



Investment Adviser Code of Ethics

Revised Nov. 2018



Contents

Overview	2
Standards of Business Conduct.....	2
Compliance with Securities Laws.....	3
Prohibition Against Insider Trading.....	4
Introduction.....	4
Insider Trading Policy	4
Protecting the Confidentiality of Client Information	6
Confidential Client Information.....	6
Non-Disclosure Of Confidential Client Information.....	6
Employee Responsibilities.....	7
Security of Confidential Personal Information.....	7
Privacy Policy	7
Enforcement and Review of Confidentiality and Privacy Policies.....	8
Personal Securities Transactions	8
General Policy	8
Pre-Clearance Required for Participation in IPOs.....	8
Pre-Clearance Required for Private or Limited Offerings.....	8
Interested Transactions.....	8
Gifts and Entertainment.....	9
General Policy	9
Reporting Requirements.....	9
Personal Securities Holdings.....	9
Reporting Requirements.....	9
Certification	11
Initial Certification.....	11
Acknowledgement of Amendments.....	11
Annual Certification	11
Reporting Violations and Sanctions.....	12
Appendix A - Definitions	13
Appendix B - Records.....	14

Overview

Cantella & Co., Inc. (“Cantella”) is an investment adviser registered with the Securities and Exchange Commission (“SEC”) to engage in investment advisory services. This Code of Ethics (the “Code”) has been adopted by Cantella and is designed to comply with Rule 204A-1 (the “Rule”) under the Investment Advisers Act of 1940, as amended (“Advisers Act”).

This Code establishes rules of conduct for all employees of Cantella and is designed to, among other things; govern personal securities trading activities in the accounts of employees. The Code is based upon the principle that Cantella and its employees owe a fiduciary duty to Cantella's advisory clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid (i) serving their own personal interests ahead of clients, (ii) taking inappropriate advantage of their position with the firm and (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility.

The Code is designed to ensure that the high ethical standards long maintained by Cantella continue to be applied. The purpose of the Code is to preclude activities which may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct. Pursuant to Section 206 of the Advisers Act, both Cantella and its employees are prohibited from engaging in fraudulent, deceptive or manipulative conduct. Compliance with this section involves more than acting with honesty and good faith alone. It means that Cantella has an affirmative duty of utmost good faith to act solely in the best interest of its clients.

Furthermore, the provisions of the Code are not all-inclusive. Rather, they are intended as a guide for employees of Cantella in their conduct. In those situations where an employee may be uncertain as to the intent or purpose of the Code, he/she is advised to consult with the CCO. The CCO may grant exceptions to certain provisions contained in the Code only in those situations when it is clear that the interests of our clients will not be adversely affected or compromised. Questions arising in connection with personal securities trading should be resolved in favor of the client even at the expense of the interests of employees.

The CCO will periodically report to senior management and/or the Cantella Board of Directors to document compliance with this Code.

Standards of Business Conduct

Cantella places the highest priority on maintaining its reputation for integrity and professionalism. The confidence and trust placed in our firm and its employees by our clients is something we value and endeavor to protect. The following standards of business conduct set forth policies and procedures to achieve these goals.

Cantella and its employees are subject to the following specific fiduciary obligations when dealing with clients:

- The duty to have a reasonable, independent basis for the investment advice provided;
- The duty to obtain best execution for a client's transactions as is possible, given the relevant clearing arrangement;

- 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.

In meeting its fiduciary responsibilities to its clients, Cantella expects every employee to demonstrate the highest standards of ethical conduct for continued employment with Cantella. Compliance with the provisions of the Code shall be considered a basic condition of employment with Cantella. Employees are urged to seek the advice of the Cantella Chief Compliance Officer (“CCO”) for any questions about the Code or the application of the Code to their individual circumstances. Employees should also understand that a material breach of the provisions of the Code may constitute grounds for disciplinary action, including termination of employment with Cantella.

Section 204A of the Advisers Act requires the establishment and enforcement of policies and procedures reasonably designed to prevent the misuse of material, nonpublic information by investment advisers. Such policies and procedures are contained in this Code. The Code also contains policies and procedures with respect to personal securities transactions of all Cantella's access persons as defined herein. These procedures cover transactions in a reportable security in which an access person has a beneficial interest in or accounts over which the access person exercises control as well as transactions by members of the access person’s immediate family.

Compliance with Securities Laws

This Code requires Cantella employees to abide by all applicable federal securities laws, including but not limited to the Investment Advisers Act of 1940, as amended; the Securities Act of 1933, as amended; the Securities Exchange Act of 1934, as amended. As such, employees are not permitted, in connection with the purchase or sale, directly or indirectly, of a security held or to be acquired by a client to:

- Defraud a client in any manner
- Mislead a client, including by making any statement that omits material facts
- Engage in any act, practice or course of conduct that operates or would operate as a fraud or deceit on a client
- Engage in any manipulative practice with respect to a client
- Engage in any manipulative practice with respect to securities, including price manipulation
- Favor the interests of one client over another client
- Engage in front running, and/or profit personally, directly or indirectly, as a result of knowledge about a security or a transaction

Prohibition Against Insider Trading

Introduction

Trading securities while in possession of material, nonpublic information, or improperly communicating that information to others may expose supervised persons and Cantella to stringent penalties. Criminal sanctions may include a fine of up to \$1,000,000 and/or ten years imprisonment. The SEC can recover the profits gained or losses avoided through the illegal trading, impose a penalty of up to three times the illicit windfall, and/or issue an order permanently barring you from the securities industry.

The rules contained in this Code apply to securities trading and information handling by supervised persons of Cantella and their immediate family members. An individual legitimately may be uncertain about the application of the rules contained in this Code in a particular circumstance. You must notify the CCO immediately if you have any reason to believe that a violation of this Code has occurred, or is about to occur.

Insider Trading Policy

No supervised person may trade, either personally or on behalf of others (such as investment funds and private accounts managed by Cantella), while in the possession of material, nonpublic information, nor may any personnel of Cantella communicate material, nonpublic information to others in violation of the law.

1. **What is Material Information?**

Information is material where there is a substantial likelihood that a reasonable investor would consider it important in making his or her investment decisions. Generally, this includes any information the disclosure of which will have a substantial effect on the price of a company's securities. No simple test exists to determine when information is material; assessments of materiality involve a highly fact-specific inquiry. For this reason, you should direct any questions about whether information is material to the Cantella CCO.

Material information often relates to a company's results and operations, including, for example, dividend changes, earnings results, changes in previously released earnings estimates, significant merger or acquisition proposals or agreements, major litigation, liquidation problems, and extraordinary management developments.

Material information also may relate to the market for a company's securities. Information about a significant order to purchase or sell securities may, in some contexts, be material.

Prepublication information regarding reports in the financial press also may be material. You should also be aware of the SEC's position that the term "material nonpublic information" relates not only to issuers but also to Cantella's securities recommendations and client securities holdings and transactions.

2. What is Nonpublic Information?

Information is “public” when it has been disseminated broadly to investors in the marketplace. For example, information is public after it has become available to the general public through the Internet; a public filing with the SEC or some other government agency, the Dow Jones “tape” or The Wall Street Journal or some other publication of general circulation, and after sufficient time has passed so that the information has been disseminated widely.

3. Identifying Inside Information

Before executing any trade for yourself or others, including investment funds or private accounts managed by Cantella, you must determine whether you have access to material, nonpublic information. If you think that you might have access to material, nonpublic information, you should take the following steps:

- Report the information and proposed trade immediately to the CCO.
- Do not purchase or sell the securities on behalf of yourself or others, including investment funds or private accounts managed by the firm.
- Do not communicate the information inside or outside the firm, other than to the CCO.
- After the CCO has reviewed the issue, the firm will determine whether the information is material and nonpublic and, if so, what action the firm will take.

You should consult with the CCO before taking any action. This high degree of caution will protect you, our clients, and the firm.

4. Contacts with Public Companies

Contacts with public companies may represent an important part of our research efforts. The firm may make investment decisions on the basis of conclusions formed through such contacts and analysis of publicly available information. Difficult legal issues arise, however, when, in the course of these contacts, a supervised person of Cantella or other person subject to this Code becomes aware of material, nonpublic information. This could happen, for example, if a company’s Chief Financial Officer prematurely discloses quarterly results to an analyst, or an investor relations representative makes selective disclosure of adverse news to a handful of investors. In such situations, Cantella must make a judgment as to its further conduct.

5. Tender Offers

Tender offers represent a particular concern in the law of insider trading for two reasons: First, tender offer activity often produces extraordinary gyrations in the price of the target company’s securities. Trading during this time period is more likely to attract regulatory attention (and produces a disproportionate percentage of insider trading cases). Second, the SEC has adopted a rule which expressly forbids trading and “tipping” while in the possession of material, nonpublic information regarding a tender offer received from the tender offer or, the target company or anyone acting on behalf of either. Supervised persons of Cantella should exercise extreme caution any time they become aware of nonpublic information relating to a tender offer.

6. Restricted List & Watch List

Although Cantella does not typically receive confidential information from portfolio companies, it may, if it receives such information take appropriate procedures to establish restricted or watch lists in certain securities. The CCO may place certain securities on a "Restricted List." Access persons are prohibited from personally, or on behalf of an advisory account, purchasing or selling securities during any period they are listed. Securities issued by companies about which a number of supervised persons are expected to regularly have material, nonpublic information should generally be placed on the restricted list. The CCO shall take steps to immediately inform all supervised persons of the securities listed on the restricted list.

In addition, the CCO may place certain securities on a "Watch List." Securities issued by companies about which a limited number of supervised persons possess material, nonpublic information should generally be placed on the watch list. The list will be disclosed only to the CCO and a limited number of other persons who are deemed necessary recipients of the list because of their roles at Cantella.

Protecting the Confidentiality of Client Information

Confidential Client Information

In the course of investment advisory activities of Cantella, the firm gains access to non-public information about its clients. Such information may include a person's status as a client, personal financial and account information, the allocation of assets in a client portfolio, the composition of investments in any client portfolio, information relating to services performed for or transactions entered into on behalf of clients, advice provided by Cantella to clients, and data or analyses derived from such non-public personal information (collectively referred to as 'Confidential Client Information'). All Confidential Client Information, whether relating to Cantella's current or former clients, is subject to the Code's policies and procedures. Any doubts about the confidentiality of information must be resolved in favor of confidentiality.

Non-Disclosure Of Confidential Client Information

All information regarding Cantella's clients is confidential. Information may only be disclosed when the disclosure is consistent with the firm's policy or the client's direction. Cantella does not share Confidential Client Information with any third parties, except in the circumstances outlined in our Privacy Policy which include:

- As necessary to provide service that the client requested or authorized, or to maintain and service the client's account.
- As required by regulatory authorities or law enforcement officials who have jurisdiction over Cantella, or as otherwise required by any applicable law;
- To the extent reasonably necessary to prevent fraud, unauthorized transactions or liability.

Employee Responsibilities

All access persons are prohibited, either during or after the termination of their employment with Cantella, from disclosing Confidential Client Information to any person or entity outside the firm, including family members, except under the circumstances described above. An access person is permitted to disclose Confidential Client Information only to such other access persons who need to have access to such information to deliver the Cantella's services to the client.

Access persons are also prohibited from making unauthorized copies of any documents or files containing Confidential Client Information that is otherwise inconsistent with the firm's Privacy Policy. destroyed.

Any supervised person who violates the non-disclosure policy described above will be subject to disciplinary action, including possible termination, whether or not he or she benefited from the disclosed information.

Security of Confidential Personal Information

Cantella enforces the following policies and procedures to protect the security of Confidential Client Information:

- The firm restricts access to Confidential Client Information to those access persons who need to know such information to provide Cantella's services to clients;
- Any access person who is authorized to have access to Confidential Client Information in connection with the performance of such person's duties and responsibilities is required to keep such information in a secure compartment, file or receptacle on a daily basis as of the close of each business day;
- All electronic or computer files containing any Confidential Client Information shall be encrypted and include anti-virus software and to protect from access by unauthorized persons;
- Any conversations involving Confidential Client Information, if appropriate at all, must be conducted by access persons in private, and care must be taken to avoid any unauthorized persons overhearing or intercepting such conversations.

Privacy Policy

As a registered investment adviser, Cantella and all supervised persons, must comply with SEC Regulation S-P, which requires investment advisers to adopt policies and procedures to protect the 'nonpublic personal information' of natural person clients. 'Nonpublic information,' under Regulation S-P, includes personally identifiable financial information ("PII") and any list, description, or grouping that is derived from PII. Personally identifiable financial information is defined to include information supplied by individual clients, information resulting from transactions, any information obtained in providing products or services. Pursuant to Regulation S-P Cantella has adopted policies and procedures to safeguard the information of natural person clients.

Enforcement and Review of Confidentiality and Privacy Policies

The CCO or designee is responsible for reviewing, maintaining and enforcing Cantella's confidentiality and privacy policies and is also responsible for conducting appropriate employee training to ensure adherence to these policies. Any exception to this policy requires the written approval of the CCO.

Personal Securities Transactions

General Policy

Cantella has adopted the following principles governing personal investment activities by Cantella's supervised persons:

- The interests of client accounts will at all times be placed first;
- All personal securities transactions will be conducted in such manner as to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility; and
- Access persons must not take inappropriate advantage of their positions.

Pre-Clearance Required for Participation in IPOs

No access person shall acquire any beneficial ownership in any securities in an Initial Public Offering for his or her account, as defined herein without the prior written approval of the CCO who has been provided with full details of the proposed transaction (including written certification that the investment opportunity did not arise by virtue of the access person's activities on behalf of a client) and, if approved, may be subject to continuous monitoring for possible future conflicts.

Pre-Clearance Required for Private or Limited Offerings

No access person shall acquire beneficial ownership of any securities in a limited offering or private placement without the prior written approval of the CCO who has been provided with full details of the proposed transaction (including written certification that the investment opportunity did not arise by virtue of the access person's activities on behalf of a client) and, if approved, may be subject to continuous monitoring for possible future conflicts.

Interested Transactions

No access person shall recommend any securities transactions for a client without having disclosed his or her interest, if any, in such securities or the issuer thereof, including without limitation:

- Any direct or indirect beneficial ownership of any securities of such issuer;
- Any contemplated transaction by such person in such securities;
- Any position with such issuer or its affiliates; and
- Any present or proposed business relationship between such issuer or its affiliates and such person or any party in which such person has a significant interest.

Gifts and Entertainment

Giving, receiving or soliciting gifts in a business setting may create an appearance of impropriety or may raise a potential conflict of interest. Cantella has adopted the policies set forth below to guide access persons in this area.

General Policy

Cantella's policy with respect to gifts and entertainment is as follows:

- Giving, receiving or soliciting gifts in a business may give rise to an appearance of impropriety or may raise a potential conflict of interest;
- Access persons should not accept or provide any gifts or favors that might influence the decisions you or the recipient must make in business transactions involving Cantella, or that others might reasonably believe would influence those decisions;
- Modest gifts and favors, which would not be regarded by others as improper, may be accepted or given on an occasional basis. Entertainment that satisfies these requirements and conforms to generally accepted business practices also is permissible;
- Where there is a law or rule that applies to the conduct of a particular business or the acceptance of gifts of even nominal value, the law or rule must be followed.

Reporting Requirements

- Any access person who accepts, directly or indirectly, anything of value from any person or entity that does business with or on behalf of Cantella, including gifts and gratuities with value in excess of \$100 per year, must obtain consent from the CCO prior to accepting such gift.
- This reporting requirement does not apply to bona fide dining or bona fide entertainment if, during such dining or entertainment, you are accompanied by the person or representative of the entity that does business with Cantella.
- This gift reporting requirement is for the purpose of helping Cantella monitor the activities of its employees. However, the reporting of a gift does not relieve any access person from the obligations and policies set forth in this section or anywhere else in this Code. If you have any questions or concerns about the appropriateness of any gift, please consult the CCO.

Personal Securities Holdings

Reporting Requirements

Every access person shall provide initial and annual holdings reports for all securities holdings. For those access persons with accounts held outside of Cantella ('outside account') a quarterly transaction report must be submitted to Cantella's home office compliance team unless an exemption exists. This transaction report must contain the information described below. It is the policy of Cantella that each access person with outside employee accounts must arrange for their brokerage firm(s) to send automatic duplicate brokerage account statements and trade confirmations of all securities transactions to Cantella Compliance unless an exemption exists.

1. Initial Employee Accounts Holdings Report

Every access person shall, no later than ten (10) calendar days after the person becomes an access person, fill out and file an Employee Account Holdings Report. The information submitted must be current as of a date no more than forty-five (45) days before the person became an access person.

2. Annual Employee Account Holdings Report

Every access person shall file an annual holdings report containing the same information required in the initial holdings report as described above

3. Quarterly Transaction Reports for those with outside accounts

Every access person must, no later than thirty (30) days after the end of each calendar quarter, file a quarterly transaction report containing the following information (please note that duplicate confirmations or brokerage account statements will suffice as a "Quarterly Transaction Report"):

With respect to any transaction during the quarter in a reportable security in which the access persons had any direct or indirect beneficial ownership:

- The date of the transaction, the title and exchange ticker symbol or CUSIP number, the interest rate and maturity date (if applicable), the number of shares and the principal amount (if applicable) of each covered security;
- The nature of the transaction (i.e., purchase, sale or any other type of acquisition or disposition);
- The price of the reportable security at which the transaction was effected;
- The name of the broker, dealer or bank with or through whom the transaction was effected; and
- The date the report is submitted by the access person.

4. Reporting Exemptions

Per the Rule, certain securities are exempt for the reporting requirements, and are listed below:

- Direct obligations of the U.S. government
- Money market instruments, including bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements, and other high-quality short-term debt instruments. High quality short-term debt instrument is defined as any instrument having a maturity at issuance of fewer than 366 days and which is rated in one of the highest two rating categories by a nationally recognized statistical rating organization, or which is unrated but is of comparable quality.
- Shares issued by money market funds
- Shares issued by open-end mutual funds (other than exchange traded funds)
- Shares issued by open-end unit investment trusts (UITs) if the UIT is invested exclusively in unaffiliated open-end mutual funds (other than exchange traded funds)

An access person need not submit a report with respect to the following transactions:

- Transactions effected for, securities held in, any account over which the person has no direct or indirect influence or control;

- Transactions effected pursuant to an automatic investment plan;
- A quarterly transaction report if the report would duplicate information contained in securities transaction confirmations or brokerage account statements that Cantella holds in its records so long as the firm receives the confirmations or statements no later than 30 days after the end of the applicable calendar quarter;
- Any transaction or holding report if Cantella has only one access person, so long as the firm maintains records of the information otherwise required to be reported.

An access person need not submit a report with respect to the following account types:

- Accounts held at Cantella
- Retirement plan accounts that can only hold open end mutual funds
- Accounts held directly at mutual fund companies (mutual fund only accounts)
- Accounts held directly at 529 college savings plans
- Variable, index, and fixed annuity contracts

5. Monitoring and Review of Personal Securities Transactions

A compliance principal, designated by the CCO, will monitor and review all reports required under the Code for compliance with Cantella's policies regarding personal securities transactions and applicable SEC rules and regulations. The compliance principal may also initiate inquiries of access persons regarding personal securities trading. Access persons are required to cooperate with such inquiries and any monitoring or review procedures employed by Cantella. Any transactions for any accounts of the compliance principal will be reviewed and approved by the CCO or other designated supervisory person. The compliance principal shall at least annually identify all access persons who are required to file reports pursuant to the Code and will inform such access persons of their reporting obligations.

Certification

Initial Certification

All supervised persons will be provided with a copy of the Code and must initially certify in writing that they have: (i) received a copy of the Code; (ii) read and understand all provisions of the Code; (iii) agreed to abide by the Code; and (iv) reported all account holdings as required by the Code.

Acknowledgement of Amendments

All supervised persons shall receive any amendments to the Code and must certify that they have: (i) received a copy of the amendment; (ii) read and understood the amendment; (iii) and agreed to abide by the Code as amended.

Annual Certification

All supervised persons must annually certify that they have: (i) read and understood all provisions of the Code; (ii) complied with all requirements of the Code; and (iii) submitted all holdings and transaction reports as required by the Code.

Reporting Violations and Sanctions

All supervised persons shall promptly report to the CCO or an alternate designee all apparent violations of the Code. Any retaliation for the reporting of a violation under this Code will constitute a violation of the Code.

The CCO shall promptly report to senior management all apparent material violations of the Code. When the CCO finds that a violation otherwise reportable to senior management could not be reasonably found to have resulted in a fraud, deceit, or a manipulative practice in violation of Section 206 of the Advisers Act, he or she may, in his or her discretion, submit a written memorandum of such finding and the reasons therefore to a reporting file created for this purpose in lieu of reporting the matter to senior management.

Senior management shall consider reports made to it hereunder and shall determine whether or not the Code has been violated and what sanctions, if any, should be imposed. Possible sanctions may include reprimands, monetary fine or assessment, or suspension or termination of the employee's employment with the firm.

Appendix A - Definitions

For the purposes of this Code, the following definitions shall apply:

- “Access person” means any supervised person who: has access to nonpublic information regarding any clients’ purchase or sale of securities, or nonpublic information regarding the portfolio holdings of any Reportable fund our firm or its control affiliates manage or has access to such recommendations; or is involved in making securities recommendations to clients that are nonpublic.
- “Account” means accounts of any employee and includes accounts of the employee’s immediate family members (any relative by blood or marriage living in the employee’s household), and any account in which he or she has a direct or indirect beneficial interest, such as trusts and custodial accounts or other accounts in which the employee has a beneficial interest, controls or exercises investment discretion.
- “Beneficial ownership” shall be interpreted in the same manner as it would be under Rule 16a-1(a) (2) under the Securities Exchange Act of 1934 in determining whether a person is the beneficial owner of a security for purposes of Section 16 of such Act and the rules and regulations thereunder.
- “Employees” means home office employees of Cantella and Investment Advisor Representatives of Cantella RIA. Employees are also considered Supervised Persons of the Cantella investment adviser
- ‘Fund’ means an investment company registered under the Investment Company Act.
- ‘Reportable fund’ means any registered investment company, i.e., mutual fund, for which our Firm, or a control affiliate, acts as investment adviser, as defined in section 2(a) (20) of the Investment Company Act, or principal underwriter.
- “Reportable security” means any security as defined in Section 202(a)(18) of the Advisers Act, except that it does not include: (i) Transactions and holdings in direct obligations of the Government of the United States; (ii) Bankers’ acceptances, bank certificates of deposit, commercial paper and other high quality short-term debt instruments, including repurchase agreements; (iii) Shares issued by money market funds; (iv) Transactions and holdings in shares of other types of open-end registered mutual funds, unless (“Cantella”) or a control affiliate acts as the investment adviser or principal underwriter for the fund; and (v) Transactions in units of a unit investment trust if the unit investment trust is invested exclusively in mutual funds, unless (“Cantella”) or a control affiliate acts as the investment adviser or principal underwriter for the fund.
- “Supervised person” means directors, officers and partners of (“Cantella”) (or other persons occupying a similar status or performing similar functions); employees of (“Cantella”); and any other person who provides advice on behalf of (“Cantella”) and is subject to (“Cantella”)'s supervision and control.

Appendix B - Records

The CCO shall maintain and cause to be maintained in a readily accessible place the following records:

- A copy of any Code of Ethics adopted by the Firm pursuant to Advisers Act Rule 204A-1 which is or has been in effect during the past five years;
- A record of any violation of Cantella's Code and any action that was taken as a result of such violation for a period of five years from the end of the fiscal year in which the violation occurred;
- A record of all written acknowledgements of receipt of the Code and amendments thereto for each person who is currently, or within the past five years was, an access person which shall be retained for five years after the individual ceases to be an access person of Cantella;
- A copy of each report made pursuant to Advisers Act Rule 204A-1, including any brokerage confirmations and account statements made in lieu of these reports;
- A list of all persons who are, or within the preceding five years have been, access persons;
- A record of any decision and reasons supporting such decision to approve an access persons' acquisition of securities in IPOs and limited offerings within the past five years after the end of the fiscal year in which such approval is granted.