Form ADV Part 2B – Brochure Supplement

for

Nathaniel M. Donohue, CFP®, RICP®, CLU, CLTC® CEO and Chief Compliance Officer

Effective: June 15, 2026

This Form ADV 2B ("Brochure Supplement") provides information about the background and qualifications of Nathaniel M. Donohue, CFP® (CRD# 5645961) in addition to the information contained in the Valence Wealth, LLC ADV Part 2A Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Valence Wealth, LLC Disclosure Brochure or this Brochure Supplement, please contact us at 206-919-7232

Additional information about Mr. Donohue 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# 5645961.

Item 2 – Educational Background and Business Experience

Nathaniel M. Donohue, CFP®, born in 1987, is dedicated to advising Clients of Valence as the CEO and Chief Compliance Officer. Mr. Donohue earned a BA in Finance & Operations Management from Western Washington University in 2010. Additional information regarding Mr. Donohue's employment history is included below.

Employment History:

CEO and Chief Compliance Officer, Valence Wealth, LLC	06/2026 to Present
President, Sonoran Ridge Capital	07/2025 to Present
GTM Leader, Vitals AI	11/2025 to 04/2026
Partner / CCO, Consilio Wealth Advisors	06/2021 to 06/2025
Advisor, Northwestern Mutual	10/2014 to 06/2021
Representative, Northwestern Mutual	08/2010 to 06/2021

<u>CERTIFIED FINANCIAL PLANNER™ ("CFP®")</u>

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®.

RETIREMENT INCOME CERTIFIED PROFESSIONAL (RICP®)
Issued by The American College, the RICP® designation requires three years of professional experience, completion of three comprehensive courses with proctored exams, and 30 hours of continuing education every two years. The curriculum focuses on retirement income planning, portfolio management in the distribution phase, and risk management.

CHARTERED LIFE UNDERWRITER (CLU)
The CLU designation is issued by The American College and is granted to individuals who have completed eight or more mandatory college-level courses. The curriculum represents an average of 400 hours of study and covers topics such as insurance and financial planning, life insurance law, estate planning, and planning for business owners. Designees must also have at least three years of full-time business experience, meet ongoing continuing education requirements, and adhere to The American College's Code of Ethics.

CERTIFIED IN LONG-TERM CARE™ (CLTC®)
The CLTC® designation is granted by the Corporation for Long-Term Care™ Certification. It signifies expertise in long-term care planning, including evaluating the financial, physical, and emotional consequences of requiring extended care. To receive the designation, candidates must complete a multidisciplinary course and pass an examination. To maintain the right to use the CLTC®, designees must satisfy ongoing continuing education requirements and adhere to the CLTC® Code of Professional Responsibility.

Item 3 – Disciplinary Information

In April 2020, while Mr. Donohue was employed at Northwestern Mutual, a client complaint alleged that a recommended investment-grade, ultra-short-term bond portfolio declined in value during the Q1 2020 market disruption. The firm determined that the recommendation was suitable, that the associated risks (including that principal could decline) had been disclosed to the client, and initially declined the request. The client renewed the complaint in 2024, after Mr. Donohue had left the firm, and Northwestern Mutual elected to settle for $20,000 as a business decision to avoid the cost of further proceedings. There was no admission or finding of wrongdoing by Mr. Donohue. Valence 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 or Advisory Persons are available on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his name or Individual CRD# 5645961.

Item 4 – Other Business Activities

Insurance Agency Affiliations
Mr. Donohue is a licensed insurance professional. Implementations of insurance recommendations are separate and apart from Mr. Donohue's role with Valence. As an insurance professional, Mr. Donohue is entitled to receive commissions and other related revenues from the various insurance companies whose products are sold. This is a conflict of interest that all advisory clients should be aware of. Clients are under no obligation to implement any recommendations made by Mr. Donohue or the Advisor. Mr. Donohue spends less than 5% of his time per month in this capacity.

Item 5 – Additional Compensation

Mr. Donohue has additional business activities where compensation is received that are detailed in Item 4 above. Mr. Donohue does not receive economic benefits (sales awards or other prizes) from anyone who is not a client.

Item 6 – Supervision

Mr. Donohue serves as the CEO and Chief Compliance Officer of Valence. Mr. Donohue can be reached at 206-919-7232.

Valence has implemented a Code of Ethics, an internal compliance document that guides each Supervised Person in meeting their fiduciary obligations to Clients of Valence. Further, Valence is subject to regulatory oversight by various agencies. These agencies require registration by Valence and its Supervised Persons. As a registered entity, Valence is subject to examinations by regulators, which may be announced or unannounced. Valence 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.

Item 7 – Requirements for State Registered Advisors

A. Arbitrations and Regulatory Proceedings
State regulations require disclosure if any Supervised Person of the Advisor is subject to:

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of $2,500, involving any of the following:
    a. an investment or an investment-related business or activity;
    b. fraud, false statement(s), or omissions;
    c. theft, embezzlement, or other wrongful taking of property;
    d. bribery, forgery, counterfeiting, or extortion; or
    e. dishonest, unfair, or unethical practices.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
    a. an investment or an investment-related business or activity;
    b. fraud, false statement(s), or omissions;
    c. theft, embezzlement, or other wrongful taking of property;
    d. bribery, forgery, counterfeiting, or extortion; or
    e. dishonest, unfair, or unethical practices.

In April 2020, while Mr. Donohue was employed at Northwestern Mutual, a client complaint alleged that a recommended investment-grade, ultra-short-term bond portfolio declined in value during the Q1 2020 market disruption. The firm determined that the recommendation was suitable, that the associated risks (including that principal could decline) had been disclosed to the client, and initially declined the request. The client renewed the complaint in 2024, after Mr. Donohue had left the firm, and Northwestern Mutual elected to settle for $20,000 as a business decision to avoid the cost of further proceedings. There was no admission or finding of wrongdoing by Mr. Donohue. Valence 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 or Advisory Persons are available on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his name or Individual CRD# 5645961.

B. Bankruptcy
If a Supervised Person has been the subject of a bankruptcy petition, that fact and the details must be disclosed.

Mr. Donohue does not have any disclosures to make regarding this Item.