

Disclosure Brochure May 24, 2024



a Registered Investment Adviser

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This Form ADV Part 2A ("Disclosure Brochure") provides information about the qualifications and business practices of Requisite Capital Management, LLC ("Requisite Capital" or the "Advisor"). If you have any questions about the content of this Disclosure Brochure, please contact the Advisor at (469) 373-3399.

Requisite Capital is a registered investment advisor with the U.S. Securities and Exchange Commission ("SEC"). The information in this Disclosure Brochure has not been approved or verified by the SEC or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information about Requisite Capital to assist you in determining whether to retain the Advisor.

Additional information about Requisite Capital and its Advisory Persons is available on the SEC's website at www.adviserinfo.sec.gov by searching with the Advisor's firm name or CRD# 283107.

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Item 2 – Material Changes

Form ADV 2 is divided into two parts: Part 2A (the "Disclosure Brochure") and Part 2B (the "Brochure Supplement"). The Disclosure Brochure provides information about a variety of topics relating to an Advisor's business practices and conflicts of interest. The Brochure Supplement provides information about the Advisory Persons of Requisite Capital. For convenience, the Advisor has combined these documents into a single disclosure document.

Requisite Capital believes that communication and transparency are the foundation of its relationship with clients and will continually strive to provide you with complete and accurate information at all times. Requisite Capital encourages all current and prospective clients to read this Disclosure Brochure and discuss any questions you may have with the Advisor.

Material Changes

There following material changes have been made to this Disclosure Brochure since the last filing and distribution to Clients:

- The Advisor has updated its phone number to (469) 373-3399.

Future Changes

From time to time, the Advisor may amend this Disclosure Brochure to reflect changes in business practices, changes in regulations or routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to you annually and if a material change occurs.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with the Advisor's firm name or CRD# 283107. You may also request a copy of this Disclosure Brochure at any time, by contacting the Advisor at (469) 373-3399.

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Item 4 – Advisory Services

A. Firm Information

Requisite Capital Management, LLC (“Requisite Capital” or the “Advisor”) is a registered investment advisor with the U.S. Securities and Exchange Commission. The Advisor is organized as a Limited Liability Company (“LLC”) under the laws of the State of Delaware and is located in the State of Texas. Requisite Capital was founded in June 2017 and is owned by Douglas G. John (Managing Partner), Bryn T. Talkington (Managing Partner and Chief Compliance Officer) and CWC Ranger Investor LLC (Member), an entity controlled by Constellation Wealth Capital. The Advisor is operated by both Mr. John and Ms. Talkington. This Disclosure Brochure provides information regarding the qualifications, business practices, and the advisory services provided by Requisite Capital. For information regarding this Disclosure Brochure, please contact Bryn Talkington at (469) 373-3399 or by email at bryn.talkington@requisitecm.com.

B. Advisory Services Offered

Requisite Capital offers investment advisory services to individuals, high net worth individuals, trusts, estates, and charitable organizations (each referred to as a “Client”).

The Advisor serves as a fiduciary to Clients, as defined under the applicable laws and regulations. As a fiduciary, the Advisor upholds a duty of loyalty, fairness and good faith towards each Client and seeks to mitigate potential conflicts of interest. Requisite Capital's fiduciary commitment is further described in the Advisor's Code of Ethics. For more information regarding the Code of Ethics, please see Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

Wealth Management Services

Requisite Capital provides Clients with wealth management services, which generally includes a broad range of comprehensive financial planning, consulting services, asset allocation and financial reporting in connection with discretionary management of investment portfolios. These services are described below.

Investment Management Services – Requisite Capital provides customized investment advisory solutions for its Clients. This is achieved through continuous personal Client contact and interaction while providing discretionary and non-discretionary investment management and related advisory services. Requisite Capital works closely with each Client to identify their investment goals and objectives as well as risk tolerance and financial situation in order to create a portfolio strategy. Requisite Capital will then construct an investment portfolio, which can consist of, but not limited to:

- Exchange-traded funds (“ETFs”)
- Private Equity Funds
- Private Credit Funds
- Direct Investments
- Option Contracts
- Equities
- Preferred Securities
- International Securities
- Fixed Income
- Master Limited Partnerships
- Margin transactions
- Mutual Funds

The Advisor may retain certain legacy investments based on portfolio fit and/or tax considerations. Requisite Capital's investment approach is primarily long-term focused, but the Advisor may buy, sell or re-allocate positions that have been held less than one year to meet the objectives of the Client or due to

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market conditions. Requisite Capital will construct, implement and monitor the portfolio to ensure it meets the goals, objectives, circumstances, and risk tolerance agreed to by the Client. Each Client will have the opportunity to place reasonable restrictions on the types of investments to be held in their respective portfolio, subject to acceptance by the Advisor.

Requisite Capital evaluates and selects investments for inclusion in Client portfolios only after applying its internal due diligence process. Requisite Capital may recommend specific positions to increase sector or asset class weightings. The Advisor may recommend employing cash positions as a possible hedge against market movement. Requisite Capital may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position[s] in the portfolio, change in risk tolerance of Client, generating cash to meet Client needs, or any risk deemed unacceptable for the Client's risk tolerance.

Retirement Accounts – When the Advisor provides investment advice to Clients regarding ERISA retirement accounts or individual retirement accounts (“IRAs”), the Advisor is 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. When deemed to be in the Client's best interest, the Advisor will provide investment advice to a Client regarding a distribution from an ERISA retirement account or to roll over the assets to an IRA, or recommend a similar transaction including rollovers from one ERISA sponsored Plan to another, one IRA to another IRA, or from one type of account to another account (e.g., commission-based account to fee-based account). Such a recommendation creates a conflict of interest if the Advisor will earn a new (or increase its current) advisory fee as a result of the transaction. No client is under any obligation to roll over a retirement account to an account managed by the Advisor.

Use of Independent Managers – Requisite Capital, depending on the Client's needs and objectives, recommend that a Client utilize one or more unaffiliated investment managers or investment platforms (collectively “Independent Managers”) for all or a portion of a Client's investment portfolio. In such instances, the Client may be required to authorize and enter into an advisory agreement with the Independent Manager[s] that defines the terms in which the Independent Manager[s] will provide investment management and related services. The Advisor assists in the development of the initial policy recommendations and managing the ongoing Client relationship. The Advisor will perform initial and ongoing oversight and due diligence over the selected Independent Manager[s] to ensure the Independent Managers' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests. The Client, prior to entering into an agreement with unaffiliated investment manager[s] or investment platform[s], will be provided with the Independent Manager's Form ADV 2A (or a brochure that makes the appropriate disclosures).

Under certain circumstances, Requisite Capital may accept or maintain custody of Client's funds or securities. Please see Item 15 – Custody for more information.

Private Fund Investments - The Advisor provides investment advice regarding unaffiliated private investment funds. The Advisor's role relative to the private investment funds shall be limited to its initial and ongoing due diligence and investment monitoring services. If a Client invests in a private fund, the amount of assets invested in the fund[s] shall be included as part of “assets under management” for purposes of the Advisor calculating its investment advisory fee. The Advisor's Clients are under no obligation to consider or make an investment in a private investment fund[s]. The Advisor may receive a portion of an incentive fee for certain investments into the Private Funds. In addition, the Advisor may also be entitled to receive revenues for certain private funds where Client assets are invested. If the Advisor receives any additional fees from private investment funds, the Advisor will not charge an advisory fee on those assets.

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The Advisor may introduce Clients to a private investment fund for which Requisite Capital or affiliated person serves as the Investment Advisor (herein the "Fund"). The Advisor's Clients are under no obligation to consider or make an investment in the Fund. For additional information, please see Item 10 – Other Financial Industry Activities and Affiliations below.

Financial Planning Services – Requisite Capital will typically provide a variety of financial planning and consulting services to Clients. Services are offered in several areas of a Client's financial situation, depending on their goals and objectives.

Generally, such financial planning services involve preparing a formal financial plan or rendering a specific financial consultation based on the Client's financial goals and objectives. This planning or consulting may encompass one or more areas of need, including but not limited to, investment planning, retirement planning, personal savings, education savings and other areas of a Client's financial situation.

A financial plan developed for, or financial consultation rendered to the Client will usually include general recommendations for a course of activity or specific actions to be taken by the Client. For example, recommendations may be made that the Client start or revise their investment programs, commence or alter retirement savings, establish education savings and/or charitable giving programs.

Requisite Capital may also refer Clients to an accountant, attorney or other specialists, as appropriate for their unique situation. For certain financial planning engagements, the Advisor will provide a written summary of the Client's financial situation, observations, and recommendations. For consulting or ad-hoc engagements, the Advisor may not provide a written summary. Plans or consultations are typically completed within six (6) months of contract date, assuming all information and documents requested are provided promptly.

Financial planning and consulting recommendations pose a conflict between the interests of the Advisor and the interests of the Client. For example, the Advisor has an incentive to recommend that Clients engage the Advisor for investment management services or to increase the level of investment assets with the Advisor, as it would increase the amount of advisory fees paid to the Advisor. Clients are not obligated to implement any recommendations made by the Advisor or maintain an ongoing relationship with the Advisor. If the Client elects to act on any of the recommendations made by the Advisor, the Client is under no obligation to implement the transaction through the Advisor.

Reporting Services – Requisite Capital may provide Clients with periodic evaluation reports of accounts and each portion managed by the Advisor or an Independent Manager. The report details the performance and asset allocation of the account(s) managed by the respective managers. Requisite receives its information from account custodians, Independent Managers and other third parties. To the extent that erroneous information is provided due to inaccurate data from a third-party, the Advisor is not responsible for any inaccuracies which are contained in the report. At the Client's request, Requisite Capital will consider the asset classes of investments that are not managed by the Advisor for asset allocation purposes and may report the performance of those investments relative to an appropriate benchmark but will not otherwise provide due diligence or monitoring services on such assets. Including outside investments in performance reports does not constitute investment advice or a recommendation or endorsement by Requisite Capital.

Private Fund Investments

The Advisor provides investment advice or private investment funds. The Advisor and/or its Principal is the General Partner and/or Investment Advisor to private funds issued (the Affiliated Fund(s)). If a Client determines to invest in an Affiliated Fund, the amount of assets invested in the Affiliated Fund shall be included as part of "assets under management" for purposes of the Advisor calculating its investment advisory

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fee per Item 5 below. The Advisor's Clients are under no obligation to consider or make an investment in an Affiliated Fund.

The Advisor does not receive a separate advisory fee or other forms of compensation for its investment advisory services to any Affiliated Funds. Rather, the Advisor's only compensation is the advisory fee that it receives from any value included as a part of assets under management.

C. Client Account Management

Prior to engaging Requisite Capital to provide investment advisory services, each Client is required to enter into one or more agreements with the Advisor that define the terms, conditions, authority and responsibilities of the Advisor and the Client. These services may include:

- Establishing an Investment Strategy – Requisite Capital, in connection with the Client, will develop a strategy that seeks to achieve the Client's goals objectives.
- Asset Allocation – Requisite Capital will develop a strategic asset allocation that is targeted to meet the investment objectives, time horizon, financial situation and tolerance for risk for each Client.
- Portfolio Construction – Requisite Capital will develop a portfolio for the Client that is intended to meet the stated goals and objectives of the Client.
- Investment Management and Supervision – Requisite Capital will provide investment management and ongoing oversight of the Client's investment portfolio.

D. Wrap Fee Programs

Requisite Capital does not manage or place Client assets into a wrap fee program. Investment management services are provided directly by Requisite Capital.

E. Assets Under Management

As of December 31, 2023, Requisite oversees \$2,319,280,340 in assets including: (i) regulatory assets under management of \$1,657,612,224 (\$783,063,348 Discretionary / \$874,548,876 Non-Discretionary) and (ii) assets under advisement ("AUA") of \$661,668,116.

Item 5 – Fees and Compensation

The following paragraphs detail the fee structure and compensation methodology for services provided by the Advisor. Each Client engaging the Advisor for services described herein shall be required to enter into one or more written agreements with the Advisor.

A. Fees for Advisory Services

Wealth Management Services

For Clients engaged for comprehensive wealth management services, the Client will be charged a single combined fee for investment management and financial planning services based on the market value of assets under management.

Investment advisory fees are prorated and paid quarterly, in advance of each calendar quarter, pursuant to the terms of the agreement. Investment advisory fees are based on the market value of assets under management at the end of the prior calendar quarter. Investment advisory fees are prorated for any deposits and withdrawals throughout the quarter and reflected in the next quarter's fee. Investment advisory fees generally range from 0.35% to 1.00%, or an agreed upon fixed fee, annually based on several factors, including: the complexity of the services to be provided, wealth planning services, reporting needs, the level of assets to be managed, and the overall relationship with the Advisor. Relationships with multiple objectives, specific reporting requirements, portfolio restrictions and other complexities may be charged a

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higher fee. Clients that elect to be charged a fixed annual fee for the Advisor's wealth management services; fees will not exceed the above disclosed rate.

The investment advisory fee in the first quarter of service is prorated from the inception date of the account[s] to the end of the first quarter. Fees are negotiable at the sole discretion of the Advisor. The Client's fees will take into consideration the aggregate assets under management with the Advisor. All securities held in accounts managed by Requisite Capital will be independently valued by the Custodian. Requisite Capital will conduct periodic reviews of the Custodian's valuations.

The Advisor's fee is exclusive of, and in addition to any applicable securities transaction and custody fees, and other related costs and expenses described in Item 5.C below, which will be incurred by the Client. However, the Advisor shall not receive any portion of these commissions, fees, and costs.

Use of Independent Managers

For Clients referred by the Advisor to an Independent Manager, the Client's fee may be separately billed or deducted from the Client's account[s] by the Independent Manager.

Financial Planning Services

Requisite Capital offers financial planning services for a fixed fee ranging from \$2,500 to \$25,000. Fees may be negotiable based on the nature and complexity of the services to be provided and the overall relationship with the Advisor. An estimate for total costs will be determined prior to establishing the advisory relationship.

B. Fee Billing

Wealth Management Services

Investment advisory fees are calculated by the Advisor or its delegate and deducted from the Client's account[s] at the Custodian. The Advisor shall send an invoice to the Custodian indicating the amount of the fees to be deducted from the Client's account[s] at the beginning of the respective quarter. The amount due is calculated by applying the quarterly rate (# of days in the quarter divided by 365) to the total assets under management with Requisite Capital at the end of the prior quarter. Requisite will then calculate the average daily balance during the respective billing period, taking into account assets that are deposited into or withdrawn from an account[s]. The investment advisory fee is then adjusted at the end of the quarter to reflect the actual average daily balance during the billing period. Clients will be provided with a statement, at least quarterly, from the Custodian reflecting deduction of the investment advisory fee. It is the responsibility of the Client to verify the accuracy of these fees as listed on the Custodian's brokerage statement as the Custodian does not assume this responsibility. Clients provide written authorization permitting advisory fees to be deducted by Requisite Capital directly from their account[s] held by the Custodian as part of the investment advisory agreement and separate account forms provided by the Custodian.

Use of Independent Managers

For Clients referred by the Advisor to an Independent Manager, the Client's fee may be separately billed or deducted from the Client's account[s] with the respective manager and a portion of the investment advisory fee may be provided to Requisite Capital.

Financial Planning Services

Financial planning fees may be invoiced up to twenty-five percent (25%) of the expected total fee upon execution of the financial planning agreement. The balance shall be invoiced upon completion of the agreed upon deliverable[s].

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C. Other Fees and Expenses

Clients will incur certain fees or charges imposed by third parties in connection with investments made on behalf of the Client's account[s]. The Client is responsible for all securities execution and custody fees charged by the Custodian, if applicable. Certain custodians recommended by the Advisor do not charge securities transaction fees for ETF and equity trades in a Client's account, provided that the account meets the terms and conditions of the custodian's brokerage requirements. However, the Custodian typically charges for mutual funds and other types of investments. The fees charged by the Advisor are separate and distinct from these custody and execution fees.

Investment advisory fees are separate and distinct from the expenses charged by mutual funds and ETFs to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. A Client may be able to invest in these products directly, without the services of Requisite Capital, but would not receive the services provided by Requisite Capital which are designed, among other things, to assist the Client in determining which products or services are most appropriate for each Client's financial situation and objectives. Clients will not be responsible for any wire fees or other related wire costs, as the Advisor has negotiated to pay the Custodian an agreed upon fixed fee to have these costs waived. Accordingly, the Client should review both the fees charged by the fund[s] and the fees charged by Requisite Capital to fully understand the total fees to be paid. Please refer to Item 12 – Brokerage Practices for additional information.

D. Advance Payment of Fees and Termination

Wealth Management Services

Requisite Capital is compensated for its services in advance of the quarter in which investment advisory services are rendered. Either party may terminate the investment advisory agreement, at any time, by providing advance notice to the other party. At termination, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. The Advisor will refund any unearned, prepaid investment advisory fees from the effective date of termination to the end of the quarter. The Client's investment advisory agreement with the Advisor is non-transferable without the Client's prior consent.

Use of Independent Managers

In the event that a Client should wish to terminate their relationship with the Independent Manager, the terms for termination will be set forth in the respective agreements between the Client and that Independent Manager. Requisite Capital will assist the Client with the termination and transition as appropriate.

Financial Planning Services

Requisite Capital requires an advance deposit as described above. Either party may terminate the financial planning agreement by providing advance written notice to the other party. The Client may also terminate the financial planning agreement within five (5) business days of signing the Advisor's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. Upon termination, the Client shall be billed for the percentage of the engagement scope completed by the Advisor. The Advisor will refund any unearned, prepaid financial planning fees from the effective date of termination. The Client's financial planning agreement with the Advisor is non-transferable without the Client's prior consent.

E. Compensation for Sales of Securities

Requisite Capital does not buy or sell securities and does not receive any compensation for securities transactions in any Client account, other than the investment advisory fees noted above.

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

The Advisor may receive a performance-based fee upon specific gains obtained in the accounts of “Qualified Clients” pursuant to the terms of the investment advisory agreement. Only Qualified Clients with either \$1,000,000 under management with the Advisor or a net worth of \$2,100,000 will be charged a performance-based fee.

Qualified Clients will be charged the investment advisory fee described in Item 5 – Fees and Compensation billed quarterly in advance.

Who is a “Qualified Client”?

The Investment Advisers Act of 1940 (the “Advisers Act”), Rule 205-3(d)(1) defines a “Qualified Client” who is financially sophisticated and meets one or more of the following conditions:

- Client is a natural person who, or a company that, immediately after entering into the contract has at least \$1,000,000 under the management of the Advisor;
- Client is a natural person who, or a company that, immediately prior to entering into the contract has a net worth (together, in the case of a natural person, with assets held jointly with a spouse) of more than \$2,100,000 at the time the contract is entered into.

The receipt of a performance-based fee by certain Clients results in a potential conflict of interest, where Requisite Capital has the potential for higher compensation from a Client. Requisite Capital will not charge an investment advisory fee to Clients that are charged a performance fee.

Item 7 – Types of Clients

Requisite Capital offers investment advisory services to individuals, high net worth individuals, trusts, estates, pooled investment vehicles and charitable organizations. The amount of each type of Client is available on Requisite Capital's Form ADV Part 1A. These amounts may change over time and are updated at least annually by the Advisor. Typically, Requisite Capital requires either a minimum relationship size of \$5,000,000 or a minimum investment advisory fee of \$35,000. The minimum relationship size or fee may be waived at the sole discretion of the Advisor.

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

A. Methods of Analysis

Requisite Capital primarily employs fundamental and technical analysis methods in developing investment strategies for its Clients. Research and analysis from Requisite Capital is derived from numerous sources, including third-party research materials, Internet sources, and review of company activities, including annual reports, prospectuses, press releases and research prepared by others.

Fundamental analysis utilizes economic and business indicators as investment selection criteria. This criteria consists generally of ratios and trends that may indicate the overall strength and financial viability of the entity being analyzed. Assets are deemed suitable if they meet certain criteria to indicate that they are a strong investment with a value discounted by the market. While this type of analysis helps the Advisor in evaluating a potential investment, it does not guarantee that the investment will increase in value. Assets

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meeting the investment criteria utilized in the fundamental analysis may lose value and may have negative investment performance. The Advisor monitors these economic indicators to determine if adjustments to strategic allocations are appropriate. More details on the Advisor's review process are included below in Item 13 – Review of Accounts.

Technical analysis involves the analysis of past market data rather than specific company data in determining the recommendations made to clients. Technical analysis may involve the use of charts to identify market patterns and trends, which may be based on investor sentiment rather than the fundamentals of the company. The primary risk in using technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that Requisite Capital will be able to accurately predict such a reoccurrence.

As noted above, Requisite Capital generally employs a long-term investment strategy for its Clients, as consistent with their financial goals. Requisite Capital will typically hold all or a portion of a security for more than a year but may hold for shorter periods for the purpose of rebalancing a portfolio or meeting the cash needs of Clients. At times, Requisite Capital may also buy and sell positions that are more short-term in nature, depending on the goals of the Client and/or the fundamentals of the security, sector or asset class.

B. Risk of Loss

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. Requisite Capital will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals.

While the methods of analysis help the Advisor in evaluating a potential investment, it does not guarantee that the investment will increase in value. Assets meeting the investment criteria utilized in these methods of analysis may lose value and may have negative investment performance. The Advisor monitors these economic indicators to determine if adjustments to strategic allocations are appropriate. More details on the Advisor's review process are included below in Item 13 – Review of Accounts.

Each Client engagement will entail a review of the Client's investment goals, financial situation, time horizon, tolerance for risk and other factors to develop an appropriate strategy for managing a Client's account. Client participation in this process, including full and accurate disclosure of requested information, is essential for the analysis of a Client's account[s]. The Advisor shall rely on the financial and other information provided by the Client or their designees without the duty or obligation to validate the accuracy and completeness of the provided information. It is the responsibility of the Client to inform the Advisor of any changes in financial condition, goals or other factors that may affect this analysis.

The risks associated with a particular strategy are provided to each Client in advance of investing Client accounts. The Advisor will work with each Client to determine their tolerance for risk as part of the portfolio construction process.

Following are some of the risks associated with the Advisor's investment approach:

Market Risks

The value of a Client's holdings may fluctuate in response to events specific to companies or markets, as well as economic, political, or social events in the U.S. and abroad. This risk is linked to the performance of the overall financial markets.

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ETF Risks

The performance of ETFs is subject to market risk, including the possible loss of principal. The price of the ETFs will fluctuate with the price of the underlying securities that make up the funds. In addition, ETFs have a trading risk based on the loss of cost efficiency if the ETFs are traded actively and a liquidity risk if the ETFs have a large bid-ask spread and low trading volume. The price of an ETF fluctuates based upon the market movements and may dissociate from the index being tracked by the ETF or the price of the underlying investments. An ETF purchased or sold at one point in the day may have a different price than the same ETF purchased or sold a short time later.

Mutual Fund Risks

The performance of mutual funds are subject to market risk, including the possible loss of principal. The price of the mutual funds will fluctuate with the value of the underlying securities that make up the funds. The price of a mutual fund is typically set daily therefore a mutual fund purchased at one point in the day will typically have the same price as a mutual fund purchased later that same day.

Options Contracts

Investments in options contracts have the risk of losing value in a relatively short period of time. Option contracts are leveraged instruments that allow the holder of a single contract to control many shares of an underlying stock. This leverage can compound gains or losses.

Margin Borrowings

The use of short-term margin borrowings may result in certain additional risks to a Client. For example, if securities pledged to brokers to secure a Client's margin accounts decline in value, the Client could be subject to a "margin call", pursuant to which it must either deposit additional funds with the broker or be the subject of mandatory liquidation of the pledged securities to compensate for the decline in value.

Short Sales

A short sale involves the sale of a security that the Client does not own in the hope of purchasing the same security at a later date at a lower price. To make delivery to the buyer, the Client must borrow the security and is obligated to return the security to the lender, which is accomplished by a later purchase of the security. The Client realizes a profit or a loss as a result of a short sale if the price of the security decreases or increases respectively between the date of the short sale and the date on which the Client covers its short position, i.e., purchases the security to replace the borrowed security. A short sale involves the theoretically unlimited risk of an increase in the market price of the security that would result in a theoretically unlimited loss.

Alternative Investments (Limited Partnerships)

The performance of alternative investments (limited partnerships) is typically shown quarterly and may have limited liquidity. An investor could lose all or a portion of their investment. Such investments often have concentrated positions and investments that may carry higher risks. Clients should only have a portion of their assets in these investments.

International Investments

Investing in, or having exposure to, foreign domiciled investments may involve risk of capital loss from unfavorable fluctuation in currency values, withholding taxes, from differences in generally accepted accounting principles or from economic or political instability in other nations.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor.

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Item 9 – Disciplinary Information

Requisite Capital values the trust Clients place in the Advisor. The Advisor encourages Clients to perform the requisite due diligence on any advisor or service provider that the Client engages. The backgrounds of the Advisor and its Advisory Persons are available on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching by the Advisor's firm name or CRD# 283107.

Item 10 – Other Financial Industry Activities and Affiliations

Insurance Agency Affiliations

Advisory Persons of Requisite Capital serve as licensed insurance professionals. Implementations of insurance recommendations are separate and apart from an Advisory Person's role with Requisite Capital. As insurance professionals, Advisory Persons will receive customary commissions and other related revenues from the various insurance companies whose products are sold. Commissions generated by insurance sales do not offset regular advisory fees. This practice presents a conflict of interest in recommending insurance products. Clients are under no obligation to implement any recommendations made by the Advisor or its Advisory Persons.

Private Fund

As noted in Item 4 – Advisory Services, there is an affiliation due to common ownership between Requisite Capital and RCM GP, LLC ("RCM GP"). Douglas John serves as the manager to the Marble Capital Fund III- Credit Facility, LLC (the "Marble Credit Fund"). Advisory Persons may make such vehicles available for investment by Qualified Purchasers. This causes a conflict of interest as the Advisor has an incentive to recommend investments in the Marble Fund due to the common ownership. The Advisor nor any affiliated person receives any additional compensation from the Marble Credit Fund.

Committee / Advisory Board

Certain Advisory Persons may serve on a committee and/or advisory board for certain private funds and/or companies associated with the private fund, where the Advisor recommended such investments. To remove any conflict, no Advisory Person will receive additional compensation related to serving on the committee and/or advisory board.

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

A. Code of Ethics

Requisite Capital has implemented a Code of Ethics (the "Code") that defines the Advisor's fiduciary commitment to each Client. This Code applies to all persons associated with Requisite Capital ("Supervised Persons"). The Code was developed to provide general ethical guidelines and specific instructions regarding the Advisor's duties to the Client. Requisite Capital and its Supervised Persons owe a duty of loyalty, fairness and good faith towards each Client. It is the obligation of Requisite Capital's Supervised Persons to adhere not only to the specific provisions of the Code, but also to the general principles that guide the Code. The Code covers a range of topics that address employee ethics and conflicts of interest. To request a copy of the Code, please contact the Advisor at (469) 373-3399.

B. Personal Trading with Material Interest

Requisite Capital allows Supervised Persons to purchase or sell the same securities that are recommended to and purchased on behalf of Clients. Requisite Capital does not act as principal in any transactions. In addition, the Advisor does not act as the general partner of a fund or advise an investment company. Requisite Capital does not have a material interest in any securities traded in Client accounts.

Requisite Capital Management, LLC
4001 Maple Avenue, Suite 290, Dallas, TX 75219
Phone: (469) 373-3399 * Fax: (214) 295-8253

Disclosure Brochure Requisite Capital Management LLC

C. Personal Trading in Same Securities as Clients

Requisite Capital allows Supervised Persons to purchase or sell the same securities that are recommended to and purchased on behalf of Clients. Owning the same securities that are recommended (purchase or sell) to Clients presents a conflict of interest that, as fiduciaries, must be disclosed to Clients and mitigated through policies and procedures. The Advisor has adopted the Code to address insider trading (material non-public information controls); gifts and entertainment; outside business activities and personal securities reporting. When trading for personal accounts, Supervised Persons have a conflict of interest if trading in the same securities. The fiduciary duty to act in the best interest of its Clients can be violated if personal trades are made with more advantageous terms than Client trades, or by trading based on material non-public information. This risk is mitigated by Requisite Capital requiring reporting of personal securities trades by its Supervised Persons for review by the Chief Compliance Officer ("CCO") or delegate. The Advisor has also adopted written policies and procedures to detect the misuse of material, non-public information.

D. Personal Trading at Same Time as Client

While Requisite Capital allows Supervised Persons to purchase or sell the same securities that are recommended to and purchased on behalf of Clients, such trades are typically aggregated with Client orders or traded afterward. **At no time will Requisite Capital, or any Supervised Person of Requisite Capital, transact in any security to the detriment of any Client.**

Item 12 – Brokerage Practices

A. Recommendation of Custodian[s]

Requisite Capital does not have discretionary authority to select the broker-dealer/custodian for custody and execution services. The Client will engage the broker-dealer/custodian (herein the "Custodian") to safeguard Client assets and authorize Requisite Capital to direct trades to the Custodian as agreed upon in the investment advisory agreement. Further, Requisite Capital does not have the discretionary authority to negotiate commissions on behalf of Clients on a trade-by-trade basis.

Where Requisite Capital does not exercise discretion over the selection of the Custodian, recommends the Custodian[s] to Clients for custody and execution services. Clients are not obligated to use the Custodian recommended by Requisite Capital. However, the Advisor may be limited in the services it can provide if the recommended Custodian is not engaged. Typically, Requisite Capital will recommend that Clients establish their account[s] with either Interactive Brokers LLC ("Interactive Brokers"), Fidelity Clearing & Custody Solutions, and related entities of Fidelity Investments, Inc. (collectively "Fidelity") or Charles Schwab & Co., Inc. ("Schwab"), Interactive Brokers, Fidelity and Schwab (collectively the "Custodians") serve as a "qualified custodian" for Client accounts. The Advisor maintains institutional relationships with Interactive Brokers and Fidelity. Please see Item 14 below.

Factors which the Advisor considers in recommending Interactive Brokers, Fidelity or Schwab to Clients include their respective financial strength, reputation, execution, pricing, and research service. The commissions and/or transaction fees charged by Interactive Brokers and Fidelity may be higher or lower than those charged by other financial institutions. The Advisor maintains an institutional relationship with Interactive Brokers and Fidelity, whereby the Advisor receives certain benefits. Please see Item 14 below.

Following are additional details regarding the brokerage practices of the Advisor:

1. Soft Dollars - Soft dollars are revenue programs offered by broker-dealers/custodians whereby an advisor enters into an agreement to place security trades with a broker-dealer/custodian in exchange for research and other services. **Requisite Capital does not participate in soft dollar programs sponsored or**

Disclosure Brochure Requisite Capital Management LLC

offered by any broker-dealer/custodian. However, the Advisor receives certain economic benefits from the Custodian. Please see Item 14 below.

2. Brokerage Referrals - Requisite Capital does not receive any compensation from any third party in connection with the recommendation for establishing an account.

3. Directed Brokerage - All Clients are serviced on a "directed brokerage basis", where Requisite Capital will place trades within the established account[s] at the Custodian designated by the Client. Further, all Client accounts are traded within their respective account[s]. The Advisor will not engage in any principal transactions (i.e., trade of any security from or to the Advisor's own account) or cross transactions with other Client accounts (i.e., purchase of a security into one Client account from another Client's account[s]). Requisite Capital will not be obligated to select competitive bids on securities transactions and does not have an obligation to seek the lowest available transaction costs. These costs are determined by the Custodian.

B. Aggregating and Allocating Trades

The primary objective in placing orders for the purchase and sale of securities for Client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of the order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the Custodian. Requisite Capital will execute its transactions through the Custodian as authorized by the Client.

Requisite Capital may aggregate orders in a block trade or trades when securities are purchased or sold through the Custodian for multiple (discretionary) accounts in the same trading day. If a block trade cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage any particular Clients' accounts. The following circumstances include, but are not limited to when Requisite Capital would not include Client account[s] in an aggregate or block trade;

- Client account[s] are comingled or part of a customized strategy, where trades are completed manually
- Client account is a part of the Dollar Cost Averaging strategy, multiple portfolios of varying size and circumstances are traded throughout the day. The timing of entry and size of trades could cause trade errors if aggregated or blocked at the end of day, so manual trade execution is required.
- Ad hoc purchases of the same security are unrelated and made at different times of the day, these trades are unable to be aggregated or blocked.

Item 13 – Review of Accounts

A. Frequency of Reviews

Securities in Client accounts are monitored on a regular and continuous basis by Bryn Talkington, Managing Partner and Chief Compliance Officer of Requisite Capital. Formal reviews are generally conducted at least annually or more frequently depending on the needs of the Client.

B. Causes for Reviews

In addition to the investment monitoring noted in Item 13.A., each Client account shall be reviewed at least annually. Reviews may be conducted more frequently at the Client's request. Accounts may be reviewed as a result of major changes in economic conditions, known changes in the Client's financial situation, and/or large deposits or withdrawals in the Client's account[s]. The Client is encouraged to notify Requisite Capital if changes occur in the Client's personal financial situation that might adversely affect the Client's investment plan. Additional reviews may be triggered by material market, economic or political events.

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Disclosure Brochure Requisite Capital Management LLC

C. Review Reports

The Client will receive brokerage statements no less than quarterly from the Custodian. These brokerage statements are sent directly from the Custodian to the Client. The Client may also establish electronic access to the Custodian's website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating to the Client's account(s). The Advisor may also provide Clients with periodic reports regarding their holdings, allocations, and performance.

Item 14 – Client Referrals and Other Compensation

A. Compensation Received by Requisite Capital

Participation in Institutional Advisor Platform

Requisite Capital has established an institutional relationship with the Custodians to assist the Advisor in managing Client account(s). The Advisor receives access to software and related support as part of its relationship with the Custodians. The software and related systems support may benefit the Advisor, but not its Clients directly. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a Custodian creates a potential conflict of interest since these benefits may influence the Advisor's recommendation of the Custodian over one that does not furnish similar software, systems support, or services.

Additionally, the Advisor receives the following benefits from the Custodians: reimbursement to Clients for transfer costs to the platform/custodian; financing services, receipt of duplicate Client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its institutional participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to Client accounts; and access to an electronic communication network for Client order entry and account information.

Participation in Institutional Advisor Platform

Requisite Capital has established an institutional relationship with Schwab through its "Schwab Advisor Services" unit, a division of Schwab dedicated to serving independent advisory firms like Requisite Capital. As a registered investment advisor participating on the Schwab Advisor Services platform, Requisite Capital receives access to software and related support without cost because the Advisor renders investment management services to Clients that maintain assets at Schwab. Services provided by Schwab Advisor Services benefit the Advisor and many, but not all services provided by Schwab will benefit Clients. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a custodian creates a potential conflict of interest since these benefits may influence the Advisor's recommendation of this custodian over one that does not furnish similar software, systems support, or services.

Services that Benefit the Client – Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of Client's funds and securities. Through Schwab, the Advisor may be able to access certain investments and asset classes that the Client would not be able to obtain directly or through other sources. Further, the Advisor may be able to invest in certain mutual funds and other investments without having to adhere to investment minimums that might be required if the Client were to directly access the investments.

Services that May Indirectly Benefit the Client – Schwab provides participating advisors with access to technology, research, discounts and other services. In addition, the Advisor receives duplicate statements for Client accounts, the ability to deduct advisory fees, trading tools, and back-office support services as part of its relationship with Schwab. These services are intended to assist the Advisor in effectively managing accounts for its Clients but may not directly benefit all Clients.

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Services that May Only Benefit the Advisor – Schwab also offers other services and financial support to Requisite Capital that may not benefit the Client, including: educational conferences and events, financial start-up support, consulting services and discounts for various service providers. Access to these services creates a financial incentive for the Advisor to recommend Schwab, which results in a potential conflict of interest. Requisite Capital believes, however, that the selection of Schwab as Custodian is in the best interests of its Clients.

Requisite Capital is incented to remain affiliated with Schwab and to recommend that Clients establish accounts with Schwab due to financial support received from Schwab. Through the relationship with Schwab, Requisite Capital will receive support payment for technology, marketing and compliance consulting related expenses based on a specific amount of Client assets to be custodied with Schwab. The receipt of any such compensation creates a financial incentive for Requisite Capital to recommend Schwab the Custodian for the assets in your account. This conflict is mitigated through disclosure and that Clients are not obligated to utilize Requisite Capital's recommended Custodian. Additionally, as mentioned above, the Client may directly or indirectly receive other benefits through the engagement with Schwab. Requisite encourages you to discuss any such conflicts of interest with us before making a decision to custody your assets at Schwab.

Unaffiliated Private Funds

Requisite may recommend that Clients invest in certain unaffiliated private funds, where the Advisor may receive additional fees or revenue. In such arrangements, Requisite has a conflict of interest in that Requisite will receive separate compensation from the unaffiliated private funds in the form of either incentive fee or revenue share. The conflict is mitigated by an internal policy mandating that the Advisor will not charge a separate investment advisory fee for the management of the assets placed in these unaffiliated private funds. Clients are under no obligation to invest in any private fund recommended by the Advisor.

B. Compensation for Client Referrals

Requisite Capital does not compensate, either directly or indirectly, any persons who are not supervised persons, for Client referrals.

Item 15 – Custody

If the Client gives the Advisor authority to move money from one account to another account, the Advisor may have custody of those assets. In order to avoid additional regulatory requirements, the Custodian and the Advisor have adopted safeguards to ensure that the money movements are completed in accordance with the Client's instructions.

All Clients must place their assets with a "qualified custodian". Clients are required to engage the Custodian to retain their funds and securities and direct Requisite Capital to utilize the Custodian for the Client's security transactions. **Clients are urged to compare statements provided by the Custodian to any reports provided by Requisite Capital to ensure accuracy**, as the custodian does not perform this review. For more information about custodians and brokerage practices, see Item 12 – Brokerage Practices.

Item 16 – Investment Discretion

Requisite Capital generally has discretion over the selection and amount of securities to be bought or sold in Client accounts without obtaining prior consent or approval from the Client. However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the Client and agreed to by Requisite Capital. Discretionary authority will only be authorized upon full disclosure

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Disclosure Brochure Requisite Capital Management LLC

to the Client. The granting of such authority will be evidenced by the Client's execution of an investment advisory agreement containing all applicable limitations to such authority. All discretionary trades made by Requisite Capital will be in accordance with each Client's investment objectives and goals.

For certain engagements, Requisite Capital does not have discretion over the selection and amount of securities to be bought or sold in Client accounts without obtaining prior approval from the Client. For these non-discretionary engagements, the Advisor will contact the Client and obtain approval prior to executing trades or allocating investment assets.

Item 17 – Voting Client Securities

Requisite Capital generally does not accept proxy voting responsibilities. Clients will receive proxy statements directly from the Custodian. The Advisor will assist in answering questions relating to proxies, however, the Client retains the sole responsibility for proxy decisions and voting.

In very limited circumstances, the Advisor will accept proxy-voting responsibilities, depending on the needs of the Client relationship, pursuant to a written agreement. In these instances, the Advisor has adopted proxy-voting guidelines to vote alongside with the management of the companies, seeking to ensure votes are made in the best interest of the Advisor's Clients. Furthermore, it is understood that any material conflicts between the Advisor's interests and Clients with regard to proxy voting must be resolved before proxies are voted. Clients of the Advisor may obtain upon request a copy of the Advisor's Proxy Voting Policies and Procedures and a record of how the Advisor voted a Client's securities by contacting the Advisor at (469) 373-3399.

Item 18 – Financial Information

Neither Requisite Capital, nor its management, have any adverse financial situations that would reasonably impair the ability of Requisite Capital to meet all obligations to its Clients. Neither Requisite Capital, nor any of its Advisory Persons, has been subject to a bankruptcy or financial compromise. Requisite Capital is not required to deliver a balance sheet along with this Disclosure Brochure as the Advisor does not collect advance fees of \$1,200 or more for services to be performed six months or more in the future.

Disclosure Brochure Requisite Capital Management LLC

Form ADV Part 2B – Brochure Supplement

for

Douglas G. John, CFP[®], CIMA[®]
Founder, Managing Partner

Effective: May 24, 2024

This Form ADV 2B ("Brochure Supplement") provides information about the background and qualifications of Douglas G. John, CFP[®], CIMA[®], (CRD# 2813648) in addition to the information contained in the Requisite Capital Management, LLC ("Requisite Capital" or the "Advisor", CRD# 283107) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Requisite Capital Disclosure Brochure or this Brochure Supplement, please contact the Advisor at (469) 373-3399.

Additional information about Mr. John is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 2813648.

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Disclosure Brochure Requisite Capital Management LLC

Item 2 – Educational Background and Business Experience

Douglas G. John, CFP®, CIMA®, born in 1971, is dedicated to advising Clients of Requisite Capital as the Founder, Managing Partner. Mr. John earned a M.B.A., in Finance from SMU Cox School of Business in 2002. Additional information regarding Mr. John's employment history is included below.

Employment History:

Founder, Managing Partner, Requisite Capital Management, LLC	06/2017 to Present
Registered Representative, FallLine Securities LLC	06/2017 to 12/2018
Financial Advisor and Registered Representative, UBS Financial Services Inc.	11/2002 to 06/2017

CERTIFIED FINANCIAL PLANNER™ (“CFP®”)

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP® (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP® Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 71,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- *Education* – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP® Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP® Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning.
- *Examination* – Pass the comprehensive CFP® Certification Examination. The examination includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances.
- *Experience* – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- *Ethics* – Agree to be bound by CFP® Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- *Continuing Education* – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- *Ethics* – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

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CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP® Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Certified Investment Management AnalystSM (CIMA®)

The CIMA certification signifies that an individual has met initial and ongoing experience, ethical, education, and examination requirements for investment management consulting, including advanced investment management theory and application. To earn CIMA certification, candidates must: submit an application, pass a background check and have an acceptable regulatory history; pass an online Qualification Examination; complete an in-person or online executive education program at an AACSB accredited university business school; pass an online Certification Examination; and have an acceptable regulatory history as evidenced by FINRA Form U-4 or other regulatory requirements and have three years of financial services experience at the time of certification.

CIMA certificants must adhere to IMCA's Code of Professional Responsibility, Standards of Practice, and Rules and Guidelines for Use of the Marks. CIMA designees must report 40 hours of continuing education credits, including two ethics hours, every two years to maintain the certification. The designation is administered through Investment Management Consultants Association (IMCA).

Item 3 – Disciplinary Information

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices.

The Advisor encourages you to independently view the background of Mr. John on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 2813648.

Item 4 – Other Business Activities

Insurance Agency Affiliations

Mr. John is a licensed insurance professional. Implementations of insurance recommendations are separate and apart from Mr. John's role with Requisite Capital. As an insurance professional, Mr. John will receive customary commissions and other related revenues from the various insurance companies whose products are sold. Mr. John is not required to offer the products of any particular insurance company. Commissions generated by insurance sales do not offset regular advisory fees. This practice presents a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. John or the Advisor.

Item 5 – Additional Compensation

Mr. John has additional business activities that are detailed in Item 4 above.

Item 6 – Supervision

Mr. John serves as the Founder, Managing Partner of Requisite Capital and is supervised by Bryn Talkington, the Chief Compliance Officer. Ms. Talkington can be reached at (469) 373-3399.

Disclosure Brochure Requisite Capital Management LLC

Requisite Capital has implemented a Code of Ethics, an internal compliance document that guides each Supervised Person in meeting their fiduciary obligations to Clients of Requisite Capital. Further, Requisite Capital is subject to regulatory oversight by various agencies. These agencies require registration by Requisite Capital and its Supervised Persons. As a registered entity, Requisite Capital is subject to examinations by regulators, which may be announced or unannounced. Requisite Capital is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

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Disclosure Brochure Requisite Capital Management LLC

Form ADV Part 2B – Brochure Supplement

for

Bryn B. Talkington
Managing Partner and Chief Compliance Officer

Effective: May 24, 2024

This Form ADV 2B ("Brochure Supplement") provides information about the background and qualifications of Bryn B. Talkington (CRD# 2466264) in addition to the information contained in the Requisite Capital Management, LLC ("Requisite Capital" or the "Advisor", CRD# 283107) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Requisite Capital Disclosure Brochure or this Brochure Supplement, please contact the Advisor at (469) 373-3399.

Additional information about Ms. Talkington is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with her full name or her Individual CRD# 2466264.

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Disclosure Brochure Requisite Capital Management LLC

Item 2 – Educational Background and Business Experience

Bryn B. Talkington, born in 1971, is dedicated to advising Clients of Requisite Capital as a Managing Partner and Chief Compliance Officer. Ms. Talkington earned a B.A., in Management and Spanish from Texas Tech University in 1993. Additional information regarding Ms. Talkington's employment history is included below.

Employment History:

Managing Partner and Chief Compliance Officer, Requisite Capital Management, LLC	06/2017 to Present
Registered Representative, FallLine Securities LLC	06/2017 to 12/2018
Investment Adviser Representative, Registered Representative, UBS Asset Management, Inc.	12/2003 to 06/2017

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Ms. Talkington. Ms. Talkington has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Ms. Talkington.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. **As previously noted, there are no legal, civil or disciplinary events to disclose regarding Ms. Talkington.**

However, the Advisor does encourage you to independently view the background of Ms. Talkington on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with her full name or her Individual CRD# 2466264.

Item 4 – Other Business Activities

Ms. Talkington is dedicated to the investment advisory activities of Requisite Capital's Clients. Ms. Talkington does not have any other business activities.

Item 5 – Additional Compensation

Ms. Talkington is dedicated to the investment advisory activities of Requisite Capital's Clients. Ms. Talkington does not receive any additional forms of compensation.

Item 6 – Supervision

Ms. Talkington serves as the Chief Compliance Officer of Requisite Capital. Ms. Talkington can be reached at (469) 373-3399.

Requisite Capital has implemented a Code of Ethics, an internal compliance document that guides each Supervised Person in meeting their fiduciary obligations to Clients of Requisite Capital. Further, Requisite Capital is subject to regulatory oversight by various agencies. These agencies require registration by Requisite Capital and its Supervised Persons. As a registered entity, Requisite Capital is subject to examinations by regulators, which may be announced or unannounced. Requisite Capital is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

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Disclosure Brochure Requisite Capital Management LLC

Form ADV Part 2B – Brochure Supplement

for

Ryan C. Dilworth, CFA®, CAIA
Executive Director

Effective: May 24, 2024

This Form ADV 2B ("Brochure Supplement") provides information about the background and qualifications of Ryan C. Dilworth, CFA®, CAIA, (CRD# 5127997) in addition to the information contained in the Requisite Capital Management, LLC ("Requisite Capital" or the "Advisor", CRD# 283107) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Requisite Capital Disclosure Brochure or this Brochure Supplement, please contact the Advisor at (469) 373-3399.

Additional information about Mr. Dilworth is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 5127997.

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Disclosure Brochure Requisite Capital Management LLC

Item 2 – Educational Background and Business Experience

Ryan C. Dilworth, CFA®, CAIA, born in 1984, is dedicated to advising Clients of Requisite Capital as an Executive Director. Mr. Dilworth earned a B.B.A., in Finance from Texas State University in 2006. Additional information regarding Mr. Dilworth's employment history is included below.

Employment History:

Executive Director, Requisite Capital Management, LLC	06/2017 to Present
Registered Representative, FallLine Securities LLC	06/2017 to 12/2018
Associate Director, UBS Financial Services Inc	08/2011 to 06/2017

Chartered Financial Analyst ("CFA®")

The Chartered Financial Analyst ("CFA") charter is a professional designation established in 1962 and awarded by CFA Institute. To earn the CFA charter, candidates must pass three sequential, six-hour examinations over two to four years. The three levels of the CFA Program test a wide range of investment topics, including ethical and professional standards, fixed-income analysis, alternative and derivative investments, and portfolio management and wealth planning. In addition, CFA charterholders must have at least four years of acceptable professional experience in the investment decision-making process and must commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct. CFA® is a trademark owned by CFA Institute.

Chartered Alternative Investment Analyst (CAIA)

The CAIA designation, recognized globally, is administered by the Chartered Alternative Investment Analyst Association and requires a comprehensive understanding of core and advanced concepts regarding alternative investments, structures, and ethical obligations. To qualify for the CAIA designation, finance professionals must complete a self-directed, comprehensive course of study on risk-return attributes of institutional quality alternative assets; pass both the Level I and Level II CAIA examinations at global, proctored testing centers; attest annually to the terms of the Member Agreement; and hold a US bachelor's degree (or equivalent) plus have at least one year of professional experience or have four years of professional experience. Professional experience includes full-time employment in a professional capacity within the regulatory, banking, financial, or related fields. Once a qualified candidate completes the CAIA program, he or she may apply for CAIA membership and the right to use the CAIA designation, providing an opportunity to access ongoing educational opportunities.

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Dilworth. Mr. Dilworth has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Dilworth.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. **As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Dilworth.**

However, the Advisor does encourage you to independently view the background of Mr. Dilworth on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 5127997.

Disclosure Brochure Requisite Capital Management LLC

Item 4 – Other Business Activities

Mr. Dilworth is dedicated to the investment advisory activities of Requisite Capital's Clients. Mr. Dilworth does not have any other business activities.

Item 5 – Additional Compensation

Mr. Dilworth is dedicated to the investment advisory activities of Requisite Capital's Clients. Mr. Dilworth does not receive any additional forms of compensation.

Item 6 – Supervision

Mr. Dilworth serves as an Executive Director of Requisite Capital and is supervised by Bryn Talkington, the Chief Compliance Officer. Ms. Talkington can be reached at (469) 373-3399.

Requisite Capital has implemented a Code of Ethics, an internal compliance document that guides each Supervised Person in meeting their fiduciary obligations to Clients of Requisite Capital. Further, Requisite Capital is subject to regulatory oversight by various agencies. These agencies require registration by Requisite Capital and its Supervised Persons. As a registered entity, Requisite Capital is subject to examinations by regulators, which may be announced or unannounced. Requisite Capital is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

Disclosure Brochure Requisite Capital Management LLC

Form ADV Part 2B – Brochure Supplement

for

**Angelica Parra
Executive Director**

Effective: May 24, 2024

This Form ADV 2B ("Brochure Supplement") provides information about the background and qualifications of Angelica Parra (CRD# 3166392) in addition to the information contained in the Requisite Capital Management, LLC ("Requisite Capital" or the "Advisor", CRD# 283107) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Requisite Capital Disclosure Brochure or this Brochure Supplement, please contact the Advisor at (469) 373-3399.

Additional information about Ms. Parra is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with her full name or her Individual CRD# 3166392.

Requisite Capital Management, LLC
4001 Maple Avenue, Suite 290, Dallas, TX 75219
Phone: (469) 373-3399 * Fax: (214) 295-8253

Disclosure Brochure Requisite Capital Management LLC

Item 2 – Educational Background and Business Experience

Angelica Parra, born in 1973, is dedicated to advising Clients of Requisite Capital as an Executive Director. Ms. Parra earned a B.B.A., in Organizational Behavior and Business Policy, B.A., Spanish and in Latin American Studies from Southern Methodist University in 1995. Additional information regarding Ms. Parra's employment history is included below.

Employment History:

Executive Director, Requisite Capital Management, LLC	06/2017 to Present
Registered Representative, FallLine Securities LLC	06/2017 to 12/2018
CSA, UBS Financial Services Inc.	07/2009 to 06/2017

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Ms. Parra. Ms. Parra has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Ms. Parra.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. **As previously noted, there are no legal, civil or disciplinary events to disclose regarding Ms. Parra.**

However, the Advisor does encourage you to independently view the background of Ms. Parra on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with her full name or her Individual CRD# 3166392.

Item 4 – Other Business Activities

Ms. Parra is dedicated to the investment advisory activities of Requisite Capital's Clients. Ms. Parra does not have any other business activities

Item 5 – Additional Compensation

Ms. Parra is dedicated to the investment advisory activities of Requisite Capital's Clients. Ms. Parra does not receive any additional forms of compensation.

Item 6 – Supervision

Ms. Parra serves as an Executive Director of Requisite Capital and is supervised by Bryn Talkington, the Chief Compliance Officer. Ms. Talkington can be reached at (469) 373-3399.

Requisite Capital has implemented a Code of Ethics, an internal compliance document that guides each Supervised Person in meeting their fiduciary obligations to Clients of Requisite Capital. Further, Requisite Capital is subject to regulatory oversight by various agencies. These agencies require registration by Requisite Capital and its Supervised Persons. As a registered entity, Requisite Capital is subject to examinations by regulators, which may be announced or unannounced. Requisite Capital is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

Disclosure Brochure Requisite Capital Management LLC

Form ADV Part 2B – Brochure Supplement

for

**Rachel M. Niemuth
Executive Director**

Effective: May 24, 2024

This Form ADV 2B ("Brochure Supplement") provides information about the background and qualifications of Rachel M. Niemuth (CRD# 2763773) in addition to the information contained in the Requisite Capital Management, LLC ("Requisite Capital" or the "Advisor," CRD# 283107) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Requisite Capital Disclosure Brochure or this Brochure Supplement, please contact us at (469) 373-3399.

Additional information about Mrs. Niemuth is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with her full name or her Individual CRD# 2763773.

Requisite Capital Management, LLC
4001 Maple Avenue, Suite 290, Dallas, TX 75219
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Disclosure Brochure Requisite Capital Management LLC

Item 2 – Educational Background and Business Experience

Rachel M. Niemuth, born in 1975, is dedicated to advising Clients of Requisite Capital as an Executive Director. Mrs. Niemuth earned a Business Administration degree from the University of Texas at Arlington in 1998. Additional information regarding Mrs. Niemuth's employment history is included below.

Employment History:

Executive Director, Requisite Capital Management, LLC	10/2019 to Present
Client Service Advisor, Halcyon Wealth Advisors	05/2019 to 10/2019
Contract Employee, Randstad	01/2019 to 04/2019
Authorized Officer, UBS	11/2002 to 08/2018

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mrs. Niemuth. Mrs. Niemuth has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mrs. Niemuth.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. **As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mrs. Niemuth.**

However, we do encourage you to independently view the background of Mrs. Niemuth on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with her full name or her Individual CRD# 2763773.

Item 4 – Other Business Activities

Mrs. Niemuth is dedicated to the investment advisory activities of Requisite Capital's Clients. Mrs. Niemuth does not have any other business activities.

Item 5 – Additional Compensation

Mrs. Niemuth is dedicated to the investment advisory activities of Requisite Capital's Clients. Mrs. Niemuth does not receive any additional forms of compensation.

Item 6 – Supervision

Mrs. Niemuth serves as an Executive Director of Requisite Capital and is supervised by Bryn Talkington, the Chief Compliance Officer. Ms. Talkington can be reached at (469) 373-3399.

Requisite Capital has implemented a Code of Ethics, an internal compliance document that guides each Supervised Person in meeting their fiduciary obligations to Clients of Requisite Capital. Further, Requisite Capital is subject to regulatory oversight by various agencies. These agencies require registration by Requisite Capital and its Supervised Persons. As a registered entity, Requisite Capital is subject to examinations by regulators, which may be announced or unannounced. Requisite Capital is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

Disclosure Brochure Requisite Capital Management LLC

Form ADV Part 2B – Brochure Supplement

for

Samuel M. Ellis, CFP®
Director

Effective: May 24, 2024

This Form ADV 2B ("Brochure Supplement") provides information about the background and qualifications of Samuel M. Ellis, CFP® (CRD# 6793632) in addition to the information contained in the Requisite Capital Management, LLC ("Requisite Capital" or the "Advisor", CRD# 283107) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Requisite Capital Disclosure Brochure or this Brochure Supplement, please contact us at (469) 373-3399.

Additional information about Mr. Ellis is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 6793632.

Requisite Capital Management, LLC
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Disclosure Brochure Requisite Capital Management LLC

Item 2 – Educational Background and Business Experience

Samuel M. Ellis, CFP® born in 1995, is dedicated to advising Clients of Requisite Capital as an Associate Director. Mr. Ellis earned a B.B.A. in Finance from Southern Methodist University in 2018. Additional information regarding Mr. Ellis's employment history is included below.

Employment History:

Associate Director, Requisite Capital Management, LLC	06/2018 to Present
Sports & Experiential Marketing Intern, Publicis Hawkeye	09/2017 to 12/2017
Private Wealth Management Intern, UBS Financial Services	05/2017 to 08/2017
New Car Sales Associate, Mike Castrucci Chevrolet	05/2016 to 08/2016

CERTIFIED FINANCIAL PLANNER™ (“CFP®”)

The CERTIFIED FINANCIAL PLANNER™, CFP®, and federally registered CFP® (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by CERTIFIED FINANCIAL PLANNER™ Board of Standards, Inc. (“CFP® Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 87,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- *Education* – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services and attain a bachelor's degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning.
- *Examination* – Pass the comprehensive CFP® Certification Examination. The examination includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real-world circumstances.
- *Experience* – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- *Ethics* – Agree to be bound by CFP Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- *Continuing Education* – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- *Ethics* – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP®.

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Disclosure Brochure Requisite Capital Management LLC

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Ellis. Mr. Ellis has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Ellis.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Ellis.***

However, we do encourage you to independently view the background of Mr. Ellis on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 6793632.

Item 4 – Other Business Activities

Mr. Ellis is dedicated to the investment advisory activities of Requisite Capital's Clients. Mr. Ellis does not have any other business activities.

Item 5 – Additional Compensation

Mr. Ellis is dedicated to the investment advisory activities of Requisite Capital's Clients. Mr. Ellis does not receive any additional forms of compensation.

Item 6 – Supervision

Mr. Ellis serves as an Associate Director of Requisite Capital and is supervised by Bryn Talkington, the Chief Compliance Officer. Ms. Talkington can be reached at (469) 373-3399.

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