



Item 1 – Cover Page

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**PART 2A OF FORM ADV
FIRM BROCHURE**

March 28, 2019

This Brochure provides information about the qualifications and business practices of GLADIUS CAPITAL MANAGEMENT LP ("Gladius" or "Adviser"). If you have any questions about the contents of this Brochure, please contact us at 312-348-5900 or info@gladiusgroup.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

GLADIUS CAPITAL MANAGEMENT LP is registered as an investment adviser with the SEC. Registration with the SEC or notice filing with any state securities authority does not imply a certain level of skill or training.

Additional information about GLADIUS CAPITAL MANAGEMENT LP also is available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number and SEC number for GLADIUS CAPITAL MANAGEMENT LP are 152023 and 801-70841, respectively.

This Brochure is neither an offer to sell nor a solicitation of an offer to buy shares or interests in any of the privately offered investment funds managed by Gladius. An offer of interests in such funds or clients can be made only through the offering documents of the relevant fund and only in jurisdictions where such offer is lawful.



Item 2 – Material Changes

Since our last annual update filed on March 23, 2018, this current annual update includes changes to our regulatory assets under management and additional disclosure clarifying allocation of client costs and expenses.

Please note that the above summary addresses material changes since the last annual update, and therefore, does not reflect all the changes that have been made to this firm Brochure since the last annual update. As such, and with all firm documents, we recommend reading this firm Brochure in its entirety.

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Item 4 – Advisory Business

A. The Advisory Firm and its Owners

Gladius Capital Management LP (“Gladius”, “Adviser”, “we” or “us”) is a Delaware limited partnership with its principal place of business in Chicago, IL. Adviser’s founder and principal owner is Pavandeep (“Pav”) Sethi, Chief Executive Officer and Chief Investment Officer. Adviser has been registered with the SEC as an investment adviser under the Investment Advisers Act of 1940, as amended (the “Advisers Act”) since December 2009 and commenced operations that same year.

Adviser has its principal office located in Chicago, Illinois and has branch offices located in Park City, Utah and Stamford, Connecticut. Gladius has a sub-advisory agreement with Gladius Investment Group Asia Limited (“GIG Asia”), which maintains an office in Hong Kong.

B. Advisory Services

Gladius provides discretionary investment management services to private collective investment vehicles exempt from registration as investment companies under Section 3(c)(7) of the Investment Company Act of 1940, as amended (each a “Fund”, and collectively the “Funds”). Gladius also provides discretionary investment management services to separately managed accounts (each, a “Managed Account” and collectively the “Managed Accounts”). The Funds and Managed Accounts shall be referred to herein as “Clients” or, individually as a “Client”. Persons and entities that invest in the Funds or own a Managed Account, are referred to herein as “investors”.

Certain of Adviser’s Funds may utilize a master-feeder structure whereby each of an Onshore Fund and an Offshore Fund would invest substantially all their capital in a Master Fund. In such a structure, Adviser would make all investment and trading decisions on behalf of the Master Fund pursuant to the applicable Offering Documents (as defined below).

C. Investment Guidelines

Gladius provides advisory services to its Clients, and similarly structured vehicles, based on specific mandates, guidelines or restrictions set forth in the relevant operating agreement, private placement memorandum, investment management agreement and/or other governing document (collectively the “Offering Documents”), as applicable.

D. Wrap Fee Programs

Gladius does not currently participate in wrap fee programs by providing portfolio management services.

E. Assets Under Management

Gladius manages approximately USD 3,401,000,000 of regulatory assets under management on a discretionary basis calculated as of January 31, 2019. We do not currently manage any client assets on a non-discretionary basis.

Item 5 – Fees and Compensation

A. Advisory Services and Fees

Adviser does not have a standard fee schedule. Adviser generally receives compensation from its Clients based on a percentage of the value of the net assets managed for such Client or a fixed fee (“Management Fee”), and/or on the profits achieved for the account of investors therein, such as performance fees, carried interest or other incentive allocations (“Performance-based Fee”). Adviser charges one of, or a combination of, the above-mentioned fees and information concerning such compensation and fees is set forth in the Offering Documents of each Client. In addition to the above, other fee arrangements may be negotiated.

B. Payment of Fees

Adviser's Clients pay Management Fees as described in such Clients' Offering Documents. Management Fees may be paid quarterly or monthly in advance or in arrears. Adviser generally deducts Management Fees from Clients' assets quarterly or monthly, as applicable per the Clients' Offering Documents; however, there are cases where Adviser bills a Client separately. In the event of a withdrawal, distribution, transfer or termination during a monthly or quarterly period, prorated adjustments in Management Fees are made, as appropriate. Performance-based Fees payable to Adviser may be subject to a high water mark, hurdle rate or other benchmark or combination thereof as more fully described in such Client's Offering Documents. Performance-based Fees are determined as of a specified period, such as December 31st of each year, and/or upon withdrawals, transfers and distributions (with respect to the amounts withdrawn, transferred or distributed, as applicable) as more fully set forth in such Client's Offering Documents. Performance-based Fees may in some circumstances be calculated on the basis of unrealized gains and losses but under other circumstances be calculated on realized gains and losses.

Adviser may, in its sole discretion, reduce or waive entirely its Management Fee and/or any Performance-based Fee due with respect to any or all investors including, but not limited to, certain investors that are members, partners, affiliates or employees of Gladius, including members of the immediate families of such persons and trusts or other entities for their benefit. As a sub-adviser to Gladius, GIG Asia does not receive any compensation directly from the Client for any investment services it provides to such Client, instead, Gladius compensates GIG Asia for the advice rendered.

C. Additional Costs and Expenses

Client costs and expenses are the responsibility of, and may be paid directly by, the applicable Client. Such expenses may include, without limitation, the following: legal and compliance fees and expenses; audit and accounting fees (including but not



limited to accounting services and an accounting system); insurance costs and expenses; administrative, custodial and transaction fees; costs and commissions paid to custodians, broker-dealers and other third parties, market data and investment and research related expenses. However, where Gladius has the ability to do so in respect of its Clients, Gladius may pay Client costs and expenses directly out of its own account for and on behalf of its Clients, and in those cases, Gladius is entitled to reimbursement from such Clients. Certain costs and expenses are incurred for the benefit of, or shared by, multiple Clients. Such expenses may include, without limitation, insurance, accounting (including but not limited to accounting services and an accounting system), transaction fees and market data. Such shared expenses generally will be allocated across the applicable Clients equally or in such other manner as Adviser deems reasonable. Adviser may directly bear the responsibility for the portion of such shared costs and expenses otherwise allocable to Clients which benefit from, but which are not directly responsible for, such shared costs and expenses. Please refer to Item 12 – Brokerage Practices for additional information regarding the brokerage and transaction costs Clients will incur.

Adviser is generally liable for, and shall pay, its normal operating overhead, including all salaries, benefits, bonuses and other compensation and expenses associated with all of Adviser's employees and all office rent and overhead expenses related to the maintenance and operation of Adviser's offices.

D. Additional Compensation and Conflicts of Interest

Neither Adviser nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

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

As discussed in more detail above in Item 5, Adviser receives Management Fees and/or Performance-based Fees from qualified Clients. However, not all of Adviser's Clients are subject to a Performance-based Fee.

The fact that Adviser is eligible to receive Performance-based Fees from a Client creates an incentive for Adviser to make investments on behalf of such Client that are riskier or more speculative than would be the case in the absence of such an arrangement. Performance-based Fee arrangements also create an incentive to favor higher fee paying Clients over others in the allocation of investment opportunities. Gladius seeks to resolve these potential conflicts of interest by adopting and implementing appropriate policies and procedures it believes are reasonably designed to help mitigate such conflicts.

Gladius may, in the future, manage and advise additional Clients. There is no limit on the number of Clients that may be managed or advised by Gladius.

Item 7 – Types of Clients

A. The Firm's Clients

As described in Item 4.B. above, Gladius provides investment advice to Funds, and to Managed Accounts (as previously noted, collectively referred to in this brochure as "Clients") in accordance with such Client's Offering Documents. Currently, Funds managed by Gladius are privately offered and exempt from registration under the Investment Company Act of 1940, as amended.

B. Minimum Initial Investment

The minimum initial investment for an investor generally will be determined by Gladius, the general partner or managing member, as applicable, of the Client and will generally be set out in the Client's Offering Documents. Any minimum investment

amounts may be waived by Gladius, the general partner or managing member, as applicable, in its discretion.

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

A. Methods of Analysis and Investment Strategies

Adviser employs multiple investment strategies using a wide array of instruments to seek to profit from changes in the prices of capital market variables. Adviser attempts to locate mispriced instruments, then transacts in them in an effort to capture gains from their subsequent revaluation.

Adviser's research processes are broad and comprehensive. Extensive modeling of securities and investments along with sophisticated risk assessment techniques provide a framework for evaluating investment opportunities which are sourced from a global opportunity set.

B. Material Risks

Interest in a Fund or Managed Account advised by Gladius may be a speculative and illiquid investment. Investors must be prepared to lose all or substantially all of their investment in a Fund or Managed Account managed or advised by Gladius. An investment in a Fund or Managed Account involves a high degree of risk and is suitable only for a limited portion of the risk segment of an investor's portfolio. Given the typical duration of a Fund or Managed Account and investors' potential limited ability to withdraw capital from it, no prospective investor should have any need for the capital committed to a Fund or Managed Account for the foreseeable future. The following considerations, which do not purport to be a complete indication of all risks involved in the strategies of Adviser, should be carefully evaluated before deciding whether to invest.

Risk of Loss



An investment in a Fund or Managed Account involves a high degree of risk, including the risk that the entire amount invested may be lost. There is no assurance that a Client's investment objectives will be attained, that the value of the investments will not decline, or that there will be any return of capital.

Changing Market Conditions

Certain changes in general market conditions (e.g., a material change to the regulatory framework restricting investment behavior in the financial markets) could materially reduce a Client's profit potential or result in losses.

Risk of Litigation

A Client may be subject to litigation from time to time, and a Client could be named as a defendant in a lawsuit or regulatory action. The outcome of such proceedings, which may materially adversely affect the value of such Client, may be impossible to anticipate, and such proceedings may continue without resolution for long periods of time. Any litigation may consume substantial amounts of Gladius' time and resources, and such time and the devotion of such resources to litigation may be disproportionate to the amounts at stake in the litigation.

Certain trading strategies, once widespread and accepted, may from time to time become subject to regulatory and self-regulatory scrutiny and litigation due to legal and/or political factors. There can be no assurance that certain strategies implemented for a Client, which are currently thoroughly consistent with market practice and applicable regulations, may not become subject to comparable scrutiny and liability exposure.

Reliance on the Integrity of Financial and Economic Reporting

In certain circumstances, the investments made on behalf of a Client rely on the financial, economic and economic policy data made available by companies, governmental agencies, rating agencies, exchanges, professional services firms and

central banks. Data on specific companies and projects, unemployment rates, consumer confidence measures, the determination of base interest rates, debt issuance calendars and numerous other factors can have a material effect on the investment positions which Adviser will take on behalf of a Client. However, Adviser generally has no ability independently to verify such financial, economic and/or economic policy data. Adviser will be dependent upon the integrity of both the individuals and the processes by which such data is generated. A Client could incur material losses as a result of the misconduct or incompetence of such individuals and/or a failure of or substantial inaccuracy in the generation of such information.

Blind Pool Risk; Unspecified Use of Proceeds

The proceeds of any interests in a Fund or a Managed Account will be invested, over time, in a number of investments, which at the time of account opening, may not have been identified by Gladius. Investors will have no opportunity to pre-evaluate for themselves the relevant economic, financial or other information regarding the investments which a Client will take.

Concentration Risk; Limited Diversification

A Client's investments may be concentrated with little diversification. Attractive investment opportunities may be infrequent, and the increases and decreases in the value of these investments tend generally to correlate during certain market conditions. While investments held by a Client may, in fact, be materially different from each other due to idiosyncratic factors, there may be periods where the investments collectively experience highly correlated losses due to systematic risk factors.

Illiquidity Risk

Some investments made on behalf of a Client by Adviser may be or may become illiquid. Illiquid investments are subject to all the risks inherent to markets without sufficient liquidity to orderly monetize investments potentially leading to substantial

losses and/or holding periods substantially longer than anticipated at the outset of such investment.

Investment Structuring Risk: Outright and Relative Value Exposure

In sourcing, underwriting, structuring, managing and monetizing investments, Adviser will often express an outright or relative value view as to the future level of certain market prices or variables (the “Future Price”).

Outright, or directional, investing is subject to all the risks inherent in incorrectly predicting Future Price movements. Often these price movements will be determined by unanticipated factors, and even if the determining factors are correctly identified, Adviser’s analysis of those factors may prove inaccurate, in each case, potentially leading to substantial losses.

Predicting outright Future Prices is inherently uncertain and the losses incurred, if the market moves against an investment, will often not be hedged. There will in many cases be a relative value, or non-directional, component involved in constructing a Client’s investment as Adviser will attempt to reduce risk by taking partially offsetting positions which should, when combined, profit from the directional changes Adviser believes will occur while limiting a Client’s losses in the event of unexpected Future Price movements. Although relative value investments are generally considered to have a lower risk profile than outright investments as the former attempt to exploit price differentials not overall price movements, relative value investments are by no means without risk.

Relative value, or non-directional, investing is subject to all the risks inherent to incorrectly predicting Future Price movements. Relative mispricings, even if correctly identified, may not converge within the time frame within which a Client is able to maintain its positions. Even pure “risk-less” arbitrage – which is rare – can result in significant losses if the arbitrage cannot be sustained (due, for example, to margin

calls) until expiration. To the extent that a Client will employ non-directional investments, these investments will be subject to the risks of disruptions in historical price relationships and the obsolescence or inaccuracy of Adviser's or third-party valuation models. Market disruptions may also force a Client to close out one or more investments, potentially leading to substantial losses.

Adviser may also combine elements of directional and non-directional exposures, or a completely different exposure type or profile, while structuring an investment. The resultant exposure will be subject to all the risks inherent in incorrectly predicting Future Price movements, potentially leading to substantial losses.

Investment Structuring Risk; Possible Ineffectiveness of Risk Reduction Techniques

Adviser may employ various risk reduction strategies, techniques or approaches designed to minimize the investment risk of a Client. A substantial risk remains, nonetheless, that such strategies, techniques or approaches will not always be possible to implement, and when possible will not always be effective in limiting losses. If Adviser analyzes an investment and/or market conditions incorrectly, or employs a risk reduction strategy that does not correlate well with a Client's investment, such risk reduction techniques could increase rather than mitigate losses. These risk reduction strategies, techniques or approaches may also increase the volatility of a Client and/or result in a loss if the counterparty to the transaction does not perform as promised.

Market Risk; Hedging

Adviser will not, in general, attempt to hedge all market or other risks inherent in a Client's investment, and will hedge certain risks only partially, if at all. Specifically, Adviser may choose not to hedge certain risks or determine that hedging is economically unattractive — either in respect of particular positions or in respect of a Client's overall portfolio.

Adviser will enter into hedging transactions with the intention of reducing or controlling risk. Even if Adviser is successful in doing so, the hedging will reduce a Client's returns. Furthermore, it is possible that hedging strategies will not be effective in controlling risk, due to unexpected non-correlation (or even positive correlation) between the hedging instrument and the position being hedged, increasing rather than reducing both risk and losses.

To the extent that Adviser hedges, its hedges will not be static but rather will need to be continually adjusted based on Adviser's assessment of market conditions, as well as the expected degree of non-correlation between the hedges and the portfolio being hedged. The success of Adviser's hedging strategies will depend on Adviser's ability to implement such strategies efficiently and cost-effectively, as well as on the accuracy of Adviser's ongoing judgments concerning the hedging positions to be acquired by a Client.

Market Risk; Inflation

Inflation and rapid fluctuations in inflation rates have had, and may continue to have, negative effects on the economics and securities markets of numerous economies. There can be no assurance that inflation will not become a serious problem in the future and have an adverse impact on a Client's returns. Market volatility may be materially affected by changing inflation rates.

Market Risks; Market Volatility

The value of some investments held by a Client can be expected to be subject to periods of excessive volatility, as demonstrated by past market conditions. Certain investment values are influenced by many unpredictable factors, such as market sentiment, inflation rates, changes in supply and demand, interest-rate movements and general economic and political conditions.

Market Risks; Possible Positive Correlation with Stocks and Bonds

One of the goals of incorporating a non-traditional investment into a portfolio is to provide a potentially valuable element of diversification. However, there can be no assurance, particularly during periods of market disruption and stress when the risk control benefits of diversification may be most important, that a Client will, in fact, experience a low level of correlation with a traditional portfolio of stocks and bonds. On the contrary, different market scenarios, such as market disruptions, from time to time can result in sudden and dramatic declines in the value of a Client's investments.

Market Risk; Short Sales

A Client may sell investment assets "short." A short sale of a security is subject to materially greater restrictions than, for example, short sales of commodities or currencies. A short sale of a security is effected by selling a security that a Client does not own, or selling a security which a Client owns but that it does not deliver upon consummation of the sale. In order to make delivery to the buyer of a security sold short, a Client must borrow the security. In so doing, it incurs the obligation to replace that security, whatever its price may be, at the time it is required to re-deliver such asset to the lender. A Client must also pay to the lender of the security any dividends or interest payable on the security during the borrowing period and may have to pay a premium to borrow the security. This obligation must, unless a Client then owns or has the right to obtain, without payment, securities identical to those sold short, be collateralized by a deposit of cash or marketable securities with the lender. Short-selling is subject to a theoretically unlimited risk of loss because there is no limit on how much the price of a security may appreciate before the short position is closed out. There can be no assurance that the securities necessary to cover the short position will be available for purchase by a Client. In addition, purchasing securities to close out the short position can itself cause the price of the relevant securities to rise further, thereby increasing any loss incurred by a Client. Furthermore, a Client may be forced to close out a short position prematurely if a counterparty from which a Client borrowed securities demands their return, resulting in a loss on what might otherwise have been a profitable position.

Market Risks; Stagnant Markets

Certain investment opportunities rely upon supply and demand dislocations across particular markets to contribute to mispricings which a Client will rely upon for its profitability. Periods of trendless, stagnant, inactive markets and/or deflation may not only depress the value of a Client's open investments but may also reduce the availability of other attractive investment opportunities going forward thereby potentially diminishing prospects for profitability materially.

Monetization Risk; Uncertain Exit Strategy

The uncertainty of the performance of certain investments in the near to mid-term must be combined with the difficulty of a Client exiting such positions should Adviser determine that it is necessary or advisable to do so in order to limit losses. Because of the illiquidity of some markets, Adviser cannot predict in advance how, or in which period of time, Adviser will liquidate any such investments.

Sourcing Risk; Competition

Markets in which a Client invests may require an unusual level of financial expertise and sophistication in order to invest successfully, resulting in what Adviser believes to be a high-barrier to entry. On the other hand, such investments can generate superior risk-adjusted returns if sourced, underwritten, structured and monetized successfully. Consequently, a Client is likely to be competing with a number of sophisticated market participants, such as major hedge funds, investment banks and large pension plans, with personnel and resources far beyond those available to Adviser.

Sourcing Risk; Investment Hypothesis

Adviser is continually researching, developing, modeling and refining, within the limits of a Client's mandate, new investment hypotheses and improved techniques of

sourcing, underwriting, structuring, managing and monetizing investments. Any new investment hypotheses and techniques adopted by Adviser may not be successful, potentially leading to substantial losses, and it will not be possible for investors to assess the possible effects of Adviser implementing such deemed improvements. Adviser's historical investment performance is not necessarily representative of the performance of such new techniques.

Sourcing Risk; Translating Investment Hypothesis' into Investments

Having reached a conclusion regarding certain market hypotheses, Adviser is then faced with identifying an efficient means of acquiring market exposure so as to profit from this conclusion. Not only can it be difficult to find a workable medium through which to express a conclusion, but also factors extraneous to that conclusion may influence the financial outcome. Adviser may correctly identify an opportunity, but not capitalize on the opportunity and, in fact, incur material losses due to the investment assets chosen in an attempt to exploit such opportunity.

Trade Error Risk

Trade errors may occur, and may be for the account of a Client unless they are the result of conduct inconsistent with the standard of care set forth in a Client's Offering Documents.

Adviser may, from time to time, make trade errors. Trade errors are not errors in judgment, strategy, market analysis, economic outlook, etc., but rather errors in implementing specific trades which Adviser has determined (rightly or wrongly) to make (i.e., buying \$10 million of GM stock rather than the \$1 million that was intended). Trade errors can result from clerical mistakes, miscommunications between Adviser's personnel or other reasons. Importantly, however, trade errors are not the function of poor strategies, valuation models, economic expectations, undue speculation, unauthorized trades or the like, but rather of the physical implementation of specific trades on which Adviser has decided.

Trade error costs can be significant including market losses resulting from the position incorrectly acquired as well as the additional brokerage costs of closing out or reversing the error. Any gains recognized on trade errors will be for the benefit of the Client(s) in which such trade is allocated; none will be retained by Adviser.

Gladius personnel may have a conflict of interest in determining whether a trading error has occurred, and in determining how to deal with such trading error. However, Gladius has implemented trade error policies and procedures reasonably designed to mitigate this conflict.

Trade Execution Risk

Although Adviser generally does not expect that a Client will trade in high volume, when Adviser is constructing the different components of an investment, the quality of trade executions can materially affect the long-term profit potential of such investments.

Underwriting Risk; Fundamental Analysis

Adviser, when underwriting prospective investments, will collect and analyze a substantial amount of fundamental and underlying economic data specifically, and generally, affecting the current and future markets in question. Fundamental analysis is subject to the risk of inaccurate or incomplete data, as well as the difficulty of predicting future prices based on such information. Furthermore, even if Adviser is able to successfully identify mispricings on the basis of fundamental factors, there is the additional uncertainty of predicting the duration of such mispricings and, accordingly, when or whether it will be profitable to invest so as to profit from them. Fundamental analysis is subject to significant losses when market sentiment leads to investment assets' market prices being materially discounted from the level indicated by fundamental analysis or other factors dominate the market.

Underwriting Risk; Market Participants' Differential Access to Information

Adviser will execute transactions on behalf of a Client with other market participants who may have market information or intelligence superior to that available to Adviser. From time to time, a Client may incur substantial losses caused by an information disadvantage.

Superior data and analytic resources potentially available to Adviser's competitors is likely to be a factor in a Client's performance. Major financial institutions are likely to have significantly more detailed information regarding capital flow, economic data and region-specific events than Adviser, and consequently will be at a significant competitive advantage to a Client with respect to certain investments.

Underwriting Risk; Proprietary, and Other, Modeling

The analysis of certain prospective Client investments may require the use of proprietary quantitative valuation models, as well as valuation models developed by third parties and made available to Gladius. As market dynamics shift over time (for example, due to changed market conditions and participants), a previously successful model often becomes outdated or inaccurate, perhaps without Adviser recognizing that fact before substantial losses are incurred. There can be no assurance that Adviser will be successful in developing and maintaining effective quantitative models, and the necessity of continuously updating these models demonstrates that a Client's past results is not necessarily representative of a Client's future performance.

Underwriting Risk; Quantitative Analysis

When underwriting certain prospective investment opportunities Adviser may quantitatively analyze a number of different market parameters specifically, and generally, affecting (or reflecting) the current and future market segment in question. Quantitative analysis is subject to the risk that unexpected quantitative or other

factors may dominate the market during certain periods. Furthermore, a frequent premise of quantitative analysis is that past market conditions are indicative of future market prices. The influx of different market participants, structural changes in the markets, material regulatory changes, the introduction of new financial products and other developments could materially adversely affect the profitability of investments based wholly, or in part, on quantitative analysis. Quantitative analysis is subject to significant losses when market sentiment leads to investment assets' market prices being materially discounted from the level indicated by quantitative analysis or other factors dominate the market.

Underwriting Risk; Scenario Analysis

Adviser may model the performance of certain prospective investments across different prospective outcomes that are believed by Adviser to represent the potential returns across a number of different scenarios, including a downside case, base case and upside case. Scenario analysis is subject to the risk that unexpected fundamental, quantitative, statistical or other factors may dominate the market during certain periods thereby potentially leading to losses exceeding those modeled. There can be no assurance that Adviser, when modeling the scenario analysis, will successfully identify the correct assumptions and assumption values, as a result, potentially underestimating the risk which can contribute to significant losses in excess of those modeled.

Underwriting Risk; Selection Criteria

There can be no assurance as to what criteria (fundamental, statistical or quantitative) or combination of criteria will be considered by Adviser in underwriting any of the investments made on behalf of a Client. Poor underwriting criteria selection could materially reduce a Client's profit potential and may result in a Client not achieving its investment objective.

Underwriting Risk; Statistical Analysis

When underwriting certain prospective investment opportunities, Adviser may statistically analyze a number of different market parameters specifically, and generally, affecting (or reflecting) the current and future market segment in question. Statistical analysis is subject to the risk that unexpected statistical or other factors may dominate the market during certain periods. Furthermore, a frequent premise of statistical analysis is that past market conditions are indicative of future market prices, which is not always the case. The influx of different market participants, structural changes in the markets, material regulatory changes, the introduction of new financial products and other developments could materially adversely affect the profitability of investments based wholly, or in part, on statistical analysis. Statistical analysis is subject to significant losses when market sentiment leads to investment assets' market prices being materially discounted from the level indicated by statistical analysis or other factors dominate the market.

Underwriting Risk; Subjective Evaluation

Although Adviser uses fundamental, statistical and quantitative models in evaluating certain aspects of some investments, Adviser's investment approach is predominately not systematic; the market judgment and discretion of Gladius' personnel are fundamental to the underwriting of certain investments. Generally, the greater the importance of subjective factors, the more unpredictable an investment approach can become.

This summary of material risks does not purport to be complete. Please refer to the confidential Offering Documents of a particular Client for a more detailed explanation of the material risks of the investment strategies and methods of analysis which are or may be used by Adviser in managing the assets of such Client.

Item 9 – Disciplinary Information

Since its inception, there have been no legal or disciplinary events (criminal, civil or regulatory) involving Gladius or any of its management persons that are material to Gladius' advisory business.

Item 10 – Other Financial Industry Activities and Affiliations

A. Financial Industry Registrations

Adviser is registered with the U. S. Commodity Futures Trading Commission ("CFTC") under the Commodity Exchange Act of 1936, as amended ("Commodity Exchange Act"), as a commodity pool operator ("CPO") and is a member of the National Futures Association ("NFA").

B. Other Activities

From time to time, Adviser, as pertinent, permits certain Fund investors (including, but not limited to, Adviser and its affiliates and their employees and their families) to acquire interests in the managed Funds on different economic terms than other investors, provided that doing so does not have a material adverse effect on such other investors.

C. Other Affiliations

GIG Asia was established in Hong Kong in February 2015 and licensed by the Securities and Futures Commission ("SFC") in September 2015. GIG Asia is a subsidiary of, and provides sub-advisory services to, Gladius. As a sub-adviser to Gladius, GIG Asia does not receive any compensation directly from the Funds or any Managed Accounts for the investment services it provides. Rather, Gladius compensates GIG Asia for the advice rendered.

Gladius Holdings LLC was formed as a limited liability company in Delaware in June 2009 and serves as general partner to one or more Gladius Funds.

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

A. Adviser's Code of Ethics

Adviser has adopted a Code of Ethics which sets forth the standards of ethical and business conduct expected of Adviser's personnel and addresses conflicts that may arise from personal trading by Adviser's personnel. Adviser's Code of Ethics, among other things, requires compliance with the federal securities laws, reflects Adviser's fiduciary responsibilities and those of its advisory personnel, prohibits certain personal securities transactions, requires Adviser's personnel to periodically report their personal securities holdings and to pre-clear certain securities transactions and addresses prevention of the misuse of material nonpublic information. Further, Adviser believes its Code of Ethics is reasonably designed to mitigate the potential conflict of interest that may exist between Adviser Personnel (as defined below) and any financial industry relationships established and maintained as a result of their tenure in the industry.

Adviser's Code of Ethics will be provided to any client or prospective client upon request.

B. Personal Securities Transaction Policy

Personnel of Adviser and its affiliates ("Adviser Personnel") are permitted to buy and sell securities for their own accounts subject to Adviser's Personal Securities Transaction Policy. Adviser has established internal policies and procedures reasonably designed to ensure that the personal trading of Adviser Personnel in no way disadvantages Client accounts and that Adviser Personnel in no respect misappropriate any benefit properly belonging to any Client. To mitigate the possible risk of front running or insider trading, Adviser Personnel are required to receive approval from Adviser's Chief Compliance Officer, or his or her designee, prior to

transacting in certain securities. Further, Adviser Personnel are prohibited from engaging in frequent or short-term (i.e., 30 days) personal trading in certain securities. Adviser's Personal Securities Transaction Policy is contained in Adviser's Code of Ethics and is available to any client or prospective client upon request.

Item 12 – Brokerage Practices

A. Factors the Firm Considers in Selecting a Broker-Dealer

In selecting broker-dealers to effect portfolio transactions with or for its Clients, Adviser will use reasonable efforts to obtain best price and execution and will take into account such relevant factors as (i) price quotes, including the applicable spread or commission, (ii) the broker-dealer's expertise in the specific securities or sectors in which Adviser seeks to trade, (iii) the extent to which the broker-dealer makes a market in the securities involved or has access to such markets, (iv) availability of accurate information regarding the market for the security and (v) the broker-dealer's promptness of execution, among others. Adviser periodically monitors and evaluates both the quality and cost of the securities transactions that Adviser executes for Clients.

Further, Adviser does not consider, in selecting or recommending broker-dealers, whether it or a related person receives referrals from a broker-dealer or third-party and, as a matter of policy, does not currently permit Clients to direct brokerage.

B. Soft Dollars

Currently, Adviser has not entered into any formal soft dollar agreement or understanding with any brokers or others. However, Adviser uses full-service broker-dealers and may on occasion receive and use research provided by these full-service broker-dealers.

As a matter of policy, Adviser will enter into soft dollar arrangements only for products, services and transactions that fall within the Section 28(e) safe harbor provided for in the Securities Exchange Act of 1934. Adviser will not obligate itself to generate a certain minimum level of commission revenue for a broker-dealer in return for any soft dollar services provided. Using Client transactions to obtain research and other benefits creates incentives that may result in conflicts of interest between Adviser and its Clients. The availability of these benefits may influence Adviser to select one broker rather than another to perform services for its Clients, based on Adviser's interest in receiving the products and services instead of on Clients' interest in receiving the best execution prices. Obtaining these benefits may cause Clients to pay higher fees than those charged by other broker-dealers. Adviser has adopted policies and procedures to reflect its obligation to seek best execution for Client transactions.

C. Aggregation and Allocation

Adviser is permitted to aggregate orders sent to the market for more than one Client. In facilitation of best execution for its Clients, Adviser may aggregate orders when it believes it is in the best interest of its Clients to do so. Allocations of securities will be made first by determining the Client(s) for which a particular security is appropriate. If the security is appropriate for more than one Client, generally, an allocation between or among such Clients will be made *pro rata* based on the net asset value of each Client, giving appropriate consideration to the current capital exposure (as well as leverage) to the applicable strategy(ies) utilized by such participating Clients.

In certain cases, Adviser may determine that *pro rata* allocation of securities is not appropriate. Adviser, in these circumstances, will make the allocation based on other factors that Adviser deems reasonable, which may include, but is not necessarily limited to tax, regulatory and portfolio concentration considerations as well as the investment horizons of each participating Client. Adviser may have an incentive to cause investments to be made, managed or realized to advance the interests of a

particular Client. As a fiduciary, Adviser has implemented policies and procedures it believes are reasonably designed to result in fair trade allocation among its Clients over time.

Item 13 – Review of Accounts

A. Account Reviews

Adviser's portfolio managers for each Client are primarily responsible for ensuring that the securities or other financial instruments held by such Client are consistent with, as pertinent, the disclosures set forth in the relevant Offering Documents. In addition, Adviser's portfolio managers for each Client along with Adviser's Chief Investment Officer periodically review the Client's portfolio holdings to ensure that the securities and other financial instruments held by each Client remain consistent with the relevant Offering Documents and will generally review each Client's performance on an ongoing basis. Such reviews are conducted no less than annually and may be triggered by any unusual activity or special circumstances, as the case may be.

B. Account Reports

As soon as reasonably practicable after the end of a Fund's fiscal year, and in no event not more than 120 days after the end of such fiscal year, the Fund delivers or causes to be delivered to each investor who was an investor in such Fund at any time during such fiscal year a written report containing audited financial statements of the Fund for such fiscal year. Where applicable, with respect to U.S. domiciled Funds and Managed Accounts managed or advised by Gladius, each investor will receive tax information regarding such Fund or Managed Account that is necessary for the completion of such investor's U.S. tax returns. Adviser also may, in its discretion, furnish investors in the Funds and Managed Accounts that it manages with periodic written unaudited performance reports such as on a monthly basis or such as weekly estimates of the Fund's or Managed Account's overall performance.

In addition, certain investors may request supplemental information and reports. Other investors may not receive some or all of the items provided in response to such requests and, as a result, such requesting investors may receive greater transparency, including but not limited to information regarding transaction activity and position level detail.

Item 14 – Client Referrals and Other Compensation

Adviser engages third-party service providers for Client referrals. Acquired interests in a Fund or Managed Account pursuant to a third-party service provider introduction should not be viewed as disinterested. To the extent that such third-party service provider is compensated by Gladius, such relationship will be disclosed as appropriate to the relevant investors. Adviser is not provided with any economic benefit from non-Clients for providing investment advice or other advisory services to Clients.

Item 15 – Custody

Rule 206(4)-2 promulgated under the Advisers Act (the “Custody Rule”) (and certain related rules and regulations under the Advisers Act) imposes certain obligations on registered investment advisers that have custody or possession of any funds or securities in which any client has any beneficial interest. An investment adviser is deemed to have custody or possession of client funds or securities if the adviser directly or indirectly holds client funds or securities or has the authority to obtain possession of them.

Although Adviser is deemed, under applicable rules, to have custody of the funds and securities of certain Funds, Adviser is exempt from many of the provisions of the Custody Rule because Adviser undertakes to deliver to investors, within 120 days after the end of the fiscal year of such Fund, financial statements that are (i) prepared

in accordance with U.S. GAAP; and (ii) audited by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. Adviser urges Fund investors to carefully review such statements and compare such official custodial records to the account statements provided by Adviser. Adviser's statements may vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

Item 16 – Investment Discretion

Gladius manages its Funds and Managed Accounts on a discretionary basis and generally has authority to determine, without obtaining specific investor consent, investments to be bought or sold, the amount of securities to be bought or sold, the broker-dealer to be used and the commission rates to be paid. Any limitations on authority are set forth in the Client's relevant Offering Document, as applicable.

Item 17 – Voting Client Securities

A. Policy Statement and Voting of Proxies

Adviser's proxy voting policies and procedures apply to Adviser and all Funds and other Client accounts for which Adviser is responsible for voting proxies. To the extent that Adviser receives such proxies, Adviser is guided by general fiduciary principles. Adviser's goal is to act prudently, solely in the best interest of the beneficial owners of the accounts it manages. Adviser attempts to consider all aspects of its vote that could affect the value of the investment; and where Adviser votes proxies, it will do so in the manner that it believes will be consistent with efforts to maximize the value of Clients' portfolios. Adviser, on occasion, may determine to abstain from voting a proxy or a specific proxy item when it concludes that the potential benefit of voting is outweighed by the cost or when it is not in the client's best interest to vote. When a Client has authorized Adviser to vote proxies on its behalf, Adviser will generally not accept instructions from the Client regarding how to vote proxies.

B. Conflicts of Interest

In furtherance of Adviser's goal to vote proxies in the best interests of Clients, Adviser has created procedures it believes are reasonably designed to identify and address material conflicts that may arise between Adviser's interests and those of its Clients before voting proxies on behalf of such Clients. If it is determined that any such conflict or potential conflict is not material, Adviser may vote proxies notwithstanding the conflict or potential conflict. If, however, it is determined that a conflict or potential conflict is material, Adviser's procedures require the Chief Compliance Officer to work with appropriate personnel to agree upon a method to resolve such conflict before voting proxies affected by the conflict. Adviser's procedures require it to maintain a written record of the method used to resolve a material conflict of interest.

C. Additional Information

Copies of Adviser's complete proxy voting policy and procedures are available upon request. Clients may also obtain information about how Adviser voted their securities by contacting Adviser's Chief Compliance Officer, Eric Magac, at 312-348-5900.

Item 18 – Financial Information

Gladius does not require or solicit pre-payment of fees six months or more in advance, has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to its Clients and has never been the subject of a bankruptcy proceeding.



Exhibit A – Privacy Notice

Gladius Capital Management LP (“Gladius”, “Adviser”, “we”, “our”, “us”) is committed to protecting the privacy of its Clients and Fund Investors. We are providing you with this privacy notice to inform you of how we handle your personal information that we collect, the safeguards we put in place to protect that information and the instances in which we may share it. Gladius will provide notice of our privacy policy annually to existing Clients and Fund Investors. This privacy notice supersedes any of our previous notices relating to the information you disclose to us.

Gladius generally does not disclose nonpublic personal information about Clients or Fund Investors to nonaffiliated third-parties, other than service providers who need access to that information in order to permit the Client and Adviser to conduct their affairs (e.g., auditors, accountants, prime brokers and attorneys). Such nonpublic personal information is obtained from Fund subscription agreements or managed account agreements, transactions with Funds and accounts (such as additional investments and withdrawals) and other sources and may include, but is not limited to, names, addresses, account numbers, trading history, account balances and social security numbers. Such information also may be disclosed when a Client or Fund Investor specifically authorizes the disclosure and for other purposes required or permitted by law, such as where reasonably necessary to prevent fraud or unauthorized transactions, respond to judicial process or subpoena or comply with federal, state or local laws.

Prospective Clients and Fund Investors must indicate their understanding in a managed account advisory agreement or Fund subscription agreement, as pertinent, that although Adviser will use its best reasonable efforts to keep Clients’ and Fund Investors’ investments and the information Clients and Fund Investors provide to Adviser confidential, (1) there may be circumstances in which applicable law or regulation relating to combating terrorism or money laundering may require the release of information

provided to Adviser to law enforcement or regulatory officials, (2) Adviser may present completed subscription agreements or Client documents and/or any information included therein to any service providers of Adviser, the Fund or managed account or to such regulatory bodies or other parties as may be appropriate to establish the availability of exemptions from certain securities and similar laws or the compliance of the Client, its directors, if any, and/or Adviser with applicable laws, (3) Adviser may disclose such completed subscription agreement and managed account agreements, any information included therein or other information relating to a Client's or Fund Investor's accounts or investments when required by judicial process or, to the extent permitted under applicable privacy laws, to the extent Adviser considers that information relevant to any issue in any action, suit or proceeding to which Adviser is a party or by which it is or may be bound and (4) where such disclosure is required by any law or order of any court or pursuant to any direction, request or requirement (whether or not having the force of law) of any central bank or governmental or regulatory or taxation authority. Any Client that instructs Adviser to send duplicate reports to any nonaffiliated third-party may revoke such instructions at any time by sending a written notice to Adviser indicating that a previously authorized nonaffiliated third-party is no longer authorized to receive such reports.

To protect Clients' personal information from unauthorized access and use, Adviser uses security measures that comply with federal law including administrative, technical and physical safeguards to maintain the confidentiality and security of Clients' information. From an administrative standpoint, Adviser restricts access to such information internally to those personnel (and the personnel of affiliates) who need the information in order to conduct Adviser's business. Adviser also endeavors to obtain contractual assurances from nonaffiliated third-party service providers to protect the confidentiality of Clients' and Fund Investors' nonpublic personal information when it is appropriate to do so and takes reasonable measures to verify that such nonaffiliated



third-parties maintain safeguards designed to provide reasonable protection for the confidentiality of Clients' and Fund Investors' nonpublic personal information.

Further, Adviser has implemented technical safety measures including, but not limited to, an information security plan, which includes policies and procedures reasonably designed to safeguard the security and confidentiality of personal information, protect against any anticipated threats to the security of such information and guard against unauthorized access to or use of such information. Adviser also implements policies and procedures reasonably designed to ensure the protection of any personal information provided and/or collected in physical form including the transport, storage and access of records containing personal information offsite.

If you have any questions about this privacy notice or Adviser's privacy policies described herein, please contact us at (312) 348-5900 or info@gladiusinvgroup.com.