
Part 2A of Form ADV – Disclosure Brochure

Date: March 29, 2024

Item 1 Cover Page

GAM USA Inc.

600 Fifth Avenue, Suite 200
New York, NY 10020
(212) 407-4600
www.gam.com

This Brochure provides information about the qualifications and business practices of GAM USA Inc. (“GAM USA”). If you have any questions about the contents of this Brochure, please contact GAM USA’s Compliance Department at (212) 407-4600 or at USCompliance@gam.com. The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.

GAM USA is registered with the SEC as an investment adviser. SEC registration as an investment adviser does not imply any level of skill or training nor that the SEC has passed upon the merits of participating in a trading program managed by GAM USA or upon the adequacy or accuracy of the contents of this Brochure.

Additional information about GAM USA is also available on the SEC’s website at www.adviserinfo.sec.gov. You can search this website by a unique identifying number, known as a CRD number. GAM USA’s CRD number is 110458.

This Brochure is not an offer or agreement to provide advisory services to any person, an offer to sell interests or a solicitation of an offer to purchase interests in any investment product or vehicle advised by GAM USA, nor a complete discussion of the features, risks or conflicts associated with any account advised by GAM USA. This Brochure is not to be relied upon in determining whether to make an investment or establish an advisory relationship with GAM USA. The information in this Brochure may differ from information provided in the materials that govern an account or investor relationship such as the private placement memorandum or other offering document, investment advisory agreement, subscription agreement, or organizational document (“governing materials”). To the extent that there is any conflict between the information in this Brochure and the relevant governing materials, the relevant governing materials shall control.

Item 2 Material Changes

GAM USA's most recent update to Part 2A of Form ADV was made on March 30, 2023. This Brochure has been updated: (i) to reflect GAM USA's regulatory assets under management as of December 31, 2023; (ii) to supplement existing disclosures; and (iii) to update information related to certain affiliates or prior affiliates of GAM USA. Such changes included the following:

1. In Item 4 (Advisory Business), "fund of funds mandates" was deleted as GAM USA no longer offers these services and certain other clarifying edits were made.
2. In Item 5 (Fees and Compensation), additional information was added to reflect expenses paid by the GAM Funds.
3. In Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss), references to the "fund of funds" strategy were deleted as were certain risks that are no longer applicable.
4. In Item 10, reference to GAM USA being registered with the CFTC/NFA was deleted as GAM USA withdrew such registrations. In addition, GAM Services was deleted as it ceased operations and language was added to reflect that certain employees of GAM USA are registered with the NFA as associated person of certain of its affiliates.
5. In Item 14, reference to GAM Services being a placement agent of GAM USA was deleted given that GAM Services ceased operations.
6. Edits were made throughout the Brochure in an effort to clarify defined terms and to update certain references.

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Item 4 Advisory Business

GAM USA, a Delaware corporation with a principal place of business in New York, has been in business since 1989 and provides investment management services to pooled investment vehicles (including advisory services to European regulated commingled funds referred to as “UCITS” and publicly traded open-end investment fund structures offered in Europe referred to as “SICAVs”), corporate and public pension plans, trusts, estates, charitable organizations, foundations, endowments, corporations, and other business entities. GAM USA is a subsidiary of GAM Holding AG (“GAM Holding”), an independent asset management firm headquartered in Zurich, Switzerland with shares listed on the SIX Swiss Exchange.

As of December 31, 2023, GAM USA’s assets under management were approximately \$983,500,120, which are managed on a discretionary basis.

GAM USA offers and advises on various investment products and services through separately managed accounts and investment fund structures trading pursuant to strategies of GAM USA and/or its affiliates. In addition to trading client accounts directly, these strategies could involve allocating a client’s assets among a portfolio of funds and accounts managed by other affiliated and non-affiliated investment managers, including private funds that operate pursuant to an exemption from registration as an investment company under the Investment Company Act of 1940, as amended (the “Investment Company Act”), and that are offered to U.S. clients and investors in private placements pursuant to Regulation D under the Securities Act of 1933, as amended (the “Securities Act”). Strategies utilized by institutional accounts or separately managed accounts involve investing a client’s assets directly in shares, bonds or other instruments in investment strategies as described below. GAM USA does not provide financial planning services.

Institutional (Separately Managed) Accounts

GAM USA offers institutional investors the flexibility of investing through individually customized managed accounts, dedicated single investor private funds, or U.S. and non-U.S. domiciled commingled funds designed for multiple investors that are managed by GAM USA or one or more of its affiliates (these commingled funds are referred to as “GAM Funds”). For purposes of convenience, the privately-offered funds and other client accounts that GAM USA manages or advises directly are sometimes referred herein as “GAM Accounts.”

GAM Accounts may invest and/or advise on:

- directly in securities, currencies, derivatives (for hedging purposes) and other financial instruments; or
- in pooled investment vehicles, including GAM Funds managed by GAM USA’s affiliates in the GAM group of companies (the “GAM Group”), and/or funds managed by unrelated investment managers (“Portfolio Managers”);

GAM USA’s affiliate, GAM International Management Limited (“GIML”), a non-U.S. based SEC-registered investment adviser¹, and other affiliates may serve as sub-advisers to some GAM Accounts. Investors meeting GAM USA’s investment minimum of \$100 million (which may be waived, modified or negotiated at GAM USA’s sole discretion) may qualify for separately managed accounts.

¹Such registration does not imply any level of skill or training or that the SEC has passed on the merits of the services provided by GIML.

²There are no guarantees that the risk management techniques utilized will eliminate or mitigate risk of loss.

GAM Accounts may invest in a wide range of investment strategies recommended by GAM USA depending upon a client's'/investor's particular mandate. Prospective investors should refer to the applicable relevant governing materials. Recommended investment strategies are typically managed either by GAM USA or its affiliate GIML.

Item 5 Fees and Compensation

Institutional Accounts

The fees for GAM USA's services are typically based on a percentage of a client's net assets under management. GAM USA's basic fee schedule for institutional separately managed accounts are negotiated and can vary based upon a variety of factors, including the type of client, strategic mandate, investment amount, particular circumstances of the client, additional or differing levels of servicing, or as otherwise agreed between GAM USA and the client. The specific manner in which fees are charged by GAM USA for a managed account is established in a written agreement between the client and GAM USA.

GAM USA generally bills its fees either on a monthly or quarterly basis. Fees are either deducted directly from client accounts or billed separately. Accounts initiated or terminated prior to the last day of the month or quarter, as applicable, will be charged a pro-rated fee. Fees are not typically paid in advance.

The basic fee schedule may also be modified if the client and GAM USA agree to a performance-based compensation arrangement. GAM USA's performance-based compensation arrangements are structured to comply with Rule 205-3 under the Investment Advisers Act of 1940, as amended (the "Advisers Act").

In addition to being subject to the fees charged by GAM USA, a portion of each client account that is invested in a fund will also bear a proportionate share of the advisory fees and other expenses of that fund.

Funds

GAM USA receives investment management fees from certain GAM Funds. GAM USA's fee schedule applicable to each such GAM Fund is generally set forth in the relevant GAM Fund's governing materials. The investor, the GAM Fund and/or GAM USA, in certain circumstances, may negotiate the terms. Prospective investors should review the relevant GAM Fund's governing materials.

GAM USA, an affiliate, or a GAM Fund managed, advised or sponsored by GAM USA or an affiliate, have entered, and may in the future enter, into side agreements with specific investors in a GAM Fund providing for different fees, withdrawal rights, access to information about the respective GAM Fund's investments, or other matters relating to an investment in the GAM Fund. Appropriate disclosures will be made to other clients and GAM Fund investors of any terms of any such side letter that could potentially adversely affect other clients or investors in a GAM Fund. Certain investors, including "seed" investors and persons associated or formerly associated with GAM USA or an affiliate (and members of their families), as well as certain friends of such persons, receive preferential fee arrangements. These separate agreements, commonly referred to as "side letters", or other similar agreements with a particular investor in connection with its admission to the Fund without the approval of any other investor, which would have the effect of establishing rights under, or supplementing, the terms of the applicable Fund's governance documents with respect to such investor in a

manner more favorable to such investor than those applicable to other investors in the respective fund. Such rights or terms in any such side letter or other similar agreement may include, without limitation: (i) reporting obligations, (ii) waiver of certain confidentiality obligations, (iii) “most favored nation” provisions or (iv) rights or terms requested or necessary in light of particular investment, legal, regulatory or public policy characteristics of an investor.

Each GAM Fund is managed in accordance with the mandate established in the relevant governing materials. GAM Funds may be advised by GAM USA and sub-advised by GIML or other affiliates. GAM USA will be responsible for any investment management fees payable to an affiliate to whom it contracts for sub-advisory services.

GAM USA’s advisory and management fees are exclusive of all investment costs incurred by client accounts, including brokerage commissions, transaction fees, custodian fees and other administration fees.

Investments in GAM Funds and other funds will also be subject to the investment and operating expenses incurred by those funds which may include management fees, administrative fees, directors fees, and legal, tax and audit fees, transfer taxes, wire transfer and electronic fund transfer fees, borrowing costs and other fees and taxes on brokerage accounts and securities transactions, sales and marketing expenses including placement agent fees, insurance premiums, regulatory expenses to include filing fees and licenses, depository fees and other bank and custodial fees, investment research costs and third party valuation costs and expenses as set out in the relevant fund governing materials. Investors considering investing in a particular fund should request and review the governing materials of the relevant fund for more detailed information about the fees and expenses to be incurred by the fund. Expenses incurred on behalf of more than one client account are allocated among participating client accounts in proportion to their participation in specific investments, in proportion to their respective net asset values, or in such other manner as GAM USA determines to be equitable.

Item 12 describes the factors that GAM USA considers in selecting or recommending broker-dealers to execute client transactions.

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

In some cases, GAM USA may enter into performance-based compensation arrangements with qualified clients. These compensation arrangements are subject to negotiation with each client. GAM USA will structure any performance or incentive compensation arrangement to comply with Section 205(a)(1) of the Advisers Act and Rule 205-3 thereunder. In determining a client’s assets for the calculation of performance-based fees, GAM USA will ordinarily include realized and unrealized capital gains and losses.

Performance-based compensation arrangements creates a potential incentive for GAM USA to recommend investments that may be riskier or more speculative than what GAM USA would recommend under a different fee arrangement. Performance-based compensation arrangements also create a potential incentive for GAM USA to favor higher fee-paying accounts over other accounts in allocating investment opportunities. GAM USA has adopted procedures designed to ensure that all clients are treated fairly and equally, and seeking to prevent any potential conflict of interest from influencing the allocation of investment opportunities among clients. For example, GAM USA monitors the performance of similarly managed accounts on an ongoing basis.

Item 7 Types of Clients

As noted above, GAM USA provides investment management services to pooled investment vehicles (including advisory services to European regulated commingled funds referred to as “UCITS” and publicly traded open-end investment fund structures offered in Europe referred to as “SICAVs”), as well as to separately managed accounts for corporate and public pension plans, trusts, estates, charitable organizations, foundations, endowments, corporations and other business entities.

In general, U.S. investors in GAM Funds must qualify as both “accredited investors” as defined in Regulation D under the Securities Act, and “qualified purchasers” as defined in Section 2(a)(51) under the Investment Company Act, and must meet other applicable suitability requirements. Generally, investors must invest a minimum dollar amount (which may be waived or modified at the sole discretion of GAM USA and/or the applicable GAM Fund).

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

GAM USA and its affiliates manage GAM Accounts using investment strategies of GAM USA and affiliates. In both cases, the client assets may be invested in a wide range of investment programs and strategies.

Institutional (Managed) Accounts

Single manager strategies may involve a wide range of investment styles, including both fundamental analysis and technical analysis, depending on the strategy and portfolio manager. Certain GAM Accounts managed using a single manager strategy may be invested primarily in bonds, other fixed income securities, and derivatives thereof. Fixed income securities may include, among others, mortgage-backed and asset-backed securities, securities issued by corporations, government securities, municipal securities, repurchase agreements and reverse repurchase agreements. These securities may pay fixed, variable or floating rates of interest and may include zero coupon obligations. GAM USA may also invest, for hedging purposes, in futures, forwards, options, and other derivatives based on debt securities and interest rates and may invest in the common stock or warrants of entities whose assets are debt securities or loans. Certain GAM Accounts managed using a mortgage-backed security total return or related strategy may invest primarily in mortgages, mortgage-backed securities, asset-backed securities, whole loan residential mortgages and commercial mortgage loans, other similar and related instruments and derivatives thereof. GAM USA may invest in securities that may involve little credit risk, but have high degrees of interest rate risk and prepayment risk. GAM USA may also invest in subordinate securities or equity securities of entities that often involve a high degree of credit risk. In some cases, GAM USA may attempt to hedge some of these risks.

GAM USA may also rely upon GIML and other affiliates for certain investment analysis. There can be no assurance that any GAM Account will achieve its investment objective, as investing in securities and other financial instruments involves a risk of loss that each client should be prepared to bear.

Risk Factors

Any investment in any product or strategy offered by GAM USA may be subject to any or all of the risks described below and are suitable only for sophisticated investors for whom an investment in the product or strategy does not represent a complete investment program and who fully understand and are capable of bearing

the risks of loss of such an investments.

In the case of a GAM Fund, prospective investors should carefully review the risks described in the governing materials for the relevant GAM Fund and should evaluate the merits and risks of an investment in the context of their overall financial circumstances. The risk factors below are not intended to be exhaustive and should be considered carefully by prospective investors together with the full text of the applicable governing materials. The following risk factors may not be applicable to all GAM Accounts. The particular risks applicable to a GAM Account will depend on the nature of the investment program, including, among other things, the strategy or strategies, types of securities held and investment terms.

Investment and Trading Risks in General

All investments risk the loss of the amount invested. No guarantee or representation is made that any investment program will be successful, and investment results may vary substantially over time. The value of a client's portfolio, and the income (if any) derived from it, can go down as well as up.

Concentration of Investments

A client portfolio may at times hold relatively few investments. The result of such concentration of investments is that a loss in any position could materially reduce the portfolio's value.

Leverage

Certain investment practices or trading strategies, such as investing in financial and commodity futures and other derivative instruments, may involve significant leverage. Leverage can be employed in a variety of ways including direct borrowing, margining, forward settling transactions, short selling and the use of futures, warrants, options and other derivative products. The risk of leverage in futures contracts, options, warrants and other derivatives is that small movements in the price of the underlying asset or index can result in large losses or profits. GAM USA may, in accordance with the applicable investment guidelines and restrictions, employ the use of leverage on behalf of GAM Accounts in connection with its investment strategy. GAM Accounts managed using GAM USA's investment strategy ordinarily will not use leverage, although they may borrow for temporary purposes in order to fund investments in underlying funds or to pay redemptions. The amount of leverage used will vary with the number and quality of investment opportunities available and with the perceived risk level. If securities pledged to brokers or other financial institutions to secure a margin account decline in value, an investor could be subject to a "margin call," pursuant to which it must either deposit additional funds with the broker, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value.

Illiquid Assets

Certain investment positions may be or become illiquid. A GAM Account may invest in "restricted" or non-publicly traded securities or thinly traded securities, securities traded on non-U.S. exchanges, securities that are acquired directly in private placements that are not registered under U.S. securities laws, or securities traded off established exchanges on an "over the counter" basis. It may not be easy to dispose of such non-publicly or thinly traded securities, and in some cases, there may be contractual restrictions preventing the disposal of securities for a specified period of time. The lack of an established secondary market could make it more difficult to value securities, which could result in the value varying from the amount realized at disposition. In addition, an exchange or regulatory authority may suspend trading in a particular security or contract, order immediate liquidation and settlement of a particular contract, or order that trading in a particular contract be conducted for liquidation only. Foreign currency forward contracts and other transactions in derivative

instruments not traded on regulated exchanges may be entered into with banks, brokerage firms and other counterparties, may not be assigned without the consent of the counterparty, and may result in losses in the event of a default or bankruptcy of the counterparty.

Speculative Nature of Certain Investments

Certain investments may be regarded as speculative in nature and involve increased levels of investment risk. Since an inherent part of some investment strategies will be to identify securities that are undervalued (or, in the case of short positions, overvalued) by the marketplace, success of such strategies necessarily depends upon the market eventually recognizing such value in the price of the security, which may not necessarily occur.

Interest Rate Risk

Investment strategies that invest in fixed income securities may be exposed to substantial interest rate risk.

Prepayment Risk

Strategies investing in loans and mortgage and asset-backed securities may be exposed to prepayment risk. The frequency at which prepayments (including voluntary prepayments by the obligors and liquidations due to defaults and foreclosures) occur on loans, including loans underlying certain investments, may be affected by a variety of factors including the prevailing level of interest rates as well as economic, demographic, tax, social, legal and other factors.

Currency Exchange Exposure

Certain assets may be invested in securities and other investments that are denominated in currencies other than the U.S. Dollar and in other financial instruments, the price of which is determined with reference to currencies other than the U.S. Dollar. Accordingly, the value of such assets may be affected favorably or unfavorably by fluctuations in currency rates.

Currency Trading

Currency trading is highly volatile and may be highly leveraged and illiquid. Currency prices may be influenced by, among other things: changing supply and demand relationships; government trade, fiscal, monetary and exchange control programs and policies; national and international political and economic events; and changes in interest rates. In addition, governments from time to time intervene in these markets, both directly and through regulation, with the specific intention of influencing such prices. The inability to liquidate currency positions creates the possibility of a client being unable to control its losses in this area.

GAM USA's currency trading will generally take place in the interbank spot, forward and options markets. Interbank currency contracts, unlike stocks and foreign currency futures contracts, are not traded on exchanges and are not standardized. The foreign currency market consists of an informal network of banks and dealers.

Banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Although the foreign exchange activities of commercial banks are subject to regulation and supervision by various bank regulatory authorities, the forward, options and "cash" or "spot" currency markets are largely unregulated. In addition, unlike trading on an exchange, there are generally no limitations on daily price movements. While foreign currency markets are large and highly liquid, the principals who deal in the currency markets are not required to continue to make markets in the currencies they trade, and these markets can experience periods of illiquidity, sometimes of significant duration. Disruptions in any currency market may occur due to unusually high trading volume, political interventions or other factors. There may be periods during which certain banks and dealers refuse to quote prices or may quote prices with unusually wide spreads

between the bid and asked prices.

Hedging

Some investment strategies may employ hedging techniques, directed primarily toward general market risks. If employed, hedging against a decline in the value of a portfolio position does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline; rather, it establishes other positions designed to gain from the same market developments. For a variety of reasons, it may not be possible to establish a sufficiently accurate correlation between hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent an investor from achieving the intended hedge or expose the investor to risk of loss. In addition to possible losses on the position sought to be hedged notwithstanding the attempted hedge, an investor could incur losses on the hedging position itself. Hedging transactions may also limit the opportunity for gain if the value of the portfolio position increases.

All hedging strategies necessarily involve costs, which could be significant, whether or not the hedge sought is successful. Some strategies may invest in markets or instruments as to which hedging strategies are limited or unavailable.

Equity Securities

Investments in long and short positions in equity securities may fluctuate in value (sometimes rapidly or unpredictably), often based on factors unrelated to the value of the issuer of the securities. The market price of equity securities may be affected by general economic and market conditions, such as a broad decline in stock market prices, or by conditions affecting specific issuers, such as changes in earnings forecasts, or by changes in government regulations.

Debt Securities

Some strategies may invest in bonds and other fixed income securities that are subject to credit, liquidity and interest rate risks. Debt securities may be unrated by a recognized credit-rating agency or rated below investment grade and may be subject to greater risk of loss of principal and interest than higher-rated debt securities. Debt securities may also rank junior to other outstanding securities and obligations of the issuer that may be secured by substantially all of that issuer's assets. Investments in some debt securities may not be protected by financial covenants or limitations on additional indebtedness. Investments in distressed debt securities may be subject to a significant risk of the issuer's inability to meet principal and interest payments on the obligations (credit risk) and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity risk (market risk). Evaluating credit risk for debt securities involves uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult. Also, the market for credit spreads is often inefficient and illiquid, which can make it difficult to accurately calculate discounting spreads for valuing financial instruments.

Special Situations

Certain GAM Accounts may invest in companies involved in (or the target of) acquisition attempts or tender offers or in companies involved in work-outs, liquidations, spin-offs, reorganizations, bankruptcies and similar transactions. In any investment opportunity involving any such type of special situation, there is the risk that the contemplated transaction will be unsuccessful, take considerable time or result in a distribution of cash or a new security to the holder of the security or other financial instrument, the value of which may be less than the security's purchase price.

Short Selling

Short selling involves trading on margin and accordingly can involve greater risk than investments based on a long position. A short sale of a security involves the risk of a theoretically unlimited increase in the market price of the security, which could result in an inability to cover the short position and a theoretically unlimited loss. Further, there is no guarantee that securities or other instruments necessary to cover a short position will be available for purchase.

Derivatives

A GAM Account may, for hedging purpose, trade derivatives, including, without limitation, swaps, swaptions, floors, caps, options on futures, forwards and put and call options as further described below. The risks posed by derivatives include (1) credit risks (the exposure to the possibility of loss resulting from a counterparty's failure to meet its financial obligations); (2) market risks (adverse movements in the price of a financial asset or commodity); (3) legal risks (an action by a court or by a regulatory or legislative body that could invalidate a financial contract); (4) operational risks (inadequate controls, deficient procedures, human error, system failure or fraud); (5) documentation risks (exposure to losses resulting from inadequate documentation); (6) liquidity risks (exposure to losses created by the inability to prematurely terminate a derivative); (7) systemic risks (the risk that financial difficulties in one institution or a major market disruption will cause uncontrollable financial harm to the financial system); (8) concentration risks (exposure to losses from concentration of closely-related risks such as exposure to a particular industry or exposure linked to a particular entity); and (9) settlement risks (the risk that a client account faces when it has performed its obligations under a contract but has not yet received value from its counterparty). GAM USA, on behalf of a GAM Account, may, for hedging purposes, enter into other types of derivative financial instruments developed in the future, some of which may involve risks different from the risks described herein.

Options

GAM USA may from time to time engage in various types of options transactions. The purchaser of an option runs the risk of losing the entire investment, and the seller of an option runs the risk of losing an unlimited amount of capital. Thus, investors may incur significant losses in a relatively short period of time. The ability to trade in or exercise options also may be restricted in the event that trading in the underlying securities becomes restricted. Options trading may also be illiquid. The risks associated with illiquid securities are described above.

Residential Mortgage Backed Securities ("RMBS" and, with Commercial Mortgage- Backed Securities "CMBS", "MBS")

RMBS represent the interests in pools of residential mortgage loans. Such loans may be prepaid at any time. The rate of the defaults and losses on residential mortgage loans will be affected by a number of factors, including general economic conditions and those in the area where the related mortgage property is located, the borrower's equity in the mortgage property and the borrower's financial circumstances. Prepayment, default, and recovery rates may significantly impact returns.

Commercial Mortgage-Backed Securities ("CMBS")

CMBS are securities backed by obligations (including certificates of participation in obligations) that are principally secured by mortgages on real property or interests therein having a multifamily or commercial use, such as regional malls, other retail space, office buildings, industrial or warehouse properties, and hotels or other similar types of properties. Mortgage loans on commercial properties often are structured so that a substantial portion of the loan principal is not amortized over the loan term but is payable at maturity as a

“balloon payment.” Repayment of the loan principal thus often depends upon the future availability of real estate financing from the existing or an alternative lender and/or upon the current value and salability of the real estate. Therefore, the unavailability of real estate financing may lead to default. Most commercial mortgage loans underlying CMBS are effectively nonrecourse obligations of the borrower, meaning that there is no recourse against the borrower’s assets other than the collateral. If borrowers are not able or willing to refinance or dispose of encumbered property to pay the principal and interest owed on such mortgage loans, payments on the subordinated classes of the related CMBS are likely to be adversely affected. Holders of CMBS bear various risks, including credit risk, market risk, interest rate risk, structural risk and legal risk.

Collateralized Debt Obligations (“CDOs”)

A CDO is a form of ABS where the underlying assets are themselves ABS, MBS, or other debt securities (in which case the CDO is also referred to as a collateralized bond obligation, or “CBO”) or commercial loans (in which case the CDO is also referred to as a collateralized loan obligation or “CLO”). GAM USA may invest in these and other types of ABS that may be developed in the future. Investment in these securities entails risks relating to the cash-flow of the CDO, the ratings of the underlying securities and the performance of the underlying securities, as well as re-investment risk (in revolving deals) and collateral manager risk, among others.

Asset Backed Securities (“ABS”)

Through the use of trusts and special purpose corporations, various types of assets, including, but not limited to, manufactured housing loans, home equity loans, automobile loans, credit card receivables, and other receivables, are securitized in pass-through structures similar to mortgage pass-through structures or pay-through structures. ABS present certain risks that are not presented by MBS. Primarily, these securities do not have the benefit of the same security interest in the related collateral. Credit card receivables, for example, are generally unsecured and the debtors are entitled to the protection of a number of state and federal consumer loan laws, many of which give such debtors the right to set off certain amounts owed on the credit cards, thereby reducing the balance due. The credit performance of ABS is ultimately tied to the repayment of loans by the underlying debtors. ABS are subject to prepayment risk. The value of an asset-backed security is affected by changes in the market’s perception of the asset backing the security and the creditworthiness of the servicing agent for the loan pool, the originator of the loans or the financial institution providing any credit enhancement, as well as by the expiration or removal of any credit enhancement.

Loan Investments

GAM USA may invest directly in mortgages and other loans. GAM USA’s success investing in loans will depend, in part, on its ability to obtain loans on advantageous terms. In purchasing loans, GAM USA may compete with a broad spectrum of investors and institutions. Increased competition for, or a diminution in the available supply of, qualifying loans could result in lower yields on such loans, which could reduce returns to investors. A whole loan mortgage is directly exposed to losses resulting from default and foreclosure. Therefore, the value of the underlying property, the creditworthiness of the borrower, and the priority of the lien are each of great importance. In the event of a default on a loan that requires a GAM Account to foreclose upon the property or otherwise pursue its remedies in order to protect the investment, GAM USA may seek to obtain a purchaser for the property upon such terms as are deemed reasonable by GAM USA and the GAM Account. However, there can be no assurance that the amount realized upon any such sale of the underlying property will result in financial profit or prevent loss to the GAM Account.

Lower Credit Quality Securities

GAM USA may purchase non-investment grade securities, which the rating agencies deem to have substantial vulnerability to default in payment of interest and/or principal. These securities may experience significant price volatility with respect to a variety of market and non-market factors.

Developing Markets

Certain strategies may invest in developing market debt securities, foreign exchange instruments and equities that may lead to additional risks as compared to investments in developed markets. These risks include currency exchange rate fluctuations, political, social and economic instability, foreign taxes and various regulatory, auditing and reporting standards. The political, regulatory and economic risks inherent in investments in developing markets are significant and may differ in kind and degree from the risks presented by investments in the world's major securities markets. These may include greater price volatility, substantially less liquidity and controls on foreign investments and limitations on repatriation of invested capital. Costs relating to investing in developing markets also tend to be higher than other transaction costs.

Prime Broker and Custodian Insolvency

A client portfolio may be at risk of a prime broker or custodian entering into an insolvency proceeding. During such a proceeding (which may last many years), the use of assets held by or on behalf of the prime broker or custodian may be restricted, and, especially outside the United States, an investor may be an unsecured creditor in relation to certain assets and, accordingly, may be unable to recover such assets, in full or at all, from the insolvent estate of the relevant prime broker or custodian. These events can be caused by factors that include, but are not limited to, eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance or accounting irregularities. In the event any of financial institutions utilized by GAM USA experience any of the foregoing events, GAM USA, GAM Funds or its other clients may not be able to access deposits, borrowing facilities or other services for an extended period of time or ever. Although assets held by regulated financial institutions in the United States frequently are insured up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation (in the case of banks) or the Securities Investor Protection Corporation (in the case of certain broker-dealers), amounts in excess of the relevant insurance are subject to risk of loss, and any non-U.S. financial institutions that are not subject to similar regimes pose increased risk of loss. There can be no assurance that governmental intervention will be successful or will avoid the risk of loss, substantial delays or negative impact on banking or brokerage conditions or markets.

ESG Considerations

Some investment managers and strategies take into account environmental, social and governance ("ESG") considerations. Under certain circumstances, this could cause the strategy or manager to underperform compared to funds and portfolios that do not take into account ESG considerations. For example, the incorporation of ESG considerations may result in a manager or strategy forgoing opportunities to buy certain securities when it might otherwise be advantageous to do so. The incorporation of ESG considerations may also affect a manager's or strategy's exposure to certain countries, sectors, industries, companies and/or types of investments. Decisions based on ESG considerations may be based in whole or in part on data provided by third parties, which may be difficult or impossible to verify. The application of ESG considerations by managers often lacks standardization, consistency and transparency.

Cybersecurity and Systems Risks

GAM USA relies extensively on computer programs and systems to trade, clear and settle transactions, to

evaluate certain financial instruments based on real-time trading information, to monitor portfolios and to generate risk management and other reports that are critical to the oversight of client trading. In addition, certain of GAM USA's operations interface with or depend on systems operated by third parties, including futures commission merchants, prime brokers and market counterparties and other service providers. GAM USA may not be in a position to verify the risks or reliability of such third-party systems. These programs or systems may be subject to certain defects, failures or interruptions, including, but not limited to, those caused by computer "worms," viruses and power failures. Any such defect or failure could have a material adverse effect on a GAM Account. Although GAM USA has implemented various measures intended to protect its systems and data held by GAM USA relating to its clients, and to ensure that third party service providers have also taken appropriate steps to protect their systems and data, there is no assurance that such measures will be sufficient or successful in preventing system failures, interruptions in service, errors, unauthorized access by third parties, or other adverse consequences.

The increasing reliance on internet-based programs and applications to conduct transactions and store data creates growing operational and security risks. Targeted cyber-attacks, or accidental events, can lead to a breach in computer and data systems security and subsequent unauthorized access to sensitive transactional or personal information. Data taken in breaches may be used by criminals in committing identity theft, obtaining loans or payments under false identities, and other crimes that could affect the value of assets in which the GAM Accounts invest. Cybersecurity breaches at GAM USA or its vendors and service providers may also lead to theft, data corruption, or overall disruption in operational systems. These threats may also directly or indirectly affect the GAM Accounts through cyber incidents with third party service providers or counterparties. Cyber-security risks can disrupt the ability to engage in transactional business, cause direct financial loss or reputational damage, or lead to violations of applicable laws related to data and privacy protection and consumer protection. These risks also result in ongoing prevention and compliance costs.

Market Interruptions

The activities and operations of GAM USA or the GAM Accounts could be adversely affected by events over which the relevant parties have no control, such as natural disasters, war, terrorism, civil unrest or public health crises. The impact of disease and global epidemics may have a negative impact on GAM USA, the GAM Funds and the GAM Accounts. New outbreaks of disease or pandemics could result in health or governmental authorities requiring the closure of offices or other businesses and could also result in a general economic decline. Such events may adversely impact economic activity through disruption in supply and delivery chains. Moreover, GAM USA's operations could be negatively affected if personnel are quarantined or become seriously ill and are unable to perform their duties for GAM USA on a temporary or permanent basis. The effects of an outbreak of disease or global pandemic may pose unanticipated risks for GAM USA's ability to achieve its investment objectives, which could result in losses to GAM Accounts and their investors.

Systemic Risks

Certain investments have in the past, especially during periods of market turmoil, experienced periods of substantial illiquidity. The inability of investors to sell certain types of investments can lead to the potential inability of other investors to meet margin calls or fund their obligations, the impact of which can be further aggravated as dealers and counterparties reduce available credit lines and investors withdraw additional capital. In extreme market conditions, these factors can lead to a downward cycle that can have a significant adverse effect on the market prices of investments.

Effect of Incentive Compensation

Investment managers, including GAM USA, may be compensated through incentive arrangements. Under these arrangements, an investment manager may benefit from appreciation, including unrealized appreciation, in the value of a fund, but may not be similarly penalized for realized losses or decreases in the value of the fund. Such compensation arrangements may create an incentive for an investment manager to make purchases that are unduly risky or speculative. An investor may be required to pay incentive compensation to the investment manager even though the investor may have suffered a loss.

Recent Changes in Regulation

Legal, tax and regulatory developments could occur that may adversely affect GAM Accounts. Securities and futures markets are subject to comprehensive statutes, regulations and margin requirements enforced by the SEC, the U.S. Commodity Futures Trading Commission ("CFTC") and other U.S. and non-U.S. regulators, self-regulatory organizations and exchanges. The impact of any new laws or regulations on specific trading strategies and operations is impossible to predict and may be adverse. The regulatory environment for hedge funds, swaps, and short selling activities, in particular, is continually evolving, and changes in such regulation may adversely affect the ability to pursue certain investment strategies, the availability of leverage and financing, and the value of certain investments.

Illiquidity

Investments in investment vehicles such as the GAM Funds may be subject to lock-up periods, limited redemption rights, advance notice requirements, suspension rights, gates, side pockets and other provisions that adversely affect liquidity. Interests in GAM Funds typically have not been registered under U.S. or other securities laws, typically are not listed or dealt in on any securities exchange, and typically are not freely transferable. It may be difficult or impossible to sell such interests. GAM Funds may not permit redemptions and, under certain conditions, may defer redemption payments or suspend redemptions.

Item 9 Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of GAM USA or the integrity of GAM USA's management. GAM USA has no relevant information directly applicable to itself to disclose in response to this Item; however, its indirect parent company, GAM Holding AG, which is listed on the SIX Swiss Exchange ("SIX"), was sanctioned by SIX in connection with a breach of IFRS accounting standards with regard to the accounting treatment of an acquisition of a company. GAM Holding AG held a differing point of view regarding this technical accounting matter, but consented to the finding and paid a civil financial penalty. Additional information regarding this matter can be found in GAM USA's Form ADV Part 1A.

Item 10 Other Financial Industry Activities and Affiliations

The GAM Group

GAM USA's ultimate parent company is GAM Holding AG, a Swiss public corporation. Established in 1983, the Group was owned by UBS AG from 1999 until December 2005, when it was acquired by the Julius Baer Group. In October 2009, the private client businesses of Julius Baer Holding Ltd. were spun-off into a new entity, Julius Baer Group AG. In connection with the spin-off, Julius Baer Holding Ltd. was renamed "GAM Holding AG." GAM Holding and its affiliates focus exclusively on asset management.

GIML, a company incorporated in England and Wales, is registered as an investment adviser with the SEC under the Advisers Act. GIML is also registered as a commodity trading advisor and commodity pool operator with the CFTC. GIML is a member of the NFA and is approved as a swaps firm by the NFA. In addition, GIML is authorized and regulated by the UK Financial Conduct Authority.¹

GIML is an indirect wholly-owned subsidiary of GAM Holding. GIML provides sub-advisory services to GAM USA with respect to some clients and acts as investment adviser to various non-U.S. funds. GAM USA and GIML have entered into an agreement with respect to transaction execution services for certain non-U.S. GAM Accounts. Any fees that may be payable to GIML by GAM USA for its services under the agreement will be the responsibility of, and borne by GAM USA. GAM USA may pay GIML fees in connection with these execution services from time to time. Certain principals/employees of GAM USA are registered with the NFA as Associated Persons of GIML.

GAM London Limited, an asset manager based in London, GAM Investment Management (Switzerland) AG, an asset manager based in Switzerland, and GAM Hong Kong Limited, an asset manager based in Hong Kong, are also indirect wholly-owned subsidiaries of GAM Holding.

GAM Systematic LLP ("GAM Systematic"), a multi-strategy systematic investment manager based in Cambridge, UK, is also an indirect wholly-owned subsidiary of GAM Holding and is registered as an investment adviser with the SEC under the Advisers Act. GAM Systematic is registered as a commodity trading advisor and commodity pool operator with the CFTC. GAM Systematic is also a member of the NFA and is approved as a swaps firm by the NFA. Certain principals/employees of GAM USA are registered with the NFA as Associated Persons and/or Principals of GAM Systematic. In addition, certain individuals associated with GIML are registered with the NFA as an Associated Person and a Swap Associated Person of GAM Systematic. GAM Systematic is authorized and regulated by the UK Financial Conduct Authority.¹

Other Activities and Potential Conflicts of Interest

GAM USA has arrangements with affiliated companies that are material to its advisory business. GIML and other GAM affiliates located outside the United States act as sub-advisers to many GAM Accounts. GAM USA also receives investment advisory, corporate finance advisory, and general corporate, IT and other administrative services from GAM Holding and its affiliates.

GAM USA may invest client assets in GAM Funds managed, advised or sponsored by GAM USA or other affiliates in the GAM Group. In such cases, GAM USA or its affiliates may receive advisory fees directly from a GAM Fund at the same time that GAM USA receives advisory fees directly from its clients. The combination of such fees may exceed the fees charged by other investment advisers for comparable investment advisory services. Therefore, GAM USA may have an incentive to invest client accounts in funds managed by affiliates. In order to mitigate a potential conflict of interest in the case of a GAM Funds or institutional account managed by GAM USA that invests in a GAM Fund, the fees payable directly or indirectly by the client are structured so that the client does not pay any additional investment management fees to GAM USA or any of its affiliates as a result of an investment in a GAM Fund. In addition, subscription fees charged by GAM Funds are generally waived for GAM USA clients. Potential conflicts related to non-U.S. domiciled GAM Funds are mitigated by the fact that a board of directors comprised of a majority of independent directors typically governs each fund.

¹Such registrations and membership do not imply any level of skill or training or that the SEC, CFTC, the NFA or the FINRA have passed on the merits of the services provided by GAM USA or its affiliates.

GAM USA may invest client assets in other Portfolio Funds and with other Portfolio Managers. Clients could avoid paying advisory fees to GAM USA and still receive the benefit of the services of the Portfolio Managers by investing directly in the Portfolio Funds (to the extent available to them). However, clients investing directly in Portfolio Funds would not receive the benefit of GAM USA's services in selecting and allocating client assets among Portfolio Managers.

GAM USA, GIML or other affiliates may serve as a general partner, managing member, administrator, secretary or in similar capacities for investment vehicles in which clients of GAM USA may be solicited to invest.

Allocation of Investment Opportunities

GAM USA and its affiliates provide investment management and advisory services to a wide range of clients, many of which pursue the same or similar investment strategies. Different clients may be subject to different fees and expenses. GAM USA, its affiliates and their employees may own interests in some funds.

GAM USA and its affiliates will determine how investment opportunities are allocated among their clients, even though they may face potential conflicts of interest in making such allocations. Certain investments may be appropriate for a product or strategy managed by GAM USA and also for other clients advised by GAM USA and/or its affiliates. GAM USA and its affiliates may cause different clients to invest in the same or different underlying investments. GAM USA will act in a manner that it considers fair and equitable in allocating investment opportunities among its client accounts. However, GAM USA and its affiliates may make investments for a client account that would have been suitable for investment by another client account but, for various reasons, were not pursued by, or available to, the other account. This could occur by reason of differing tax or regulatory consequences applicable to a particular investment or account, or due to different investment objectives, strategies, restrictions, liquidity requirements or other considerations applicable to particular accounts, or because a particular Portfolio Fund has closed or limited investments by new investors or does not accept a particular client account as an investor. As a result, the performance of different client accounts managed by GAM USA and its affiliates may vary, even if they are managed using the same or a substantially similar strategy.

Other Financial Services and Relationships

GAM USA and its affiliates provide a wide range of investment advisory, management, fund administration, transfer agency, distribution and other services to clients, including GAM Funds. GAM USA and/or its affiliates may provide services to Portfolio Funds or managed accounts in which a GAM Fund or other client of GAM USA may invest, or to the Portfolio Managers of such Portfolio Funds or accounts. GAM USA and/or its affiliates and their employees may also engage in transactions or have financial dealings with other financial services organizations that may invest in or provide banking, brokerage, lending, consulting, advisory or other services to, or be engaged in a wide range of other transactions with a client, a GAM Fund, a Portfolio Fund or a Portfolio Manager.

¹Such registrations and membership do not imply any level of skill or training or that the SEC, CFTC, the NFA or the FCA have passed on the merits of the services provided by the referenced GAM entities.

GAM USA and/or its affiliates do not have any duty to account for profits derived from other activities and are under no duty, other than the duty as a fiduciary, to engage in such activities in a manner that does not affect the investments of its clients. In addition, GAM USA and/or its affiliates are required to devote to client accounts only as much time as they deem necessary and appropriate. GAM Fund Management Limited, an affiliate of GAM USA, provides fund administration and secretarial services to many GAM Funds] in which GAM Accounts may invest, and receives customary administration fees for providing such services.

GAM Holding and its subsidiaries around the world may buy, sell or hold securities and other investments. GAM USA may, in compliance with applicable laws, recommend or effect transactions in securities in which its affiliates may have an interest or position or make a market. Any such transaction will generally be effected through an unrelated party if required by applicable law.

Certain GAM affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with GAM USA's obligation of best execution, as described further below in Item 12. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities on an average price basis. GAM USA will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro-rata basis. Any exceptions will be explained on the order.

Under limited circumstances, certain affiliates of GAM USA may repurchase from clients shares or interests in Portfolio Funds and resell such shares or interests to other clients. Such circumstances may include monthly rebalancing of client accounts with similar investment strategies as a result of cash inflows and outflows. Such transactions will be effected at the current net asset value of the shares or interests involved.

With a client's prior consent, GAM USA may effect U.S. and foreign securities or other investment transactions with its affiliates on an agency or principal basis. Such transactions will be accomplished in accordance with applicable laws and regulations and subject to best execution. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between a GAM Fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

In general, it is against internal policy for GAM USA to act as principal in client securities transactions. Any such transactions would only be effected with the consent of the client as required under Section 206(3) of the Advisers Act.

GAM USA will only engage in cross transactions (causing one client account to buy or sell securities from or to another client account) when the transaction is in the best interests of, and consistent with the investment objectives and policies of, both accounts involved in the transaction. If a cross transaction is considered, it is GAM USA's policy to effect all cross transactions in the most equitable and fair manner for all clients involved.

Any cross transaction between client accounts must be effected for cash consideration at the current market price of the security, based on current sales data relating to transactions of comparable size for the same security. If no comparable sales data are available on the day in question, then the cross transaction shall be effected at a price based upon GAM USA's valuation procedures.

If a cross transaction is effected directly between a GAM Account and another client account, then no brokerage commission, fees (except for customary transfer fees) or other remuneration should apply. If the cross transaction is effected through the markets using a broker as intermediary for the transaction, then a customary brokerage commission may be charged.

If a GAM Account is an employee benefit plan within the meaning of ERISA, a "plan asset" Fund, or an IRA (collectively, "ERISA Clients"), the account is also subject to certain additional requirements. GAM USA generally may not effect cross trades involving an ERISA Client unless an exemption is available for the transaction.

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

GAM USA has adopted a Code of Ethics (the "Code") for all of its employees, which describes GAM USA's high standards of business conduct and fiduciary duties to its clients. The Code includes, among other things, provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition against rumor mongering, restrictions on the acceptance of significant gifts, prohibitions on practices commonly known as "pay to play" and the reporting of certain gifts and business entertainment items, and personal securities trading procedures. All GAM USA employees are provided with a copy of the Code upon commencement of employment as well as with initial and on-going training on the policies and procedures contained therein. In addition, each employee must sign a written acknowledgement of the terms of the Code of Ethics at the inception of their employment and annually thereafter.

GAM USA's employees are required to follow GAM USA's Code. Subject to satisfying the requirements set forth in the Code and applicable laws, employees of GAM USA may trade for their own accounts in securities that are recommended to and/or purchased for GAM USA's clients. The Code is designed to assure that the personal securities transactions, activities and interests of the employees of GAM USA will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interests of GAM USA's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Subject to certain exceptions, employees of GAM USA are required to hold securities for a specified period. Employee trading is continually monitored under the Code to reasonably prevent conflicts of interest between GAM USA and its clients. All employees must file initial and annual securities holdings reports. Employees are also required to file transactions reports on a quarterly basis, which are monitored in order to ascertain any pattern of conduct that may evidence actual or potential conflicts with the principles and objectives of the Code or other inappropriate or illegal behavior.

GAM USA's policies prohibit GAM USA employees from making any political or charitable contributions for the purpose of obtaining or retaining potential or existing GAM Accounts. GAM USA's employees are permitted to

make personal political or charitable contributions in accordance with applicable law and GAM USA's Code. GAM USA employees are required to obtain pre-approval before they make any contributions to a political candidate, government official, political party or political action committee. GAM USA employees may not do anything indirectly that if done directly would result in a violation of GAM's Code (e.g., a spouse making a political contribution that the GAM employee could not make himself or herself).

As a fiduciary, GAM USA has an affirmative duty to act in utmost good faith and provide full and fair disclosure of all material facts. This is particularly so where GAM USA may have a potential material "conflict of interest." A "conflict of interest" generally refers to any activity or relationship in which an investment adviser's interests compete with the interests of its clients. Common conflicts of interest include dealing with affiliates, the receipt of compensation or other benefits from third parties that may affect the independence of the advice provided, an adviser's financial interest in a transaction (e.g., acting as principal), client referral arrangements, and personal and proprietary trading by the investment adviser and its employees. Accordingly, GAM USA has adopted a Conflicts of Interest Policy.

The aim of the Conflicts of Interest Policy is to identify the circumstances that constitute, or may give rise to, a conflict of interest, and provide a framework and procedures to be adopted in order to manage such conflicts. The Conflicts of Interest Policy is not intended to be exhaustive as the concepts and risks described are complex, dynamic, and cannot be applied to all situations.

GAM USA's clients or prospective clients may request a copy of its Code or Conflicts of Interest Policy by contacting GAM USA's Chief Compliance Officer at USCompliance@gam.com.

Item 12 Brokerage Practices

Investment or Brokerage Discretion

GAM USA will ordinarily be granted discretionary authority to determine the securities and the amount of securities to be purchased or sold for client accounts and the full discretion, where applicable, to select a broker or dealer to execute transactions and to negotiate the rate of commissions payable for such services. Any sales load or subscription charge payable to an affiliate of GAM USA in connection with an investment by a client in a GAM Fund will be waived.

Selection of brokers, in certain circumstance, may be limited by the client's objectives and applicable law. In selecting brokers, GAM USA's primary consideration will be to obtain the most favorable net result for the client under the circumstances, which may not necessarily involve the lowest possible commission cost. However, in addition to the price of the security and the commission cost, GAM USA may also take into account other considerations, including, but not limited to:

- the size and difficulty of the order;
- the apparent capability of the broker to complete the transaction;
- research services provided to GAM USA by the broker, such as reports and analyses of markets, industries, companies and economic trends;

- quality and promptness of execution;
- effectiveness of transaction clearing and settlement; and
- marketing assistance, such as obtaining participations in new issues, providing bids and offers for securities that are thinly traded, and assisting in distribution of shares of investment companies advised or sponsored by GAM USA or its affiliates.

The applicability of specific criteria will vary depending upon the nature of the transaction, the market in which it is executed, and the extent to which it is possible to select from among multiple brokers or dealers.

Broker Selection

GAM USA and its affiliates select brokers and dealers on the basis of the judgment of the capability of each broker or dealer to provide appropriate services at reasonably competitive rates. GAM USA will use its professional judgment and knowledge as to rates paid and charged for similar transactions throughout the industry in making this determination. If in GAM USA's judgment the commission is reasonable in relation to the brokerage and research services provided, GAM USA is authorized to pay a brokerage commission in excess of the commission another broker would have received for effecting the same transaction.

Research services that are provided to GAM USA by brokers and dealers may be used for the benefit of all clients of GAM USA and do not necessarily benefit solely the account(s) from which the commissions were generated. Clients may pay higher commissions than are obtainable from other brokers as a result of GAM USA's consideration of research services and the other factors identified above in addition to commission cost.

Brokers or dealers will not charge GAM USA a separate fee for research and other services, and the continued provision of services in some cases might be conditioned upon GAM USA directing a target level of transactions to the broker or dealer. Likewise, GAM USA has no contractual obligations requiring it to provide minimum amounts of trades to any broker or dealer if GAM USA, in its discretion, determines that the broker or dealer is not providing best execution. In all cases, GAM USA will make a good-faith determination that the services are used in the investment decision making process, and that total commissions paid to a broker or dealer are reasonable in relation to the value of brokerage and research services provided.

The investment research and information services that may be received by GAM USA from brokers may include, among other things: data, analysis and reports regarding securities, securities markets, and the economy; security quotes and data feeds; statistical data and analysis; portfolio strategy information; industry and company information and opinions; stock and bond market conditions; economic projections; credit analysis; pricing and appraisal services; legal developments affecting portfolio securities; attendance at industry conferences; access to corporate managements; and asset allocation and portfolio structure information.

Soft Dollars

Although GAM USA may receive research services from brokers as described above, GAM USA does not currently use commissions generated by trading for client accounts, also known as "soft dollars," to pay for third party research services. If GAM USA were to decide in the future to use soft dollar arrangements to pay for third party investment research and information services, GAM USA would only do so in a manner consistent with the provisions of the safe harbor under Section 28(e) of the Securities Exchange Act of 1934, as amended. From January 2018, GAM Holding and its affiliates have decided to absorb all research costs in connection with

the implementation of the Markets in Financial Instruments Directive (MiFID II) in Europe.

Trade Allocation and Aggregation Practices

GAM USA will generally aggregate orders of various clients for block execution when GAM USA has made a good faith determination that the aggregation will be consistent with its duty to seek best execution and with the terms of client agreements and otherwise in the best interests of its clients. Clients, however, are not assured of participating equally or at all in particular investment allocations due to factors such as a particular client's investment style, applicable restrictions, availability of securities, available cash and other current holdings. Where client transactions are not aggregated, clients may pay commissions and costs which are higher than had GAM USA aggregated the order. Allocations will be made by GAM USA in a manner considered to be fair so that no client will be favored over another client. If the aggregate order is filled in its entirety, it will be allocated among clients in accordance with a written allocation statement. Where the aggregate order is executed in a series of transactions at various prices on a given day, each client's proportionate share of such order reflects the average price and commission rate paid or received with respect to the total order placed on that day. In some instances, this procedure could adversely affect a given client, but GAM USA believes that aggregation of orders will ordinarily benefit all clients over time. When the full amount of a block execution is not executed, the partial amount actually executed generally is allocated pro-rata among participating client accounts; provided, however, that the portfolio manager has discretion to fill orders for certain accounts before others under certain circumstances such as:

- An order for a certain account may be filled before other accounts in the event that the securities purchased or sold in the block execution are of a small amount so that allocating such securities pro-rata is not feasible, advisable, or meaningful, provided that all such accounts, taken as a whole, are treated fairly and equitably over time.
- In the discretion and at the direction of the portfolio manager responsible for such order, a partially filled order may be allocated first to those accounts where the purchase or sale of such security is most closely aligned with the established investment objective of the account receiving the allocation. In the foregoing circumstances, the market performance of the security being allocated shall not be a determinant in any deviation from a pro-rata allocation.
- If a given security is subject to additional investment criteria or restrictions with respect to a participating GAM Account or for other reasons including, without limitation, tax consequences with respect to a given account or liquidity concerns (e.g., anticipated inflows and/or outflows of capital with respect to a given account).
- Initial public offerings ("IPOs") are made available to eligible client accounts generally on a pro-rata or rotation system in accordance with GAM USA's allocation policy.

Directed Brokerage

While GAM USA generally selects the brokers or dealers that provide best execution of portfolio transactions, a client may, in writing, direct GAM USA to use a particular broker or dealer to execute portfolio transactions for its account or request that certain types of securities not be purchased for its account. If a client directs the use of a particular broker or dealer, the client understands that it will relieve GAM USA from negotiating commissions from brokers or dealers and monitoring for best execution. Additionally, clients will be informed

that they may lose the possible advantage that other non-directing clients derive from aggregation of orders for several clients as a single transaction for the purchase or sale of a particular security. Where the client directs the use of a particular broker or dealer, the client may pay higher commission charges than GAM USA's non-directed clients and GAM USA cannot negotiate commissions on the client's behalf and obtain volume discounts or assure best execution. When agreeing to minimum ticket charges, directed brokerage clients may pay higher commissions than had they agreed to pay solely based upon price per share charges. The effect of such higher commission charges could be compounded by frequent re-balancing or turnover in the account. Non-directed broker clients may pay higher or lower commission charges than directed brokerage clients.

Where a client directs GAM USA to use a particular broker or dealer, GAM USA will, when it buys or sells a portfolio security held by such designating clients, where practicable, transmit orders to a single broker simultaneously with its other discretionary accounts and request that the broker step-out the directed broker trades to the directed broker, but not charge any additional commission. Clients that direct GAM USA to use a particular broker dealer could be adversely affected when step-out trades are not effected simultaneously with trades for other discretionary accounts because the trades may be executed at different times. GAM USA makes every effort to place all trades simultaneously. GAM USA may receive client referrals from affiliates of step-out brokers and therefore has a potential conflict of interest between clients obtaining lower commissions and GAM USA receiving future referrals from affiliates of the step-out brokers.

Although over-the-counter ("OTC") securities are ordinarily executed on a principal basis, some may be executed on a brokered basis. With such OTC trades, GAM USA may pay a broker who acted as an agent a commission as well as the mark-up/mark-down charged by the market maker of the OTC security. In such cases, GAM USA's clients will have paid higher commissions than had the trade been placed on a principal basis. This, however, is not the general practice of GAM USA and will be consistent with GAM USA's duty to seek best execution.

Item 13 Review of Accounts

In addition to the on-going IMC reviews described in "Item 8, Methods of Analysis, Investment Strategies and Risk of Loss", GAM Accounts (including both GAM Funds and Institutional (managed) accounts) are reviewed by GAM USA and the applicable portfolio manager, and with respect to certain accounts, its affiliates on a regular basis. Reviews take into consideration the investment objectives, policies and restrictions of the applicable account, as well as market conditions and any legal or regulatory restrictions. GAM USA or its affiliates monitor GAM Accounts for consistency with client guidelines and investment restrictions. In addition, significant company, industry and market changes trigger prompt reviews of all relevant accounts. GAM USA also compares the account's performance with that of other GAM Accounts with substantiality similar investment objectives, guidelines and restrictions.

Item 14 Client Referrals and Other Compensation

Neither GAM USA nor any of its employees receives any economic benefits from non-clients in connection with giving advice to clients. Neither GAM USA nor any related person currently compensates any person who is not a supervised person, including placement agents, for client referrals. However, from time to time GAM USA may enter into one or more agreements pursuant to which a placement agent or other third party may receive fees in consideration of introducing or facilitating an investment by one or more underlying investors to one or

more of GAM Accounts. Currently, GAM USA does not use a placement agent for marketing its products or services.

Item 15 Custody

Securities held by GAM Accounts are held in custody by unaffiliated qualified custodians, such as a broker/dealer or bank (other than certain non-transferable securities that are not required to be held in custody by a bank or custodian). However, GAM USA may be deemed to have custody of certain assets of some of the GAM Funds because GAM USA or a related person acts as general partner, managing member or in a similar capacity or otherwise has authority over client assets. Clients should receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains each client's investment assets. GAM USA urges clients to carefully review such statements and compare such official custodial records to the account statements that GAM USA may provide to them. GAM USA's statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. In addition, each investor in a GAM Fund will be provided with an audited financial statement for the applicable GAM Fund to the extent required by Rule 206(4)-2 under the Advisers Act and its related guidance.

Item 16 Investment Discretion

GAM USA usually receives discretionary authority from a client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. Such discretion is exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, GAM USA observes the investment policies, limitations and restrictions of the clients that it advises. Any applicable investment guidelines and restrictions must be provided to GAM USA in writing.

GAM USA may also enter into arrangements with its clients where GAM USA provides advisory services on a non-discretionary basis.

Item 17 Voting Client Securities

Clients may obtain a copy of GAM's USA's Proxy Voting Policy and Procedures upon request by contacting GAM USA's Chief Compliance Officer at UScompliance@gam.com. Clients may also obtain information from GAM USA about how GAM USA voted any proxies on behalf of their account(s). Under certain circumstances, an individually customized managed client account that has delegated proxy voting authority to GAM USA would be able to instruct GAM USA to vote with respect to a particular ballot.

GAM USA exercises a voice on behalf of its clients through the proxy voting process. GAM USA takes this fiduciary responsibility seriously. Accordingly, the GAM Governance and Responsible Investment team (the "GRI Team") recommends how proxy votes should be cast to the portfolio managers. In making its recommendations, the GRI Team may utilize an independent third-party service provider to assist in formulating its proxy voting recommendations. The GRI Team will, in the vast majority of cases, be guided by the country specific principles of good governance and are mindful to be consistent in its application of its governance

principles across all companies and markets in which the Group invests. GAM believes this process ensures that GAM USA votes in the best interests of its clients, and helps insulate voting decisions from any potential conflicts of interest.

Portfolio managers will generally act in accordance with the recommendation provided by the GRI Team. However, a portfolio manager may override the policy if the portfolio manager determines it is in a client's best interests. Should any material conflict or potential conflict of interest be identified, the portfolio manager would be prohibited from overriding the policy. The possibility exists, therefore, that certain issues may be voted differently depending on the GAM Account that holds the security. GAM USA's Board of Directors retains the final authority for all proxy voting activity and has the ability to overrule vote decisions of the portfolio manager.

GAM USA will ordinarily vote with management's recommendations on routine matters, absent a valid reason to the contrary, and on a case-by-case basis for other matters.

Voting for funds managed by external Portfolio Managers is determined by each external Portfolio Manager under its own policy and guidelines and not by GAM USA.

Item 18 Financial Information

Registered investment advisers are required to provide clients with certain financial information or disclosures about their financial condition. GAM USA is not aware of any financial commitment that could reasonably be expected to impair its ability to meet its contractual and fiduciary commitments to its clients and has not been the subject of a bankruptcy proceeding.

GAM USA does not require or solicit payment of fees six months or more in advance and is not required to include a balance sheet regarding its operations for its most recent fiscal year.