

TWO SIGMA INVESTOR SOLUTIONS, LP

March 28, 2019

This brochure provides information about the qualifications and business practices of Two Sigma Investor Solutions, LP (the “Adviser”). If you have any questions about the contents of this brochure, please contact the Adviser at (212) 625-5700. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

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

The Adviser is registered with the SEC as an investment adviser under the U.S. Investment Advisers Act of 1940, as amended (the “Advisers Act”). Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

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Item 2. Material Changes

Below is a summary of the material changes that the Adviser has made to this Form ADV brochure since the Adviser's last annual Form ADV filing on January 30, 2018. Please be aware that other non-material changes have been included in this Form ADV brochure.

- Item 5. Updates have been made to reflect that the Adviser will charge fees for access to certain services from Venn (e.g., certain functionality, data, or research) but not for access to other services from Venn.
- Item 8. Additional disclosures have been added and existing disclosures have been updated relating to, among other things, the Adviser's business, factor-based investing, risks and limitations of using Venn, suitability of analysis from Venn, reliance on certain affiliates, and the Adviser's use of data, technology, and third party services (including from affiliates) in providing Venn (or other services), and restrictions on analysis from Venn.
- Item 10. Additional disclosures have been added and existing disclosures have been updated relating to, among other things, relationships between the Adviser and its affiliates, including conflicts of interest associated therewith.
- Item 14. Additional disclosures have been added and existing disclosures have been updated relating to, among other things, relationships between the Adviser and third parties.

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Item 4. Advisory Business

The Adviser

The Adviser is an investment adviser with its principal place of business in New York, New York. The Adviser commenced operations in February 2017 and has been registered with the SEC since December 12, 2016. Two Sigma Management, LLC is the general partner of the Adviser. Trusts established by John A. Overdeck and David M. Siegel are the principal owners of the Adviser.

The Adviser provides investment-related services on a non-discretionary basis. The Adviser intends its services to, among other things, help Clients (as defined below) with strategic asset allocation, risk management, and certain other investment and portfolio-related matters. The Adviser also provides certain research services and thought leadership and may provide additional investment, research, or other services.

VennTM

The Adviser operates an online analytics platform called Venn. Among other things, Venn provides its subscribers (“Clients”) with access to returns-based analytics to help Clients evaluate aspects of investments and portfolios, including estimating factor exposures, analyzing current or potential allocations, and calculating various other investment- and portfolio-related metrics. Venn is intended to serve as a resource for Clients in their efforts to translate Client-specific organizational goals, objectives, and governing principles into asset allocations and factor exposures. Venn uses a specific set of factors (the “Two Sigma Factor Lens”) in performing various analyses (see *Factor-Based Analysis* below). Although the Venn platform is standardized, outputs provided to each Client are dependent on data and parameters provided by that Client.

Global Execution Services (“GES”)

The Adviser operates a research platform that provides users of global execution services (“GES User”) research with reports and analysis (“GES Research Reports”) that seek to analyze a GES User’s execution efficiency. The Adviser’s research platform utilizes proprietary software and algorithms to analyze GES User data and provides the GES Research Reports to its GES Users. GES Users may also execute trades through Two Sigma Securities, LLC (“TSS”), the Adviser’s affiliated broker-dealer and, if so, the GES Research Reports will include an analysis of those trades. As noted below, GES Research Reports may compare the GES User’s overall execution efficiency with the efficiency that could have been or was provided by TSS. The Adviser may consult with GES Users as to the types of information included in the GES Research Reports and may offer customization on a case-by-case basis. The Adviser does not provide investment advice through GES.

Additional Information

The Adviser does not exercise discretionary authority over, or in any way manage, Client assets. No securities, commodities, or other financial instruments (including any interests or shares in investment funds) are offered by or available through the Adviser (whether through Venn or

otherwise). Any Client investment decisions are made at a Client's own initiative and in a Client's sole discretion. It is the Adviser's expectation that Venn (or any other service provided by the Adviser) serves only as a resource for Clients supplementing their primary investment, financial, tax, accounting, legal, and other advice, advisors, analysis, and due diligence. Clients retain sole investment discretion and trading authority and are solely responsible for determining whether and how to utilize any outputs from any of the Adviser's services and may deviate from any such outputs.

The Adviser relies on research, technology, methodologies, formulas, algorithms, code, and data (including significant amounts of unverified data provided by a Client itself and by third parties), all of which have significant risks and limitations as described in this Form ADV brochure, including Item 8. For these reasons and because of the overall limited nature of Venn (or any other service of the Adviser), Clients should not rely on Venn (or any such other service) as a primary basis for any investment decision.

The Adviser is affiliated with Two Sigma Advisers, LP ("TSA"), Two Sigma Investments, LP ("TSI"), and TSS (together with other affiliates of the Adviser, "Two Sigma Affiliates"). The various business activities of the Adviser and of TSA, TSI, TSS, and other Two Sigma Affiliates create conflicts of interest for the Adviser with respect to the advice it provides to Clients. Please see Items 5, 6, 8, 10, and 11 for important disclosures about risks and conflicts of interest.

No assurance can be given that Venn (or any other service provided by the Adviser) will help Clients achieve their investment or other objectives or prevent or otherwise limit substantial or complete losses. Increased awareness of or optimization of risk factor exposures is not a guarantee of increased performance or decreased risk. Diversification and asset allocation may not protect against market risk or loss of principal. The Adviser does not represent or warrant that any graph, chart, formula, or other device offered by Venn (or by the Adviser otherwise) can in and of itself be used to determine which securities to buy or sell, or when to buy or sell them.

Clients should consult the applicable Governing Documents (as defined below) of any investment for information on risks and conflicts of interest associated with that adviser or investment.

The Adviser analyzes TS Products (as defined below) as well as other investment products, but the Adviser itself does not manage any such products. The Adviser has no regulatory assets under management.

Item 5. Fees & Compensation

The amount and nature of any fees paid by Clients for access to services provided through Venn will vary based on a number of factors, including the nature of the service and business considerations regarding a Client or relationship. For example, in some cases, the Adviser will choose to: charge fees for access to certain services available through Venn (including certain functionality, data, or research) but not for access to other services; not charge a fee to any particular Client; or to begin charging a fee to a Client following a trial period. The Adviser does not charge GES Users for the GES Research Reports.

As of the date of this ADV Form brochure, the Adviser has not established a standard fee schedule for Venn. Fees, if any, paid by Clients for access to Venn (or applicable functionality, data, research, or other services thereof) (“Venn Subscription Fees”) will be negotiable, and, as agreed with each Client, will be fixed or variable in nature and will be assessed either in advance or in arrears. To the extent assessed to any Client, the Venn Subscription Fee will cover a stated subscription period or periods. Clients who pay Venn Subscription Fees in arrears will be billed as incurred. Clients who pay in advance will receive access to Venn through the end of the applicable subscription period. Because the Venn Subscription Fee will cover access for an entire period, any refunds or adjustments for a partial period would be at the Adviser’s sole discretion.

Additionally, the data and information that the Adviser receives from or about Clients through Venn, regardless of whether a Client pays a Venn Subscription Fee, is valuable to the Adviser and other Two Sigma Affiliates because it can help the Adviser improve and better market Venn, develop more useful functionality and tools, acquire new Clients, and attract partners for potentially profitable ventures. Such benefits can help Venn’s business grow, and, to the extent they help the Adviser acquire new Clients that pay a Venn Subscription Fee or find other ways to monetize Venn, can help increase both Venn’s profitability and the Firm Profitability (as defined and discussed in Item 10).

The Adviser receives a fee from each of TSA and TSI for making Venn available to certain Clients, including Clients who have invested in TS Products (as defined below) managed or advised by TSA or TSI, as applicable. Such fees are borne by TSA or TSI, as applicable, and not by Clients or by clients of TSA or TSI. Such fees depend in part on the amount of assets under management of such investors in TS Products. Therefore, increased investment into such TS Products will increase such amount of assets under management, which creates a conflict of interest for the Adviser in connection with its Clients and their investments in TS Products. Please see elsewhere in this Form ADV brochure, including in Items 6, 8, 10, and 11, for important disclosures on risks and conflicts of interest. The Adviser has policies and procedures in place that it believes are reasonably designed to mitigate the risk that analytics on Venn operate on a non-objective basis. Clients should be aware, however, that although the Adviser believes such policies and procedures reduce the impact of such conflicts of interest, no policies or procedures can completely eliminate conflicts of interest. The Adviser may receive similar fees from other Two Sigma Affiliates if it makes Venn available to investors in products managed by other Two Sigma Affiliates. Investment funds and other products managed or advised by TSA, TSI, or other Two Sigma Affiliates are referred to herein as “TS Products.”

In addition, the Adviser shows execution quality (e.g., reduced slippage) on the GES Research Reports. In certain circumstances, the GES Research Reports will show that the execution quality from TSS is better than what may be received by a GES User from a broker-dealer unaffiliated with the Adviser. As such, the Adviser faces a conflict of interest as the GES Research Reports could result in the GES User increasing utilization of TSS, which in turn, can be expected to increase Firm Profitability (as defined and discussed in Item 10). GES and its underlying algorithms and software are designed to be objective and, as such, may reduce the impact of any such conflicts, however such design does not eliminate these conflicts of interest. Furthermore, the use of TSS's execution services as part of the GES offering is at a GES User's own discretion.

If in connection with the Adviser's services (including Venn), a Client, at its own election, transacts in any investment, including an investment in a TS Product, the Client should be aware that it will bear expenses in connection with such investment, including, but not limited to: any applicable investment management fees and/or performance-based compensation, custodian fees, mutual fund expenses, brokerage commissions, transaction costs and other fees, charges, payments and expenses and other costs of trading, acquiring, monitoring, or disposing of any investments of a Client. Clients should consult the terms of the offering memorandum, investment management agreement, sub-advisory agreement, prospectus and supplemental disclosure document or other governing or disclosure document ("Governing Documents"), as applicable to each investment, for more information regarding the fees and expenses associated with such investment. Similarly, any GES User that utilizes TSS will continue to be charged all applicable brokerage commissions, transaction costs, and other fees related to the provision of such services by TSS.

As noted in Item 12, the Adviser does not conduct any trading on behalf of any Client.

Item 6. Performance-Based Fees & Side-by-Side Management

Performance based fees include any compensation that is based on a share of capital gains on or capital appreciation of the assets of an account. “Side-by-side management” refers to the simultaneous management of multiple accounts some of which charge performance fees and others of which do not. The Adviser does not charge performance-based fees or manage accounts. As described in Item 5, Clients should note, however, that a Client will bear all applicable fees and expenses associated with any investment in which a Client may choose to transact.

Clients can use Venn to analyze TS Products that do charge performance-based compensation, management fees, or combinations thereof. Certain TS Products (such as a hedge fund, other pooled investment vehicle, or separate account) charge performance-based compensation, which is compensation that is based on a share of capital gains or capital appreciation of the assets of a client. Clients should be aware that increased investment in TS Products (including those that charge the most profitable combinations of performance-based compensation and/or management fees) benefits TSA or TSI and certain other Two Sigma Affiliates (including certain supervised persons of the foregoing), as applicable, and otherwise increases Firm Profitability (as defined and discussed in Item 10). This creates a conflict of interest for the Adviser when providing Venn (or similar services of the Adviser) to Clients. Please see elsewhere in this Form ADV brochure, including in Items 5, 8, 10, and 11, for important disclosures on risks and conflicts of interest. The Adviser has policies and procedures in place that it believes are reasonably designed to mitigate the risk that analytics on Venn operate on a non-objective basis. Clients should be aware, however, that although the Adviser believes such policies and procedures reduce the impact of such conflicts, no policies and procedures can completely eliminate conflicts of interest.

Clients should refer to each investment’s (including any TS Product’s) applicable Governing Documents for more information regarding compensation, including performance-based fees and side-by-side management, if any, associated with any such investment, as well as for more information regarding certain associated risks and conflicts. Clients should also refer to the Form ADV of the applicable investment adviser (including advisers to TS Products) to any investment for a description of that adviser’s policies and procedures and associated risks and conflicts of interest.

Item 7. Types of Clients

Generally, Clients are global and institutional in nature and typically include investment managers, trustees, consultants, and other advisors of or acting on behalf of investment funds, other commingled vehicles, separately managed accounts, and other investment accounts, including accounts owned by pension and profit-sharing plans, governmental entities or plans, charitable organizations, endowments, partnerships, corporations, financial institutions, and other businesses. The onboarding documents for Venn contain eligibility and other requirements for becoming a Client.

GES Users are global and institutional in nature.

Item 8. Methods of Analysis, Investment Strategies & Risk of Loss

Below is a description of certain material risks associated with methods of analysis and investment strategies employed by the Adviser through Venn and any other advisory services provided by the Adviser. It is not possible to identify all actual or potential risks.

Risks of Loss. No securities, commodities or other financial instruments (including any interests or shares in investment funds) are offered by or otherwise available through Venn (or otherwise through the Adviser), nor can the Adviser's services be used to make or sell or otherwise effect investment decisions. However, a Client who uses the Adviser's services to inform investment decisions should be aware that investing in securities or other investments involves the risk of loss that the Client should be prepared to bear. The profitability of any Client's investment decisions (which cannot be effected through Venn (or the Adviser otherwise)) depends significantly upon correctly assessing the course of price movements of various instruments. Moreover, a variety of factors, not all of which are or can be reflected on Venn, impact the suitability of a particular investment for a Client. No assurance can be given that Venn (or any of the Adviser's other services) will help Clients identify suitable investments, achieve their investment objectives, or prevent or otherwise limit substantial losses. Additionally, investments, especially those in pooled investment vehicles or through advisory arrangements, whether managed by Two Sigma Affiliates or by unaffiliated managers, are subject to inherent market risks and fluctuations in value due to earnings, economic, political conditions, and other factors. Clients should consult the applicable Governing Documents of any investment for information on risks and conflicts of interest associated with that adviser or investment.

Limited Application. Venn is intended to help Clients analyze aspects of an investment or a portfolio. Venn employs multiple methods of analysis, including, for example, quantitative analysis, asset- and factor-based analyses, optimization-based analyses, drawdown-based analyses, correlation analyses, and performance analyses. The Adviser relies on research, technology, methodologies, formulas, algorithms, code, and data (including significant amounts of unverified data provided by Clients and by third parties), all of which have significant risks and limitations and are subject to changes (see *Changes* below) that materially affect the accuracy, effectiveness, completeness, and other utility of Venn (and similar services of the Adviser).

In particular, Venn's analytics rely on statistical analysis and procedures, including optimization- and regression-based analysis and procedures. Statistical analysis and procedures, however, cannot match the complexity of and uncertainty in the financial markets and as such, the validity of their application is uncertain. Outputs generated by Venn's analytics are not more than estimates or approximations. Additionally, Venn uses historical pricing and other historical data in various calculations. Clients should bear in mind that past performance is not necessarily indicative of future results. Even assuming that all data is accurate and complete, and that all assumptions input (including those input by a Client) into any analytic were met exactly, no analytic affords certainty that any output accurately forecasts or otherwise reflects past, current, or future risks, exposures, performance, or any other metric. Given the limited nature of Venn, as described in this Form

ADV brochure, the Adviser makes no representations or warranties with respect to and does not guarantee the accuracy, timeliness, completeness, performance, or usefulness of Venn generally or for any particular Client. The analytics, functionality, methodologies (including which factors are included in the Two Sigma Factor Lens, and their construction and related methodologies), data, and services available on Venn will not necessarily be the best available or appropriate for any particular Client. Additionally, other providers could offer factors, factor lenses, or other investment or portfolio analytical methodologies or products that are more effective, accurate, useful, or appropriate for particular Clients. It is the Adviser's expectation and understanding that Venn will serve only as a resource for Clients supplementing their primary investment, financial, tax, accounting, legal, and other advice, advisors, analysis, and due diligence. For these reasons and as otherwise described in this Form ADV brochure, and because of the overall limited nature of Venn, Clients should not rely on Venn as a primary basis for any investment decision.

Factor-Based Analysis. Venn (and any similar service of the Adviser) provides Clients with access to analytics to assist Clients in understanding and estimating the risk and return composition of an investment or a portfolio, including analytics that rely on the Two Sigma Factor Lens. Although the Adviser believes that factor analysis can help Clients understand sources of common or systematic risk and return, increased awareness of or optimization of a Client's exposures to factors is not a guarantee of increased performance or decreased risk. Diversification and asset allocation may not protect against market risk or loss of principal. The Adviser makes no representations, warranties, or guarantees that any factor, the Two Sigma Factor Lens (or any other set of factors) or any other quantitative investment characteristic (or set thereof) identifies, embodies, or otherwise explains any or all actual market, portfolio, or other risk or return.

Suitability. Venn does not purport to account for a Client's overall financial situation, level of financial sophistication, or investment experience, or for any tax, accounting, legal, regulatory, financial, or other similar considerations or status relevant to any analysis or investment. Rather, Venn is a computerized data analytics platform into which Clients, at their own initiative and in their own discretion, can input data and receive outputs reflecting the application of the Adviser's quantitative analytics to such data. Further, although Venn allows for Clients to input data, as well as adjust certain settings and run various analyses, Venn does not accept all types of data that could be relevant to or desired by a Client, make all relevant settings available or customizable or provide Clients with all forms of analysis or the depth of analysis that might be relevant to or desired by a Client. In addition, neither Venn (nor the Adviser otherwise) require Clients to update their data, provide complete data sets, or ensure the accuracy of the data the Client uploads to Venn. Although the Adviser will in certain instances provide Clients with reminders to upload and update their data, the Adviser should not be expected to determine the extent to which a Client has provided complete, accurate and current data. Given Venn's technology-based, limited, and largely systematic nature, Venn should not be viewed as providing analysis that accounts for a Client's complete investment profile. When signing up for Venn, Clients are apprised of the limited scope and nature of Venn and the services available thereby and must agree to use Venn within such limitations.

Reliance on TSI. Under the Services, Licensing and Expense Sharing Agreement ("SLA") between the Adviser and TSI, the Adviser licenses research, data, formulas, methodologies, algorithms, code, software, other materials, and intellectual property ("Licensed IP") it uses in its business from TSI. TSI has complete discretion regarding what to elect to license to (and

correspondingly withhold from) the Adviser. Firm Profitability (as defined and discussed in Item 10) is a material factor in TSI's decision as to which Licensed IP it will license to the Adviser and the manner in which it will do so. In addition, TSI may, under the terms of the SLA, revoke any or all licenses or Licensed IP granted to the Adviser at any time, for any reason or no reason. Subject to certain restrictions in the SLA, the Adviser chooses how to integrate any Licensed IP into its services, including Venn. Revocation of, or significant limitations or other similar Changes (as defined below) to, the license or any Licensed IP would materially adversely affect the Adviser and Venn, including Venn's availability, accuracy, completeness, effectiveness, and other utility. In addition, the Adviser's license from TSI is non-exclusive. TSI retains full discretion to share, license, or otherwise use any Licensed IP as TSI determines in its sole discretion. As discussed in Item 10, the Adviser will use the same or similar inputs or methodologies employed by TSA or TSI only in limited circumstances and as such Clients should not expect the benefit of any particular input, methodology, analysis, strategy, ability, attention, or expertise of TSA or TSI.

TSI also provides various services to the Adviser under the SLA, including administrative, legal, compliance, technical, and clerical services, access to technology equipment and office facilities, maintenance, and support services, and other miscellaneous services. The Adviser pays TSI fees for provision of these services; however, such fees are borne by the Adviser and not by Clients. All personnel of the Adviser have a direct employment relationship with TSI.

Because of the above, the Adviser is materially dependent on TSI and the talents and efforts of individuals employed by TSI and, in certain cases, employed by other Two Sigma Affiliates. TSI is not a fiduciary to the Adviser or to any Clients. The success of the Adviser and Venn is largely dependent upon TSI to (i) continue to develop and license to the Adviser the Licensed IP necessary for the Adviser to provide Venn, and (ii) continue to provide services to the Adviser. If TSI ceases to do so, or to do so effectively, the Adviser and Venn will be materially adversely affected. The Adviser has no control over TSI, and TSI may make decisions without regard to, knowledge or consideration of, the business objectives of the Adviser, any duties or obligations of the Adviser to any Client or the investment objective, goals or other investment profile characteristics of any Client. See Item 10 below for important disclosures on conflicts of interest created by the SLA and by the Adviser's other relationships with Two Sigma Affiliates.

Analysis of TS Products. As discussed in this Form ADV brochure, including in Item 10 and in *Reliance on TSI* above, the Adviser relies upon a variety of research, data, other forms of Licensed IP, and services from TSI (and, as applicable, other Two Sigma Affiliates) in providing Venn. Venn in certain instances uses some of the same or similar research and methodologies (including statistical analysis and procedures) that Two Sigma Affiliates, as applicable, use in researching, developing, and otherwise operating certain TS Products. Additionally, and as discussed further in Item 10, the Adviser, TSI, and other Two Sigma Affiliates from time to time use data related to TS Products in conducting research and development for Venn (including indirect use of such data, for example, as such data may be contained in an aggregated data set).

As a result of such reliance, use, and overall resource sharing, selected periods of returns from TS Products will in certain instances be better explained by the factors on Venn than a product without such reliance, use, and overall resource sharing and thus appear more favorably to Clients (including Clients desiring a product with such estimated exposure to the applicable factors).

In addition, the Adviser has selected which factors to include in the Two Sigma Factor Lens and has designed Venn to, among other things, analyze the extent to which returns from investment funds or other financial products correlate to the Two Sigma Factor Lens. The Adviser has further designed Venn to, in certain instances, present favorably products based in part on whether such products' returns do not appear to have, or appear to have low, correlation to the Two Sigma Factor Lens. A low correlation to the Two Sigma Factor Lens does not necessarily mean that a product is more effective than a product with a higher correlation to the Two Sigma Factor Lens, and can indicate that the product's returns are not fully explained by the Two Sigma Factor Lens but could be explained by other factors. However, given such design of Venn, certain periods of returns from TS Products will appear favorably on Venn to the extent they exhibit such non-correlation (or low correlation), which the Adviser believes will be significant in certain instances.

Therefore, as discussed further in Item 10, the Adviser expects that Venn will at times lead a Client to decide to invest, remain invested, or increase investment in a TS Product, as applicable (rather than products that do not share any of the same or similar research, data, other forms of Licensed IP, or services from any Two Sigma Affiliate). Clients should bear the foregoing risks and conflicts of interest in mind if and to the extent they choose to use Venn to analyze TS Products.

Reliance on Human Discretion. Although Venn and certain other services provided by the Adviser are technology-based, the factors and other analytics, methodologies, algorithms, and software used by Venn (or used in connection with other services provided by the Adviser) are created and selected by humans and are materially reliant on human discretion and skill and, in particular, on that of personnel of the Adviser, of certain Two Sigma Affiliates (see *License from TSI* above) and of unaffiliated third parties, including unaffiliated third party data and software licensors. Any such factors (including factor construction as well as selection of factors for the Two Sigma Factor Lens), analytics, methodologies, algorithms, and software, the assumptions and beliefs on which they each rely, and the data they utilize (or the technology ultimately used to create, gather, cull, and clean such data) depend on the skill and resources of people. Additionally, personnel of the Adviser and certain Two Sigma Affiliates (through their provision of services to the Adviser) who work with Clients to support their use of Venn (or any other services provided by the Adviser), including helping Clients upload data and answering questions about outputs produced by Venn. In any of the foregoing situations, no guarantee is made that any person's discretion, skill, or other decisions will be successful or error-free. Third-party personnel (including personnel of Two Sigma Affiliates) licensing or otherwise supplying resources to the Adviser exercise discretion in creating and maintaining such resources and are not under the Adviser's control.

Metrics. Metrics provided by Venn or in connection with similar services offered by the Adviser, including factor exposure, residual exposure, contributions to risk, contributions to return, performance attribution, return, volatility, Sharpe ratio, information ratio, tracking error, slippage, drawdown metrics, and other investment-related metrics are estimates or approximations only. Given the Adviser's reliance on third-party services and data (as discussed elsewhere in this Form ADV brochure), any such information does not, or does not purport to, include or to have incorporated all relevant or material data, such as costs, fees, or expenses associated with making portfolio changes or holding any investment (including transaction, financing, management or performance costs, fees, allocations, or expenses). As a result, the Adviser does not make any representations as to the accuracy, completeness, or as to any other particular characteristic of any such information (including if costs, fees, or expenses are gross or net or are reflective of any

discount). Venn does not account for any tax, accounting, legal, regulatory, or other considerations relevant to any Client or any analysis. Venn does not verify if data is provided in compliance with any securities laws, rules, regulations, or industry standards or practices, including those related to marketing or advertising of investment funds. Any metrics or other information provided through Venn is therefore inherently limited in value, accuracy, and reliability, materially inhibiting the effectiveness of any Venn outputs.

Reliance on Data. The utility of the Adviser's services to any particular Client depends on, is limited by, and is otherwise affected by the data (including the completeness, accuracy, periodicity, and/or quality thereof) prepared or provided by the Client, on behalf of a Client, and by third parties (including third-party data and service providers). As a result, the Adviser does not represent that any data used by or provided by Venn is accurate or complete. Further, in ingesting data, including Client data and licensed data, Venn employs certain processes intended to gather, cull, clean, and otherwise modify such data. Such processes are susceptible to errors, imperfections, and other malfunctions. It is the sole responsibility of each Client (including any service provider thereto, as applicable) whether to submit any information or other data to Venn (or otherwise to the Adviser). For Clients, such data generally will include information regarding returns from a portfolio or investment, as well as certain forecasts, investment objectives, investment restrictions, and/or certain exposure tolerances. For GES Users, such data generally will include information related to their trading activity. If any such data is inaccurate or incomplete, this will materially adversely affect the accuracy, effectiveness, completeness, and utility of Venn (or other applicable service of the Adviser). Each Client is solely responsible for interpreting and weighing the outputs from Venn (or any other service of the Advisor), and the Client, not the Adviser, retains all authority to act upon any outputs provided by Venn. Clients should be aware that such outputs do not necessarily reflect the views of the Adviser or of any Two Sigma Affiliate.

Additionally, not all relevant data is available to or is used by Venn (or any other service provided by the Adviser). Certain data, even though potentially useful, will not be practical or cost effective to gather due to the technology costs and/or third-party vendor costs or will be unavailable to the Adviser for other reasons, including because Two Sigma Affiliates (including the Adviser) have not made such data available to Venn for purposes of Firm Profitability. Clients should be aware that, for all of the foregoing reasons and otherwise, there is no guarantee that any specific data or type of data will be utilized in generating outputs from Venn. Nor is there any guarantee that the data actually utilized in generating outputs will be accurate, free of errors, or complete. Clients should assume that the foregoing limitations and risks associated with the analysis of and reliance upon large amounts of data from third-party and other external sources are an inherent part of utilizing Venn.

By virtue of its association with TSA and TSI (and other Two Sigma Affiliates), the Adviser has access to more complete, accurate, and current data about TS Products as compared to a product managed by an unaffiliated third party. This will result in more relevant, accurate, and timely information about TS Products being available in connection with Venn in certain instances, which could lead the Client to decide to invest in TS Products rather than products managed by an unaffiliated third party. Please see elsewhere in this Form ADV brochure, including Items 5, 6, 10, and 11, for important disclosures about conflicts of interest. The Adviser has policies and procedures in place that it believes are reasonably designed to mitigate the risk that analytics on

Venn operate on a non-objective basis. Clients should be aware, however, that although the Adviser believes such policies and procedures reduce the impact of such conflicts, no policies or procedures can completely eliminate conflicts of interest.

Reliance on Technology. The Adviser's services are fundamentally dependent on technology, including hardware, software, and telecommunications systems. The data gathering, research, portfolio and investment analysis, and other services provided by the Adviser are all highly automated and computerized. Such automation and computerization is dependent upon an extensive amount of the Adviser's and TSI-licensed software and third-party hardware and software. The Adviser typically does not utilize design documents or specifications when building its proprietary software. The proprietary software code thus typically serves as the only definitive documentation and specification for how such software should perform.

Hardware and software are known to have errors, omissions, imperfections, and malfunctions (collectively, "Coding Errors"). Coding Errors in third-party hardware and software are generally entirely outside of the control of the Adviser.

Both the Adviser and TSI, as applicable, seek to reduce the incidence and impact of Coding Errors through a certain degree of internal testing and monitoring, and the use of independent safeguards, including with respect to proprietary software, in the software code itself. Despite such testing, monitoring and independent safeguards, Coding Errors will result in, among other things, the failure to properly gather and organize available data, the failure to correctly analyze the data, the failure to generate intended or optimal outputs to the Client and/or the failure at times to simply complete the desired function—all of which can and do have adverse (and potentially materially adverse) effects on the accuracy of Venn.

Coding Errors are often extremely difficult to detect and resolve, and, in the case of proprietary software and TSI-licensed software, the difficulty of resolving potential Coding Errors is exacerbated by the lack of or incomplete design documents or specifications. Regardless of how difficult their detection appears in retrospect, some of these Coding Errors will go undetected for long periods of time and some will never be detected. The degradation or impact caused by these Coding Errors can compound over time. Moreover, the Adviser will detect certain Coding Errors that it chooses, in its sole discretion, not to address or fix and the TSI-licensed software will contain Coding Errors known to TSI that it chooses, in its sole discretion, not to address or fix. Neither the Adviser nor TSI will perform a materiality analysis on many of the Coding Errors discovered in their respective software code. Clients should assume that Coding Errors and their ensuing risks and impacts are an inherent part of utilizing Venn. Accordingly, the Adviser does not expect to disclose discovered Coding Errors to Clients.

The Adviser and TSI seek, on an ongoing basis, to create adequate backups of software and hardware where possible but there is no guarantee that such efforts will be successful.

Further, to the extent that an unforeseeable software or hardware malfunction or problem is caused by a defect, security breach, virus or other outside force, Clients may be materially adversely affected.

Changes. As an evolving business, and especially one that materially relies on third-party licensed data (as well as Licensed IP from TSI), the analytics, methodologies, processes, and data used by and provided by Venn continually change over time and, in some cases, will cease altogether for all or certain Clients (such changes or cessations, “Changes”). The Adviser or its licensors (including TSI) routinely make Changes to the analytics, methodologies, processes, and data that Venn uses or provides, including the selection and construction of any factors on Venn and also including any methodology, metric, or other calculation, software used and/or content provided by Venn. The Adviser reserves the right to make Changes in its sole and absolute discretion and certain Changes may be beyond the Adviser’s control. Changes will be made due to a variety of reasons, including: (i) external factors such as changes in law or the Adviser’s interpretation of legal/regulatory guidance, changes to industry practice, market factors, changes in relationships between the Adviser and third-party providers or TSI, or changes to external costs, (ii) internal factors such as changes to product, research, design, cost/benefit analyses, technology, security concerns, personnel changes, or other aspects of the Adviser’s or Two Sigma Affiliates’ businesses, and/or (iii) any combination of the foregoing or for other reasons.

Effects of Changes are inherently unpredictable and will lead to unexpected outcomes, many of which ultimately will have an adverse impact on the accuracy, effectiveness, completeness, and other utility of Venn. Certain Changes (for example, Changes made due to changes in law or legal/regulatory guidance or changes made by licensors (including TSI) are outside of the Adviser’s control) will be made even if the Adviser believes that such Changes will have an adverse impact on the outputs available to one or more Clients. For example, in certain jurisdictions, certain Changes, including limitations on which functionality of Venn is made available to Clients in such jurisdictions, will be made for various reasons, including because of laws and regulations applicable to such jurisdiction. Finally, while the Adviser will notify Clients about certain Changes, the vast majority of Changes (including material Changes) will be made without notifying Clients. Notification about one instance or type of Change does not require or imply that the Adviser will provide notice of any additional or further Changes of the same or similar nature.

Third-Party Providers and Services. Third-party providers (including data and technology providers and licensors) furnish significant data and services to the Adviser and on behalf of the Adviser (including cloud storage, hosting, support, data, data aggregation, analytics, data processes, and other services). In addition, the Adviser permits Clients to link to or use third-party websites, services, or resources when using Venn and third-party websites, services, or resources contain hyperlinks to or otherwise have connectivity with Venn. The inclusion or accessibility of third-party data, analytics, functionality, or any other service on or through Venn does not imply the Adviser’s endorsement or any association between the Adviser and any such third party and does not mean that such third-party resources or services are the best available, reputable, error-free, accurate, appropriate, or suitable for any particular Client. Any third-party resources or services are not under the Adviser’s control.

Access to or inclusion of any third-party resources or services on, by or through Venn will generally be the result of an analysis of multiple factors and interests, including the cost-effectiveness of the provider, the Adviser’s discretion as to whether the services to be provided are necessary, whether TS Products are contained in any relevant databases, if applicable, and that the terms and conditions of the relationship between such provider and the Adviser were acceptable

and/or are or are expected to be favorable to the Adviser or Two Sigma Affiliates, including being favorable financially, reputationally, and otherwise to the Adviser or Two Sigma Affiliates. The Adviser and/or other Two Sigma Affiliates receive various forms of compensation from any such third-party providers, including compensation in the form of discounted access to analytics and data, which directly benefits the Adviser and Two Sigma Affiliates.

Venn and other services of the Adviser depend on various computer and telecommunications technologies, many of which are provided by or are dependent upon third parties (including providers of data feeds, telecommunications companies, and utilities). The Adviser's dependence on any such services provided is material to its ability to offer and benefit from its advisory services. The successful deployment, implementation, and/or operation of the Adviser's services would be severely compromised by failures or relationship terminations by these third-party providers. Despite the development of a business continuity plan reasonably designed to address business disruptions related to third-party providers, it is not possible to provide comprehensive and foolproof protection against all possible third-party failures or relationship terminations, and no assurance can be given about the ability of any third party to continue providing applicable services. The termination of even one third-party's relationship with the Adviser, or disruption to even one third-party's computer and/or telecommunications systems or operations, could have a material adverse effect on the Adviser's services, including by preventing the systems from analyzing and communicating information to Clients, which would materially adversely affect a Client. Moreover, any unauthorized access to the information systems of certain third parties (or Two Sigma Affiliates) could result in the loss, disclosure, or improper use of information relating to holdings of a Client as well as personally identifiable information or other personal data of authorized users of a Client. Any such loss, disclosure, or use could have a material adverse effect on a Client or any such authorized user.

Cybersecurity Risk. Material amounts of the data on Venn (including data Clients provide to Venn) is stored in third-party remote server and software network ("cloud-based") environments. The information and technology systems of the Adviser, Venn, third-party data, or other service providers (including cloud providers and financial data aggregator and connectivity providers) are vulnerable to potential damage or interruption from computer viruses, network failures, computer and telecommunication failures, hacking, infiltration or access by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes, and earthquakes. Although the Adviser has implemented various measures it believes are reasonably designed to seek to manage risks relating to these types of events, no measures can fully eliminate these risks. If these systems are compromised, become inoperable for extended periods of time or cease to function properly (including data loss and corruption), data Clients provided to Venn (or otherwise to the Adviser or to a service provider), including confidential and proprietary financial data, as well as personal information of any authorized users, could be lost, corrupted, and/or publicly disclosed, which could harm a Client or its authorized users. It will be necessary for the Adviser or a service provider to make a significant investment to fix or replace such systems and to seek to remedy the effect of such issues. The failure of these systems and/or of disaster recovery plans for any reason would cause significant interruptions in the operations of the Adviser, Venn, other services provided by the Adviser, or other service providers and result in a failure to maintain the security, confidentiality, or privacy of sensitive data, including confidential and proprietary financial data as well as personally identifiable information or other personal data. While many advisers are

subject to the same or similar risks in respect of their operations, these risks are particularly acute with respect to the Adviser due to the Adviser's fundamental dependency on technology (as discussed in this Form ADV brochure), including third-party systems, equipment and networks for communications and connectivity. There is no guarantee that a Client's use of Venn (or any of the services provided by the Adviser) will be uninterrupted, error-free, or completely secure. Systems that a Client uses to connect to Venn or communicate with the Adviser may be a source of interruptions, errors or failures in security. The Adviser cannot guarantee the integrity of a Client's systems or the compatibility of such systems with Venn.

Not an Offering. No content on Venn (or any other service of the Adviser) is or constitutes an offer (or solicitation of an offer) to buy or sell securities, commodities, currencies, or other financial instruments. No Governing Documents are available on Venn or any other service of the Adviser. Clients uploading or providing data related to a fund offering (e.g., a tearsheet with fund returns (including a tearsheet for a TS Product)) do so solely at their own initiative and direction and at their own risk. As discussed herein, although Clients can use Venn to evaluate certain aspects of investment funds, including TS Products, Venn (or any similar service of the Adviser) is subject to significant limitations. (See *Limited Application* above.) Risks, conflicts of interest, objectives, constraints, strategies and other such information with respect to any investment, tax, legal, regulatory, and similar considerations, liquidity, terms, fees and expenses, and other important information are typically described in the applicable Governing Documents and Forms ADV of the adviser (including TSA, TSI or any other applicable Two Sigma Affiliate), which Clients should carefully review before implementing any investment decision with respect thereto.

Restrictions on Analysis. In the course of its activities, there is a risk that the Adviser will receive material non-public information. The Adviser could receive such information directly as a result of its own business activities (including Venn) or exploration of new business opportunities, or indirectly as a result of its relationship with Two Sigma Affiliates including, but not limited to, TSA, TSI, Sightway (as defined below), TSV (as defined below), and TSS. In certain instances, the Adviser's receipt of such information will result in restrictions on analysis on Venn until such time as the restriction is (if ever) removed. Any such restrictions will adversely affect the utility of Venn, including Venn's ability to analyze or recommend a particular investment to a Client.

Diverse Client Base. The Adviser has a large and diverse Client base. Some of those Clients will operate in the same industry or sector as other Clients, as the Adviser, or as other Two Sigma Affiliates. Some Clients have, or will develop, interests that overlap with or that are adverse to those of other Clients, the Adviser, or other Two Sigma Affiliates. The Adviser therefore provides Venn (or other services) to Clients with competing interests or whose interests compete with the Adviser or other Two Sigma Affiliates. Further, as discussed elsewhere in this Form ADV brochure, including in *Reliance on Data*, the utility of Venn (or any of the Adviser's similar services) to any particular Client depends on the data provided by such Client, as well as the parameters on Venn selected by the Client and otherwise how the Client chooses to use Venn. Outputs from Venn (or any of the Adviser's similar services) will differ among Clients, even where such Clients have similar portfolios.

Certain Clients enter into arrangements with the Adviser whereby such Clients are subject to terms and conditions that are more advantageous to such Client and/or are different than those set forth in standard agreements for Venn (or any other service of the Adviser). For example, such

arrangements could provide for, among other things, (i) different levels of access, including to functionality, data, and research, (ii) different levels of personnel support, (iii) reduction, change, or rebate in fees to be paid, and/or (iv) such other rights as negotiated by the Client with the Adviser. Any modifications are solely at the discretion of the Adviser and are permitted to be based, among other things, on financial or relationship considerations across the Adviser and the Two Sigma Affiliates.

Additional Services. The Adviser from time to time has provided and will provide services other than Venn, such as project-based, non-discretionary advisory services. The Adviser will face many or all of the same or similar risks and conflicts of interest in providing such services as are described in this Form ADV brochure, including risks and conflicts of interest due to the Adviser's affiliation with Two Sigma Affiliates (as discussed elsewhere herein, including in Items 5, 6, 10, and 11). To the extent the Adviser, in its discretion, uses Venn as a resource in providing such other services, recipients of such services will indirectly face similar risks that they would face when using Venn directly.

Regulatory Changes. It is possible that changes in applicable laws and regulations will affect the Adviser's operations, including its services. In certain jurisdictions, the Adviser has limited the functionality Venn provides because of the laws and regulations applicable in such jurisdiction. In addition, a number of substantial regulatory changes are pending or in the process of changing in certain jurisdictions. The consequences of additional regulation or of deregulation on the functioning of the jurisdictions in which the Adviser operates or in which Clients invest cannot be predicted and may materially diminish the effectiveness or applicability of Venn or the Adviser's other services. It is impossible to predict what global governmental actions will be taken and their effect on the Adviser, its services, markets and/or the effect of such actions on investments, and any such actions could be materially detrimental to Clients.

Adviser Registration. As a registered investment adviser with the SEC, the Adviser is subject to the rules and regulations promulgated under the Advisers Act. However, the Adviser's registration with the SEC (or with any other regulator) is not an endorsement of the Adviser (or any other Two Sigma Affiliate or any TS Product) by the SEC or any other regulatory body.

Non-U.S. Clients should be aware that the Adviser's registration with the SEC in the United States does not mean or imply that the Adviser is subject to any similar registration, regulation, or oversight by the government or other applicable regulatory bodies in such Clients' jurisdictions or that the Adviser owes any duties to such Clients under the laws of such Clients' jurisdictions.

The above summary does not purport to be a comprehensive discussion of all the risks associated with the Adviser, Venn, or any other services provided by the Adviser.

Item 9. Disciplinary Information

This Item is not applicable.

Item 10. Other Financial Industry Activities & Affiliations

The Adviser and its management persons have related persons engaged in the financial services business and, in some cases, have business arrangements with such related persons that are material to the Adviser's advisory business or to Clients. These are described in more detail below and, in some cases, will cause the Adviser's or a management person's interests to diverge from the best interests of a Client.

In addition to the Adviser, Two Sigma Affiliates include four investment advisers registered with the SEC: TSI, TSA, Sightway Capital, LP ("Sightway") and Two Sigma Ventures, LP ("TSV"). The Adviser is also affiliated with one broker-dealer registered with the Financial Industry Regulatory Authority, Inc. ("FINRA") and the SEC: TSS. TSI, a Delaware limited partnership, manages third-party and proprietary private investment funds. TSA, a Delaware limited partnership, manages third-party private investment funds and provides advisory services to certain separately managed accounts. Sightway, a Delaware limited partnership, focuses on private equity-style investments (including through negotiated transactions in operating entities), forming new operating entities and investments in private investment funds managed by unaffiliated third-party managers. TSV, a Delaware limited partnership, focuses on venture capital investments, including negotiated transactions in operating entities that utilize advanced science, technology, computing, engineering, and/or mathematics to innovate in their selected market. The brochures for each of TSI, TSA, Sightway and TSV are available through the SEC's Investment Adviser Public Disclosure website.

The Adviser is registered as a commodity trading advisor with the U.S. Commodity Futures Trading Commission ("CFTC") under the Commodity Exchange Act, as amended. Additionally, TSA and TSI are also registered as commodity pool operators and commodity trading advisers with the CFTC. In connection with the Adviser's (and certain of its affiliates') registration as commodity trading advisors and/or commodity pool operators, certain of the Adviser's management persons and personnel are registered as associated persons of and/or as principals of the Adviser (and/or its affiliates).

TSS is a member of FINRA and a number of other self-regulatory organizations and exchanges. The Adviser and/or certain of its management persons are affiliated with and/or own an interest in TSS.

TSS is registered as a market maker, conducts proprietary trading in multiple asset classes, and serves as an "introducing broker-dealer" executing trades for TSI on behalf of one or more of its trading vehicles that consist of or primarily of proprietary capital, as well as for unaffiliated investment advisers (via TSS's agency desk). TSS does not custody any customer funds, nor does TSS clear or settle trades. TSS does not presently provide any services to the Adviser.

TSS provides execution services to certain GES Users and, potentially, Clients, to the extent that such Clients elect to execute transactions through TSS. The Adviser does not recommend or require Clients to use TSS to execute transactions. Certain of the Adviser's personnel are also employees of TSS and in such capacity service the TSS agency desk. The Adviser and its personnel

that work on GES have an incentive to increase GES User utilization of TSS's execution services, which creates an incentive for GES personnel to show the relative benefits of GES Users' utilization of the GES platform in conjunction with the execution services offered by TSS.

The Adviser is also affiliated with Attune Insurance Services, LLC, a technology-driven insurance agency serving small to medium-sized businesses in the United States.

The Adviser may become affiliated with one or more additional broker-dealers, exchanges and/or other U.S. or non-U.S. regulated entities.

TSI specializes in process-driven, systematic investment management generally by performing quantitative analysis to build mathematical strategies that rely on patterns inferred from historical prices and other data in evaluating prospective investments. These strategies are implemented by employing various risk management, investment, optimization and execution techniques. TSI provides advisory services on a discretionary basis to its clients, which include various private investment funds, consisting of both commingled vehicles and funds of one.

TSA specializes in process-driven, systematic investment management, generally by employing quantitative analysis including licensed mathematical strategies that rely on patterns inferred from historical prices and other data in evaluating prospective investments. These strategies are implemented by various optimization and execution techniques. TSA provides advisory services on a discretionary basis to its clients, which include various private investment funds and commingled vehicles as well as funds of one and separately managed accounts. TSA also provides advisory services on a discretionary basis, as an investment sub-advisor, to an investment company registered under the Investment Company Act of 1940, as amended, as well as to other investment companies authorized for public offer and sale (including investment vehicles formed and/or registered under foreign law).

The Adviser and certain of its related persons are affiliated with and/or own interests in Two Sigma Institutional Partners, LLC, which, as the general partner, member, allocation shareholder (or similar entity) of various clients of TSA, is entitled to receive performance-based compensation from certain such clients, as mentioned in Item 5 hereof. The Adviser and certain of its related persons are affiliated with and/or own interests in Two Sigma Principals, LLC, which, as the general partner, member, allocation shareholder (or similar entity) of various clients of TSI, is entitled to receive similar performance-based compensation from certain such TSI clients. Additionally, the Adviser is affiliated with entities that serve as the general partners to clients of Sightway and TSV.

As described in this Form ADV brochure, including Items 5, 6, 8, and 11, the Adviser and its management persons have relationships and arrangements with Two Sigma Affiliates, including TSA and TSI, that are material to the Adviser's advisory business and that create conflicts of interest with Clients. In particular, in operating its advisory business, Clients should be aware that the Adviser considers overall firm profitability (i.e., the profit which accrues to Two Sigma Affiliates, including from management fees, performance-based compensation, proprietary capital returns, fees from non-discretionary investment-related services and from execution services, and/or other factors that are expected to contribute to the long-term success and franchise value of the Two Sigma Affiliates) ("Firm Profitability"). Venn is expected to have the effect of promoting

the businesses of Two Sigma Affiliates, including providing value add services for affiliates' clients and investing in affiliates' funds. Venn serving as a platform for evaluating investment funds and accounts, on one hand, and TSA's and TSI's (or any other Two Sigma Affiliate's) respective management of investment funds and accounts, on the other hand, creates conflicts of interest for the Adviser with Clients. Firm Profitability will increase to the extent Venn leads to TSA or TSI (or any other Two Sigma Affiliate) receiving or retaining assets under management or otherwise earning fees, which would directly or indirectly benefit the Adviser and its personnel in addition to other Two Sigma Affiliates, and as such creates an incentive for the Adviser to cause Venn (including personnel supporting Clients' use of Venn) to favor TS Products. With respect to GES, as there is an increase in the number of GES Users utilizing GES, the Adviser expects that there will be a similar increase in such GES Users utilization of execution services offered by TSS, and as such, there will be an increase in Firm Profitability. The Adviser's personnel that work on GES may be incentivized to increase GES User utilization of TSS's execution services and as such, may create an incentive for GES personnel to show the relative benefits of GES Users utilization of the GES platform in conjunction with the execution services offered by TSS.

All personnel of the Adviser have a direct employment relationship with TSI and/or certain other Two Sigma Affiliates. In particular, certain personnel of the Adviser and certain personnel of TSA and TSI providing material services to the Adviser have direct and indirect benefits emanating from TSA and/or TSI, as applicable, including trading profits in certain TS Products. As such, the success of TS Products directly or indirectly relates to their compensation, which is paid by TSI or certain other Two Sigma Affiliates. Furthermore, certain personnel of TSA and TSI (including personnel with direct and indirect benefits emanating from TSA and/or TSI, as discussed and including management persons of TSA and/or TSI, as applicable) oversee personnel of the Adviser (including management persons of the Adviser) and otherwise provide material services (including for Client relationship management) to the Adviser. Clients should be aware that such TSA and TSI persons' primary responsibilities are for TSA and/or TSI (or other Two Sigma Affiliates other than the Adviser), including investor relations support for TS Products and business development for TSA or TSI (as applicable). None of such persons have any fiduciary obligations to Clients or to the Adviser. Clients should be further aware that such persons are not required to be and are not necessarily acting in a disinterested manner when providing services to the Adviser and when interacting with Clients. The conflicts of interest described above will, as applicable, cause the interests of the Adviser or of a management person of the Adviser to diverge from the best interests of a Client.

As also described in this Form ADV brochure, including under Item 8 (*Reliance on TSI*), the Adviser licenses Licensed IP from TSI under the SLA, including factors and methodologies for analytics available in certain of the Adviser's services, including Venn. TSA and TSI personnel perform a material role in selecting, constructing, and otherwise researching and developing Licensed IP. Licensed IP developed through such efforts of TSA and TSI is not necessarily developed in regard for any of the Adviser's or Clients' business objectives, goals, or concerns. In addition to licensing Licensed IP to the Adviser, TSI reserves the right to use Licensed IP to support its own activities, the investment activities of its clients, and in certain licensing arrangements (including with TSA), each of which has the goal of increasing Firm Profitability. TSA, TSI, and other Two Sigma Affiliates use, construct, and maintain different factors and methodologies from those used by the Adviser on Venn (or on similar services of the Adviser), as well as other items similar to Licensed IP, for their sole respective purposes, including when

making investment decisions on behalf of or when trading for purposes of their investable products for purposes of increasing Firm Profitability and without consideration of or notice to the Adviser or Clients. TSI will not license all of its factors (including any particular construction thereof or updates thereto), other methodologies, or any other potential Licensed IP to the Adviser, even if doing so would benefit Clients, including by Venn providing Clients with additional and potentially better analysis of portfolios or investments. Clients should be further aware that TSA and TSI personnel (including personnel with direct and indirect benefits emanating from TSA and/or TSI, as discussed and including management persons of TSA and/or TSI, as applicable) responsible for developing any such factors, methodologies, or other Licensed IP primarily work for TSA and/or TSI (or other Two Sigma Affiliates other than the Adviser), as applicable, including in modeling and research functions supporting TS Products. None of such persons have any fiduciary obligations to Clients or to the Adviser. Such persons use data associated with certain TS Products as inputs in developing aspects of factors, methodology, or other Licensed IP and are otherwise influenced by their work for TSA and/or TSI, as applicable. The Adviser licensing such Licensed IP from TSI (as opposed to licensing from a third party) and accepting the services of such TSA and/or TSI personnel (as opposed to accepting services from a third party) in connection with the Adviser's advisory business creates conflicts of interest for the Adviser and its management persons. See *Analysis of TS Products* above for additional disclosures on conflicts of interest.

The Adviser has policies and procedures in place that it believes are reasonably designed to mitigate the risk that analytics on Venn operate on a non-objective basis. Clients should be aware, however, that although the Adviser believes such policies and procedures reduce the impact of such conflicts, no policies and procedures can completely eliminate conflicts of interest. The Adviser's and Two Sigma Affiliates' participation in other investment and financial activities will only increase the magnitude and complexity of these conflicts.

Clients provide a variety of information to the Adviser in connection with Venn, GES, and other services of the Adviser, including information regarding their portfolios, which may include potential material non-public information. The Adviser has implemented various policies and procedures, including the implementation of information barriers, it believes are reasonably designed to comply with applicable laws, rules, and regulations in connection with information that may potentially be considered material non-public information.

The Adviser or Two Sigma Affiliates may buy, sell, lend, own, act as market maker, recommend investment or trading ideas, or publish research or views on the markets, issuers, securities, commodities, currencies, financial instruments or contracts for the exchange of value, services or risk. The Adviser, its affiliates or any licensee thereof are permitted to transact in the foregoing, have views on the foregoing, or otherwise use any information related to the foregoing in any manner, including inconsistently with the substance or meaning of any content on Venn, or before such content is made available on Venn.

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

The Adviser has adopted a Code of Ethics (the “Code”) and certain other policies and procedures that obligate the Adviser and its “access persons” (i.e., Adviser's personnel who have access to non-public information regarding any Client's purchase or sale of securities, or non-public information regarding portfolio holdings or who are involved in making securities recommendations to Clients (or who have access to such recommendations that are non-public)) to put the interests of Clients before their own interests and to act honestly and fairly in all respects in their dealings with Clients. All of the Adviser’s personnel are also required to comply with applicable federal securities laws. The Adviser will supply a complete copy of its Code to any Client or prospective Client who requests a copy of the Code upon request.

As discussed in Item 10, certain personnel of the Adviser have different direct and indirect benefits arising from TSA and TSI, including interest in trading profits in certain TS Products. The success of Venn or other services provided by the Adviser may be factored into (and result in an increase to) their compensation, which is paid by TSI. Additionally, in any consultation or interaction between personnel of the Adviser or personnel of other Two Sigma Affiliates and a Client about a TS Product, no such personnel will or can necessarily be acting in a disinterested manner. Please see Item 10 for additional disclosures on conflicts of interest.

The Adviser’s and Two Sigma Affiliates’ access persons are permitted to trade for their own accounts in the same instruments Clients may purchase and sell (on their own, outside of Venn or any other service of the Adviser). Two Sigma Affiliates are also permitted to trade for their client accounts in the same instruments that Clients may purchase and sell. Although these activities create potential conflicts of interest, the Adviser believes its Code and other policies and procedures and/or its affiliates’ respective codes of ethics and other policies and procedures are reasonably designed to mitigate such conflicts.

To ensure trading by the Adviser’s access persons is conducted (i) in a manner that does not adversely affect the Adviser’s services (which are non-discretionary) to its Clients and (ii) in a manner that is consistent with the fiduciary duties owed by the Adviser to its Clients, the Adviser has adopted the Code and attendant policies and procedures governing, among other things, transactions by the Adviser’s access persons and other “covered persons” (i.e., any such access person’s spouse, registered domestic partner, immediate family members who live in the same household, financial dependents, and any business, trust or estate in which access persons maintain a certain level of beneficial interest). The Code and attendant policies and procedures contain provisions designed to, among other things, (a) prevent improper personal trading by the Adviser’s access persons and other covered persons, (b) identify actual or potential conflicts of interest, and (c) provide guidance in resolving any actual or potential conflicts of interest which the Adviser is aware of in favor of Clients.

To accomplish these objectives, the Adviser’s Code and attendant policies and procedures generally (i) require pre-clearance from the Adviser’s compliance department of personal trades

in “reportable securities” (as defined in the Code) by the Adviser’s access persons and other covered persons, with the exclusion of managed accounts with an independent adviser who has exclusive discretionary investment authority, (ii) require access persons to report their, and their covered persons’, securities accounts and holdings of and transactions in reportable securities, (iii) restrict the number of such trades by the Adviser’s access persons and other covered persons in a given month, (iv) prohibit certain trading by the Adviser’s access persons and other covered persons in securities of issuers listed on any applicable “restricted list” and in “new issues” (as defined in the Code), (v) require certain minimum holding periods, (vi) prohibit short selling, and (vii) limit the brokers that access persons and covered persons can use for personal trading.

The Adviser may come into possession of certain information that it believes to be confidential or that might be nonpublic and/or material to a decision to buy, sell or hold a security. The Adviser may receive such information directly as a result of its investment advisory activities for any individual Client, indirectly as a result of its relationship with affiliates including, but not limited to, TSA, TSI, Sightway, TSV and TSS, or through other activities such as strategic partnership negotiations or an access person’s board or credit committee service. The Adviser maintains and enforces written policies and procedures that prohibit the communication of such information outside of the Adviser and that limit the communication of such information internally within the Adviser and Two Sigma Affiliates to persons other than the General Counsel and/or the Chief Compliance Officer or their designees and to assure that the Adviser remains in compliance with applicable law.

The Adviser has also adopted policies and procedures regarding the giving and receiving of gifts and entertainment by the Adviser’s access persons from certain third parties (e.g., vendors, broker-dealers, consultants, etc.). Specifically, these policies and procedures require access persons to pre-clear and/or report the giving and receiving of gifts and entertainment in excess of pre-established de minimis thresholds. The Adviser reviews these reports for any potential conflicts of interest with respect to individual instances of gifts or entertainment, as well as patterns of the same over time, in an effort to prevent employees from placing their own interests ahead of the interest of Clients.

The Code and the Adviser’s other policies and procedures in the Adviser’s compliance manual also address the following key areas: (i) recordkeeping, (ii) oversight of the Code, (iii) conflicts of interest, (iv) the treatment of confidential information, (v) compliance with SEC rules and regulations, and (vi) reporting misconduct. Periodic trainings regarding the Code and the Adviser’s other policies and procedures will be provided to the Adviser’s access persons.

The Adviser does not presently have a Conflicts Committee but may decide to institute such a committee in the future.

Item 12. Brokerage Practices

This Item is not applicable. The Adviser's services are analytical and advisory in nature and do not involve the management of accounts or the execution of transactions. Clients are responsible for executing their own transactions. The Adviser has no authority to trade or responsibility for trading on behalf of Clients. Certain of the Adviser's GES Users execute trades through TSS.

Item 13. Review of Accounts

Clients do not maintain bank, brokerage, securities or other similar accounts on Venn or otherwise with the Adviser.

Personnel of the Adviser do not review any Client's financial plans and, except for certain research or client-facing personnel that provides limited assistance to a Client in answering questions about outputs from Venn, personnel of the Adviser do not review a Client's Venn account. Outputs from Venn are available to Clients to the extent Clients choose to access and use Venn. Information on Venn that is uploaded by the Adviser is updated at varying intervals depending on the information type. GES Research Reports are typically provided on a periodic basis, which typically include an analysis on a GES User's execution efficiency. Venn periodically electronically communicates to a Client analysis or other data in connection with a Client's data on Venn, through messages, alerts, or e-mails containing information about factors or about pertinent data. Further, the Adviser or Two Sigma Affiliates will periodically review GES Research Reports with GES Users.

Item 14. Client Referrals & Other Compensation

The Adviser from time to time engages third parties for client referrals and/or enters into partnerships or other arrangements with third parties that have the effect of promoting Venn. The Adviser pays fees to such third parties, as applicable, as well as other direct or indirect compensation.

In certain instances, the Adviser will seek to directly or indirectly pay third parties, whose customers are current or prospective Clients, for providing data, data feeds or access to such Clients' data. This will act as an incentive for such third parties to recommend that their customers become or remain Clients in order to receive or increase such fees. As noted in Item 5 of this Brochure, the Adviser and other Two Sigma Affiliates benefit from the receipt of such data, creating an incentive for the Adviser to seek out and expand such relationships.

Although certain personnel of TSI and TSA perform certain Client relations services on behalf of the Adviser under the SLA, neither the Adviser nor its related persons compensate any such person for Client referrals on a transaction-based basis. As discussed in Item 5, the Adviser receives fees from TSA and TSI for the provision of Venn to certain investors in TS Products, as applicable. Such fees will be borne by TSA and TSI, as applicable, and not by Clients or by clients of TSA or TSI.

Item 15. Custody

This Item is not applicable. Clients should consult the Form ADV brochure of any adviser with custody of their assets for information regarding that adviser's practices with regard to custody.

Item 16. Investment Discretion

This Item is not applicable. The Adviser does not have discretionary authority to manage securities accounts on behalf of Clients.

Item 17. Voting Client Securities

This Item is not applicable. The Adviser does not have authority to vote Client securities and does not contemplate providing any advice to Clients on voting Client securities.

Item 18. Financial Information

This Item is not applicable.