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Item 1 –This Brochure

This Brochure provides information about the qualifications and business practices of Worth Financial Group Inc. (CRD #13478/SEC#8-29827). If you have any questions about the contents of this Brochure, please contact us at (469)916-4287 or by email to info@worthfinancialgroup.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Worth Financial Group (“Worth”) is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Worth Financial Group also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

Material changes have been made to the policies, procedures, or management of the Firm since the August 2025 version.

- Item 4: Advisory Business - updated to SEC registration
- Item 5: Fees and Compensation – updates
- Item 10: Other Financial Activities and Affiliations – updates to broker-dealers
- Item 12: Brokerage Practices – updated for custodian information
- Item 13: Review of Accounts -updated
- Item 15: Custody - updated for custodian information
- Item 19: Requirements for State Registered Advisers - removed
- Brochure Supplements - removed

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Item 4 – Advisory Business

Background

Worth Financial Group Inc. was founded and incorporated in the state of Texas in May 1983. Worth Financial Group is a member of the Financial Industry Regulator Authority (FINRA) and is also a member of the Securities Investors Protection Corporation (SIPC). Worth Financial Group is known as a “fully disclosed” originating broker-dealer, meaning it does not hold clients’ funds, does not clear clients’ trades on securities markets directly, and is not a member of any stock exchange. Instead, it forwards all trades to one of its clearing firms. Worth’s clearing agreements are maintained with National Financial Services, and Charles Schwab & Co (“Schwab”) for retail brokerage and advisory accounts. Worth Financial Group is registered as a SEC regulated Registered Investment Adviser (“RIA”) as of March 2026.

Principal Owners

Lisa L. Gesin is the principal owner and Chief Compliance Officer of Worth Financial Group.

Types of Advisory Services

Worth provides portfolio management services. As of December 31, 2025, Worth manages approximately \$122,831,881 in assets, all on a discretionary basis, and none is managed on a non-discretionary basis.

Worth tailors advice to the specific needs and objectives of the client. Depending on the client’s objectives, Worth will complete an account profile or questionnaire so that it accurately reflects the client’s financial situation, investment objectives, tolerance for risk, and investment time horizon, among other considerations, and will also answer client questions about the programs and our services. Based on this information, Worth will recommend and assist the client to designate a customized portfolio and investment strategy that is suitable for the client.

Due to client restrictions and other differences regarding each account, performance of a client’s account may be different from the performance of other accounts in the same model or strategy. On an ongoing basis, Worth or the Investment Advisor Representative reviews and adjusts the portfolios to ensure they continue to reflect the intended investment objectives, as well as any reasonable restrictions imposed by the client.

Item 5 – Fees and Compensation

Worth charges fees on an annualized basis. The fee percentage is negotiated between the Investment Advisor Representative and the client. Fees will be calculated, in arrears, as a percentage of the assets under management (as reported by the Custodian) on the last business day of each month. Advisory fees are deducted from the client account at the beginning of the following month. (For more information, see Item 15.) Clients may

terminate the investment advisory contract at any time with thirty days written notice. Additionally, the client may terminate the Advisory Agreement within five days of signing the agreement.

- Minimum account value: \$25,000 (may be aggregated among common ownership accounts & Worth may waive the account minimum or require a higher or lower minimum for an account, in its sole discretion). Worth may waive the minimum requirement for certain advisory accounts held with Schwab.
- Minimum fee: \$500-\$600/year; \$41.67-\$50/month;
- Ticket charge: \$25/transaction imposed by National Financial Services
- Worth Investment Advisor Representatives may charge a fixed annual rate not to exceed 2.0% (or 0.40% to 1.00%, but not to exceed 2%)
- Worth advisory fees do not include other fees associated with the service of the account such as wire fees, electronic fund transfers, returned check fees, overnight fees, custodial fees, exchange fees or other charges required by the custodial firm or by law
- Fees are negotiable. Fees other than stated above must be approved, in writing, by a Worth principal.
- Worth, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).
- Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus.
- If sufficient cash is not available in the account to pay the fees when due, Worth will liquidate securities selected by Worth without prior notice to the client. If mutual funds are liquidated, the client may be charged an early redemption fee or a fee to discourage short-term trading of fund shares. If the liquidated securities have declined in value, the client will realize a loss and forego the opportunity for future appreciation of the securities.
- Clients can generally purchase the same or similar investment products or services through other firms that are not affiliated with us. However, clients who obtain investment products or services through other firms will not receive the benefit of the services we provide in determining which investment products or services may be appropriate in view of the client's financial situation, investment objectives, risk tolerance, and liquidity needs. Our fees may be higher (or lower) than fees charged by other advisers or institutions for similar services with better (or worse) performance or lower (or higher) risk. Clients should consider carefully all of the direct and indirect fees and expenses of our services and the investment products

we recommend to fully understand the total costs and assess the value of our services.

Worth reserves the right to terminate any Registered Investment Advisory Agreement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in Worth's judgment, to providing proper financial advice. Worth reserves the right to deduct the full amount of the advisory fees earned and accrued upon the termination of the advisory relationship or the initiation by the customer to transfer the account, whichever occurs first or Worth filing for protection under applicable bankruptcy laws and/or the issuance of a protective decree under the Securities Investor Protection Act.

Item 12 further describes the factors that Worth considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness.

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

Worth does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) therefore does not engage in side-by-side management.

Item 7 – Types of Clients

Worth provides portfolio management services to individuals and high net worth individuals. Worth requires a minimum account value (aggregated) of \$25,000. Worth may waive the account minimum or require a higher or lower minimum for an account, in its sole discretion. If the aggregate value of the client's account falls below the account minimum, Worth has the right to require deposit of additional amounts to bring the value of the account up to the account minimum or close and liquidate the account and send the proceeds to the client in accordance with the client's written delivery instructions.

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

Methods of Analysis

Security analysis methods may include charting, fundamental analysis, technical analysis, and cyclical analysis. The main sources of information include in-house research, financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases. Our methods of analysis assume the accuracy of the information we analyze, such as ratings, financials, and research. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Investment Strategies

Worth's security analysis method is cyclical. Worth formulates strategy using information obtained from financial newspapers and magazines, research materials prepared by non-associated persons of the firm, corporate rating services, as well as annual reports, prospectuses, filings with the SEC, and other sources deemed reliable.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes Account Documents that state their objectives and their desired investment strategy.

Security Specific Risk

All investment programs have certain risks that are borne by the investor. **Investing in securities, including mutual funds and exchange traded funds, involves risk of loss that clients should be prepared to bear.** Our investment approach constantly keeps the risk of loss in mind.

Investors face the following investment risks:

- **Interest-rate risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the United States dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

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- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
 - **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
 - **Insolvency of Brokers and Others:** Clients will be subject to the risk of failure of the brokerage firms that execute their trades, the clearing firms that such brokers use, or the clearinghouses of which such clearing firms are members. Although we believe the institutions we recommend have sufficient capital, there is no assurance this will continue to be the case.
 - **Trade Errors:** On infrequent occasions, an error may be made in a client account. For example, a security may be erroneously purchased for a client account instead of sold. In these situations, if Worth was responsible for such error, Worth's policy is to restore or return the account to the position it would have been in had the trading error not occurred. Depending on the circumstances, various corrective steps may be taken, including but not limited to, canceling the trade, adjusting an allocation, or reimbursing the account.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Worth or the integrity of Worth's management. Worth has no material information applicable to this item.

Item 10 – Other Financial Industry Activities and Affiliations

Worth Financial Group is known as a "fully disclosed" originating broker-dealer, meaning it does not hold clients' funds, does not clear clients' trades on securities markets directly, and is not a member of any stock exchange. Instead, it forwards trades to National Financial Services (NFS), or Charles Schwab & Co (Schwab) for retail brokerage and advisory accounts.

Worth is actively engaged as a Broker-Dealer and Insurance Agency. Worth sells securities products and insurance products on a commission basis.

Certain associates of Worth are also involved with insurance sales and may be a registered representative of Worth, a FINRA broker-dealer. For these services they receive compensation in addition to any advisory fees paid by the client. As such, a conflict of interest exists. Principals and associates will devote their time as needed between these

functions, but the majority of their time is devoted to broker- dealer activities. Additionally, Worth owner, Lisa Gesin, spends as much time as necessary to accomplish all administrative and supervisory requirements for Worth Financial Group, however she also spends a few hours each week (primarily outside of business hours) attending to the needs of her client firms contracted through her Compliance Consulting firm, Gesin Consulting.

Recommendations will only be made when in the client's best interest. The client always has a right to decide whether to act on such recommendations and if they do decide to act, they always have the right to do so with the professional of their choosing.

Item 11 – Code of Ethics

Worth has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All Investment Advisor Representatives of Worth must acknowledge the terms of the Code of Ethics annually, or as amended.

Worth anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Worth has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Worth, its affiliates and/or clients, directly or indirectly, have a position of interest. Worth's employees and persons associated with Worth are required to follow Worth's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Worth and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Worth's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Worth will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Worth's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Worth and its clients. Trading of affiliates of the firm is prohibited from frontrunning or disadvantaging the firm's trading of client accounts.

Worth's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Worth by telephone at (469) 916-4287 or by email to info@worthfinancialgroup.com.

Item 12 – Brokerage Practices

Selecting Brokerage Firms

Worth does not maintain custody of your assets that we manage, although we are deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15—Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. We recommend that our clients use National Financial Services (“NFS”) or Charles Schwab & Co., Inc. (“Schwab”), a registered broker-dealer and member of SIPC, as the qualified custodian.

We are independently owned and operated and are not affiliated with NFS or Schwab. NFS or Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them. While we recommend that you use NFS or Schwab as a custodian/broker, you will decide whether to do so and will open your account with NFS or Schwab by entering into an account agreement directly with them. Conflicts of interest associated with this arrangement are described below as well as in Item 14 (Client referrals and other compensation). You should consider these conflicts of interest when selecting your custodian.

Your brokerage and custody costs

For our clients' accounts that are maintained at NFS and Schwab, the custodian generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your NFS or Schwab account. Certain trades (for example, mutual funds and ETFs) do not incur NFS or Schwab commissions or transaction fees. Schwab is also compensated by earning interest on the uninvested cash in your account in Schwab's Cash Features Program. For some accounts, NFS or Schwab may charge you a percentage of the dollar amount of assets in the account in lieu of commissions. In addition to asset-based fees, NFS or Schwab may charge you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have the custodian execute most trades for your account.

We are not required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers. Although we are not required to execute all trades through NFS or Schwab, we have determined that having NFS or Schwab execute most trades is consistent with our duty to seek the “best execution” of your trades. Best execution means the most favorable terms

for a transaction based on all relevant factors, including those listed above (see “How we select brokers/custodians”). By using another broker or dealer, you can pay lower transaction costs.

Soft Dollar Agreements / Arrangements

Worth may receive computer software and related systems support from NFS or Schwab, which may allow Worth to better monitor client accounts. Worth may receive the software and related support at reduced or no cost because Worth renders investment management services to clients that maintain assets at NFS or Schwab. The software and related systems support may benefit Worth, but not its clients directly. In fulfilling its duties to its clients, Worth endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Worth’s receipt of economic benefits from NFS or Schwab creates a conflict of interest since these benefits may influence Worth’s choice of custodian over another custodian that does not furnish similar software, systems support, or services.

Irrespective of direct or indirect benefits to our client through NFS or Schwab, we strive to enhance the client’s experience, help reach their goals and put their interests before that of our firm or its associated persons.

TRADE AGGREGATION

We do not aggregate trade orders.

Item 13 – Review of Accounts

Client accounts are reviewed, at a minimum on an annual basis. Lisa Gesin, the principal supervisor of the firm, is instructed to review and initial trading activity per the firm's written supervisory procedures. The review will be for accuracy, completeness and suitability. Additionally, we will invite clients to review their accounts on an annual basis to update any changes in their financial situation.

Item 14 – Client Referrals and Other Compensation

Worth has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. Other than soft dollar benefits disclosed above, the firm does not receive any compensation from third parties for referrals, nor does the firm pay any third parties for their referrals.

Item 15 – Custody

Advisory accounts are held at NFS, Schwab, or direct with the asset vendor. Worth does not have physical custody or possession of client’s funds and/or securities. Worth provides or performs depository services with respect to client’s accounts. Under current industry custody rules however, Worth is deemed to have custody of client assets due to the direct debit of advisory fees.

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- Clients will provide written authorization for direct deduction of fees.
 - Clients will receive a statement from the custodian on at least a quarterly basis detailing the deduction.

Clients will receive statements at least quarterly from the qualified custodian that holds and maintains client's investment assets. Worth urges clients to carefully review such statements.

Confidentiality of Client Information

Protecting the confidentiality of its customers' nonpublic information is paramount for Worth. As such, Worth has instituted policies and procedures to ensure that nonpublic customer information is kept confidential. Worth does not disclose nonpublic personal information about its clients or former clients to any non-affiliated third parties, except as provided pursuant to its privacy policies or as required by or permitted by law. In the course of servicing a client's account, Worth may share client information with service providers, such as transfer agents, custodians, broker-dealers, accountants, and attorneys. Each has agreed to keep such information confidential.

Item 16 – Investment Discretion

Worth receives discretionary authority from the client at the outset of an advisory relationship to select the identity and number of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Worth observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, Worth's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made. Worth Investment Advisor Representative have the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold.

Item 17 – Voting Client Securities

Neither Worth nor its Investment Advisor Representatives vote proxies on securities. We require the client to retain responsibility for voting all account securities. Worth will not vote, exercise rights, make elections, or take other such actions with respect to securities held for accounts we manage.

Similarly, we do not advise or exercise rights, make elections, or take other actions with respect to legal proceedings involving companies whose securities are or were held in a client's account, such as asserting claims or voting in bankruptcy or reorganization proceedings, or filing "proofs of claim" in class action litigation.

As a matter of firm policy and practice, Worth does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Worth may provide advice to or answer questions from clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Worth has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding. A balance sheet is not required to be provided because Worth does not serve as a custodian for client funds or securities and does not require prepayment of fees of more than \$500 per client, and six months or more, in advance. Worth has never been the subject of a bankruptcy petition.