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This brochure provides information about the qualifications and business practices of Plan Group Financial, Inc. If you have any questions about the contents of this brochure, please contact us at (405) 848-1099. 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.

Please note that registration as an investment advisory firm does not imply a certain level of skill or training. Clients are encouraged to review this firm brochure and any brochure supplements (“brochure supplements”) for more information on the qualifications of our firm and our associates. Additional information about Plan Group Financial, Inc. also is available on the SEC’s website at www.adviserinfo.sec.gov. The searchable CRD number for our firm is 116508

Item 2 Material Changes

Below is a summary of material changes that have been made to the Disclosure Brochure since the last annual updating amendment on March 27, 2025. Please be aware that other non-material changes have also been included in this amendment which are not listed in Item 2. Please let us know if you have any questions about these material changes or about other items in this Disclosure Brochure.

- We have updated our Advisory Services to include Family Office Consulting. (Item 4)

We will ensure that you receive a summary of any material changes to this and subsequent disclosure brochures within 120 days after our firm's fiscal year ends. Our firm's fiscal year ends on December 31, so you will receive the summary of material changes no later than April 30 each year. A Summary of Material Changes is also included within our firm brochure available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for our firm is set forth on the cover page of this firm brochure. Clients will further be provided with disclosure about material changes affecting our firm or a new brochure, as may become necessary or appropriate at any time, without charge.

A copy of our firm brochure may be requested, free of charge, by contacting us at the telephone number reflected on the cover page of this firm brochure.

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Item 4 Advisory Business

About the Firm

Plan Group Financial, Inc. is an investment advisory firm located in Oklahoma City, OK. We previously did business as Onstott & Associates, Inc. When offering our services, we may use the doing business as name AccounTable, Burnett Advisors, LLC, Fit Wealth Advisors, or Przybysz Wealth Management. We offer Investment Management and Financial Consultation services to you, our clients.

Our principal owner is Douglas Claycomb. We began our business in 1996.

About our Services

Plan Group Financial, Inc., (the "Company,") offers investment advisory services to its customers through Investment Management and Financial Consultations as described below.

Investment Management Services. We provide our investment management services based on the individual goals, objectives, time horizon and risk tolerance of each client. We will typically create a written investment policy statement or asset allocation plan for each client based on information gathered during personal client interviews and / or written questionnaires utilized during the investment management process.

Financial Consulting Services.

We provide financial consulting services that focus on advising clients on specific, financial-related topics. These topics may include (but are not limited to) risk assessment and risk management, investment planning, financial organization, and financial decision-making and negotiation.

When a client engages us for consulting services, the client retains us to develop a written financial plan tailored to the client's individual needs and circumstances. We work with the client to identify and define financial goals and objectives, and we may analyze those goals within one or more of the following areas, as applicable: retirement planning, investment planning, tax planning, estate planning, charitable planning, and asset protection planning. If a client wishes to implement the investment-related recommendations in the financial plan, we may recommend that the client engage us for investment supervisory services. Under these services, and based on the client's stated investment objectives, we assist in selecting investments and, as appropriate, transitioning the client's existing assets into allocations and asset classes consistent with the client's investment strategy.

In delivering investment supervisory services, we may utilize one or more unaffiliated third-party investment managers when we determine their services are appropriate for a client. If a third-party manager is engaged, we share a portion of the advisory fee we receive with that manager. We retain the discretion to engage and terminate any third-party manager used for client accounts.

After assets are invested, we monitor client portfolios on an ongoing basis. We periodically review portfolio performance and holdings and may recommend changes to the client's investment allocation or reallocation as we deem appropriate in light of the client's objectives and circumstances.

Client Imposed Restrictions and Investment Discretion. Clients may impose restrictions on investing in certain securities or types of securities by requesting these restrictions in writing. Subject to any written guidelines, we will be granted discretionary authority to manage your account. With this discretionary authority, we will be authorized to perform various functions, at your expense, without any further approval from you. Such functions include the determination of securities to be purchased or sold and the number of securities to be purchased or sold.

Retirement Plan Consulting Services. We offer retirement plan consulting services to qualified retirement plans (e.g.,

401(k), profit sharing, defined benefit and cash balance plans). To qualified retirement plans, we offer the following services to the plan under Section 3(21) of the Employee Retirement Income Securities Act of 1974 (“ERISA”), review of fund lineups, fund manager search and replacement, participant education (including group and individual meetings), and enrollment education.

Family Office Consulting Services (Non-Discretionary / AUA).

Plan Group offers Family Office Consulting Services for individuals and families whose wealth is primarily concentrated in illiquid, closely held, or otherwise non-traditional assets and therefore may not be appropriate for a traditional assets-under-management (“AUM”) relationship. Under this arrangement, Plan Group serves in a family office consulting role, helping coordinate and oversee the client’s broader financial affairs on a non-discretionary basis without requiring that assets be managed by Plan Group on an AUM basis.

These services are designed to provide strategic guidance and centralized coordination across a range of complex financial matters, which may include wealth transfer planning, estate planning coordination, business succession and exit planning, comprehensive financial planning, generational wealth planning, and planning related to actual or anticipated liquidity events. In providing these services, Plan Group may help identify needs, facilitate engagement with the client’s outside professional advisers, coordinate the implementation process, and monitor progress across the various planning workstreams.

Plan Group does not provide legal, accounting, or tax preparation services, and does not prepare estate planning documents, trusts, tax returns, or legal opinions. To the extent legal, tax, accounting, or other specialized services are required, such services will be provided by third-party attorneys, accountants, CPAs, or other independent professionals engaged by the client or introduced by Plan Group. Plan Group’s role is limited to consultation, coordination, and oversight of the overall planning process in furtherance of the client’s stated objectives.

In certain cases, the fee paid by the client to Plan Group for Family Office Consulting Services may include amounts attributable to services performed by third-party professionals. In those circumstances, Plan Group may use a portion of its consulting fee to compensate such third-party professionals for their services. Clients will be informed of this arrangement in advance. This structure does not change the scope of Plan Group’s services, which remain limited to advisory, coordination, and family office consulting services, and does not make Plan Group the provider of legal, tax, or accounting services.

AUA is a non-regulatory metric separate from Regulatory Assets Under Management (“RAUM”) and reflects asset values associated with accounts or relationships for which the Firm earns fees, but that are not included in RAUM under the SEC’s Form ADV instructions. AUA is based on internal and third-party information, is unaudited and not independently verified, and may not be comparable to similarly titled measures used by other firms. Accordingly, AUA should be considered an informational estimate of fee-associated assets, not a verified accounting measure or a substitute for RAUM

Engagements are highly customized and may be offered as (i) a defined-scope project, or (ii) an ongoing monthly consulting retainer based on the complexity and ongoing advisory needs of the client.

Clients may later transition from this consulting relationship to the firm’s AUM wealth management services if a liquidity event or other circumstances result in investable assets and discretionary portfolio management becomes appropriate. Any such transition would require a new or amended advisory agreement and applicable disclosures.

Family Office Consulting Services are generally provided on a non-discretionary basis. Plan Group provides advice, recommendations, analyses, and coordination; the client retains decision-making authority and is responsible for implementing recommendations unless otherwise agreed in writing.

Clients are responsible for providing complete and accurate information and timely updates. Recommendations are based on information supplied by the client and third parties

Onsite Income Tax Preparation.

Plan Group shares office space with The Shattley Accounting Group, an independent accounting firm. The Shattley Accounting Group is not affiliated with Plan Group and is not an employee or associated person of the firm. From time to time, and only as appropriate based on a client's needs, Plan Group may introduce clients to The Shattley Accounting Group. No compensation is paid by either party in connection with such introductions.

Plan Group may, in its discretion, pay some or all of a client's costs for services provided by third-party service providers, including The Shattley Accounting Group. In addition, Plan Group and The Shattley Accounting Group share certain office-related expenses solely as a result of the shared office space. These expense-sharing arrangements are unrelated to client referrals or a client's decision to engage either firm

As of December 31, 2025, the firm had a total of \$690,303,586 in regulatory assets under management, \$682,740,271 in discretionary assets under management and \$7,563,315 in non-discretionary assets under management.. The firm also had \$115,352,307 in retirement plan assets for which it provides consulting services under Section 3(21) of ERISA. In addition, the firm had \$895,000,000 of assets for which it provided family office consulting services. Combined, the firm manages or provides consulting services on a total of \$1,700,655,893 in assets under advisement

Item 5 Fees and Compensation

Plan Group charges an asset-based advisory fee for portfolio management services. The firm's standard annual fee generally does not exceed 2.00% of assets under management. Actual fees are negotiable and may be lower based on the scope of services, account size, household relationships, complexity, legacy pricing, and other factors. The specific fee arrangement for each client is set forth in the client's written advisory agreement. Some clients are charged under a tiered or breakpoint fee schedule, and certain larger relationships may pay negotiated rates. When breakpoint pricing applies, the fee is calculated in accordance with the schedule stated in the client's advisory agreement.

Advisory fees are billed in arrears on either a monthly or quarterly basis, as set forth in the applicable advisory agreement. Fees are generally calculated based on the value of the account on the last calendar day of the applicable billing period, using a prorated portion of the annual fee rate. The client's advisory agreement will specify the applicable fee schedule, billing frequency, and calculation methodology.

Fees are typically deducted from client accounts unless otherwise agreed.

In addition to the advisory fee, clients incur other fees and expenses, including brokerage, custodian, transaction, and internal fund or ETF expenses.

For purposes of calculating our advisory fees, we will rely on the independent Custodian that will maintain your account(s). The Custodian may use various pricing services such as ICE, Reuters, or Standard & Poor's to price securities held in your account. For actively traded securities, these services use the actual last reported sale price. For less actively traded securities such as bonds, these services will use the appropriate valuation methodology to determine the value of the security.

Additional deposits to the account are subject to the same fee schedules unless noted otherwise. Because advisory fees are calculated and billed in arrears, withdrawals, deposits, and market appreciation or depreciation during the billing period are reflected in the account value used to calculate the fee at the end of the billing period (or, if the account is terminated mid-period, as of the termination date) and fees are prorated as applicable. Termination. Clients may terminate, without penalty, the Adviser's Agreement within five business days of execution. Thereafter, either the firm

or the client may terminate the advisory agreement by providing written notice. Upon termination, advisory fees are calculated in arrears and prorated through the effective termination date based on the account value used for billing as of the termination date, consistent with the fee methodology described above. The client will not be charged for advisory services after the effective termination date.

Third-Party Advisors. Plan Group may engage Perissos Wealth Management (“Perissos”), an unaffiliated third-party asset manager, to manage certain client assets. For those assets managed by Perissos, Plan Group’s advisory fee includes a manager fee component of 0.50% (annualized) of the assets managed by Perissos, which Plan Group pays to Perissos. Clients do not pay Perissos separately. The manager fee component applies only to the portion of the account managed by Perissos. The total advisory fee paid by the client to Plan Group, inclusive of any manager fee component, will not exceed the annual fee schedule described above.

Broker-Dealer Commissions and Fees. Several of our advisory representatives are also registered representatives of Private Client Services, (“PCS”). Through PCS, they will receive compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds. If you elect to purchase securities through these representatives in their role as registered representatives, this will not occur in advisory accounts of Plan Group Financial, Inc. but rather in brokerage accounts held at PCS.

This presents a conflict of interest as it gives our advisory representatives incentives to recommend investment products based on the compensation received, rather than on your needs. To address this conflict, our firm reviews a list of broker-dealer activity prior to our advisory representatives being compensated for those broker-dealer activities. Our advisory representatives will not be compensated by Plan Group and by PCS on the same assets.

Fee-Based Financial Plans. In addition to our standard advisory services, our firm may offer fee-based financial planning services. The financial planning fee is negotiable and is based on factors such as the scope and complexity of the engagement and the expected time and resources required. The Client pays a deposit of 50% of the agreed planning fee at the start of the engagement, with the balance due upon delivery of the financial plan. If the engagement is terminated before delivery, the Client will be responsible only for fees for work actually performed through the termination date, up to the agreed planning fee, and any unearned portion of the deposit will be refunded.

Fees for Retirement Plan Consulting Services. Our fees for retirement plan consulting services consist of annual asset-based management fees (typically ranging from 0.20% - 0.50% of the market value of the plan’s account per annum). Asset-based fees for retirement plan consulting services are charged at a frequency determined by agreement with the in arrears and are pro-rated for partial billing periods.

Family Office Consulting fees. Rather than charging a percentage of assets, Family Office Consulting clients are charged either (a) a one-time project-based fee for a defined scope of services, or (b) a monthly consulting retainer based on the complexity and ongoing advisory needs.

Project fees are billed in arrears. Retainers are billed in advance.

Fees are paid via either by ACH / check / credit card / after the invoice is issued.

Either party may terminate upon 30 days written notice. Upon termination, fees are prorated consistent with the advisory agreement.

Clients may incur separate third-party expenses (e.g., attorneys, accountants/CPAs, valuation specialists, insurance professionals, trustees, or other consultants). These are paid directly to the third party by the client or on occasion by Plan Group as outlined above in Item 5 and are separate from Plan Group’s fees.

Other Services. As described in Item 4, we may offer financial planning services to clients that may be outside of our standard services. This may include, but is not limited to, assisting clients with financial planning related to real estate, business endeavors, or legacy planning. Similar to our standard fee-based financial planning services, we will ask the

client to sign a written agreement pertaining to the circumstances for which we will provide our services and the fee for which we ask in exchange for those services. It is our policy, however, to ensure that we act in the best interest of our clients and in doing so, we will work to ensure that our firm does not charge the Client for the same services on the same assets. Should the situation arise that the Firm or its advisors provide a Client multiple services related to the same or similar assets, we will review the fee agreement and will work to ensure that the fees being charged the client are fair and reasonable with respect to those services.

Additional Fees. In addition to our advisory fees, you may pay additional fees associated with our advice, such as custodial fees and mutual fund fees. You will incur brokerage and other transaction costs. More information about our suggested custodian is in Item 12 of this document. You should review your agreement with the custodian carefully for more information about the custodians' fees and services.

Additional Compensation. Our representatives may also be independently licensed insurance agents and sell insurance products to any client. They can earn commissions when selling these products. This is a potential conflict because they may recommend the purchase of an insurance product resulting in a commission being paid to them in addition to advisory fees being paid to us.

Rollover Recommendations. As part of our investment advisory services to you, we may recommend that you withdraw the assets from your employer's retirement plan and roll the assets over to an individual retirement account ("IRA") that we will manage on your behalf. If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset-based fee as set forth in the agreement you executed with our firm. This practice presents a conflict of interest because persons providing investment advice on our behalf have an incentive to recommend a rollover to you for the purpose of generating fee-based compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of: (1) Leaving the funds in your employer's (former employer's) plan; (2) moving the funds to a new employer's retirement plan; (3) cashing out and taking a taxable distribution from the plan; and/or (4) rolling the funds into an IRA rollover account. Each of these options has advantages and disadvantages and before making a change we encourage you to speak with your CPA and/or tax attorney. Our recommendations may include any of them, depending on what we feel is in your best interest.

We are fiduciaries under the Investment Advisers Act of 1940 and when we provide investment advice to you regarding your retirement plan account or individual retirement account, we are also fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. As a fiduciary, we are required to document the reason(s) for why the recommendation we made is in your best interest.

Because Plan Group offers both fee-for-service consulting and AUM advisory services, Plan Group has an incentive to recommend that a client transition to an AUM relationship when investable assets are generated. Plan Group seeks to mitigate this conflict by making recommendations based on the client's objectives and circumstances and by requiring a new or amended agreement and disclosures before providing AUM services.

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

We do not accept performance-based fees.

Item 7 Types of Clients

We typically work with individuals, trusts, estates, and other businesses. We have no minimum account size.

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

Investment Strategies

In addition to traditional asset management, Plan Group (“PGF” or “the firm”) designs, implements, and monitors various model strategies. Many PGF clients have assets managed using one or more of these strategies, some of which are exclusive to PGF. We believe that successful investing comes from, but is not limited to, successful asset class diversification and the acceptance of an appropriate level of risk (dependent upon a clients’ willingness and ability to take risk) with a long-term time horizon (10+ years). The following is a description of our strategies.

Model portfolios

PGF has developed and implemented a number of model portfolios (portfolios) suitable for clients depending upon a client’s goals and individual risk tolerance, which is developed via risk questionnaire and/or via consultation with an advisor. These diversified portfolios may include some combination of publicly traded securities such as: exchange traded funds (ETFs), mutual funds, or individual securities. Portfolios are developed and monitored using a combination of internal and external resources, with portfolios typically rebalanced a minimum of twice, annually.

PGF utilizes both historical returns and capital market assumptions (from various internal and external sources) as inputs in mean variance optimization (MVO), which is employed to develop and maintain its portfolios. Fundamental quantitative analysis along with qualitative analysis is used to monitor both current and prospective portfolio holdings. Certain investment strategies may employ forms of technical analysis and or a combination of Fundamental and Technical analysis.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management and competitive advantages. This analysis is performed on historical and current data with the goal of making financial forecasts.

Technical analysis involves the analysis of historical and present data, focusing on price and trade volume. This type of analysis involves the use of charting to help identify current trends and trend reversals and seeks to forecast the direction of prices.

As indicated in Item 4, most clients are placed in a model overseen by a financial professional of our firm. The model includes a number of asset classes, including equities, both domestic and international, exchange-traded funds, mutual funds, fixed income, REIT’s and commodities, amongst others. Plan Group Financial generally relies on our investment department to manage our core models as well as sub-advisers for specific strategies. All trading for accounts in these programs will generally be conducted by Plan Groups investment or sub-adviser relationship. Our core portfolios are invested in Equities and Fixed Income/Cash. Our equity portion of our portfolios will typically include multiple equity sub classes, including US Large Company, US Mid-Company, US Small Company, Developed International, Emerging

Markets, Global Traded & Non-traded Real Estate, Nature Resources and Commodities. The Fixed Income/Cash portion includes multiple sub classes, including US Aggregate Bonds Inflation Protected Bonds, International Bonds, Money Markets, and Ultra-short/short ETF's.

Individual clients can request one-off scenarios as needed. Investment strategies and advice will vary depending upon each client's specific financial situation. We manage households and accounts on a goals-based approach so not every account is comprised of the same asset types. Certain accounts will potentially be more heavily weighted in one sector versus another account in order to diversify the household as a whole or to take advantage of certain tax advantage in having particular types of investments in certain types of accounts. As such, we determine investments and allocations based upon the clients predefined objectives, risk tolerance questionnaire, and suitability factors. The restrictions and guidelines set by the client will also affect the composition of the portfolio.

Non-Traded securities / Private placements

Under certain circumstances, PGF may recommend an allocation to select private placements or other non-traded investment vehicles (vehicles), where the investments inside the vehicle are managed by a third-party. The third-party manager may charge fees which are discrete from those agreed to between the client and PGF. Furthermore, the private placement or non-traded investment vehicle may have little to no liquidity such that an investor may be required to maintain their investment until such time that the manager of the investment liquidates the fund/vehicle and returns capital to investors. These types of investments may not be suitable for all clients.

Separately Managed Accounts (SMA)

Under certain circumstances, in conjunction with the client, PGF may engage a third party to design and manage a SMA. This may be in order to provide broad or targeted exposure to a select market or investment mandate.

Annuities

Periodically, a client or prospective client will ask us to review an annuity where PGF is not the advisor of record in order to form a more complete picture of their overall financial situation. Upon review with the client on an annuity not written by PGF, the firm may become broker of record on an annuity. In certain circumstances, PGF may recommend the purchase of an annuity (fixed or variable) product. Annuity products are primarily employed when a client is seeking principal protection, has a desire to create an income stream, or for tax efficiency.

Family Office Consulting

Family Office Consulting Services emphasize planning, strategic advice, and coordination across tax, estate, business, and family governance matters. Recommendations may involve assumptions about taxes, cash flows, valuations, liquidity events, and estate structures that can change based on law, markets, or client circumstances

Important Risks

Past performance is not indicative of future results. Therefore, you should never assume that future performance of any specific investment or investment strategy will be profitable. **Investing in securities (including stocks, bonds, mutual funds, etc.) involves risk of loss. You should be prepared to bear investment loss including loss of original principal.** Due to the inherent risk of loss associated with investing, our firm is unable to guarantee or imply that our services, methods or analysis or investment strategies will predict future results, identify the best time to buy or sell a security, or protect you from market losses. All investments carry various types of risk, including the potential loss of the entire amount of principal. While infeasible to outline every possible risk, a list of risks, not necessarily in order of importance,

is below:

- General Market Risks – Investing involves risk, including the potential loss of principal. The prices of publicly traded securities are subject to market conditions largely outside of the control of PGF.
- Business Risks – Investments in individual companies or sectors may be subject to risks that are uncorrelated to broader market risks (unsystematic risks). For example, a company, sector, or industry may be subject to a regulatory risk that has little to no impact on the broader market as a whole.
- Currency Risks – Investments in securities which seek to provide exposure to a particular region, market, or industry outside of an investor’s home country, including individual equities, ETFs, or mutual funds, may expose investors to foreign currency and/or exchange rate risk which impacts the value of said investment
- Financial Risks – Individual companies utilize different capital structures, with more heavily indebted companies potentially increasing the level of financial risk to shareholders
- Political & Regulatory Risks – Investments may be subject to risks resulting from a particular political party or regulatory agency. For example, Exploration and Production companies may face additional government and or regulatory oversight that either restricts their ability to develop resources or makes the future development of resources uneconomical.
- Tax Risk – Investments in mutual fund products inside a taxable account may result in an investor incurring taxes (both short and long-term capital gains) without any activity in the account. Investors may be exposed to short- term capital gains if investments are held for under one year. PGF may engage in various strategies in an attempt to optimize tax exposures. While all clients are advised to consult their tax professionals regarding the tax impact of transactions, PGF endeavors to invest client funds in a tax efficient manner.
- Inflation Risk – Inflation may erode the purchasing power of a currency over time. Some securities, including fixed-rate securities (fixed income and preferred equities) may be more
- Credit/Default Risk – Investments in fixed income securities include the risk that an issuer of fixed income securities may receive downgrades by debt ratings agencies which negatively impacts the value of previously issued debt securities. Under certain scenarios, this may include the possibility of default.
- Margin Risk – Using “margin” to purchase a security is a form of borrowing, which allows the user to purchase an increased number of shares of a security compared to a traditional long-only purchase. This action exposes the user of margin to increased risk in the event an adverse price movement of said security occurs compared to a more traditional long-only investment.
- Information / Due diligence Risk – While PGF performs due diligence prior to the recommendation of any investment strategy, the firm often relies on the truthfulness and accuracy of documents (prospectuses, due diligence questionnaire responses, etc.) provided by external managers for certain investment strategies.
- Company Risk – When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company’s employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.

- ETF and Mutual Fund Risk – When investing in an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF’s or mutual fund’s operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. You may also incur brokerage costs when purchasing ETFs.
- Management Risk – Your investment with our firm varies with the success and failure of our investment strategies, research, analysis, and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.
- Third-Party Managers – Although Plan Group will seek to select only money managers who will invest client assets with the highest level of integrity, Plan Group’s selection process cannot ensure that money managers will perform as desired and Plan Group will have no control over the day-to-day operations of any selected money manager
- Liquidity Risk – Privately held real estate, private equity investments, individual fixed income securities, thinly-traded equity securities, non-traded securities, and other alternative investment products often entail accepting liquidity risk. Liquidity risk is the inability to liquidate/exit an investment and/or liquidation in a timely manner without potentially incurring a significant monetary penalty in order to access their funds.
- Concentration Risk – while PGF develops portfolios with diversification a key tenant in its investment approach, underlying holdings may be concentrated in a specific industry, sector, or geography such that an unanticipated event (economic, political/regulatory, etc.) that negatively affects the specific industry, sector, or geography may lead to substantial losses.

Item 9 Disciplinary Information

Neither the Firm nor any of our management persons have been involved in any events that are material to a client’s or prospective client’s evaluation of the Firm or the integrity of its management.

Item 10 Other Financial Industry Activities and Affiliations

Several of our advisory representatives are also registered representatives of Private Client Services, (“PCS”). Through PCS, they will receive compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds. Several advisory representatives are also insurance agents. In this capacity, they will receive commissions if you elect to purchase insurance with their assistance. If you elect to purchase securities or insurance through these representatives in their role as registered representatives or insurance agents, this will not occur in advisory accounts of Plan Group Financial, Inc.

This presents a conflict of interest as it gives our advisory representatives incentives to recommend investment and insurance products based on the compensation received, rather than on your needs. To address this conflict, our firm reviews a list of broker-dealer activity prior to our advisory representatives being compensated for those broker-dealer activities. Our advisory representatives will not be compensated by Plan Group and by PCS on the same assets.

You have the option to purchase investment products or insurance products through other brokers or agents not affiliated with our firm. These activities create a conflict of interest in that our associates have financial incentives to recommend additional products or services to you. We address these conflicts by doing the following:

We must disclose any potential or actual conflicts of interest when dealing with clients. We are subject to the following specific obligations when dealing with clients:

- The duty to have a reasonable, independent basis for its investment advice;
- The duty to ensure that investment advice is suitable to meeting the client's individual objectives, needs, and circumstances; and,
- A duty to be loyal to clients.

Insurance Products Sales

Several of our representatives can sell other products or provide services outside of their role as investment adviser representatives with us. Due to the firm's financial planning philosophy, our financial professionals may recommend that clients utilize insurance products (for example, a fixed index annuity ("FIA")) as part of the client's overall financial plan in lieu of separately managed accounts (specifically, in lieu of cash and fixed income asset classes). You should be aware that there are a number of conflicts of interests that are present due to our planning philosophy and recommendations to utilize insurance products in this nature.

As an estimate, our financial professionals that are registered as investment advisor representatives spend approximately 5% of their time on insurance sales and services and 95% of their time on investment advisory services. Please refer to Item 5 – Fees and Compensation and Item 14 – Client Referrals and Other Compensation for more details.

You may therefore work with your financial professional in both their capacity as an investment adviser representative of Plan Group, as well as in their capacity as an insurance agent. As such, your Plan Group financial professional, in their dual capacity as an IAR and insurance agent, may advise you to purchase insurance products (general disability insurance, life insurance, annuities, and other insurance products to you), and then assist you in implementing the recommendations by selling you those same products.

When acting as an insurance agent, in exchange for selling you those products, the financial professional will typically be paid a commission. This recommendation that a client purchase an insurance product through them as an insurance agent presents a conflict of interest, as the receipt of commissions is an incentive to recommend products that could potentially be based on commissions rather than your personal needs and objectives.

Furthermore, commissions may vary by product, and each individual product may have different commission rates, encouraging the financial professional to recommend products that may pay higher commissions over the products that make the most sense for you.

In addition, insurance products may also have different payment schedules depending on the nature of the product, and the timing of the payments likely differ from that of the advisory options offered by Plan Group Financial. This timing difference has the potential to create a conflict of interest since some financial professionals may have the incentive to recommend a product that pays commissions now, over an advisory product that pays fees over a relatively longer period. As an example, all other variables held equal, a 5% commission paid by an insurance company upon sale of a \$100,000 annuity product, may be more attractive to a financial professional than a one percent (1%) advisory fee charged on a \$100,000 account paid over a period of five (5) years, despite the overall pre-tax compensation paid to the financial professional being equal.

Plan Group Financial utilizes the services of a third-party insurance marketing organization ("IMO") to assist in identifying and sourcing insurance products that may be suitable for a client's objectives. IMOs are generally compensated by insurance carriers and may provide access to certain products, administrative support, and other resources. Our use of an IMO may create conflicts of interest (for example, if the IMO or a carrier offers incentives tied

to production or product placement). We address these conflicts by evaluating insurance recommendations based on the client's needs and objectives, documenting the basis for recommendations, and supervising insurance-related activity, including review of compensation arrangements and, when applicable, consideration of reasonably available alternatives.

We attempt to control sales-related conflicts by always basing investment decisions on the individual needs of clients. As a fiduciary, we expect and require that each investment adviser representative only recommend insurance and annuities when in the best interest of the client. If you have any questions or concerns about annuity recommendations made during the financial planning process, we encourage you to immediately bring it to the attention either the Compliance Officer or the CCO.

Finally, you should be aware that there are other insurance products that are offered by other insurance agents other than those recommended by our financial professionals. You are under no obligation to implement any insurance or annuity transaction through Plan Group.

Coordination with unaffiliated professionals.

In providing Family Office Consulting Services, Plan Group may coordinate with a client's outside professionals (e.g., attorneys, CPAs, valuation experts, insurance professionals, trustees). Unless specifically disclosed, such professionals are unaffiliated, and clients are under no obligation to engage any particular provider.

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

We do not, as principals, buy securities for our own accounts from any client or sell securities we own to any client or as a broker or agent effect securities transactions for compensation for any client. Plan Group and persons associated with us are allowed to invest for their own accounts or have a financial interest in the same securities or other investments that we acquire for your account.

Because we engage in transactions that are substantially the same as those made for client accounts, conflicts of interest are substantially reduced but still exist. We recognize the fiduciary responsibility to place your interests first and have established policies in this regard to avoid any potential conflicts of interest. The Code prohibits our personnel from using knowledge about pending or currently considered securities transactions for clients to profit personally, directly or indirectly, as a result of such transactions, including by purchasing or selling such securities.

As a fiduciary, we have a duty of utmost good faith to act solely in the best interests of each of our clients. Our clients entrust us with their funds, which in turn places a high standard on our conduct and integrity. Our fiduciary duty compels all employees to act with the utmost integrity in all our dealings. This fiduciary duty is the core principle underlying this Code of Ethics and Personal Trading Policy and represents the expected basis of all our dealings with our clients.

We have adopted a Code of Ethics for the purpose of instructing our personnel in their ethical obligations and to provide rules for their personal securities transactions. The Advisor and its personnel owe a duty of loyalty, fairness and good faith towards their clients, and the obligations to adhere not only to specific provisions of the Code but to general principles that guide the Code.

The Code covers a range of topics that may include general ethical principles, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings, and private placements, reporting ethical violations, distributions of the Code, review and enforcement processes, amendments to form ADV and supervisory procedures. The Advisor will provide a copy of the Code to any client or prospective client upon

request.

Item 12 Brokerage Practices

We do not receive “soft dollar” research under Section 28(e) of the Securities Exchange Act in connection with client transactions. However, custodians and broker-dealers may provide us with non-cash benefits related to custody and brokerage services, such as access to trading platforms, account management systems, reporting, practice management resources, and support services. These benefits create a conflict of interest because they provide an economic benefit to us and may influence our recommendation of custodians. We also do not receive client referrals from custodians or broker-dealers in connection with our recommendation of a custodian. We suggest clients utilize the institutional division of Charles Schwab & Co., Inc., Fidelity Institutional, Nuview Trust, Equity Trust or Interactive Brokers, LLC, (collectively “Custodians”) which are registered broker-dealers for custody of their assets and to effect trades for their accounts. We are independently owned and operated and not affiliated with the Custodians. We have selected the Custodians based on the availability of infrastructure, investment products, and institutional trading and custody services. These may not be available to retail customers

For your accounts maintained in their custody, the Custodians do not charge separate fees for custody but are compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the Custodians.

The Custodians make available to us other products and services that benefit us but may not benefit your accounts. Some of these products and services assist us in managing and administering your accounts. These include software and other technology that provides access to your 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 our fees from your accounts; and assist with back-office functions, recordkeeping, and client reporting.

Many of these services are used to service all or most of our accounts, including accounts not maintained at the Custodians. The Custodians also make available to us other services intended to help us manage and further develop our business enterprise. These services may include consulting, publications and conference on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, the Custodians may make available, arrange, or pay for these types of services rendered to us by independent third parties. The Custodians may discount or waive fees it would otherwise charge for some of these services or will pay all or part of the fees of a third-party providing these services to us.

While as a fiduciary, we endeavor to act in your best interests, our recommendation that clients maintain their assets in accounts at the Custodians may be based in part on the benefit to us 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 Custodians, which may create a conflict of interest.

You are responsible for all fees and/or expenses charged by the custodian of your assets. You may pay fees more expensive than those obtainable from other custodians in return for these services. If you direct us to manage assets with a specific broker/dealer or custodian, you have the sole responsibility for negotiating commission rates and other costs. If you select a specific broker/dealer or custodian, we will not be required to affect any transaction through them if we reasonably believe that to do so may result in a breach of our fiduciary duty.

We may combine orders into block trades when more than one account is participating in the trade. This blocking or bunching technique must be equitable and potentially advantageous for each such account. We engage in block trading when it is consistent with the duty to seek best execution and is consistent with the terms of our investment advisory agreements.

Equity trades are blocked based upon fairness to client, both in the participation of their account, and in the allocation of orders for the accounts of more than one client. Allocations of all orders are performed in a timely and efficient manner. All managed accounts participating in a block execution receive the same execution price (average share price) for the securities purchased or sold in a trading day. Any portion of an order that remains unfilled at the end of a given day will be rewritten on the following day as a new order with a new daily average price to be determined at the end of the following day.

Due to the low liquidity of certain securities, broker availability may be limited. Open orders are worked until they are completely filled, which may span the course of several days. If an order is filled in its entirety, securities purchased in the aggregated transaction will be allocated among the accounts participating in the trade in accordance with the allocation statement. If an order is partially filled, the securities will be allocated pro rata based on the allocation statement. We may allocate trades in a different manner than indicated on the allocation statement (non-pro rata) only if all managed accounts receive fair and equitable treatment.

Item 13 Review of Accounts

We furnish performance measurement services to you in the form of quarterly evaluation reports. The reports show how your accounts have varied in value and composition. Clients are invited to the office annually for an account review meeting. During the annual review meeting, we will discuss your accounts as well as any changes that have occurred to your investment profile. The level of the specifics involved in the review of accounts is determined by how volatile the investments are in the portfolio. The firm rebalances client accounts periodically to ensure consistency with client objectives.

Under project engagements, Plan Group provides deliverables and meetings according to the agreed scope. Under retainer engagements, Plan Group generally provides ongoing advice and periodic meetings [e.g., monthly/quarterly/as requested]. Because assets are not typically managed on a discretionary basis in this service, Plan Group does not conduct “account reviews” in the same manner as AUM relationships unless specifically agreed

Item 14 Client Referrals and Other Compensation

Client Referrals

We may enter into arrangements with independent, unaffiliated third parties that refer prospective clients to us. If a referred person becomes a client, we pay the referring party compensation from our own advisory revenues for the referral, subject to the terms of the applicable referral agreement. This compensation does not increase the advisory fee charged to the client above our otherwise applicable fee schedule.

These arrangements create a conflict of interest because the referring party has a financial incentive to recommend our firm. We address this conflict through written agreements and compliance reviews designed to help ensure referral arrangements are conducted in accordance with applicable law.

At or before the time of the endorsement or solicitation, referred prospects will receive or be presented with the disclosures required under the Advisers Act Marketing Rule, including disclosure of the promoter’s compensation and related conflicts of interest, as applicable

Other Compensation

Our representatives who are licensed insurance agents may receive non-cash benefits from insurance carriers (for example, occasional business courtesy items). These benefits create a conflict of interest because they may incentivize

representatives to recommend certain products or carriers. Our firm limits non-cash benefits to items that are reasonable and not tied to the recommendation of a particular product, and we maintain policies and supervision designed to identify and mitigate these conflicts (including review of insurance recommendations and associated compensation and benefits).

These practices present conflicts of interest because our representatives who are licensed insurance agents have an incentive to recommend insurance products, as well as insurance products through specific carriers, to you based on the receipt of these benefits. For information on how we address the conflicts associated with the sale of insurance products, please refer to the "Fees and Compensation" and "Other Financial Industry Activities and Affiliations" sections of this Brochure. For additional discussion on other compensation either we or our representatives receive, please refer to Additional Compensation under Item 5, Fees and Compensation, and Item 10, Other Financial Industry Activities and Affiliations.

Item 15 Custody

When we deduct advisory fees directly from client accounts, we are deemed to have limited custody of client assets and must have written authorization to do so. We send clients (or make available) a fee calculation/invoice showing the fee rate, the account value used to calculate the fee, the billing period, and the amount deducted. The qualified custodian of your assets sends account statements directly to you. You should carefully review those statements and compare them to any statements and fee calculations you receive from us.

Item 16 Investment Discretion

We request that you give us discretionary authority to manage your accounts by signing a written power of attorney. You may place reasonable restrictions on the types of securities or on specific securities that we may purchase or sell.

Plan Group does not accept discretionary authority for Family Office Consulting Services unless specifically agreed in writing and reflected in the client agreement

Item 17 Voting Client Securities

We do not vote proxies on your behalf. You retain that right unless you make other arrangements with the custodian of your assets. You will receive proxies or other solicitations directly from the custodian of your assets. You may contact us with questions about proxies.

Plan Group does not vote proxies for consulting-only clients unless otherwise agreed in writing

Item 18 Financial Information

We have no financial condition that is reasonably likely to impair our ability to meet contractual commitments to you.