

Item 1 Cover Page

Part 2A of Form ADV Firm Brochure

Strategic Wealth Partners LLC

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Phone: 407-310-3354

Chief Compliance Officer:
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November 2025

This brochure provides information about the qualifications and business practices of Strategic Wealth Partners LLC ("SWP"). This document represents SWP's initial Form ADV Part 2A filing in support of its registration as an investment adviser with the United States Securities and Exchange Commission ("SEC"). If you have any questions about the contents of this brochure, please contact us at 407-310-3354 or drake@strategicwealthpartners.net.

The information in this brochure has not been approved or verified by the SEC or any state securities authority. Registration does not imply a certain level of skill or training.

Additional information about SWP is or will be available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

The Firm has updated its address from its initial filing, with the current address at 230 Franklin Rd. Building 2B, Franklin, Tennessee, United States 37064.

The Firm updated Item 5 (Fees and Compensation) to describe its new incremental and progressive fee structure, which includes a minimum annual household fee of 1.00% and a maximum total annual fee of 2.50% for portfolio management and advisory services. The prior range of 0.50%–1.90% has been changed.

The hourly charges for financial planning have been removed.

The range of the fixed fees for the financial planning service has been updated to a minimum of \$0 to a maximum of \$25,000.

The revised section clarifies how fees are allocated between the client's financial professional, the Adviser, and any third-party managers or sub-advisers, and also describes the fixed fee for financial planning services.

In November 2025, Drake Oliver became the firm's Chief Compliance Officer replacing Jeffery Andrew Smith.

No other material changes occurred as of this update.

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Item 4 Advisory Business

(A) Description of Strategic Wealth Partners, LLC

Strategic Wealth Partners LLC ("SWP") is a Limited Liability Company formed in February 2025 under the laws of Wyoming and operates its principal place of business in Franklin, Tennessee. The Firm was established to provide personalized, fiduciary investment advisory services to individuals, high-net-worth clients, and retirement plans. SWP is owned by Strategic Retirement Solutions LLC (100% Member). On the other hand, Strategic Retirement Solutions LLC is owned by Leanna Oliver (President, 99%) and Drake Bryant Oliver (Vice President, 1%).

SWP is an investment adviser registered with the Securities and Exchange Commission and is committed to delivering advice, tailored portfolio management, and comprehensive financial planning.

Please refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "SWP," "the Firm," "we," "our," and "us" refer to Strategic Wealth Partners, LLC and the words "you," "your," and "client" refer to you as either a client or prospective client of our Firm.

(B) Services Offered

(1) Portfolio Management and Selection of Other Advisers, Third-Party Investment Managers, and Turnkey Asset Management Platforms

SWP provides portfolio management services through the selection and recommendation of third-party investment managers, sub-advisers and, where appropriate, turnkey asset management platforms ("TAMPs") such as, but not limited to Advisor Share Wealth Management (ASWM) and Synergy Asset Management (SAM). SWP may manage client assets directly or assist clients in identifying and engaging qualified third-party managers, sub-advisers, or platforms that align with the client's investment objectives, risk tolerance, and overall financial goals. SWP conducts due diligence, monitors the performance of selected sub-advisers, and advises clients on the ongoing suitability of those managers. As a fiduciary, SWP has a duty to act in the best interests of its clients when assisting them in identifying and engaging qualified third-party managers, sub-advisers, and TAMPs, as well as when directly managing client portfolios or making investment recommendations and providing advisory services. SWP ensures alignment with the client's investment objectives, risk tolerance, and overall financial goals.

Clients are advised that certain discretionary and non-discretionary asset management is conducted by independent third-party managers and/or sub-advisers, while SWP personnel may also directly manage client portfolios where appropriate. SWP facilitates the selection process, assists with allocation recommendations, and provides advisory oversight for both third-party and internally managed portfolios.

Client-Tailored Services and Client-Imposed Restrictions

We will assist clients with building a customized portfolio using internally managed strategies or model portfolios provided by select sub-advisers. With respect to sub-advised services, clients select a category of risk based on an assessment of their individual risk tolerance and investment objectives, to which one or more model portfolios are then correlated. We will recommend to clients what portion of their assets may be invested in the portfolios and discuss the allocation of their assets among the portfolios, but clients will determine what assets will be invested in which portfolios. Clients may, other than for model portfolios constructed by a sub-adviser, impose reasonable restrictions on the management of their accounts, for example, restricting the type or amount of security to be purchased in the portfolio.

(2) Financial Planning and Consulting Services

Financial planning is a comprehensive evaluation of a client's current and future financial state by using currently known variables to predict future cash flows, asset values and withdrawal plans. Through the financial planning process, all questions, information and analysis are considered as they impact and are impacted by the entire financial and life situation of the client.

Clients electing this service receive a written report which provides the client with a detailed financial plan designed to assist the client achieve his or her financial goals and objectives. We gather required information through in-depth personal interviews. Information gathered includes the client's current financial status, tax status, future goals, returns objectives and attitudes towards risk. We carefully review documents supplied by the client, including a questionnaire completed by the client, and prepare a written report.

SWP's financial planning recommendations may present conflicts of interest, particularly when such recommendations could increase the compensation received by SWP, its affiliates, and/or any representative(s) thereof. For example, as discussed further in Item 10 below, recommendations to purchase commission-based insurance products from an SWP representative in their capacity as a licensed insurance agent, or from an affiliated insurance agency, presents a conflict of interest, as the recommendation could be made on the basis of commissions to be received, rather than on a particular client's needs. SWP seeks to mitigate this conflict by providing full and fair disclosure of the conflict and by only making such recommendations when in the client's best interest. The client is under no obligation to act upon the recommendations provided by SWP, its affiliates, and/or any representative(s) thereof. If the client does elect to act upon any recommendation, the client is free to complete the transaction with the professional(s) of their choosing and is under no obligation to complete the transaction through SWP, its affiliates, and/or any representative(s) thereof. Material conflicts involved in the advisory relationship between SWP and the client are fully and fairly disclosed herein. As used herein, "material" refers to those conflicts that are significant enough to influence our advisory services. Should additional material conflicts arise in the future, SWP will promptly provide full and fair disclosure of same, either herein, through a separate, standalone communication, or both.

(3) Retirement Plan Asset Management Services

We offer investment management services to tax-qualified retirement plans, hereafter referred to as "Plan Clients". Most Plan Clients are defined contribution plans that allow participants to direct the investment of their plan accounts among investment options selected by a responsible fiduciary of the Plan Client ("Responsible Fiduciary"). Other Plan Clients do not offer participant investment direction, in which case the Responsible Fiduciary selects the Plan Client's investment funds. Plan Clients are generally subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). All Plan Client assets are held by a qualified independent custodian. Under no circumstances do we hold custody of Plan Client assets.

If the Plan Client's responsible fiduciary selects us to offer actively managed investment options, we make available the third-party money manager programs approved for use in tax-qualified retirement plans. Please note that not all third-party money managers or strategies utilized by SWP are approved for use under this section. In some circumstances, SWP has delegated trading authority to the third-party money manager. In other circumstances, we will place trades according to trading instructions received from the third-party money manager.

The responsible fiduciary may also select various index funds as investment options.

(4) Assets Under Management

As of May 2025, SWP has **approximately \$101,700,000** in discretionary assets under management and \$0 in non-discretionary assets under management.

(C) Types of Investments

Across the various services we offer, we primarily provide advice on equity securities, corporate debt securities, certificates of deposit, mutual fund shares, United States government securities, money market funds, exchange-traded REITs, and ETFs.

For eligible clients, and when consistent with a client's applicable financial situation, risk tolerance, and investment objectives, we (and/or one or more of our sub-advisers or co-providers) may also advise on alternative investments, such as interests in partnerships investing in real estate, interests in partnerships, and interests in partnerships investing in private equity.

Additionally, we may advise clients on various types of investments based on their stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship. Since our investment strategies and advice are based on each client's specific financial situation, the investment advice we provide to clients may be different or conflicting with the advice we give to other clients regarding the same security or investment. In addition, not all asset classes described in this section will be prudent or appropriate for all clients. Accordingly, there may be periods of time during which certain asset types, such as alternative investments, are not recommended or utilized in client accounts.

(D) Miscellaneous Disclosures

(1) Retirement Rollovers-Potential for Conflict of Interest

A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If SWP recommends that a client roll over their retirement plan assets, such a recommendation creates a conflict of interest if the Firm will earn a new (or increase its current) advisory fee as a result of the rollover. No client is under any obligation to roll over retirement plan assets, regardless of SWP's recommendation.

(2) ERISA / IRC Fiduciary Acknowledgment

When SWP provides investment advice to a client regarding the client's retirement plan account or individual retirement account, it does so as a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act ("ERISA") and/or the Internal Revenue Code ("IRC"), as applicable, which are laws governing retirement accounts. The way SWP makes money creates some conflicts with client interests, so the Firm operates under a special rule that requires it to act in the client's best interest and not put its interests ahead of the client's.

Under this special rule's provisions, SWP must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put its financial interests ahead of the client's when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that the Firm gives advice that is in the client's

- best interest;
- Charge no more than is reasonable for SWP's services; and
- Give the client basic information about conflicts of interest.

(3) Wrap Fee Programs

SWP does not sponsor or serve as a portfolio manager for any wrap fee programs. However, SWP may select or recommend a third-party adviser and/or third-party managed portfolio through which assets may be managed on a wrap fee basis. When client assets are managed on a wrap fee basis, the wrap program sponsor arranges for the client to receive investment advisory services, the execution of securities brokerage transactions, custody and reporting services for a single specified fee. Participation in a wrap program may cost the participant more or less than purchasing such services separately.

(4) Assets Under Management

As of September 25, 2025, SWP has **approximately \$110,000,000** in discretionary assets under management and \$0 in non-discretionary assets under management.

Item 5 Fees and Compensation

The fees for the advisory services, as outlined below, are payable on a monthly basis, in arrears, based on the daily average balance of the subject assets during the billing month. All applicable fees, fee payment arrangements and the terms of engagement are clearly set forth in the investment advisory agreement prior to services being rendered.

(A) Portfolio Management and Selection of Other Advisers

SWP provides investment advisory and portfolio management services for an asset-based fee calculated as a percentage of the market value of the Client's assets under management.

Fees are incremental and progressive. This Total Annual Fee includes the costs of services rendered by the Client's financial professional and the Adviser. Any remaining amount will be used to pay the fees associated with the use of third-party managers and/or sub-advisers for the Client Account(s), to the extent applicable.

If, after deduction of the amounts attributable to the Client's financial professional and the Adviser, the remaining Total Annual Fee is not sufficient to cover the costs of the engaged third-party manager(s) and/or sub-adviser(s), the Client will be responsible for payment of any such remaining amounts, up to an annual maximum of 2.50%. The Adviser will remain responsible for payment of any third-party manager and/or sub-adviser fees which would cause the Total Annual Fee to exceed 2.50%.

A minimum annual household fee of 1.00% applies to all advisory relationships. This minimum applies solely to the portfolio management and advisory services described herein and represents the lowest total annual fee that will be charged for such services.

Fees are calculated and billed monthly, in arrears, based on the market value of assets as determined by the Custodian on the last day of each month. The Client authorizes the Adviser to deduct the applicable advisory fee directly from the Client's account(s). No increase in the annual fee shall take effect without the Client's written consent.

Percentage of the fees are determined on a client-by-client basis depending on relationship size, complexity, and the scope of services provided. The specific schedule is documented in the Client's Advisory Agreement.

(B) Retirement Plan Asset Management Services

SWP's fees for Retirement Plan Asset Management Services are individually negotiated on a case -by-case basis and will generally range from 0.50% to 1.75% of plan assets.

These fees are negotiable based upon a variety of factors, including but not limited to, the scope of services to be rendered, the representative servicing the account, the amount of plan assets, the expected amount of time needed to render the requested services, and other factors. Due to the negotiability of fees, similarly-situated clients could pay differing fees and the services to be provided by SWP may be available from other sources for the same or lesser fees.

(C) Financial Planning and Consulting Fees

To the extent specifically requested by a client, SWP may determine to provide financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone fee basis. The Firm's planning and consulting fees are negotiable, but generally range from \$0 to \$25,000 on a fixed fee basis, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s).

Fees agreed upon in advance prior to commencement of any work and may be invoiced separately from advisory fees.

(D) Fee Payments

Unless otherwise agreed, asset-based fees are billed monthly, in arrears, based upon the daily average balance of the managed assets during the billing period. Initial fees will be prorated if the investment advisory relationship commences other than at the beginning of a billing period. Asset-based fees will generally begin accruing as of the date the account placed under management is funded, unless otherwise agreed.

In most engagements, the third-party investment manager and/or sub-adviser will deduct advisory fees directly from the client's account provided that (i) the client provides written authorization to the qualified custodian, and (ii) the qualified custodian sends the client a statement, at least quarterly, indicating all amounts disbursed from the account. The cost of the third-party investment manager's and/or sub-adviser's services is paid from SWP's advisory fee, resulting in no additional charge to the client. The client is encouraged to review the custodian statement to verify the accuracy of the fee calculation, as the client's custodian will not verify the calculation.

To the limited extent SWP maintains advance billing arrangements, then upon termination, a fee refund will be provided, prorated based on the number of days in the fee period until the effective date of termination.

SWP's Financial Planning and Consulting fees are generally invoiced directly to the client. The client is generally asked to pay such fees by check, upon receipt of the Firm's invoice. SWP may request full payment at the outset of the client engagement.

Notwithstanding the foregoing, the Firm does not solicit or require prepayment of \$1,200 or more in fees, six months or more in advance for portfolio management and advisory fees.

If a fixed fee Financial Planning and Consulting engagement is terminated prior to completion, SWP will provide a refund of the advance-paid fee, prorated based on the amount of work completed at the time of termination based on the financial plan. If the amount owed for SWP's services exceeds the initial advance payment amount, the client will be invoiced for the remaining amount due, and the client will not be entitled to a refund.

For fixed fee arrangements, SWP will deliver to the client whatever portions of the planning report or analysis were completed at the time of termination.

(E) Compensation for the Sale of Other Investment Products

Firm representatives may operate as independent insurance agents and can earn commission -based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by Firm representatives are separate from our advisory fees. This practice presents a potential conflict of interest because Firm representatives who engage in insurance sales have an incentive to recommend insurance products to you based on the commissions to be received, rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our Firm.

(F) Additional Fees and Expenses

In addition to any applicable advisory fees, the client may incur brokerage commissions and/or transaction fees for effecting securities transactions, in accordance with the fee schedules and practices of the applicable broker-dealer/qualified custodian. Please see Item 12 below for further discussion on brokerage practices.

Clients will be charged a \$30 annual technology fee for each advisory client account, payable annually. If a client is onboarded in the middle of a billing period, the first installment of the technology fee will be assessed at the client's first billing interval and will include a prorated technology fee applied in arrears for the first partial period of services, as well as an advance payment of the following period's full technology fee. Upon termination, no refunds will be provided with respect to technology fees collected in advance. Platform advisers who engage SWP for fee billing and collection will also generally be subject to a negotiated Processing Fee, which will be agreed upon in writing with the subject participating adviser. The technology fee is charged by Charles Schwab & Co., Inc. ("Schwab") and is deducted directly from the client's account(s).

In addition, the client will also incur, relative to all pooled investment vehicles, such as mutual funds and exchange traded funds, charges imposed at the investment vehicle level (e.g., management fees and other expenses). These fees and charges are disclosed in the respective fund's prospectus. Clients are advised to read these materials carefully before investing. If a mutual fund also imposes sales charges, the client may pay an initial or deferred sales charge as further described in the mutual fund's prospectus. A client using SWP may be precluded from using certain mutual funds because they may not be offered by the client's custodian.

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

We do not accept performance-based fees or participate in side-by-side management. Performance- based fees are fees that are based on a share of a capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance- based fees. Our fees are

calculated as described in the *Fees and Compensation* section above and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

We offer investment advisory services to individuals, high net worth individuals and pension and profit-sharing plans (other than plan participants). Plan participants may enter into an advisory agreement with the Firm separate and apart from their relationship with a pension or profit-sharing plans.

In general, we require a minimum of twenty-five thousand dollars (\$25,000.00) to open and maintain an advisory account. At our discretion, we may waive this minimum account size. For example, we may waive the minimum if you appear to have significant potential for increasing your assets under our management. We may 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.

Certain third-party investment managers and/or sub-advisers may impose minimum asset level requirements upon clients, to which SWP clients may be subject. SWP generally will not recommend the services of any such third-party if the client does not meet the minimum account size criteria, unless a waiver to such requirement is granted.

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

(A) Methods of Analysis

SWP reviews certain quantitative and qualitative criteria related to advisers and to formulate investment recommendations to its clients. Quantitative criteria may include:

- the performance history of an adviser evaluated against that of its peers and other benchmarks;
- an analysis of risk-adjusted returns;
- an analysis of the adviser's contribution to the investment return (e.g., manager's alpha);
- standard deviation of returns over specific time periods, sector and style analysis;
- the adviser's fee structure; and
- the relevant portfolio manager's tenure.

Qualitative criteria used in selecting/recommending advisers include the investment objectives and/or management style and philosophy of an adviser; an adviser's consistency of investment style; and employee turnover and efficiency and capacity.

Quantitative and qualitative criteria related to advisers are reviewed by SWP on at least an annual basis or such other intervals as appropriate under the circumstances. In addition, advisers are reviewed to determine the extent to which their investments reflect efforts to time the market, or evidence style drift such that their portfolios no longer accurately reflect the particular asset category attributed to the adviser by SWP (both of which are negative factors in implementing an asset allocation structure).

Also, account minimum balances and fees may significantly differ between clients. Each client's individual needs and circumstances will determine portfolio weighting, which can have an impact on fees given the funds or managers utilized. SWP will endeavor to obtain equal treatment for its clients with advisers but cannot assure equal treatment.

(B) Investment Strategies

SWP may assist the client in selecting one or more appropriate third-party sub-advisers for all or a portion

of the client's portfolio. Such advisers will typically manage assets for clients who commit a minimum amount of assets established by that adviser – a factor that SWP will take into account when recommending managers to clients.

Through SWP's selection of sub-advisers, clients will have access to securities portfolios consisting of stocks, bonds, mutual funds, exchange-traded funds, and other securities and/or contracts relating to the same that are developed, maintained, and modified by the sub-advisers. Sub-advisers may outsource the construction, monitoring, or modification of the portfolios to third parties at their expense and in their discretion.

In addition to traditional securities, SWP and its sub-advisers may also incorporate alternative investments — such as private funds, real estate partnerships, private credit, and other non-traditional asset classes — into client portfolios when appropriate, based on the client's risk tolerance, investment objectives, liquidity needs, and suitability considerations.

A description of the criteria to be used in formulating an investment recommendation to invest in certain third-party sub-advisers is set forth below.

SWP has formed relationships with third-party vendors that:

- provide a technological platform for separate account management;
- prepare performance reports;
- perform trading;
- perform or distribute research of individual securities; and/or
- perform billing and certain other administrative tasks.

SWP may utilize additional independent third parties to assist it in recommending and monitoring advisers to clients as appropriate under the circumstances.

SWP will regularly review the activities of managers utilized for the client. Clients that engage sub-advisers should first review and understand the disclosure documents of those sub-advisers, which contain information relevant to such retention or investment, including information on the methodology used to analyze securities, investment strategies, fees and conflicts of interest.

Please refer to the sub-adviser's ADV Part 2A Brochure for information on material risks of investment instruments.

Tax Considerations

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional regarding the investing of your assets.

Custodians and broker-dealers must report the cost basis of equities acquired in client accounts. Your custodian will default to the First-In First-Out ("FIFO") accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, provide written notice to our Firm immediately and we will alert your account custodian of your individually selected accounting method. Decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

(C) Risk of Investment Loss

(1) Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

(2) Other Risk Considerations

When evaluating risk, financial loss may be viewed differently by each client and may depend on many different risks, each of which may affect the probability and magnitude of any potential losses. The following risks may not be all-inclusive but should be considered carefully by a prospective client before retaining our services.

- i. **Liquidity Risk:** The risk of being unable to sell your investment at a fair price at a given time due to high volatility or lack of active liquid markets. You may receive a lower price, or it may not be possible to sell the investment at all.
- ii. **Credit Risk:** Credit risk typically applies to debt investments such as corporate, municipal, and sovereign fixed income or bonds. A bond issuing entity can experience a credit event that could impair or erase the value of an issuer's securities held by a client.
- iii. **Inflation and Interest Rate Risk:** Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of a client's future interest payments and principal. Inflation also generally leads to higher interest rates which may cause the value of many types of fixed income investments to decline.
- iv. **Horizon and Longevity Risk:** The risk that your investment horizon is shortened because of an unforeseen event, for example, the loss of your job. This may force you to sell investments that you were expecting to hold for the long term. If you must sell at a time that the markets are down, you may lose money. Longevity Risk is the risk of outliving your savings. This risk is particularly relevant for people who are retired or are nearing retirement.
- v. **Selection of Other Advisers.** SWP's selection process cannot ensure that money managers will perform as desired, and SWP will have no control over the day-to-day operations of any of its selected money managers. SWP would not necessarily be aware of certain activities at the underlying money manager level, including without limitation a money manager's engaging in unreported risks, investment "style drift" or even regulatory breaches or fraud.
- vi. **Legal or Legislative Risk.** Legislative changes or court rulings may impact the value of investments or the securities' claim on the issuer's assets and finance.
- vii. **Pandemic Risk.** The recent COVID-19 pandemic has caused and continues to cause disruptions in economies and individual companies and volatility in financial markets throughout the world, including those in which clients invest. The impact of the pandemic and resulting economic disruptions may negatively impact the clients and the performance of their portfolios due to, among other things, (i) interruption of business operations resulting from travel restrictions, reduced

consumer spending, and quarantines of employees, customers and suppliers in areas affected by the outbreak, (ii) closures of manufacturing facilities, warehouses and logistics supply chains, and (iii) uncertainty about the duration of the virus' impact on global financial markets. Governments and central banks throughout the world have responded to the pandemic and resulting economic disruptions with a variety of fiscal and monetary policy changes, including direct capital infusions into companies and other issuers, new monetary policy tools and lower interest rates, but the ultimate impact of these efforts is uncertain. It is not possible to determine the duration or severity of the disruption in financial markets or the long-term economic impact of the COVID-19 pandemic, or other future epidemics or pandemics, which may adversely affect the clients' performance and investment strategies and significantly reduce available investment opportunities.

- viii. Leveraged Funds.** Leveraged funds are not suitable for all investors. Leveraged funds employ strategies that seek to magnify exposure to an index on a daily basis. They are intended for use by investors who expect the relevant index to move in a particular direction and want accelerated investment gains when it does so. However, there is an increased risk of accelerated losses if the market moves in the opposite direction. These funds may make use of derivatives, such as futures, options and swap agreements, which may expose the fund's investors to additional risks that they would not be subject to if they invested directly in the securities underlying those derivatives. Because these funds seek to track the performance of their benchmark on a daily basis, mathematical compounding, especially with respect to those funds that use leverage as part of their investment strategy, may prevent a fund from correlating with the monthly, quarterly, annual or other period performance of its benchmark. Due to the compounding of daily returns, fund returns over periods other than one day will likely differ in amount and possibly direction from the benchmark return for the same period. For those funds that consistently apply leverage, the value of the fund's shares will tend to increase or decrease more than the value of any increase or decrease in its benchmark index. The leveraged and inverse funds that may be used by SWP rebalance their portfolios on a daily basis, increasing exposure in response to that day's gains or reducing exposure in response to that day's losses. Daily rebalancing will impair a fund's performance if the benchmark experiences volatility. Investors should monitor their leveraged fund holdings consistent with their strategies, as frequently as daily.
- ix. Private Funds.** Private investments, including private funds (hedge funds, private equity funds, etc.) generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each investment's offering documents, which will be provided to each client for review and consideration. Unlike liquid investments that a client may own, private investments do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for the private investment or fund and acknowledges and accepts the various risk factors that are associated with such an investment. Unless otherwise agreed, private investments will generally be valued based on the more recent of the client's initial purchase price or any subsequent valuation provided by the issuer or fund manager.
- x. 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.
- xi. Fixed Income Risk.** When investing in bonds, there is the risk that the issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income

investors receive set, regular payments that face the same inflation risk.

- xii. *ETFs and Mutual Fund Risks.*** 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 will also incur brokerage costs when purchasing ETFs.
- xiii. *Derivatives Risks.*** The use of derivatives is a highly specialized activity that involves a variety of risks in addition to and greater than those associated with investing directly in securities, including the risk that: the party on the other side of a derivative transaction will be unable to honor its financial obligation; leverage created by investing in derivatives may result in losses to the portfolio; derivatives may be difficult or impossible for the portfolio to buy or sell at an opportune time or price, and may be difficult to terminate or otherwise offset; derivatives used for hedging may reduce or magnify losses but also may reduce or eliminate gains; and the price of commodity - linked derivatives may be more volatile than the prices of traditional equity and debt securities.
- xiv. *ESG.*** Upon specific client request, SWP can implement aspects of environmental, social and governance (generally referred to as "ESG") considerations into the client investment process. Clients requesting to engage in ESG-focused investing must be willing to accept the inherent risks and limitations of that strategy, including without limitation those risks and limitations described herein. The investment universe of ESG related investment vehicles is by nature narrower in scope and therefore the investment options may be limited when compared to non-ESG mandated securities. By narrowing the scope of investment options, clients may miss the opportunity to invest in a non-ESG mandated security or sector, which could contribute to their overall portfolio performance. ESG securities could underperform broad market indexes. ESG mandated investment funds may have higher expense ratios than non-ESG mandated investment vehicles. ESG considerations may vary from person to person, so the client's opinion about what constitutes valid and valuable ESG principles may differ from those of the security issuer or fund manager. ESG scores and ratings may also differ between two different ESG securities because of the way the respective fund managers analyze and identify ESG factors. The underlying holdings of some ESG investment vehicles may not disclose the same level or scope of ESG information as other companies. As a result, some investments may not capture ESG concepts with 100% accuracy. Therefore, SWP may rely on portfolio managers to establish their own system of ranking and sustainable factors in coordination with their mandate.
- xv. *Alternative Investment Risk:*** Alternative investments, including hedge funds, private equity, private credit, real estate partnerships, and other illiquid or non-traditional assets, carry higher risk due to limited liquidity, complex valuation, limited transparency, and potential for total loss of capital. Such investments are generally suitable only for clients who meet applicable accreditation standards and can tolerate long-term investment horizons and elevated risk.

Item 9 Disciplinary Information

We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management.

Neither the Firm nor its management persons have been the subject to any criminal or civil actions, administrative proceedings, or self-regulatory organization (SRO) proceedings. Clients and prospective clients can view the CRD records (registration records) through the SEC's Investment Adviser Public Disclosure (IAPD) website at www.adviserinfo.sec.gov.

Item 10 Other Financial Industry Activities and Affiliations

(A) Registration with Broker-Dealer

Neither SWP nor its representatives are registered as, or have pending applications to become, a broker-dealer or a representative of a broker-dealer.

(B) Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither SWP nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

(C) Independent Insurance Representatives

Adam Schmidt, Will Riggs, and Drake Oliver, in their individual capacities, are licensed insurance agents of Strategic Retirement Solutions LLC. Clients should be aware that these services pay a commission, which creates a conflict of interest, as insurance recommendations could be made on the basis of commission compensation to be received, rather than the client's best interest. SWP always acts in the best interest of the client including in the sale of commissionable products to advisory clients. Clients are in no way required to purchase insurance products through Mr. Schmidt, Mr. Riggs, or Mr. Oliver in their capacity as insurance agents or through Strategic Retirement Solutions, LLC in its capacity as a licensed insurance agency.

SWP always acts in the best interest of the client and clients are in no way required to accept the services of any representative of SWP in connection with such individual's activities outside of SWP.

(D) Strategic Retirement Solutions LLC

Strategic Wealth Partners is owned by Strategic Retirement Solutions LLC ("SRS") and is therefore affiliated through ownership and control. SRS is a Florida-based limited liability company that provides retirement planning services and also operates as an insurance company.

While SWP and SRS operate as separate legal entities, this affiliation may present potential conflicts of interest when SWP refers clients to SRS or recommends services offered by SRS. SWP mitigates these potential conflicts through adherence to its fiduciary duty, full disclosure of any relationships, and ensuring that any such recommendations are made in the best interests of the client.

SWP does not receive referral fees or compensation from SRS for client introductions unless specifically disclosed and agreed upon by the client. Clients are under no obligation to engage SRS and are free to select any service provider of their choice.

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

(A) Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our Firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of

honesty, good faith, and fair dealing with you. All persons associated with our Firm are expected to adhere strictly to these guidelines. Persons associated with our Firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our Firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

(B) Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

SWP does not engage in principal trading (i.e., the practice of selling stock to advisory clients from a firm's inventory or buying stocks from advisory clients into a firm's inventory). In addition, SWP does not recommend any securities to advisory clients in which it has some proprietary or ownership interest, nor does SWP or its related persons recommend or transact in any securities for advisory clients in which they have a material financial interest.

(C) Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

SWP, its affiliates, employees and their families, trusts, estates, charitable organizations and retirement plans established by it may purchase the same securities as are purchased for clients in accordance with its Code of Ethics policies and procedures. The personal securities transactions by advisory representatives and employees may raise potential conflicts of interest when they trade in a security that is:

- owned by the client, or
- considered for purchase or sale for the client.

Such conflict generally refers to the practice of front-running (trading ahead of the client), which SWP specifically prohibits. SWP has adopted policies and procedures that are intended to address these conflicts of interest. These policies and procedures:

- require our advisory representatives and employees to act in the client's best interest
- prohibit fraudulent conduct in connection with the trading of securities in a client account
- prohibit employees from personally benefitting by causing a client to act, or fail to act in making investment decisions
- prohibit the Firm or its employees from profiting or causing others to profit on knowledge of completed or contemplated client transactions
- allocate investment opportunities in a fair and equitable manner
- provide for the review of transactions to discover and correct any trades that result in an advisory representative or employee benefiting at the expense of a client.

Advisory representatives and employees must follow SWP's procedures when purchasing or selling the same securities purchased or sold for the client.

(D) Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

SWP, its affiliates, employees and their families, trusts, estates, charitable organizations, and retirement plans established by it may effect securities transactions for their own accounts that differ from those recommended or effected for other SWP clients. SWP will make a reasonable attempt to trade securities in client accounts at or prior to trading the securities in its affiliate, corporate, employee or employee -related accounts. Trades executed the same day will likely be subject to an average pricing calculation. It is the policy of SWP to place the clients' interests above those of SWP and its employees.

(E) Personal Trading Practices

Our Firm or persons associated with our Firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. A conflict of interest potentially exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our Firm nor persons associated with our Firm shall have priority over your account in the purchase or sale of securities.

Item 12 Brokerage Practices

(A) Factors Used to Select Broker-Dealers for Client Transactions

(1) Custodian Recommendations

SWP's portfolio management services are offered through (a) third-party sub-adviser(s) on a sub-advised basis. Accordingly, SWP generally does not recommend, request, or require the use of any particular broker-dealer for portfolio management. Clients who elect to receive portfolio management services must be willing to accept the brokerage practices of the underlying sub-adviser(s), details of which will be disclosed in such third-party sub-adviser's disclosure brochure.

The Platform (discussed in Item 4 above) relies upon the brokerage practices of SWP's affiliated investment adviser, Synergy Asset Management, LLC. All Platform participants are advised to consult Item 12 of the Synergy Asset Management, LLC Disclosure Brochure for details on the Platform's recommended broker-dealer(s)/custodian(s) and related brokerage practices.

(2) Soft Dollar Arrangements

SWP does not utilize soft dollar arrangements. SWP does not direct brokerage transactions to executing brokers for research and brokerage services.

(3) Brokerage for Client Referrals

SWP does not engage in the practice of directing brokerage commissions in exchange for the referral of advisory clients.

(4) Directed Brokerage

SWP generally does not accept directed brokerage arrangements. If a directed brokerage arrangement is accepted, the client must be willing to accept that SWP, and/or any engaged sub-adviser(s), may not be able to achieve the most favorable execution of client transactions. Directed brokerage arrangements, therefore, may cost the client more money.

(B) Aggregating Securities Transactions for Client Accounts

We typically do not aggregate securities transactions for client accounts as part of our portfolio management services. However, details concerning aggregating securities transactions for client accounts held with third-party sub-advisors will be disclosed in the third-party sub-adviser's disclosure brochure.

Item 13 Reviews of Accounts

Accounts are reviewed by the account's advisor and random accounts are reviewed by SWP's Vice President or designee. The frequency of reviews is determined based on the client's investment objectives, but adviser reviews are generally conducted no less frequently than annually. Clients may request

restrictions, guidelines or limitations concerning their advisory agreement subject to practicality of the Firm management.

More frequent reviews may also be triggered by a change in the client's investment objectives, tax considerations, large deposits or withdrawals, large purchases or sales, loss of confidence in the underlying investment, or changes in macro-economic climate.

(A) Review of Client Accounts on Non-Periodic Basis

SWP may perform ad hoc reviews on an as-needed basis if there have been material changes in the client's investment objectives or risk tolerance, or a material change in how SWP formulates investment advice.

(B) Content of Client-Provided Reports and Frequency

Each client of SWP's advisory services provided on an ongoing basis will receive at least quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian.

Item 14 Client Referrals and Other Compensation

(A) Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

(1) Insurance

As disclosed under the Fees and Compensation section in this brochure, persons providing investment advice on behalf of our Firm are licensed insurance agents. For information on the conflicts of interest this potentially presents, and how we address these conflicts, refer to the *Fees and Compensation* section.

(2) Advisory Firm Payments for Client Referrals

SWP does not pay for client referrals, nor does SWP receive any economic benefits from a party other than the client for the advisory services we provide to clients.

Item 15 Custody

For portfolio management services, to the extent authorized by the client, the engaged third-party manager is generally responsible for deducting SWP's fee from the client account and remitting SWP's portion of the total fee to the Firm. In such instances, clients will receive at least quarterly account statements directly from their custodian containing a description of all activity, cash balances and portfolio holdings in the client's account, and clients are urged to review these statements carefully. Clients are also urged to compare billing statements provided by the third-party managers, to the extent applicable, to the custodian statement for accuracy. Any discrepancies should be brought to the Firm's attention. The custodian's statement is the official record of the account. Please refer to the applicable investment manager's disclosure brochure for detailed information on custody.

Item 16 Investment Discretion

Subject to the terms of its investment advisory agreement, SWP may be granted discretionary authority for account management and/or the retention of independent third-party sub-advisers. Investment limitations may be designated by the client as outlined in the investment advisory agreement. Please see the applicable third-party sub-adviser's disclosure brochure for detailed information relating to discretionary authority

When engaged on a non-discretionary basis, SWP will properly secure the client's permission prior to effecting securities transactions in the client's account(s).

Item 17 Voting Client Securities

SWP will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security. We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you. Contact our main office at the telephone number on the cover page of this brochure if you have any questions.

Item 18 Financial Information

The Firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and we do not require the prepayment of more than \$1,200 in fees six or more months in advance for portfolio management and advisory services. Therefore, we are not required to include a financial statement with this brochure.

The Firm has not filed a bankruptcy petition at any time in the past ten years.

Item 19 Additional Information

(A) Your Privacy

Strategic Wealth Partners, LLC views protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

The Firm does not disclose any non-public personal information about you to any non-affiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as sub-advisers, transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to non-public personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your non-public personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our Firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Contact our main office at the telephone number on the cover page of this brochure if you have any questions regarding this policy.

If you decide to close your account(s) we will adhere to our privacy policies, which may be amended from time to time.

If we make any substantive changes in our privacy policy that would further permit or require disclosures of your private information, we will provide written notice to you. Where the change is based on permitted

disclosures, you will be given an opportunity to direct us as to whether such disclosure is acceptable. Where the change is based on required disclosures, you will only receive written notice of the change. You may not opt out of the required disclosures.

If you have questions about our privacy policies, contact our main office at the telephone number on the cover page of this brochure and ask to speak to the Chief Compliance Officer.