LLC, The Vanguard Group, Inc., Stoneridge Asset Management, LLC, or other providers selected by Focus Partners Advisor Solutions. Each Portfolio is designed to meet a particular investment goal, which Worthen has determined is suitable based on the client's circumstances. Once the appropriate Portfolio(s) have been determined, the Portfolio will be continuously managed based on the portfolio's goal, and Focus Partners Advisor Solutions will have discretionary authority to manage the Portfolio(s), including periodic rebalancing. However, Worthen, on behalf of its client, will have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Should material life events occur, clients should immediately contact Worthen to determine if changes to an account and the allocation of the assets held in the account are necessary.

Worthen may also recommend fixed income portfolios to investment management clients, which consist of managed accounts of individual bonds, agencies, treasuries, brokered CDs, TIPS, and municipal bonds. For client portfolios, clients should be aware that the authority for Worthen to retain a fixed income manager is provided in the signed advisory agreement. The fixed income securities manager will be provided with the discretionary authority to invest client assets in fixed income securities consistent with the client's investment goals and objectives, as well as risk tolerance and financial situation. The fixed income manager will also monitor the account for changes in credit ratings, security call provisions, and tax loss harvesting opportunities (to the extent that the manager is provided with cost-basis information).

Worthen may recommend or utilize separately managed account strategies, under which we may allocate client assets to tax-aware equity single managed account ("SMA") strategies managed by AQR Capital Management, LLC ("AQR"), an unaffiliated investment manager. These strategies are available through Focus Partners Wealth, LLC, a sponsor of the platform that facilitates access to the AQR SMA strategies, coordinates account administration, and provides certain operational, reporting, and administrative services. These SMA strategies are generally designed to provide customized portfolio management at the individual account level and may include systematic investment processes, tax-aware trading, and portfolio customization. Worthen is responsible for determining if the SMA strategy is appropriate for a client and retains discretion to allocate assets among strategies. Worthen is responsible for determining whether the strategy is appropriate for clients based on the clients' investment objectives, risk tolerance, liquidity needs, tax considerations, and for monitoring the ongoing suitability of the allocation within the client's overall portfolio. AQR serves as the investment manager for the SMA strategies and is responsible for day-to-day investment decisions, portfolio construction, and trading within the SMA accounts, subject to the strategy's stated investment mandate.

Betterment Digital Wealth Management:
Worthen has contracted Betterment for Advisors, a digital wealth management platform that generally serves independent investment advisory firms and advisors. Worthen recommends that certain clients invest in model portfolios offered through Betterment LLC ("Betterment"), a registered investment advisor. MTG LLC, dba Betterment Securities ("Betterment Securities"), a registered broker-dealer and member of FINRA and SIPC, serves as broker-dealer and custodian. Betterment and Betterment Securities are not a "Related Person" of Worthen. For model portfolios designed and maintained by Betterment, Betterment is responsible for investing clients' assets into the selected model portfolio and rebalancing as needed. Worthen will assist clients with the oversight and monitoring of Betterment and its model portfolios.

The services provided by Betterment include:

- Goal-Based Investment Management: Betterment's goal-based investment platform allows Advisors and Clients to identify multiple investment goals for each Client, each with specific portfolio allocations.
- Portfolio Construction Tools: Worthen and our Clients have access to a set of Betterment-constructed portfolio strategies, third-party model portfolio strategies, or, if applicable, Advisor-constructed custom portfolio strategies (described below), each of which is comprised of low-cost, index-tracking exchange-traded funds or mutual funds (the latter only for advisors who are approved to construct portfolios with Dimensional Fund Advisors mutual funds), and are able to customize the risk level for each investment goal (collectively "traditional securities portfolios");
- Automated Investment Management Services: Betterment's algorithms automate back-office tasks such as trading, portfolio management, and account rebalancing.

- Website and Mobile Application: Betterment's website and mobile application provide a platform for account access and monitoring, and delivery of account documentation and notices; and
- Advisor Dashboard: Advisors have access to a dashboard for purposes of monitoring and managing Client accounts.

Through Betterment's platform, custom portfolio strategies ("Custom Portfolios"), Worthen may construct Custom Portfolios using our own investment methodologies, and our Clients can use Betterment's automated advice features, including automatic rebalancing, dividend reinvestment, tax loss harvesting, and asset location services. Worthen, and not Betterment, is responsible for managing any goal for which a Custom Portfolio is elected based on a Client's financial situation and investment objectives. In addition, Worthen, and not Betterment, is responsible for disclosing to Clients any limitations to Betterment's features caused by the election of a Custom Portfolio strategy.

Betterment for Advisors offers several account types to Worthen and our Clients, such as taxable investing accounts, individual retirement accounts (IRAs), and cash management accounts (Cash Reserve). If our Client is also employed by a company that utilizes Betterment's 401(k) offering, Betterment at Work, Worthen may also manage the Client's Betterment 401(k) account if the Client delegates investment management authority of their 401(k) to Worthen. Worthen can also view Clients' Betterment checking account in their Advisor Dashboard and can also view Clients' health savings accounts (HSAs) if the Client has a Betterment HSA through their employer.

Tailored Services and Investment Restrictions

To use Betterment for Advisors' services, Clients and/or Worthen must inform Betterment of their financial situation and preferences through Betterment's online application. To set up an investing account through the Betterment platform, Worthen and/or their Clients must select an investment goal, select a portfolio strategy (or follow the Advisor's pre-set default portfolio strategy), and set an allocation (the risk level of the portfolio which corresponds to a ratio of stock to bonds), and may provide additional details about the Client's investment objectives within Betterment's interface.

Worthen can also restrict the securities purchased for Client accounts by electing Betterment's Flexible portfolio strategy or Worthen's Custom Portfolio strategy to choose their own asset classes and adjust allocation weights. Clients and/or their Advisors can influence Betterment's discretionary management of their account by turning on or off several of Betterment's automated portfolio management features.

On an ongoing basis, Worthen will answer clients' inquiries regarding their accounts and review periodically with clients the performance of their accounts. Worthen will periodically, and at least annually, review clients' investment goals and objectives, risk profile, and discuss the rebalancing of each client's accounts to the extent appropriate. Worthen will provide the investment manager with any updated client financial information or account restrictions necessary for the investment manager to provide sub-advisory services.

Employee Benefit Retirement Plan Services:

Worthen also provides advisory services to participant-directed employee retirement benefit plans through third-party administration services, which are online bundled service providers that offer plan sponsors the opportunity to provide their participants with daily account access, valuation, and investment education. Worthen will analyze the plan's current investment platform and assist the plan in creating an investment policy statement defining the types of investments to be offered and the restrictions that may be imposed. Worthen will recommend investment options to achieve the plan's objectives, provide participant education meetings, and monitor the performance of the plan's investment vehicles.

Worthen will recommend changes in the plan's investment vehicles as may be appropriate from time to time. Worthen will generally review the plan's investment vehicles and investment policy, as necessary.

Worthen works in coordination and support with Focus Partners Advisor Solutions or Betterment under the Betterment For Business ("B4B") platform to offer these services. Retirement plan clients will engage both Worthen and their selected retirement plan partner.

Focus Partners Advisor Solutions will provide the client additional discretionary investment management services and will exercise discretionary authority to select the plan investments made available to the plans' participants by selecting and maintaining the plans' investments according to the goals and investment objectives of the plan.

B4B provides administrative and recordkeeping services to Plans, including preparing plan documents, performing annual compliance testing, and preparing drafts of certain tax and Department of Labor forms. To the extent a Plan delegates to B4B certain responsibilities required to be performed by the Plan "administrator" as that term is defined in Section 3(16) of ERISA, B4B will provide such services as a fiduciary under ERISA. B4B offers the Betterment services indicated above and, in addition, prepares an Investment Policy Statement ("IPS") for each plan, including the designation of a qualified default investment alternative ("QDIA"), and manages participant accounts on a discretionary basis under a limited power of attorney.

Worthen will continue to work with plans to monitor plan investments, provide fiduciary plan advice, including regular consideration of the plan's goals and objectives, and provide participant education services to the plan.

American Funds
Worthen recommends that certain clients invest directly into shares of the American Funds, a mutual fund company offered through The Capital Group Companies, Inc. The American Funds Model Portfolios Program ("American Funds Program") is a mutual fund advisory service that provides clients the opportunity to allocate assets among various asset classes that cover a variety of investment objectives (each an American Funds "Model"). The American Funds Program invests exclusively in American Funds mutual funds. American Funds is utilized for clients who do not require a full-service brokerage account platform but instead seek a mutual fund-only account, such as a 529 plan, Simple IRA account, or Simplified Employee Pension (SEP) IRA account. The American Funds Program is managed on a non-discretionary basis according to the client's individual needs, goals, and objectives. Client accounts opened at and held by the American Funds will receive statements and reports directly from American Funds, and Worthen will work to assist clients in the oversight and monitoring of American Funds.

Financial Planning and Consulting Services:
In addition to investment management services, Worthen offers an ongoing financial planning and monitoring digital service for clients who desire professional financial planning and support in areas including income and estate tax planning, business sale structures, college financial planning, retirement planning, insurance analysis, personal cash flow analysis, establishment and design of retirement plans, and trust designs, among other things. Clients who choose this service will engage us to design and monitor a financial plan and provide ongoing financial planning and monitoring services. Clients receiving ongoing financial monitoring will have access to a subscription-based membership site and app with the availability of advice.

Should a client choose to implement the recommendations in the plan, Worthen suggests the client work closely with his/her attorney, accountant, or insurance agent. Implementation of financial plan recommendations is entirely at the client's discretion. Clients are encouraged to review their plan on a regular basis, especially if there are any changes in their financial situation, goals, needs, or investment objectives.

Third-Party Technology Platforms and Account Aggregation.
Worthen utilizes third-party technology platforms to assist in providing advisory services to clients. Worthen uses Envestnet to support portfolio management and performance reporting. This system may allow the firm to generate reports and provide clients with a consolidated view of investment accounts held with the firm's custodian. Worthen also uses financial planning software provided by Elements to assist in developing and monitoring clients' financial plans. The Elements platform may allow clients to link external financial accounts, such as bank accounts, brokerage accounts, credit cards, or loans to provide a consolidated financial overview for planning purposes. These connections are facilitated through third-party data connectivity providers such as Plaid. Accounts linked through the Elements platform may include accounts that are not held with Worthen's custodians and are not managed by Worthen.

Unless Worthen separately agrees in writing to provide advisory services regarding a linked account, the display of that account through an aggregation platform does not mean that Worthen manages, monitors, reconciles, or accepts responsibility for the account or the accuracy of its reported information. Clients should review statements issued directly by

the financial institution maintaining the account and promptly inform Worthen of any material error or change relevant to the advice Worthen provides.

Third-Party Meeting Technology and AI-Assisted Meeting Applications.
As part of Worthen's advisory services, we may utilize secure third-party communication technology to conduct telephone, video, and virtual meetings with clients. These technologies may include features that allow meetings to be recorded or transcribed and may incorporate artificial intelligence-assisted note-taking or transcription capabilities to facilitate the preparation of accurate meeting summaries and documentation. Worthen will provide notice when a meeting is being recorded or transcribed. Where required by applicable law, Worthen will obtain the consent of meeting participants before activating the applicable recording or transcription function. A client may ask Worthen to disable an AI-assisted note-taking or transcription feature, although doing so may require Worthen personnel to document the meeting through other means. Worthen maintains policies and procedures designed to safeguard Client Confidential Information and conducts risk-based diligence and oversight of service providers that receive or process client information. Worthen seeks to require such providers, through applicable contractual arrangements, to use client information only to provide services to Worthen and to maintain appropriate confidentiality and information-security protections.

WRAP PROGRAM
Worthen does not manage or sponsor a wrap program. However, Worthen may refer suitable clients to third-party investment advisors that do offer wrap fee programs.

ASSETS UNDER MANAGEMENT
As of December 31, 2025, Worthen managed $47,905,274 on a non-discretionary basis.

Item 5 – Fees and Compensation

In certain circumstances, all fees, account minimums, and their applications to family circumstances may be negotiable. Advance fee payments will never exceed $500 for work that will not be completed within six months.

Worthen Financial Advisor Fee Schedule
The tiered annual fee for investment management services will be charged as a percentage of assets under management, according to the schedule below:

Assets Under Management	Annual Fee (%)
$0 - $499,999	1.15%
$500,000 - $999,999	0.90%
$1,000,000 - $2,999,999	0.75%
$3,000,000 - $4,999,999	0.60%
$5,000,000 - $9,999,999	0.55%
On all amounts thereafter	0.50%

All accounts for members of the client's family (husband, wife, and minor children) or related businesses may be assessed fees based on the total balance of all accounts.

Worthen generally requires a minimum account size of $250,000 to open and maintain an investment management account with a third-party advisory platform provider. For accounts under $250,000, a monthly financial ongoing monitoring fee of $249 and a percentage of assets under management fee, based on the above fee schedule, is assessed until the agreed-upon household assets under management are met. Once agreed-upon assets under management are met, Worthen may waive its

ongoing monthly financial monitoring fee at Worthen's sole discretion. Worthen does not assess account opening and/or administration fees to initiate our investment management services.

Worthen Financial Advisory, in its sole discretion, may negotiate a lesser monthly financial monitoring fee or account minimum based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, etc.).

American Funds

American Funds mutual funds are traded with no transaction fees. American Fund Services is responsible for calculating advisory fees based upon Client's cumulative asset values (including all account types and share classes under the program and are calculated on the last days of February, May, August, and November) and is deducted from the Client's account and paid to Worthen after the last day of the prior calendar quarter. Worthen will assess its advisory fee on a quarterly basis, in arrears, per the above Worthen Financial Advisor fee schedule and assessed pro rata depending on when services commence. The fee is calculated by multiplying the account's average daily balance by the associated fee's basis points, then multiplying by the number of days in the service quarter (90, 91, or 92) and dividing the result by the number of days in the year (typically 365). *Formula* (average daily balance) x (applicable number of basis points)) ÷ 365. Clients invested with American Funds are subject to a $10 setup fee and $10 annual fee directly to American Funds (not to Worthen), but not subject to any additional trading-related fees through the American Funds platform. The client must acknowledge and agree to allow American Funds to liquidate shares of the funds held to cover any applicable advisory or account service fees. Clients utilizing this service will have assets custodied at The Capital Group Companies, Inc. ("custodian").

Focus Partners Advisor Solutions

Worthen has contracted with Focus Partners Advisor Solutions for sub-advisory services with respect to clients' accounts. Clients utilizing this service will have assets custodied at Charles Schwab & Co., Inc. ("custodian"). Worthen has also contracted with Focus Partners Advisor Solutions for services including trade processing, management fee collection, record maintenance, report preparation, marketing assistance, and research.

For Investment Management and Employee Benefit Plan Services, Worthen will request authority from the client to receive quarterly payments directly from the client's account held by the independent custodian. Clients will provide written limited authorization to withdraw fees from the client's account held at Schwab. Investment Management and Employee Benefit Plan clients will be invoiced in advance at the beginning of each calendar quarter based on the value (market value based on independent, third-party sources or fair market value in the absence of market value. Client account balances on which Worthen calculates fees may vary from account custodial statements based on independent valuations and other accounting variances, including mechanisms for including accrued interest in account statements of the client's account at the end of the previous quarter. New accounts are charged a prorated fee for the remainder of the quarter in which the account is opened.

Worthen pays a fee for Focus Partners Advisor Solutions services based on management fees paid to Worthen on accounts which use Focus Partners Advisor Solutions. The fee paid by Worthen to Focus Partners Advisor Solutions consists of a portion of the fee paid by clients to Worthen and varies based on the total client assets sub-advised by Focus Partners Advisor Solutions through Worthen. Focus Partners Advisor Solutions fees are not separately charged to advisory clients. The fee charged by Worthen to its clients includes all sub-advisory fees charged by Focus Partners Advisor Solutions and is deducted from the client's account at Schwab by Focus Partners Advisors, and our portion of the overall fee is paid directly by Focus Partners Advisors to our firm. The specific way in which Worthen charges fees is established in a client's written agreement with Worthen.

Clients will receive custodial statements showing the advisory fees debited from their account(s). Certain third-party administrators will calculate and debit Worthen's fee and remit such fee to Worthen.

The AQR Flex SMA strategy requires a minimum account size of $1.5 million in assets under management. Clients who participate in the AQR Flex SMA strategy will pay Worthen a management fee as per the Worthen Financial Advisor fee

schedule and a management fee to AQR for managing the strategy. Through Focus Partners Advisor Solutions, clients will be charged a reduced AQR management fee based on the fee schedule and strategy annually, calculated as a percentage of assets invested in the strategy. The AQR management fee is deducted directly from the client's SMA account and is in addition to our advisory fee. As a result, clients participating in the AQR Flex SMA strategy will pay higher aggregate advisory costs than clients who do not utilize this service. Fees are paid quarterly in arrears and are custodied at either Schwab or Fidelity. Fees for a period less than a full quarter shall be prorated based on the partial quarter.

Fidelity- AQR Flex All In Costs

	Mgmt Fees	Financing	Commission	All in Cost
Flex 145	0.325%	0.270%	0.020%	0.615%
Flex 200	0.925%	0.600%	0.060%	1.585%
Flex 250	1.425%	1.900%	0.100%	2.425%
Flex 300	1.925%	1.200%	0.140%	3.265%

Schwab at 95 bps- AQR Flex All in Costs

	Mgmt Fees	Financing	Commission	All in Cost
Flex 145	0.325%	0.428%	0.00%	0.753%
Flex 200	0.925%	0.950%	0.00%	1.875%
Flex 250	1.425%	1.425%	0.00%	2.850%
Flex 300	1.925%	1.900%	0.00%	3.825%

Employee Benefit Retirement Plan Services:
The annual fee for plan services will be charged as a percentage of the plan's assets.

Following is the fee schedule for Retirement plan clients engaging both Worthen and Focus Partners Advisor Solutions.

Assets Under Management	Focus Partners Annual Fee	Worthen Financial Advisors, Inc.'s Annual Fee	Total Annual Fee
On the first $1,000,000	0.20%	0.70%	0.90%
On the next $4,000,000	0.15%	0.45%	0.60%
On the next $5,000,000	0.08%	0.25%	0.33%
On all amounts above $10,000,000	0.05%	0.15%	0.20%

Clients utilizing this service will have assets custodied at Charles Schwab & Co., Inc. ("Schwab"). Fees are calculated and billed at the beginning of each calendar quarter based on the total value of the assets in the client account(s) at the close of the last business day of the preceding quarter. Upon termination of your account, you will receive a pro-rata refund representing the period from the termination date to the end of the quarter.

Betterment for Advisors Platform:
Betterment charges an asset-based wrap fee on amounts invested via the Betterment for Advisors Platform that is tiered based on the aggregate balance of all Worthen client accounts at Betterment. The services included for the wrap fee include all the services provided by Worthen, Betterment, and Betterment Securities through the Betterment for Advisors platform, including advisory services, custody of assets, execution and clearing of transactions, and account reporting. Betterment collects wrap fees directly from Clients pursuant to the terms of the sub-advisory agreement between Betterment and each Client. The asset-based wrap fee is charged quarterly in arrears based on the client's average daily Betterment account balance

during the prior quarter. If an advisory agreement becomes effective at any time other than the first day of a calendar quarter, advisory fees will apply on a pro rata basis based on the number of days in the quarter during which the advisory agreement was in effect. Betterment remits Worthen's portion of the fee directly to Worthen.

Clients invested with Betterment will pay an annual platform fee of 0.20% of the assets on Betterment's platform directly to Betterment (not to Worthen). This fee is in addition to the annual advisory fee charged directly by Worthen. Clients utilizing the Betterment for Advisors platform may pay a higher aggregate fee than if the advisory, custodial, trade execution, and other services were purchased separately.

Additional information regarding Betterment's fees and compensation is described in Betterment's Form ADV Part 2A and Appendix 1 of Form ADV Part 2A.

Other Fees and Expenses

Worthen's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses, which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third-party investment and other third parties, such as manager fees, custodial fees, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange-traded funds also charge internal management fees, which are disclosed in a fund's prospectus. These fees will generally include a management fee and other fund expenses. All fees paid to Worthen for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders. Such charges, fees, and commissions are exclusive of and in addition to Worthen's fee, and Worthen shall not receive any portion of these commissions, fees, and costs.

Termination

After entering into the Agreement with Worthen, you have the right to terminate the Agreement without penalty within five (5) business days. Thereafter, either party may terminate the Agreement at any time and for any reason, upon thirty (30) days' written notice to the other party. Upon termination of any account, Worthen shall be entitled to a prorated fee based on the number of days remaining in the quarter, or any prepaid, unearned fees will be promptly refunded.

Financial Planning and Consulting Services:

We offer new clients a one-time, comprehensive financial planning service to evaluate their overall financial situation and provide actionable recommendations. This service typically includes, as applicable, analysis of retirement planning, cash flow, investments, and tax considerations. Clients engaging us for this service will receive a written financial plan summarizing our findings and recommendations. After delivery of the plan, clients may elect to:

- Implement the recommendations independently; or
- Engage us for ongoing investment management and financial planning services.

We charge a negotiated flat fee of up to $7,500 for our financial planning services, based on the complexity of each client's financial circumstances and planning needs. Fees are negotiated individually with each client and agreed upon prior to the commencement of services. Invoices are due upon receipt, with fifty percent 50% of the agreed-upon fee due upfront, with the remaining fifty percent (50%) due prior to or upon presentation of the completed financial plan to the client. If a client chooses to engage us for ongoing investment management services or enrolls in WFA's monthly subscription-based financial planning and monitoring service prior to or upon presentation of plan delivery, the remaining fifty percent (50%) of the financial planning fee shall be waived. Our ongoing investment management services are billed separately based on our asset-based fee schedule. This arrangement creates a conflict of interest because WFA has a financial incentive to recommend these additional services, from which WFA receives ongoing compensation. Clients are not obligated to engage WFA for ongoing investment management services or enroll in its monthly subscription-based financial planning and monitoring service and may elect to receive financial planning services on a standalone basis.

Subscription-Based Financial Planning and Consulting Services:

Worthen provides a Subscription-Based Financial Planning and Monitoring Program ("Subscription Program") that offers an array of financial planning and wealth management services, selected by you, on an ongoing basis to help you adhere to your

plan and achieve stated goals and objectives for a fixed monthly fee. Services provided may encompass potential areas of focus, including, but not limited to, identifying current and future expenses, cash flow, insurance review and needs analysis, employee benefits, retirement plan review, investment review, retirement planning, income planning strategies, Social Security, estate planning, long-term care planning, and tax planning. The nature and frequency of reporting, meetings, written plans, and other specific services are described and agreed upon in the Subscription Program Agreement. A thorough understanding of your total assets and obligations, income, and expenses is integral to the advice and services we provide.

Investment Management Services are not offered through the Subscription Program. Investment management is covered by a separately executed Investment Management Agreement.

The Subscription Program fee is $249 per month in advance. Subscription Program fees are invoiced and payable through AdvicePay (a third-party payment processor). AdvicePay's system is designed to maximize data security at every level of payment processing. The Subscription Program may be canceled at any time. A refund of the entire month in which the Subscription Program is canceled will be refunded, and online access is terminated.

Worthen's investment management services may include our Subscription Program services on a reduced or no-cost basis as negotiated in Worthen's sole discretion. The Subscription Program is comprehensive, covering substantially all aspects of the investment management client's personal financial situation and, importantly, takes into consideration the complex interactions of the many areas involved.

Clients are not obligated to implement any recommendations made by Worthen or maintain an ongoing relationship with Worthen. If the Client elects to act on any of the recommendations made by Worthen, the Client is under no obligation to implement the transaction through Worthen.

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

Worthen does not charge any performance-based fees (fees based on a share of capital gains on, or capital appreciation of the assets of a client) or engage in side-by-side management. All fees are calculated as described above.

Item 7 – Types of Clients

Worthen provides services to individuals, high-net-worth individuals, trusts, and small businesses. In general, we request a minimum of $250,000 to open and maintain an investment management account, as certain Model Portfolios may require a higher minimum account size. In Worthen's sole discretion, we may waive this minimum account size. For example, we could waive the minimum if you appear to have significant potential for increasing your assets under our management. Worthen will also combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts to meet the stated minimum.

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

Methods of Analysis and Investment Strategy

Worthen's services are based on long-term investment strategies incorporating the principles of Modern Portfolio Theory. Worthen's investment approach is firmly rooted in the belief that markets are "efficient" over periods of time and that investors' long-term returns are determined principally by asset allocation decisions, rather than market timing or stock picking. Worthen recommends diversified portfolios, principally through the use of passively managed, asset-class mutual funds and ETFs. Worthen selects or recommends to clients' portfolios of securities, principally broadly-traded open-ended mutual funds, or conservative fixed income securities to implement this investment strategy.

Although all investments involve risk, Worthen's investment advice seeks to limit risk through broad diversification among asset classes and, as appropriate for particular clients, the investment directly in conservative fixed income securities to represent the fixed income class. Worthen's investment philosophy is designed for investors who desire a buy-and-hold

strategy. Frequent trading increases brokerage and other transaction costs, which Worthen's strategy seeks to minimize.

In the implementation of investment plans, Worthen therefore primarily uses mutual funds, ETFs, and as appropriate, portfolios of conservative fixed income securities.

Clients may hold or retain other types of assets as well, and Worthen may offer advice regarding those various assets as part of its services. Advice regarding such assets will not generally involve asset management services, but may help to generally assist the client.

Worthen's strategies do not use securities that we believe would be classified as having any unusual risks, and we do not recommend frequent trading, which can increase brokerage and other costs and taxes.

Worthen receives supporting research from Focus Partners Advisor Solutions and from other consultants, including economists affiliated with Dimensional Fund Advisors ("DFA"). Worthen utilizes DFA mutual funds in client portfolios. DFA mutual funds follow a passive asset class investment philosophy with low holdings turnover. DFA provides historical market analysis, risk/return analysis, and continuing education to Worthen.

Worthen recommends third-party investment advisers based on the client's investment objectives, financial situation, and their management style. We assist and advise the client to determine the allocation based on the client's investment objectives. The third-party investment adviser then implements this allocation. We provide ongoing monitoring and have an overall relationship with the client. We recommend third-party investment advisers based on team stability, process and style consistency, portfolio risk profiles, and performance. We also draw on our experience to make important assessments of an organization's business and management skills, leadership abilities, and judgment.

Analysis of a Client's Financial Situation

In the development of investment plans for clients, including the recommendation of an appropriate asset allocation, Worthen relies on an analysis of the client's financial objectives, current and estimated future resources, and tolerance for risk. To derive a recommended asset allocation, Worthen may use a Monte Carlo simulation, a standard statistical approach for dealing with uncertainty. As with any method used to project the future, several risks may prevent the client from achieving their financial goals. They include:

- The risk that expected future cash flows will not match those used in the analysis.
- The risk that future rates of return will fall short of the estimates used in the simulation.
- The risk that inflation will exceed the estimates used in the simulation.
- For taxable clients, the risk that tax rates will be higher than was assumed in the analysis.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. All investments present the risk of loss of principal – the risk that the value of securities (mutual funds, ETFs, and individual bonds), when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment.

The mutual funds and ETFs utilized by Worthen may include funds invested in domestic and international equities, including real estate investment trusts (REITs), corporate and government fixed income securities, and commodities. Equity securities may include large-cap, medium-cap, and small-cap stocks. Mutual funds and ETF shares invested in fixed income securities are subject to the same interest rate, inflation, and credit risks associated with the underlying bond holdings.

Among the riskiest mutual funds used in Worthen's investment strategies are the U.S. and international small-cap and small-cap value funds, emerging markets funds, and commodity futures funds. Conservative fixed-income securities have a lower

risk of principal loss, but most bonds (with the exception of Treasury Inflation Protected Securities, or TIPS) present the risk of loss of purchasing power through lower expected return. This risk is greatest for longer-term bonds.

Certain funds utilized by Worthen may contain international securities. Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity, and price volatility. These risks may be greater with investments in developing countries.

Clients are encouraged to carefully read the prospectus of any ETF or mutual fund to be purchased for investment to obtain a full understanding of its respective risks and costs.

Certain Model Portfolios employ Modern Portfolio Theory ("MPT") in their investment strategies. A primary risk inherent in using MPT metrics is their reliance on historical returns. If a material shift in relationships among asset classes or other inputs should occur, historical data will no longer accurately reflect what can be expected going forward. Additionally, MPT metrics require accurate data and will be compromised by inaccuracies in the input information. Regression analysis and Monte Carlo simulations both use the same historical data as is used in the calculation of MPT metrics and are therefore subject to the same issues. Worthen does not make predictions about future returns and therefore generally does not use "forward-looking" forecasts as inputs for its analyses.

SMA strategies managed by unaffiliated third-party investment managers made available through third-party advisory platforms generally rely on systematic, quantitative investment methodologies to manage portfolio exposures. Certain SMA strategies utilize tax-aware investment techniques that consider the timing of gains and losses and other portfolio-level tax considerations. Tax-aware strategies are not guaranteed to reduce taxes or improve after-tax returns, and actual tax outcomes depend on individual client circumstances, market conditions, and applicable tax laws, which may change over time. Some SMA strategies may include long and short equity positions, which involve additional risks, including increased volatility, liquidity risk, and the potential for losses exceeding the amount invested in a security sold short. Investment in third-party SMA strategies involves market risk, manager risk, and model risk. Worthen does not control the day-to-day investment decisions made by third-party managers; there can be no assurance that these strategies will achieve their intended objectives.

Betterment for Advisors Platform:
Betterment for Advisors makes available three categories of securities portfolio strategies: Betterment Constructed Portfolios, Third-Party Portfolios, and Custom Portfolios.

- Betterment Constructed Portfolios are portfolios composed of securities for which Betterment selects the underlying securities and weightings of those securities associated with particular allocations. Betterment Constructed Portfolios are composed of publicly traded ETF securities.
- Third-Party Portfolios are portfolio strategies that are constructed and updated by third-party managers. Betterment does not select the underlying securities in Third-Party Portfolios but periodically reviews the Third-Party Portfolios to ensure that the portfolios remain consistent with the portfolio objectives identified by the third-party manager.

Custom Portfolios are Advisor-designed custom portfolios that Worthen can construct. A Custom Portfolio consists of a set or multiple sets of securities and allocations with underlying return and volatility assumptions that are either (i) provided by Worthen to Betterment or (ii) defaulted to Betterment's capital markets assumptions if Worthen does not provide assumptions. For any Advisor and/or Client who elects a Custom Portfolio, Betterment will allocate the Client's assets in accordance with the Custom Portfolio. For Custom Portfolios, Worthen and not Betterment is responsible for ensuring the Custom Portfolio (1) is suitable for its Clients, and (2) is constructed and managed in a manner consistent with the Client's financial situation and investment objectives. For certain DFA-authorized Advisors on the Betterment for Advisors platform, an Advisor may design a Custom Portfolio constructed entirely of DFA mutual funds and ETFs (such Custom Portfolio, a "DFA Portfolio"). Betterment does not independently review and/or approve Advisor-built Custom Portfolios.

For additional information on the current investment strategies Betterment offers, please refer to Betterment's Form ADV Part 2A. All investing involves risks. Betterment's Form ADV Part 2A discusses risks inherent in all investing. Please review this section in detail.

Technology Platforms and Data Aggregation:
The Firm may use third-party data aggregation services for financial planning, account monitoring, reporting, or client portal access. These services enable clients to link accounts across unrelated financial institutions, allowing them to view balances, holdings, and transactions in one view. Usually, the Firm's access to these accounts is "read-only," meaning it can see information but cannot place trades, transfer assets, or exercise discretionary control over the accounts through the aggregation platform.

Clients should understand that aggregated data comes from third-party sources and may not always be complete, accurate, or current. Account data is obtained from third-party data providers and connectivity services, which may not have a direct relationship with the client's custodian or financial institution. The Firm does not independently verify all aggregated information. Clients should rely on statements provided directly by their custodians or financial institutions as the official records of their accounts.

Using data aggregation services involves certain risks, including cybersecurity threats and possible service disruptions. Although the Firm conducts due diligence on vendors and reviews their security practices, no system is completely secure, and the Firm cannot promise the security of information sent through third-party platforms. The Firm's use of aggregation services does not establish custody of client assets, and such accounts stay under the control of the respective financial institutions.

Technology and AI-Assisted Documentation Risk.
In connection with providing advisory services, the Firm may use secure third-party technology platforms, including AI-assisted meeting transcription and note-taking tools, to document client communications. These technologies support administrative, recordkeeping, client-service, supervisory, compliance, and documentation purposes. The use of third-party technology providers presents certain operational and cybersecurity risks. AI-generated meeting summaries or transcripts may contain inaccuracies, omissions, or misrepresentations of client communications. To mitigate these risks, Firm personnel review AI-generated content for accuracy and completeness before it is relied upon or retained as part of the Firm's books and records. Although the Firm performs due diligence on its technology providers and maintains policies and procedures to protect confidential client information, no technology platform is completely free from operational, cybersecurity, or service-interruption risks. Unauthorized access, system outages, technical failures, or data-processing errors could affect the availability, confidentiality, or integrity of information processed through these systems. Worthen cannot guarantee that a third-party platform will operate without error, interruption, or unauthorized access.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Worthen or the integrity of Worthen's management. Worthen has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

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

Agent of Affiliated Insurance Agency
E.B. Worthen Insurance Group, Inc. (doing business as Worthen Insurance Group) is an affiliated insurance agency considered under common control with our advisory firm via Ms. Johnson. Worthen does not sell insurance products, receive commissions, or other compensation from insurance sales to advisory clients. Worthen may refer advisory clients to Worthen

Insurance Group upon a client's request for insurance planning assistance. Likewise, Worthen Insurance Group may refer insurance clients to Worthen for investment advisory services. Worthen's advisory fees are charged solely for investment advisory services and are separate and distinct from any insurance-related services provided by Worthen Insurance Group. Clients should understand that they are under no obligation to use our affiliated insurance agency and may obtain insurance services from any provider of their choice. No referral fees or other economic benefits are exchanged between the entities in connection with these referrals.

Recommendations or Selection of Other Third-Party Investment Advisors

As described above in Item 4, Worthen selects independent, unaffiliated third-party investment managers for the management of portfolios of securities for clients. Worthen selects Focus Partners Advisor Solutions and Betterment Advisor Solutions for such sub-advisory management. Worthen has a fiduciary duty to select qualified and appropriate managers in the client's best interest and believes that Focus Partners Advisor Solutions and Betterment Advisor Solutions effectively provide both the back-office services that assist with its overall investment advisory practice and sub-advisory services. The management of Worthen continuously analyzes and assesses the use of Focus Partners Advisor Solutions and Betterment Advisor Solutions in this capacity. Clients are not obligated, contractually or otherwise, to use the services of any third-party advisor or manager we recommend. Additionally, Worthen will only recommend a third-party advisor or manager who is properly licensed or registered as an investment adviser. Clients will be provided with the Form ADV Part 2A for each unaffiliated third-party investment manager. Please refer to this document for more complete information regarding their services and fees.

Individual Outside Business Activities

Certain individuals of Worthen also participate in other business activities which have no material relationship to Worthen and its services. Please see the attached Form ADV Part 2B (Brochure Supplement) documents.

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

Worthen has adopted a Code of Ethics for all supervised persons of the firm, describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions on the confidentiality of client information, a prohibition on insider trading, restrictions on accepting significant gifts, reporting certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Worthen must acknowledge the terms of the Code of Ethics annually, or as amended.

Worthen or individuals associated with Worthen may buy or sell securities identical to those recommended to customers for their personal accounts. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client. It is the expressed policy of Worthen that no person employed by Worthen will take inappropriate advantage of their position, and the interests of client accounts will always be placed first.

Worthen anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Worthen has management authority to effect and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Worthen, its affiliates and/or clients, directly or indirectly, have a position of interest. Worthen's employees and persons associated with Worthen are required to follow Worthen's Code of Ethics.

Subject to satisfying this policy and applicable laws, officers, directors, and employees of Worthen and its affiliates may trade for their own accounts in securities that are recommended to and/or purchased for Worthen clients. The Code of Ethics is designed to ensure that the personal securities transactions, activities, and interests of the employees of Worthen will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of Worthen's clients. In addition, the Code requires pre-clearance of certain transactions. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility

that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between Worthen and its clients.

Worthen will provide a complete copy of its Code of Ethics to any client or prospective client upon request.

It is Worthen's policy that the firm will not affect any principal or agency cross-securities transactions for client accounts. Worthen will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an advisor, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated private fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment advisor in relation to a transaction in which the investment advisor, or any person controlled by or under common control with the investment advisor, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an advisor is dually registered as a broker-dealer or has an affiliated broker-dealer.

Betterment for Advisors Platform:
As part of our relationship with Betterment and Betterment Securities, Betterment may offer services intended to help manage and further develop our business enterprise, such as additional advisory services, access to webinars, and advice about using the Betterment for Advisors platform to grow our business.

Betterment may offer different or expanded services in the future. These services could create an incentive for us to recommend that Clients invest through the Betterment for Advisors platform. This is a potential conflict, given that Worthen's interest in recommending Betterment could be influenced by receiving Betterment's and Betterment Securities' services for our business. Additionally, Betterment may offer discounted pricing to our Clients based on the total combined assets of all of Worthen's or our firm's Clients on the Betterment for Advisors platform. Other potential conflicts may exist regarding our use of the Betterment for Advisors platform.

Item 12 – Brokerage Practices

Worthen does not maintain custody of client assets. Client assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. Depending on the service, we recommend that clients use MTG, LLC dba Betterment Securities ("Betterment Securities") for Betterment accounts, The Capital Group Companies, Inc., for American Fund accounts, Fidelity Investments ("Fidelity"), or Charles Schwab & Company, Inc. ("Schwab") for Focus Partners Advisor Solutions accounts. Collectively, these four custodians are referred to as the "Custodians. Each offers independent advisory services, including custody of securities, trade execution, clearance, and settlement transactions.

Worthen seeks to recommend a custodian/broker that will hold client assets and execute transactions on terms that are, overall, most advantageous when compared with other available providers and their services. Worthen considers a wide range of factors, including:

- Capability to facilitate timely transfers and payments to and from accounts.
- Availability of investment research and tools that assist us in making investment decisions.
- Quality of services.
- Competitiveness of the price of those services and willingness to negotiate the prices.
- Reputation, financial strength, and stability.
- Prior service to us and other clients.

Worthen is independently owned and operated and is not affiliated with the Custodians. The Custodians will hold client assets in a brokerage account and buy and sell securities when Worthen and/or the client instructs them to. Worthen recommends that the Custodians enter into an account agreement directly with them. Worthen does not open the account for the client,

although the Firm may assist the client in doing so. If the client does not wish to place their assets with Betterment Securities or Schwab, then we cannot manage the client account on that platform.

For fixed-income sub-advised accounts, Worthen will not exercise authority to arrange client transactions in fixed-income securities. Clients will provide this authority to the Independent Fixed Income Manager retained by Client and Worthen. Clients will be provided with the Disclosure Brochure (Form ADV Part 2) of the Independent Fixed Income Manager.

Services Available to Worthen via Custodians. Services that benefit the client. Custodians include access to a globally diversified, low-cost portfolio of ETFs or mutual funds, execution of securities transactions, and custody of client assets. In addition, a series of model portfolios created by third-party providers are also available on the Betterment Securities platform.

Services that may not directly benefit the client. Custodians also make available to Worthen other products and services that benefit us but may not directly benefit the client or their account. These products and services assist Worthen in managing and administering clients' accounts, such as software and technology that:

a. Assist with back-office functions, recordkeeping, and client reporting of client accounts.
b. Provide access to client account data (such as duplicate trade confirmations and account statements).
c. Providing pricing and other market data.

Services that Generally Benefit only Worthen. By using Custodians, from time to time Worthen is offered other services intended to help us manage and further develop the firm's business enterprise. These services include:

a. Consulting (including webinars) on technology and business needs.
b. Access to publications and conferences on practice management and business succession.

Worthen Interest in Custodians Services
Custodians' availability of these services benefits Worthen because we do not have to produce or purchase them. In addition, we do not have to pay for Custodians' services. Worthen may have an incentive to recommend that clients maintain accounts with Custodians, based on our interest in receiving Custodian's services that benefit our business rather than based on client interest in receiving the best value in custody services and the most favorable execution of client transactions. This is a potential conflict of interest. Worthen believes, however, that our selection of Custodians as custodian and broker is in the best interests of clients. Worthen's selection is primarily supported by the scope, quality, and price of Custodians' services, not by services that benefit only Worthen or that may not directly benefit clients.

Best Execution
The Custodians typically charge separate fees directly to clients, which may include fees for custody, brokerage, platform, trading, and/or sub-advisory services provided by the Custodians. Clients utilizing the Custodian's platform may pay a higher aggregate fee than if investment management, brokerage, and other platform services are purchased separately. Nonetheless, for those clients participating in the Custodians platform, Worthen has determined that having the Custodians execute trades is consistent with our duty to seek "best execution" of client trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including available prices and rates of brokerage commissions and other relevant factors (including, but not limited to, execution capabilities, research and other services provided by such brokers/dealers that are expected to enhance the general portfolio and management capabilities of Worthen, and the value of any ongoing relationship between Worthen and such brokers/dealers), without having to demonstrate that such factors directly benefit Client.

Directed Brokerage
The Schwab brokerage program will generally be recommended to advisory clients for the execution of mutual fund and equity securities transactions. Worthen regularly reviews these programs to ensure that its recommendations are consistent with its

fiduciary duty. These trading platforms are essential to Worthen's service arrangements and capabilities, and Worthen may not accept clients who direct the use of other brokers.

Brokerage for Client Referrals:
Worthen also has no arrangements to compensate any broker-dealer for client referrals.

Trade Aggregation:
Worthen generally does not aggregate any client transactions in mutual funds or other securities. Worthen reviews and manages client accounts individually, and it does not save transaction costs by aggregating orders in almost all circumstances in which it arranges transactions.

Focus Partners Advisor Solutions, in the management of fixed income portfolios, will aggregate certain transactions among client accounts that it manages, in which case a Worthen client's order may be aggregated with an order for another client of Focus Partners Advisor Solutions who is not a Worthen client. See Focus Partners Advisor Solutions' Form ADV Part 2.

When trading client accounts, errors may periodically occur. Worthen does not maintain any client trade error gains. Worthen makes clients whole for any trade error losses incurred by the client and caused by Worthen.

Betterment for Advisors Platform Trading Policy:
Assets managed by us using the Betterment for Advisors platform are subject to the trading policies and procedures established by Betterment. These policies and procedures limit our ability to control, among other things, the timing of the execution of certain trades (including in response to withdrawals, deposits, or asset allocation changes) within your account. You should not expect that trading on Betterment is instant, and, accordingly, you should be aware that Betterment does not permit you or us to control the specific time during a day that securities are bought or sold in your account (i.e., to "time the market").

Wrap Program: With respect to the Betterment wrap program, Betterment Securities is responsible for the execution of securities transactions and maintains custody of customer assets. Betterment Securities exercises no discretion in determining when trades are placed; it places trades only at the direction of Betterment. Clients should understand that the appointment of Betterment Securities as the broker for their accounts held at Betterment may result in them receiving less favorable trade executions than may be available through broker- dealers that are not affiliated with Betterment. If Worthen's Clients do not wish to place assets with or execute trades through Betterment Securities, then Betterment cannot manage Client accounts on the Betterment for Advisors platform.

Order Aggregation: With respect to traditional securities portfolios, Betterment places aggregated orders involving multiple Betterment accounts trading in the same securities. Orders for the purchase or sale of securities are routed by Betterment Securities to Apex Clearing Corporation ("Apex"), the clearing broker used by Betterment Securities, for managed execution. Apex is entitled to receive payments or rebates on orders from Betterment Securities, but Apex does not pass on to Betterment Securities any portion of such payments.

Custody: Betterment Securities maintains custody of Clients' traditional securities and cash assets that are managed by Betterment. Account statements are available for review on the activity section of the Advisor Dashboard and for Clients in their Betterment accounts. Clients receive periodic emails from Betterment with information about their accounts as well as links to account statements. We encourage Clients to review those statements carefully and promptly. Clients with IRAs also agree to specific custodial agreements with Millennium Trust Company, which serves as the custodian for Betterment IRA accounts.

Research and Soft Dollar Benefits:
Worthen Financial, Inc. does not participate in any soft-dollar arrangements or receive benefits in connection with Client securities transactions. However, the Custodians do provide certain products and services that are intended to directly benefit Worthen, clients, or both as described above.

Employee Benefit Plan Services:
For non-pooled employee benefit plans, Worthen does not arrange for the execution of securities transactions for plans as a part of this service. Employees execute transactions directly through plan participation.

Financial Planning Services:
Worthen's financial planning practice, due to the nature of its business and client needs, does not include blocking trades, negotiating commissions with broker-dealers, or obtaining volume discounts, nor does it necessarily obtain the best price. Clients will be required to select their own broker-dealers and insurance companies for the implementation of financial planning recommendations.

Item 13 – Review of Accounts

Reviews

Investment Management Services:
Angela Johnson, the CCO, supervises accounts continuously and formally reviews them at least quarterly. The review process contains each of the following elements:

- assessing client goals and objectives.
- evaluating the employed strategy(ies).
- monitoring the portfolio(s); and
- addressing the need to rebalance.

Additional account reviews may be triggered by any of the following events:

- a specific client request.
- a change in client goals and objectives.
- an imbalance in a portfolio asset allocation; and
- market/economic conditions.

For fixed-income portfolios, certain account review responsibilities are delegated to a third-party investment manager, as described above in Item 4.

As part of the firm's account review process, the firm may utilize reporting tools provided through Envestnet to generate consolidated performance reports and portfolio analytics. These reports assist the firm in monitoring client portfolios and in preparing materials for account reviews.

Employee Benefit Plan Services:
Retirement plan assets are reviewed no more than quarterly, and in accordance with the standards and situations described above for investment management accounts.

Financial Planning Services:
Financial planning accounts will be reviewed as contracted for at the inception of the advisory relationship.

Reports

Investment Management Services:
Clients will receive at least quarterly statements from their account custodian, which will outline the client's current positions and current market value.

Employee Benefit Plan Services:
Plan sponsors are provided with quarterly information and annual performance reviews from Worthen. In addition, plan participant education information may also be provided to the Plan Sponsor or Administrator for distribution to the participants of the plan.

Financial Planning Services:
Financial planning clients will receive reports as contracted for at the inception of the advisory relationship.

Item 14 – Client Referrals and Other Compensation

Client Referrals from Solicitors:
Worthen does not engage in any referral arrangements.

Other Compensation Received:
As indicated in the disclosure for Item 12, Schwab provides Worthen with access to services that are not available to retail investors. These services are generally available to independent investment advisors on an unsolicited basis at no charge to them.

These services benefit Worthen but may not benefit its clients' accounts. Many products and services help Worthen manage and administer clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information, and other market data, facilitate payment of Worthen's fees from its clients' accounts, and assist with back-office functions, recordkeeping, and client reporting. Many of these services may generally be used to service all or a substantial number of Worthen's accounts. Recommended brokers also make available to Worthen other services intended to help Worthen manage and further develop its business enterprise. These services may include consulting, publications, and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. Worthen does not, however, make any commitments to brokers regarding transaction levels in exchange for any services or products from brokers. While as a fiduciary, Worthen endeavors to act in its clients' best interests, Worthen's requirement that clients maintain their assets in accounts at Schwab may be based in part on the benefit to Worthen of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the brokers, which may create a potential conflict of interest.

Worthen also receives software from DFA, which Worthen utilizes in forming asset allocation strategies and producing performance reports. DFA also provides continuing education for Worthen personnel. These services are designed to assist Worthen in planning and designing its services for business growth.

As previously disclosed, the President/CCO of Worthen, in her individual capacity, is a licensed insurance agent. As such, this individual may receive separate, yet customary, commission compensation for implementing insurance product transactions on behalf of advisory clients. Clients, however, are not under any obligation to engage these individuals when considering the implementation of recommendations. The implementation of any or all recommendations is solely at the discretion of the client.

Worthen also receives a non-economic benefit from Betterment in the form of the support products and services Betterment makes available to us and other independent investment advisors whose clients maintain their accounts at Betterment Securities. These products and services, and how they benefit us are described above (see Item 12 – Betterment Securities).

The availability to us of Betterment for Advisors' and Betterment Securities' products and services is not based on our giving particular investment advice, such as buying particular securities for our clients.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker-dealer, bank, or other qualified custodian that holds and maintains clients' investment assets. Worthen urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies for certain securities.

Betterment Securities maintains custody of Clients' assets that are managed by Betterment. Clients receive periodic emails from Betterment with account information and links to account statements. Clients are encouraged to carefully review those statements promptly.

Item 16 – Investment Discretion

For sub-advisory services, Worthen's authority will include the discretion to retain a third-party money manager. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing.

When selecting securities and determining amounts, Worthen observes the investment policies, limitations, and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to Worthen in writing.

Betterment for Advisors and B4B Platform:
Betterment uses algorithms to advise Clients and manage their accounts. These algorithms are developed, overseen, and monitored by Betterment's investment advisory personnel. Betterment provides Advisors and Clients with information about its offered portfolio strategies to inform their decision-making but does not make recommendations to Clients that they invest in any particular strategy. Each portfolio is associated with a target allocation of investment types and/or asset classes, but you or Clients can modify Betterment's initial target allocation as desired. If Advisor places a Client in a Custom Portfolio, Betterment will allocate the Client's accounts in accordance with Advisor's parameters specified in the Custom Portfolio rather than based on Betterment's own investment methodology.

In the absence of a contrary direction, Betterment periodically rebalances Client portfolios so that in the face of fluctuating market prices, each Client's portfolio remains within the range of the target allocation. Betterment also offers optional tax loss harvesting and automated asset location services. Clients will have fewer opportunities to harvest tax losses if an Advisor elects for that Client a Custom Portfolio strategy with fewer asset classes than are included in the Betterment portfolio strategy.

Item 17 – Voting Client Securities

Proxy Voting:
As a matter of firm policy and practice, Worthen does not accept the authority to and does not vote proxies on behalf of advisory client. Clients retain the responsibility for receiving and voting proxies for all securities maintained in client portfolios. Clients will receive applicable proxies directly from the issuer of securities held in clients' investment portfolios. Worthen, however, may provide advice to clients regarding the clients' voting of proxies.

Class Actions, Bankruptcies and Other Legal Proceedings:
Clients should note that Worthen will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held or previously were held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct Worthen to transmit copies of class action notices to the client or a third party. Upon such direction, Worthen will make commercially reasonable efforts to forward such notices in a timely manner.

Betterment for Advisors and B4B Platform:
For assets managed on the Betterment for Advisors platform, Clients delegate to Betterment the authority to receive and vote all proxies and related materials for any security held in Betterment accounts. Betterment maintains policies and procedures reasonably designed to mitigate conflicts of interest and reasonably ensure that proxy matters are conducted in the best interest of Clients.

Betterment will only vote on proxies and respond to corporate actions associated with securities that Betterment currently selects for Betterment Constructed Portfolios (as defined above) and will abstain from voting on other securities, including but not limited to those securities only present in third-party portfolios, Advisor custom portfolios, or securities transferred to Betterment via ACATS, in each case that are not already supported in a Betterment Constructed Portfolio. If a security is present in Betterment Constructed Portfolios and outside of Betterment Constructed Portfolios, Betterment will vote on proxies associated with that security in all portfolios in which it holds. Betterment will abstain from voting on such proxies if it determines that abstaining is in the best interest of its clients.

Additional information about proxy matters is contained in Betterment's Form ADV Part 2A.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Worthen's financial condition. Worthen has no financial commitments that impair its ability to meet contractual and fiduciary obligations to clients and has not been the subject of bankruptcy proceedings.

Worthen does not require or solicit payment of more than $500 in fees per client, six months or more in advance.

Item 19 – Requirements for State-Registered Advisers

The education and business backgrounds of individuals at Worthen are provided in the Form ADV Part 2B Brochure Supplement.

Worthen is not involved in any business other than providing investment advice.

Worthen does not charge any performance-based fees or other fees based on a share of capital gains or capital appreciation of a client's assets.

Neither Worthen nor its management has been involved in an arbitration claim or been found liable in a civil, self-regulatory organization, or administrative proceeding that is material to the client's evaluation of the Firm or its management.

Neither Worthen nor its management persons has any relationship or arrangement with issuers of securities.

Form ADV Part 2B | Brochure Supplement

Item 1- Cover Page

Angela Johnson, CFP®

Worthen

104 Melody Lane
Friendswood, TX 77546

832-895-1188

October 20, 2026

This Brochure Supplement provides information about Angela Johnson that supplements the Worthen Brochure. You should have received a copy of that Brochure. Please contact Angela Johnson if you did not receive Worthen's Brochure or if you have any questions about the contents of this supplement.

Additional information about Angela Johnson (CRD #4928336) is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

Angela Johnson
Born: 1972

Education:
University of Houston – Clear Lake; Bachelor of Arts

Business Background:
Worthen
President/Chief Compliance Officer/Texas Designated Officer/IAR; August 2021 - Present

E.B. Worthen Insurance Group, Inc.
President/Agent; August 2021 - Present

Angela Johnson Insurance Agency, Inc.
President/Agent; May 2011 – June 2023

Farmers Financial Solutions, Inc.
Registered Representative; March 2005 – September 2021

Farmers Insurance Group
Agent; February 2005 – September 2021

CFP - Certified Financial Planner (CFP®)
I am certified for financial planning services in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board"). Therefore, I may refer to myself as a CERTIFIED FINANCIAL PLANNER™ professional or a CFP® professional, and I may use these and CFP Board's other certification marks (the "CFP Board Certification Marks"). CFP® certification is voluntary. No federal or state law or regulation requires financial planners to hold CFP® certification. You may find more information about CFP® certification at www.cfp.net.

CFP® professionals have met CFP Board's high standards for education, examination, experience, and ethics. To become a CFP® professional, an individual must fulfill the following requirements:

- Education – Earn a bachelor's degree or higher from an accredited college or university and complete CFP Board-approved coursework at a college or university through a CFP Board Registered Program. The coursework covers the financial planning subject areas CFP Board has determined are necessary for the competent and professional delivery of financial planning services, as well as a comprehensive financial plan development capstone course. A candidate may satisfy some of the coursework requirements through other qualifying credentials.
- Examination – Pass the comprehensive CFP® Certification Examination. The examination is designed to assess an individual's ability to integrate and apply a broad base of financial planning knowledge in the context of real-life financial planning situations.
- Experience – Complete 6,000 hours of professional experience related to the personal financial planning process, or 4,000 hours of apprenticeship experience that meets additional requirements.
- Ethics – Satisfy the Fitness Standards for Candidates for CFP® Certification and Former CFP® Professionals Seeking Reinstatement and agree to be bound by CFP Board's Code of Ethics

and Standards of Conduct ("Code and Standards"), which sets forth the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements to remain certified and maintain the right to continue to use the CFP Board Certification Marks:

- Ethics – Commit to complying with CFP Board's Code and Standards. This includes a commitment to CFP Board, as part of the certification, to function as a fiduciary, and, therefore, always act in the best interests of the client when providing financial advice and financial planning. CFP Board may sanction a CFP® professional who does not abide by this commitment, but CFP Board does not guarantee a CFP® professional's services. A client who seeks a similar commitment should obtain a written engagement that includes a fiduciary obligation to the client.
- Continuing Education – Complete 30 hours of continuing education hours every two years to maintain competence, demonstrate specified levels of knowledge, skills, and abilities, and keep up with developments in financial planning. Two of the hours must address the Code and Standards.

RICP – Retirement Income Certified Professional

Issued by: The American College of Financial Services.
Prerequisites/Experience Required:

- three years of relevant professional experience; and
- a high school diploma or the equivalent.

Educational Requirements: Three online self-study courses.
Examination Type: Closed-book, proctored final course exams.
Continuing Education/Experience Requirements:

- Client-facing designees: 30 hours every two years, including one hour of ethics CE.
- Non-client-facing designees: one hour of ethics CE every two years

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events (criminal or civil action, administrative proceeding, and self-regulatory proceeding) that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item for Ms. Johnson.

Item 4- Other Business Activities

Angela Johnson is an independent insurance agent, and, while the primary focus is on home and auto insurance, in this capacity, Ms. Johnson has the ability to recommend insurance, advisory, or other products, and receive commissions and other compensation if products are purchased through any firms with which Ms. Johnson is affiliated. Thus, a potential conflict of interest may exist between the interests of Ms. Johnson and those of the advisory clients. However, clients are under no obligation to act upon any recommendations of Ms. Johnson or effect any transactions through Ms. Johnson if they decide to follow such recommendations.

E.B. Worthen Insurance Group, Inc. (doing business as Worthen Insurance Group) can provide information about Worthen Financial Advisors' services to their insurance clients. However, Worthen Insurance Group is not compensated in any way for providing such information to Worthen Financial Advisors and does not share client information with them. If an insurance client decides to do business

with Worthen Financial Advisors, Worthen Financial Advisors and Ms. Johnson would receive compensation from them as an advisory client.

Angela Johnson is the majority-interest partner in the closely held Texas limited partnership Eva Marie Enterprises, LP; a Friendswood, TX entity that owns the firm's office building and pays its operational costs, etc. Ms. Johnson is also the President and majority interest shareholder in the Classification Public Friendswood, TX entity E.B. Worthen Group, Inc.; a general management company that provides administrative and payroll services for the firm's affiliated insurance agencies, administrative staff, and office building.

Item 5- Additional Compensation

Angela Johnson is compensated as the owner/President of Worthen. Ms. Johnson does not receive compensation from any third parties for providing investment advice to clients.

Item 6 - Supervision

Ms. Johnson is registered as an investment advisor representative and provides investment advice to clients. Ms. Johnson's accounts are subject to regular review and verification that asset balances are being managed in accordance with a client's investment guidelines. Ms. Johnson can be reached at 832-895-1188.

Item 7- Requirements for State-Registered Advisers

State registered advisers are required to disclose all material facts regarding certain arbitration events, proceedings, or bankruptcy petitions. No information is applicable to this Item for Angela Johnson.

Privacy Notice Statement

Worthen Financial Advisors, Inc. ("we" or "our") respects your right to privacy and recognizes our responsibility for protecting the privacy and security of the personal information we receive from you. We have always been committed to securing the confidentiality and integrity of your personal information. We are proud of our privacy practices and want our current and prospective customers to understand what information we collect and how we use it.

Why We Collect Your Information
We gather and keep only information about you that is necessary for us to provide the services requested by you, administer your business with us, design and improve the services we offer, and comply with the laws and regulations that govern us.

What Information We Collect
We may collect the following types of 'nonpublic personal information' about you:

- Personally Identifiable Information (PII).
  - Information about your identity, such as your name, address, and Social Security number.
  - Information about your transactions; and
  - Information about your personal financial profile, such as your risk tolerance levels, goals and objectives, assets, liabilities, savings, and investments.
- Non-Personally Identifiable Information (Non-PII).
  - Browser type, device ID, and IP address.

How We Use Your Information
We may use your information to:

- Verify investor eligibility.
- Facilitate transactions and fulfill service requests.
- Respond to inquiries and customer service requests.
- Deliver communications and regulatory updates.
- Maintain regulatory records.
- Improve site experience and compliance.
- Provide good faith disclosures to regulators who have regulatory authority over us.

What Sources We Obtain Your Information From
We collect nonpublic personal information about our clients, such as you, from the following sources:

- Information we receive from you on contracts or other forms, such as risk tolerance questionnaires and/or investment policy statements.
- Information about your transactions with our affiliates, or others.
- If you visit our website, we collect information via a web server (often referred to as a "cookie"). Cookies indicate where a site visitor has been online and what has been viewed.

What Information We Disclose
We only share your non-public personal information with your representative within our firm, affiliates, and non-affiliated companies or individuals as permitted by law, such as mutual funds, insurance companies, and other product vendors, or to comply with legal or regulatory requirements. With your approval, we may also share information with your advisors, which can include your accountant and/or attorney. We may engage third-party technology providers, including providers of AI-assisted meeting transcription and note-taking services, to assist in documenting client communications, maintaining records, supporting compliance functions, and improving servicing efficiency. These providers are contractually obligated to maintain the confidentiality and security of your information and may use your information only to provide services on our behalf. Additionally, in the normal course of our business, we may disclose information we collect about you to companies or individuals that contract with us to perform service functions such as:

- Record keeping.
- Computer-related services.
- Secure communication or meeting technologies.
- Good faith disclosure to regulators who have regulatory authority over the company.

Companies we hire to provide support services are not allowed to use your personal information for their own purposes and are contractually obligated to maintain strict confidentiality. We limit their use of your personal information to the performance of the specific service we have requested. Notwithstanding the above, we will not release information about our customers or former customers unless we receive your prior written consent, we believe the recipient to be you or your authorized representative, or we are required by law to release information to the recipient.

We do not sell your personal information to anyone.

Regulation S-P Procedures

Information Security and Incident Response. We maintain written policies and procedures designed to protect the security and confidentiality of nonpublic personal information. Our program includes measures to:

- Identify and assess risks of unauthorized access or use.
- Implement and monitor safeguards appropriate to our business model.
- Detect, respond to, and recover from security incidents affecting customer information.

If we determine that nonpublic personal information has been, or is reasonably likely to have been, accessed or used without authorization, we will notify affected individuals as soon as practicable, and no later than 30 days after that determination, except where a delay is requested by law enforcement.

Service Provider Oversight. We require third-party service providers with access to nonpublic personal information to:

- Maintain appropriate protections.
- Notify us promptly of any unauthorized access or use.
- Cooperate in incident response and mitigation efforts.

Additionally, we conduct ongoing due diligence and monitoring of service providers consistent with regulatory requirements.

Scope of Individuals Covered. These protections apply to current and former clients, as well as to individuals who provide information to us in connection with a potential advisory or brokerage relationship, even if no account is opened or no contract is signed.

Privacy Notice Delivery under Regulation SP. We will provide initial privacy notices consistent with Regulation S-P. Consumers will receive notice before any non-public personal information is shared with third parties, and customers will receive notice before a customer relationship is established. When a relationship is initiated by telephone and providing notice beforehand materially delays a transaction, the notice may be delivered within the Customer Agreement Form, provided you consent. Annual privacy notices will be provided to all active customer accounts unless the privacy policy remains unchanged.

Confidentiality and Security

We maintain physical, electronic, and procedural safeguards to guard your personal information. We also restrict access to your personal and financial data only to our authorized associates who need these records. Furthermore, we will continue to adhere to the privacy policies and practices described in this notice even after your account is closed or becomes inactive.

Cookies and Other Tracking Technologies

We may track users by IP address, by cookies (e.g., pieces of code or text placed on your computer by us or third parties when you browse our websites), by web beacons and other data collection methods for broad demographic data, as well as to help make sure that we are delivering the information you want. Our website sends cookies to your web browser (if your browser's preferences allow it) to collect data when you browse our website(s). Cookie settings can be controlled in your Internet browser to automatically reject some forms of cookies. If you view our website without changing your cookie settings, you are indicating your consent to receive all cookies from our website(s). If you do not allow cookies, some features and functionality of our website(s) may not operate as expected. In addition to cookies, we place technological tools (and allow certain third parties to place technological tools) such as tags and beacons (e.g., code scripts that are primarily used to track visitors' activities on our website(s) by web analytics software), Internet Protocol (IP) addresses, and other tools, to collect your data for the purposes listed in this Privacy Policy. "Do Not Track" signals are options available on your browser to tell operators of websites that you do not wish to have your online activity tracked. Our websites operate no differently if these "Do Not Track" signals are enabled or disabled.

SMS Privacy Policy

When you provide your mobile phone number to us, we collect and use that number solely for the purpose of sending you text messages that you have consented to receive. These messages may include account updates, appointment reminders, service notifications, support communications, and, when permitted, promotional information. We do not sell, lease, or otherwise share your mobile number or SMS activity with third parties for their own marketing purposes. Your number may be shared only with our trusted service providers who assist us in delivering text messages, and they are required to protect your information and use it only for the services we request. We maintain administrative, technical, and physical safeguards designed to protect your mobile number and any information transmitted via SMS from unauthorized access or disclosure. However, because SMS is not a fully secure communication channel, we encourage you not to send sensitive or confidential information by text message. By providing your number, you represent that it is your own, that you are authorized to use it, and that you understand message and data rates may apply.

You may opt out of receiving SMS messages at any time by replying "STOP" to any message we send. Once you opt out, we will cease SMS communications except where required for security or transactional reasons. You may request assistance at any time by contacting us at (832) 895-1188.

Opt-Out Provisions

We have taken steps to ensure that all third-party vendors have confidentiality clauses to protect your information. Should we not have such written agreements in place, then you have the option to "opt-out" of the sharing of this information. If you desire to opt-out for those instances that we do not have the confidentiality clause, or you do not wish to receive marketing materials from us, you should provide us with written instructions forwarded to the Chief Compliance Officer at the address set out above. Additionally, the law allows you to "opt out" of only certain kinds of information sharing with third parties. We do not share personal information about you with any third parties that trigger this opt-out right. This means you are already opted out of these sharing situations.

The firm will provide customers with its privacy policy on an annual basis and at any time, in advance, if firm privacy policies are expected to change.

Worthen Financial Advisors, Inc.
Business Continuity Plan Client Disclosure Statement

Worthen Financial Advisors, Inc. has developed a Business Continuity Plan on how we will respond to events that significantly disrupt our business. Because the timing and impact of disasters and disruptions are unpredictable, we must be flexible in responding as events occur. With that in mind, we are providing you with this information about our business continuity plan.

Contacting Us – If, after a significant business disruption, you cannot contact us as you usually do at 832-895-1188, or angela@worthenadvisors.com, you should go to our website www.worthenadvisors.com. If you cannot access us through any of those means, you should contact your custodian for instructions on how they may provide prompt access to funds and securities, enter orders, and process other trade-related, cash, and security transfer transactions for you.

Our Business Continuity Plan – We plan to quickly recover and resume business operations after a significant business disruption and respond by safeguarding our employees and property, making a financial and operational assessment, protecting the firm's books and records, and allowing our customers to transact business. In short, our business continuity plan is designed to permit our firm to resume operations as quickly as possible, given the scope and severity of the significant business disruption.

Our business continuity plan addresses: data backup and recovery; all mission-critical systems; financial and operational assessments; alternative communications with customers, employees, and regulators; alternate physical location of employees; critical supplier, contractor, bank, and counterparty impact; regulatory reporting; and assuring our customers prompt access to their funds and securities if we are unable to continue our business.

Varying Disruptions – Significant business disruptions can vary in their scope, such as only our firm, a single building housing our firm, the business district where our firm is located, the city where we are located, or the whole region. Within each of these areas, disruption severity can range from minimal to severe. In a disruption to only our firm or a building housing our firm, we will transfer our operations to a local site when needed and expect to recover and resume business within one business day. In a disruption affecting our business district, city, or region, we will transfer our operations to a site outside of the affected area and recover and resume business within one business day. In either situation, we plan to continue in business, transfer operations to our custodian if necessary, and notify you through our website, www.worthenadvisors.com, or by phone at 832-895-1188 on how to contact us. If the significant business disruption is so severe that it prevents us from remaining in business, we will ensure our customers' prompt access to their funds and securities.

Our business continuity plan addresses the death or permanent disability of key personnel and provides for an orderly transition of our advisory business. Clients will be notified of any resulting change to their advisory relationship and any action or consent that may be required.

For more information – If you have questions about our business continuity planning, you can contact us at 832-895-1188 or angela@worthenadvisors.com.

This plan is subject to modification, and an updated summary will be promptly posted on our Website, and customers may alternatively obtain updated summaries by requesting a written copy by mail.

Contact us at:

Worthen Financial Advisors, Inc.
104 Melody Lane
Friendswood, TX 77546
832-895-1188
worthenadvisors.com worthenfinancial.com
angela@worthenadvisors.com