

**Quantitative Investment Management, LLC**  
**Part 2A of Form ADV**  
**The Brochure**

240 W. Main Street  
Suite 300  
Charlottesville, VA 22902

(434) 817-4800

<https://www.quantitative.com>

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This brochure provides information about the qualifications and business practices of Quantitative Investment Management, LLC (“QIM”, “Firm”, “we”, “us” or “our”). If you have any questions about the contents of this brochure, please contact us at (434) 817-4800. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about QIM also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Material Changes

This Item of the brochure is intended to discuss material changes that are made to the brochure and provide clients with a summary of such changes. We do not believe that any changes are material as compared to our most recent brochure filed in March 2023.

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### 1. Advisory Business

QIM is a Virginia-based global investment management firm specializing in alternative investment strategies for institutional and private investors. QIM was founded in 2003 by Jaffray Woodruff, Michael Geismar and Greyson Williams. Messrs. Woodruff, Geismar and Williams are the principal owners of QIM.

Our Firm develops proprietary frameworks for predicting short-, medium-, and long-term price movements for a wide variety of markets. We currently employ numerous quantitative trading models that utilize pattern recognition to predict the global equity and futures markets.

We currently serve as the investment adviser to two investment advisory clients, Quantitative Tactical Aggressive Fund Master Ltd. (the “Master Fund”) and Quantitative Tactical Aggressive Fund II, LLC (the “Parallel Fund”). The Master Fund acts as the master fund to three feeder funds (the “Feeder Funds” and together with the Master Fund and the Parallel Fund, the “Funds”) that we also control. The Parallel Fund is a proprietary current and former employee fund that generally trades *pari passu* with the Master Fund. We also provide commodity trading advice to commodity pools that we operate and investor managed accounts pursuant to our Quantitative Global Program. In addition, we own 66.67% of Cipher Investment Management LLC, a commodity trading advisory firm.

Our Firm adheres to the investment strategy set forth in the respective private placement documents of the Feeder Funds and the Parallel Fund. We do not modify our investment recommendations to our clients according to the particular interests of the underlying investors in the Funds, nor do we allow these investors to place restrictions on the trading we conduct for our clients.

QIM does not participate in any wrap fee programs.

As of December 31, 2023, we had approximately \$2,170,500,000 of regulatory assets under management in the Funds, all on a discretionary basis. We do not manage any assets on a non-discretionary basis.

## **2. Fees and Compensation**

Since our Firm's inception, we have sought to align our interests with our clients, and in doing so have established a totally performance-based fee structure. We do not charge our clients any management fee and only receive performance-based compensation at a rate of up to 30%. We receive our performance-based compensation from the Funds as an allocation. We deduct our performance-based compensation from each of the Funds at the end of each calendar quarter or when investors in a Fund make a withdrawal or redemption. We do not currently negotiate our fees for the Funds either directly or through side letters.

We take our performance based-compensation on the net profits attributable to each investor's capital account or shares, as applicable, subject to a "high water mark" limitation. This means that we only receive our performance-based compensation when an investor's capital account or net profits attributable to an investor's shares for the quarter have recovered any losses from prior quarters.

We do not receive any performance-based compensation in advance. Investors in the Funds pay their pro rata share of the performance allocations at the time they are charged or taken. If an investor withdraws or redeems from a Fund before the end of a payment period, the applicable performance allocation is charged or taken at the time of withdrawal or redemption on the withdrawn or redeemed amount.

In connection with our advisory services, the Funds bear all of their own expenses (operational and administrative related expenses are subject to a cap of 0.10% of the Funds' net asset value on a monthly basis), which, in the case of the Feeder Funds, includes their pro rata share of the Master Fund's expenses. The following describes the types of expenses the Funds will incur.

### Organizational Expenses

The Funds pay for expenses related to their organization, including:

- legal expenses;
- accounting expenses; and
- filing expenses and fees incurred in connection with organizing and establishing the Funds, and expenses and fees incurred in connection with marketing and offering of interests or shares in the Funds.

### Operational Expenses

The Funds also pay for expenses related to their operation, such as:

- expenses of any administrators, custodians, legal counsel and accountants (including the audit and certification fees and costs of distributing reports to investors);
- costs, fees and expenses paid by us on behalf of the Feeder Funds or our clients for third-party service providers providing operational, technological, risk monitoring, and other legal and advisory services;
- ongoing regulatory expenses;
- bank service fees;
- fees and expenses of any independent directors;
- insurance costs and expenses (including premiums for liability insurance covering certain liabilities of the Fund and other persons);
- litigation, indemnification and other extraordinary expenses;
- fees and taxes imposed by any Federal, state, local or foreign government, governmental agency or regulatory body or self-regulatory organization, including licensing, filing, registration and exemption fees, and withholding and transfer taxes; and
- costs and expenses associated with preparing investor communications, reporting and providing any other information to investors or prospective investors.

We allocate the expenses to the Fund that incurs them, and if the Funds and other clients incur expenses in the same transaction, we allocate the expenses among the relevant investments, Funds and other clients in a fair and reasonable manner. Operational and administrative related expenses of the Funds are subject to a cap of 0.10% of the Funds' net asset value on a monthly basis.

### Investment-Related Expenses

The Funds pay for all investment-related expenses, including all transaction costs, brokerage commissions relating to our transactions in securities or futures, algorithmic trading expenses, interest, borrowing and leverage and foreign exchange expenses, related clearing and settlement charges, and any issue, transfer or other taxes for any investment transactions. Investment-related expenses are not subject to the cap of 0.10% of the Funds' net asset value on a monthly basis. Please see Section 9 "Brokerage Practices" below for further information.

**It is very important that investors refer to their respective Fund's governing documents for a complete understanding of how QIM is compensated for its advisory services. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund governing documents.**

## **3. Performance-Based Fees and Side-by-Side Management**

Our Firm receives performance-based compensation in the form of a performance allocation from the Funds as discussed in Section 2 "Fees and Compensation". The existence of the performance-based compensation may create an incentive for our Firm to make riskier or more speculative investments on behalf of our clients. Our significant proprietary investment in the Funds aids in aligning our interests with the interests of our clients. QIM recognizes that it is a fiduciary and, as such, must act in the best interests of clients. Further, QIM recognizes that it must treat all clients

fairly and must refrain from favoring one client's interests over another. While the Parallel Fund is subject to a lower performance allocation, we generally allocate all trades among the Funds pro rata. QIM has adopted policies and procedures designed to address conflicts of interest, including procedures regarding the allocation and aggregation of investment opportunities among clients and a Code of Ethics, which includes a standard of business conduct and establishes policies and procedures with regard to personal securities transactions of QIM personnel. See Section 9 "Brokerage Practices" below for a description of the factors that may cause a trade not to be allocated pro rata.

#### **4. Types of Clients**

Our Firm provides investment advice to two clients, the Master Fund and the Parallel Fund, both pooled investment vehicles. Each investor in the Funds must meet certain eligibility provisions. Interests in the Funds are generally offered to investors who qualify as accredited investors within the meaning of Regulation D of the Securities Act of 1933. The minimum initial investment amounts and minimum maintenance amounts for the Funds are set forth in each such Fund's offering memorandum. We also provide commodity trading advice as discussed in Section 1 "Advisory Business".

This Firm brochure is not an offer to invest in the Funds or in any feeder fund into the Funds.

#### **5. Methods of Analysis, Investment Strategies and Risk of Loss**

Our Firm currently trades across a broad range of exchange-traded equity securities, exchange-traded products ("ETPs") and futures contracts on behalf of our clients on a long or a short basis according to a machine-learning method developed by our Firm's research team, which is led by Jaffray Woodruff, our Firm's CEO and Chief Scientist. Mr. Woodruff has spent more than 25 years creating a machine-learning technique for the prediction of financial markets. His predictive research, which guides the Research team's efforts, has served as the basis for all of our investment strategies in both the futures and equity markets.

Our objective is to realize consistently positive absolute returns through trading across a broad range of domestic and foreign exchange-traded equity securities, and exchange-traded products, which program of trading we refer to as the "Quantitative Tactical Program". The program currently trades over 1,000 U.S. equity issues. We use significant leverage on a regular basis on behalf of our clients, as we seek to achieve up to a 36% annualized volatility target. No assurance can be given that we will achieve these investment objectives on behalf of our clients or that our clients will not sustain losses, nor can assurances be given that the clients will not exceed the volatility target from time to time.

##### ***Investment Strategy***

##### **Predictive Modeling**

Financial markets are not entirely efficient. We believe that numerous small inefficiencies exist and can be exploited through the prudent use of robust analysis and predictive technologies.

The Quantitative Tactical Program currently employs numerous quantitative trading models that utilize pattern recognition to predict short-, medium- and long-term price movements. All models are tested across large financial data sets, including historical price and volume information, that expose them to a gamut of market, economic and political environments over the last 20 to 30 years. Only those models that we believe to be the most robust, statistically significant and quantitatively diverse are used in actual trading. The resultant system of models offers what we believe are reliable signals that guide trade selection and timing.

Our trading strategies and models are revised from time to time as a result of ongoing research and development that seeks to devise new strategies and systems, as well as to improve current methods. The strategies and systems used by us in the future may differ significantly from those presently used, due to changes resulting from this research and development. Our clients and their underlying investors generally will not be informed of these changes.

#### Risk Management

Risk management is embedded in the Quantitative Tactical Program's use of a diversified universe of liquid financial instruments. In addition, the program's models place inherent limits on positions traded by taking into account the price, size, volatility, volume and inter-relationships of those positions.

On the portfolio level, account risk is systematically monitored daily to target a specific standard deviation of daily returns. This risk measure will change over time depending on current research, market conditions, clearing firm requirements and other factors. The Quantitative Tactical Program can, and will at times, target up to the equivalent of 36% annualized volatility, but no assurances can be given that the program will not exceed this volatility target from time to time. This volatility measure is approximately three times the long-term volatility of the S&P 500 Stock Index, but we do not expect our clients' returns to significantly correlate to any of the various stock market indices.

#### Investment Process

We execute our strategy in a systematic manner. All facets of the predictive models, risk management and trade allocation are automated or proceduralized. However, discretion plays a role both in the evolution of the Quantitative Tactical Program as we seek to improve the strategy, and when the Funds take temporary risk-reducing measures in connection with certain exogenous factors, as described below.

Trading activity is directed by outputs from our predictive models that are developed and maintained by the Research team, which is led by Mr. Woodruff. On a daily basis, outputs from our predictive models are exported into proprietary software developed in-house. Once the outputs are uploaded in the software, current market prices are then uploaded into the software to determine the trade necessary to achieve the desired ending position for the day. Traders are only authorized to send to the market trades indicated by the predictive models and to perform limited manual adjustments to address corporate actions, merger activity, seemingly erroneous trades and other events that we believe to require manual intervention. Each of the three principals has the authority to override our predictive models' recommendations but generally only exercises this authority in a time of extreme market duress or other unusual circumstance that a trader or the principal himself flags as requiring such an override.

Traders monitor trading activity throughout the day to ensure trading is occurring as intended. The proprietary software routes the trades to the trader covering the relevant market to facilitate this monitoring. The monitoring trader will also modify, cancel or resend orders as needed to address broker or algorithmic trading system events that require trader intervention in order to achieve the desired ending positions identified by our Firm's systems.

Our staff oversees every market in which our clients invest on a daily basis and monitors numerous other factors, including, but not limited to, volume, news, correlation pairings, slippage and volatility.

Our investment strategies are speculative and entail substantial risk of loss. There can be no assurance that the investment objectives of the Funds will be achieved. Accordingly, our strategies could result in substantial losses to the Funds and their underlying investors.

Apart from the Quantitative Tactical Program's systematic investment strategy, to the extent the portfolio holds foreign currency balances as a result of trading in financial instruments denominated in currencies other than U.S. dollars, we execute limited (approximately monthly) spot foreign exchange transactions to convert those balances into U.S. dollars.

### ***Risk Factors***

Our clients (and their direct and indirect investors) should be aware of certain special considerations and risk factors. The inclusion of specific special considerations and risk factors below should not be construed to imply they are described in complete detail, or that there are no other special considerations or risk factors that apply to an investment in the Funds.

#### ***General Investment Risk***

Investments in securities and other financial instruments involve substantial risk of volatility, potentially resulting in rapid declines in market prices and significant losses, arising from any number of factors that are beyond our control, such as:

- changing market sentiment;
- changes in industrial conditions, competition and technology;
- changes in inflation, exchange or interest rates;
- changing domestic or international economic or political conditions or events;
- changes in tax laws and governmental regulation; and
- changes in trade, fiscal, monetary or exchange control programs or policies of governments or their agencies (including their central banks).

Changes such as these, as well as innumerable other factors, are often unpredictable and unforeseeable, rendering it difficult or impossible to predict or foresee future market movements. Unexpected volatility or illiquidity in the financial instruments in which we hold positions on behalf of our clients could impair our ability to achieve our clients' investment objectives and cause our clients to incur losses.

Although we believe our investment program should mitigate the risk of loss through careful selection and monitoring of investments, an investment in the Funds is nevertheless subject to loss, including possible loss of the entire amount invested. No guarantee or representation is made that the investments made on behalf of our clients will be successful, and investment results may vary substantially over time.

#### Political, Economic and Other Conditions

The value of the instruments traded by the Funds may be adversely affected by changes in economic conditions or political events that are beyond our control. For example, a financial market collapse, continued threats of terrorism, the outbreak of hostilities involving the United States, or the death of a major political figure may have significant adverse effects on the Funds' investment results. Additionally, a serious pandemic, such as coronavirus, or a natural disaster, such as a hurricane, could severely disrupt the global, national and regional economies and markets.

#### Epidemics, Pandemics and Covid-19

Many countries have been susceptible to epidemics, such as severe acute respiratory syndrome, avian flu, H1N1/09 flu and, currently, the ongoing COVID-19 pandemic. The severity of the impact of the COVID-19 pandemic on the U.S. and global economy is significant and the lasting effects of the pandemic remain uncertain. COVID-19 has created a climate of heightened uncertainty and introduced new and difficult-to-quantify macroeconomic and political risks with potentially far-reaching implications. There has been a corresponding meaningful increase in the uncertainty surrounding interest rates, inflation, foreign exchange rates, trade volumes, fiscal policy, and monetary policy. A continued prevalence or mutation of COVID-19 may have an adverse impact on the Funds. The impact of a viral pandemic in certain areas with large and crowded cities may be especially severe. In consumer goods, for example, customers may delay discretionary spending and travel plans because of concern about the pandemic. The banking industry, and in particular, the consumer finance sector, may be significantly affected by credit losses resulting from financial difficulties of borrowers impacted by COVID-19. Certain governmental regulators have imposed limitations on short sales of equity securities, which may impact the Funds' ability to trade in certain equities and/or equity index derivatives. COVID -19 may trigger our employees as well as those of certain other service providers to the Funds to be absent from work or work remotely for prolonged periods of time. The ability of those employees to work effectively on a remote basis may adversely impact the day-to-day operations of the Funds. Any similar future outbreak or pandemic could have similar potential adverse effects on the global economy, our Firm and/or the Funds.

#### European Instability

Recent events, including the invasion of Ukraine by Russia, have interjected uncertainty into global financial markets, especially European markets. It is possible that any fallout from the Ukrainian conflict will have effects on other European countries as they address refugee



movements and potential further threats. A number of countries, including the United States and a number in Europe, have imposed sanctions on Russia and businesses affiliated with that country. The long-term impact of these sanctions is not entirely clear, but they have the potential to limit potential investment opportunities and may impair cash flow that is material to investment opportunities including, for example, if persons doing business with the Funds become sanctioned parties. The regulatory framework of sanctions is often complex and at times counter-intuitive. It is possible that the Funds might have exposure to transactions that directly or indirectly involve sanctioned parties and that may pose liability and compliance risks.

#### Inflation Risk

High rates of inflation and rapid increases in the rate of inflation generally have a negative impact on financial markets and the broader economy. In an attempt to stabilize inflation, governments may impose wage and price controls or otherwise intervene in a country's economy. Governmental efforts to curb inflation, including by increasing interest rates or reducing fiscal or monetary stimuli, historically have had negative effects on the level of economic activity. Certain countries, including the United States, have recently seen increased levels of inflation, and persistently high levels of inflation could have a material and adverse impact on QIM and its aggregated returns.

#### Governmental Interventions

Extreme volatility and illiquidity in markets has in the past led to, and may in the future lead to, extensive governmental interventions in equity, credit and currency markets. Generally, such interventions are intended to reduce volatility and precipitous drops in value. In certain cases, governments have intervened on an "emergency" basis, suddenly and substantially eliminating market participants' ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition, these interventions have typically been unclear in scope and application, resulting in uncertainty. It is impossible to predict when these restrictions will be imposed, what the interim or permanent restrictions will be and/or the effect of such restrictions on QIM's strategies.

### ***Strategy Risk***

#### Equity Securities Generally

Market prices of equity securities generally, and of certain companies' equity securities more particularly, frequently are subject to greater volatility than prices of fixed-income securities. Market prices of equity securities as a group have dropped dramatically and risen in a short period of time on several occasions in the past, and they may do so again in the future. In addition, actual and perceived accounting irregularities may cause dramatic price declines in the equity securities of companies reporting such irregularities or which are the subject of rumors of accounting irregularities.

#### Common Stock

Common stock and similar equity securities generally represent the most junior position in an issuer's capital structure and, as such, generally entitle holders to an interest in the assets of the issuer, if any, remaining after all more senior claims to such assets have been satisfied. Holders of common stock generally are entitled to dividends only if and to the extent declared by the governing body of the issuer out of income or other assets available after making interest, dividend and any other required payments on more senior securities of the issuer.

### Social-Media-Related Trading Volatility

Several stocks and other assets have recently been targeted for trading by participants on social media platforms. Recent changes to market structures and the low cost of trading for retail clients may exacerbate the volume of trading related to social media attention. This volume may be significant and may result in dislocations of prices, which may be difficult for our trading models to accurately predict. To the extent that our trading models are on the “short side” of the trade, the Funds may be subject to substantial losses or may be required to exit short positions earlier than they normally would so exit. It is possible that Congress and regulators may react to the volatility relating to social-media-related trading and restrict, or require the public reporting of, short interest, which may limit our ability to achieve the Funds’ trading objectives.

### Exchange-Traded Products

The Quantitative Tactical Program invests in shares of ETPs (which include exchange-traded funds), including, but not limited to, registered investment companies. Investments in an ETP are subject to the fees and expenses of the ETP, which may include a management fee, other fund expenses and a distribution fee. Such ETP shares may be purchased long or sold short by the program. The Investment Company Act of 1940, as amended, places certain restrictions on the percentage of ownership that a private investment fund may have in a registered investment company.

Investments in ETPs are subject to a number of risks associated with the management and market conditions of the ETP. These include, but are not limited to:

- (i) *Delisting* - An ETP may be delisted and liquidated at the discretion of its issuer. Should a Fund hold a position in an ETP when it is delisted, such Fund may be subject to costs associated with the ETP’s liquidation, counterparty risk against the issuer, and additional taxes due to cash distributions from the liquidation.
- (ii) *Market Maker Instability* - The supply and demand of ETP shares are kept in balance by its authorized participants. The authorized participants of an ETP may, purposefully or by mistake, destabilize the supply-demand balance of an ETP, causing tracking error of the ETP to its constituent instruments that may negatively affect the value of an entity’s position in the ETP.
- (iii) *Hidden Illiquidity* - The liquidity of an ETP is determined not only by the ETP’s own market liquidity but how easy or difficult it is to transact in the ETP’s constituent instruments. If one or more of an ETP’s constituent instruments becomes difficult to buy or sell, the ETP may become difficult to transact or experience tracking error that negatively affects the value of positions held in the ETP.
- (iv) *Borrow Availability* - The ability to take short positions in an ETP is subject to borrow availability. The ability to take optimal positions in ETPs may be adversely affected by one or more ETPs becoming hard to borrow.
- (v) *Constituent Fluctuation* - ETPs on equity indices attempt to track their underlying indices closely. However, the issuer may in its discretion temporarily introduce ex-index constituents to the ETP, including ex-index equities and foreign currencies. This may introduce risks and tracking error that are difficult to model to the ETP and that may negatively affect the value of positions in the ETP.

- (vi) *Inverse ETPs* - Inverse ETPs generally involve short selling a security. Short selling a security involves selling a borrowed security with the expectation that the value of the security will decline, so that the security may be purchased at a lower price when returning the borrowed security. The risk for loss on short selling is greater than the original value of the securities sold short because the price of the borrowed security may rise, thereby increasing the price at which the security must be purchased. Government actions may also affect the ETP's ability to engage in short selling.
- (vii) *Leveraged ETPs* - Leveraged ETPs utilize significant leverage to enhance returns but leverage may also result in a high degree of loss. Additionally, a number of factors may affect a leveraged ETP's ability to achieve a high degree of correlation with its benchmark, and there can be no guarantee that a leveraged ETP will achieve a high degree of correlation. Failure to achieve a high degree of correlation may prevent a leveraged ETP from achieving its investment objective. In addition, leveraged ETPs utilize compounding. Compounding affects all investments, but has a more significant impact on a leveraged product. In general, particularly during periods of higher volatility, compounding will cause longer term results to be more or less than the inverse of the return of the benchmark. This effect becomes more pronounced as volatility increases.

#### Substantial Fees and Expenses

Due to our frequent trading of financial instruments on a short-term basis, the Funds are subject to substantial fees, transaction costs, taxes and other costs and expenses, regardless of whether they realize any profits. Accordingly, the Funds must earn substantial trading profits to avoid depletion of its assets due to those costs and expenses.

#### Short Selling

We sell securities short on behalf of the Funds in the normal course of our trading activities. Selling short involves the sale of borrowed securities. In order to sell a security short, the Funds must borrow the security from a securities lender and deliver it to the buyer. The Funds are then obligated to return the security to the lender at its request (although the Funds remain free to return the security to the lender at any time prior to the lender's request). We ordinarily fulfill the Funds' obligation to return a security previously sold short by acquiring the security in the open market.

The principal risk in selling a particular security short is that, contrary to our expectation, the price of the security may rise, resulting in a loss equal to the difference between the cost of acquiring the security (for return to the lender) and the net proceeds of the short sale. This risk of loss is theoretically unlimited, since there is theoretically no limit on the price to which the security sold short may rise.

Another risk is that the Funds may be forced to unwind a short sale at a disadvantageous time for any number of reasons.

In certain cases, we may find it difficult or impossible to establish a desired short position due to a limited supply of the security available for borrowing. In these cases, we may be compelled to forego a potentially profitable investment opportunity.

### Non-U.S. Instruments and Markets

From time to time we invest and trade a portion of the Funds' assets in financial instruments on exchanges or other markets located outside the United States.

Trading in non-U.S. markets involves certain considerations not usually associated with trading in the United States, including political and economic considerations. These considerations include greater risk, such as:

- expropriation and nationalization;
- confiscatory taxation;
- the potential difficulty of repatriating funds;
- general social, political and economic instability and adverse diplomatic developments;
- the possibility of imposition of withholding or other taxes on dividends, interest, capital gains or other income;
- the small size of the some markets in foreign countries and the low volume of trading, resulting in potential lack of liquidity and price volatility;
- fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and
- certain government policies that may restrict investment opportunities.

In addition, accounting and financial reporting standards that prevail in foreign countries generally are not equivalent to United States standards. Therefore, less information may be available to investors in foreign countries than is available to investors in the United States.

We invest in American Depositary Receipts on behalf of our clients, which are U.S. dollar-denominated equity and debt securities of foreign issuers. Interest or dividend payments on these securities may be subject to foreign withholding taxes. Our investments in foreign securities on behalf of the Funds will involve considerations and risks not typically associated with investments in securities of domestic companies, including possible unfavorable changes in currency exchange rates, reduced and less reliable information about issuers and markets, different accounting standards, illiquidity of securities and markets, local economic or political instability and greater market risk in general.

### Foreign Currency Exchange Rates

We have the ability to invest in securities denominated in a wide range of currencies on behalf of the Funds. The Funds' net asset values will fluctuate in accordance with the changes in the foreign exchange rate between the currency of the security traded and the U.S. dollar, the currency in which the Funds are denominated. Our Funds will therefore be exposed to a foreign exchange/currency risk.

It may not be possible or practicable to hedge against all of the consequent foreign exchange/currency risk exposure, and the Firm may decide not to hedge a particular currency exposure. The Firm may enter into hedging transactions at its sole discretion.

#### Use of Leverage

We will use significant leverage on behalf of the Funds in our investment and trading program, generally through borrowing to purchase financial instruments (*e.g.*, traditional margin purchases) and purchasing inherently leveraged instruments such as financial futures contracts.

The level of interest rates generally, and the rates at which we can borrow for the Funds, are likely to have a substantial effect on the Funds' performance to the extent we borrow on their behalf. If the interest expense on borrowings – which ordinarily will fluctuate from time to time depending on market conditions – were to exceed the net return on the instruments purchased with the borrowed funds, the use of leverage would result in a lower rate of return than if leverage were not used.

Moreover, to the extent we purchase assets on behalf of our clients with borrowed funds, our clients' net asset value will tend to increase or decrease at a greater rate than if borrowed funds were not used. Also, a relatively small price movement in a position could result in immediate and substantial losses. In a given market setting, assets that we sell short on our clients' behalf (see "Short Selling" above) may rise in value while the value of our clients' long positions may decline, resulting in a situation in which leverage compounds losses.

To the extent a Fund borrows, its borrowings typically will be secured by a pledge of its securities and other assets to the brokers who have extended the credit. Under certain circumstances, a lender might demand an increase in the collateral that secures a Fund's obligation and, if it were unable to provide additional collateral, the lender could liquidate assets held in the account to satisfy those obligations. For example, if assets pledged to a broker to secure a Fund's margin trading activities should decline in value, such Fund 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 assets to compensate for the decline in value. In the event of a sudden precipitous drop in the value of its assets, such Fund might not be able to liquidate sufficient assets quickly enough to meet a margin call. A forced liquidation of assets under these circumstances, or a failure to meet a margin call under any circumstances, could have extremely adverse consequences for such Fund. Because, when circumstances warrant, we maximize position size and use of leverage, and because we hold client assets across multiple clearing firms, there is a higher risk of insufficient assets being available at a given clearing firm to meet a margin call.

#### Use of Derivatives

We may use derivative instruments, including without limitation, futures contracts, option contracts, swap agreements and forward contracts, and derivative techniques, including without limitation, synthetic short sales, for various hedging and/or speculative purposes.

Among other things, the prices of derivative instruments can be highly volatile. Price movements of derivative instruments are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In

addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies, financial futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. Such interventions may prevent us from taking or liquidating positions at times when the Quantitative Tactical Program generates a buy or sell signal for an instrument which is affected by a governmental intervention.

#### Futures Contracts

In the futures markets, margin deposits typically range between 2% and 15% of the value of the futures contract purchased or sold. Because of these low margin deposits, futures trading is inherently highly leveraged. As a result, a relatively small price movement in a futures contract may result in immediate and substantial losses to the Funds.

Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as “daily price fluctuation limits” or “daily limits.” Under such limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a particular futures contract has increased or decreased by an amount equal to the daily limit, positions in that contract can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent us from promptly liquidating unfavorable positions and thus subject the Fund to substantial losses. In addition, we may not be able to execute futures contract trades at favorable prices if little trading in the contracts involved is taking place. It also is possible that an exchange or the CFTC may suspend trading in a particular contract, order immediate liquidation and settlement of a particular contract, or order that trading in a particular contract be conducted for liquidation only.

The CFTC, certain U.S. futures exchanges and certain non-U.S. regulators have established speculative position limits on the maximum net long or short futures and options positions which any person or group of persons acting in concert may hold or control in particular futures contracts. The CFTC has adopted a rule requiring each U.S. domestic exchange to set speculative position limits, subject to CFTC approval, for all futures contracts and options traded on such exchange which are not already subject to speculative position limits established by the CFTC or such exchange. The CFTC has jurisdiction to establish speculative position limits with respect to all futures contracts and options traded on exchanges located in the United States, and any exchange may impose additional limits on positions on that exchange. In Europe, pursuant to MIFID II, commodity derivative position limits became effective on January 3, 2018. OTC counterparties may limit the size or duration of positions available to clients as a consequence of credit considerations. In October 2020, the CFTC approved new regulations for federal speculative position limits in 25 core physical commodity contracts and their economically equivalent futures, options and swaps. In December 2016, position aggregation rules and exemptions were adopted by the CFTC. The position aggregation rules and the U.S. Federal speculative position limit rules could adversely affect the Funds’ ability to maintain positions in certain financial instruments. Generally, no speculative position limits are in effect with respect to the trading of spot currency and forward contracts. All trading accounts owned or managed by the Firm and its trading principals will be combined for speculative position limit purposes. With respect to trading in futures subject to such limits, we may reduce the size of the positions, which would otherwise be taken in such futures and not trade certain futures in order to avoid exceeding such limits. Such

modification, if required, could adversely affect the operations and profitability of the Funds. There can be no guarantee that additional position-related limits will not be established by the CFTC, and other regulators or exchanges for the markets where the Funds trade.

Substantial risks are involved in trading futures contracts. The prices of futures contracts are volatile and market movements are difficult to predict. One or more markets in which we trade on our clients' behalf may move against the positions held by our clients, thereby causing substantial losses. Government policies, especially those of the U.S. Federal Reserve Board and central banks, have profound effects on interest rates and exchange rates, which, in turn, affect prices in the global bond, stock and futures markets. Many other unforeseeable events, including actions by various government agencies, as well as domestic and international political events, may cause sharp market fluctuations in interest rates, currencies, stock markets and futures prices. These changes could have substantial adverse effects on the Funds. In pursuit of their investment strategy, the Funds may sell futures contracts, which may have similar effects as taking a short position in the underlying securities or instruments of the futures contracts. Therefore, selling futures contracts may prevent losses while limiting the opportunity for gain if the value of the underlying securities should increase.

#### Portfolio Concentration

A portfolio concentrated in a single financial instrument, industry or market sector may present greater risk than a portfolio that is diversified across many industries or market sectors. Although we are cognizant of the risks associated with portfolio concentration, we also believe that adherence to strict guidelines or standards governing portfolio diversification may preclude us from taking advantage of promising investment opportunities on behalf of the Funds. Accordingly, we have not established any strict rules relating to the diversification of our clients' portfolios.

#### Predictive Modeling

We use quantitative computer models to identify apparently overpriced or underpriced instruments in relationship to an assumed norm. Trading based on these models is subject to the risks that the prices of the instruments will not increase or decrease as predicted by these models, or that trades dictated by the models may not be executed in time to take advantage of the price disparities. Any factor which would make it more difficult to execute trades in accordance with the models' signals, such as a significant lessening of liquidity in a particular instrument, could also be detrimental to profitability. Most quantitative computer models cannot fully match the complexity of the financial markets and therefore sudden unanticipated changes in underlying market conditions can significantly impact the performance of the Funds. Moreover, any factor that would make it more difficult to execute trades at desired prices in accordance with the signals of the trading method or strategy (such as a significant lessening of liquidity in a particular market) would also be detrimental to profitability. Further, many advisors' investment models and trading methods utilize similar analyses in making trading decisions. Therefore, bunching of buy and sell orders can occur, which makes it more difficult for a position to be taken or liquidated. No assurance can be given that our strategies will be successful under all or any market conditions.

Our Firm's trading strategies and models are revised from time to time as a result of ongoing research and development that seeks to devise new strategies and systems, as well as to improve current methods. The strategies and systems used by us in the future may differ significantly from

those presently used, due to changes resulting from this research and development. Investors generally will not be informed of these changes.

#### Programming Complexity and Errors

The investment strategy of the Quantitative Tactical Program that we deploy on behalf of the Funds is highly complex. The successful deployment of the program requires sophisticated mathematical calculations and complex computer programs. Although we intend to use good faith efforts to carry out such calculations and programs correctly and to use them effectively, there can be no assurance that we will successfully do so. Errors may occur in designing, writing, testing, monitoring, and/or implementing such calculations and programs, including errors in the manner in which such calculations and programs function together. Any such error may be difficult to detect, may not be detected for a significant period of time, and could have a material adverse effect on the Funds. This risk may be exacerbated by the fact that the investment strategy deployed by us is expected to include executing a significant number of trades over a particular time period, which may result in many trades being affected by any such error before it can be detected and corrected. In addition, such calculations and programs are dependent upon accurate market and other data, and inaccuracies in or any corruption of such data (or errors in incorporating such data) may have a material adverse effect on the results of such calculations and programs. We may seek to apply existing calculations and programs to different components of the investment strategies deployed on behalf of the Funds (including different markets, strategies, or instruments), but there can be no assurance that such application would prove effective in such different contexts. Moreover, the effectiveness of such calculations and programs may diminish over time, including as a result of market changes and changes in the behavior of other market participants. We may respond to such diminishing effectiveness by making certain changes to the program and/or the manner in which it is implemented. Any such changes also could increase the likelihood of the errors described above.

The complexity of the components of the Quantitative Tactical Program that apply such calculations and programs, and the interactions among such components, may make it difficult or impossible to detect the source of any weakness or failure in such components and/or such calculations and programs before material losses are incurred. For example, it may be difficult or impossible to distinguish unexpected trading results caused by market activity from unexpected trading results caused by an error in the applicable calculations or programs. Although we seek to hire individuals skilled in these functions and to provide appropriate levels of oversight, the complexity of the individual tasks, the difficulty of integrating such tasks, and the limited ability to perform “real world” testing of the end product raises the chances that the finished models may contain an error. The mathematical calculations and computer programs utilized by us are subject to inherent limitations and may be improved upon as experience is gained, strategies are refined, and markets change. However, there can be no assurances that we would be able to or will make any such improvements, and our inability or failure to do so could have a material adverse effect on the Funds and would generally not constitute a trade error or modeling error subject to reimbursement under our policies, absent willful misfeasance, bad faith or gross negligence.

Further, the Funds are exposed to risks arising from the systematic or algorithmic trading of other market participants. Market events such as the “flash crash” of May 6, 2010 illustrate how the behavior of one or a small number of market participants can cause dramatic movements in the



prices of individual instruments and/or the market as a whole. The systematic nature of certain investment strategies deployed by us may make the Funds particularly susceptible to such movements, which could have unforeseen effects on one or more such investment strategies and/or on the interactions among such strategies. Any such market event could have a material adverse effect on the Funds.

#### Proprietary Trading Methods

We carry out our investment process and risk control procedures, in part, by applying various trading models developed by Mr. Woodruff. The accuracy and effectiveness of these models cannot be guaranteed. Because our trading methods are proprietary, an investor will not be able to determine any details of our methods or whether they are being followed.

#### Use of Discretion and Manual Adjustments

While our trading systems are predominantly algorithmic and systematic, we reserve the right to exercise discretion. No assurance can be given that such use of discretion will enable the Funds to avoid losses and in fact such use of discretion may cause the Funds to forego profits which they may have otherwise earned had such discretion not been used.

#### Temporary Risk-Reducing Measures

The Funds may, from time to time, take temporary risk-reducing measures in an attempt to respond to, or in anticipation of, market, economic, political or other conditions. For example, during such period, all or a significant portion of the Funds' assets may be invested in short-term, high-quality, fixed income securities, cash or cash equivalents. We may initiate temporary risk-reducing measures when we determine that existing market, economic, political or other conditions may make pursuing the Funds' investment strategies inconsistent with the best interests of its investors. When such temporary risk-reducing measures are taken, it may be more difficult for the Funds to achieve their investment objective.

### ***Institutional Risk***

#### Suspensions of Trading

Securities and futures exchanges typically can suspend or limit trading in any instrument traded on the exchange. A suspension could render it impossible for us to liquidate positions and thereby expose the Funds to substantial losses.

#### Failure of Exchanges and Clearinghouses

The Funds are subject to the risk of the failure of any of the exchanges on which their positions trade or of their clearinghouses.

#### Failure of Custodians

Financial institutions such as futures commission merchants, prime brokers and banks will have custody of the Funds' assets, including such Funds' margin deposits. Financial difficulty, fraud or misrepresentation at one of these institutions could impair the operational capabilities or capital position of the Funds. We will attempt to limit the Funds' custodians to well-capitalized and established institutions in an effort to mitigate those risks.

## ***Fund Structure Risk***

### **Broad Investment Discretion**

The governing documents related to the Funds do not impose significant restrictions on our ability to invest and trade on behalf of the Funds. These governing documents permit us to invest and trade on behalf of the Funds in a broad range of securities and other financial instruments.

## ***Operational Risk***

### **Systems Failure**

Our strategies are highly dependent on the proper functioning of our internal computer systems. Accordingly, systems failure, whether due to third party failures upon which those systems are dependent or the failure of our hardware or software, could disrupt trading or make trading impossible until the systems failure is remedied. Any systems failure, and consequential inability to trade (even for a short period of time), could, in certain market conditions, cause the Funds to experience significant trading losses or to miss opportunities for profitable trading. We attempt to guard against any systems disruptions through the use of redundant connections, redundant providers, live back-up facilities and alternate modes of operation.

### **Disruptions or Inability to Trade Due to a Failure to Receive Timely and Accurate Market Data from Third Party Vendors**

Our strategies depend to a significant degree on the receipt of timely and accurate market data from third party vendors. Any failure to receive market data in a timely manner or the receipt of inaccurate data for any reason could disrupt and adversely affect our trading until the failure or inaccuracy is corrected. We attempt to guard against any data feed disruptions through the use of redundant connections, redundant providers and alternate modes of operation, but there is no guarantee that such redundancies will not also fail or otherwise prove to be inaccurate.

### **Model and Data Risk**

Given the complexity of our investments and strategies, we rely heavily on our proprietary quantitative models, as well as execution algorithms and information and data supplied by third parties (“Models and Data”). Models and Data are used to construct sets of transactions and investments, to value investments or potential investments (whether for trading purposes, or for the purpose of determining the net asset value of the Funds), to provide risk management insights, and to assist in the execution of the Funds’ trades. When Models and Data prove to be incorrect or incomplete, any decisions made in reliance thereon expose the Funds to potential risks. For example, by relying on Models and Data, we may be induced to buy certain investments at prices that are too low, or to miss favorable opportunities altogether. Similarly, any hedging based on faulty Models and Data may prove to be unsuccessful.

Some of the models we use are predictive in nature. The use of predictive models has inherent risks. For example, such models may incorrectly forecast future behavior, leading to potential losses on a cash flow and/or a mark-to-market basis. In addition, in unforeseen or certain low-probability scenarios (often involving a market disruption of some kind), such models may produce unexpected results, which can result in losses to the Funds’ portfolios. Furthermore, because predictive models are usually constructed based on historical data supplied by third parties, the success of relying on such models may depend heavily on the accuracy and reliability

of the supplied historical data. All models rely on correct market data inputs. If incorrect market data is entered into even a well-founded model, the resulting valuations will be incorrect. However, even if market data is input correctly, “model prices” will often differ substantially from market prices, especially for instruments with complex characteristics, such as derivative instruments.

#### Obsolescence Risk

Our strategies are unlikely to be successful unless the assumptions underlying the models used to implement those strategies are realistic and either remain realistic and relevant in the future or are adjusted to account for changes in the overall market environment. If such assumptions are inaccurate or become inaccurate and are not promptly adjusted, it is likely that profitable trading signals will not be generated. If and to the extent that the models do not reflect certain factors, and we do not successfully address such omissions through testing and evaluation and modify the models accordingly, major losses may result. We will continue to test, evaluate, and add new models, as a result of which the existing models may be modified or discontinued from time to time. There can be no assurance as to the effects (positive or negative) of any modification on the Funds’ portfolios.

#### Crowding/Convergence

There is significant competition among quantitatively focused managers. To the extent that our models come to resemble those employed by other managers, the risk that a market disruption that broadly affects the models of quantitatively-focused managers (including our competitors) may adversely affect the Funds is increased, as such a disruption could accelerate reductions in liquidity or rapid repricing due to simultaneous trading across a number of funds in the marketplace.

#### Cybersecurity Risk

With the increased use of technologies such as the internet and the dependence on computer systems to perform business and operational functions, portfolios (such as our clients) and their service providers may be prone to operational and information security risks resulting from cyber-attacks and/or technological malfunctions. In general, cyber-attacks are deliberate, but unintentional events may have similar effects. Cyber-attacks include, among other things, stealing or corrupting data maintained online or digitally, preventing legitimate users from accessing information or services on a website, releasing confidential information without authorization, and causing operational disruption. Successful cyber-attacks against, or security breakdowns of, our Firm, clients or a custodian, or other affiliated or third-party service provider may adversely affect our clients and/or their investors. For instance, cyber-attacks may interfere with the processing of transactions, affect Funds’ ability to calculate a NAV, cause the release of private investor information or confidential Fund information, impede trading, cause reputational damage, and subject our clients to regulatory fines, penalties or financial losses, reimbursement or other compensation costs, and additional compliance costs. Cyber-attacks may render records of our clients assets and transactions, ownership of fund interests or shares, and other data integral to the functioning of the Funds inaccessible or inaccurate or incomplete. The Funds may also incur substantial costs for cybersecurity risk management in order to prevent cyber incidents in the future. The Funds and their investors could be negatively impacted as a result. While we have established business continuity plans and systems designed to minimize the risk of cyber-attacks through the use of technology, processes and controls, there are inherent limitations in such plans and systems, including the possibility that certain risks have not been identified given the evolving

nature of this threat. The Funds rely on third-party service providers for many of their day-to-day operations, and will be subject to the risk that the protections and protocols implemented by those service providers will be ineffective to protect the Funds from cyber-attack. Similar types of cybersecurity risks also are present for issuers of securities in which the Funds, which could result in material adverse consequences for such issuers, and may cause the Funds' investment in such securities to lose value. While many investment advisers and funds are subject to the same or similar risks in respect of their operations, these risks are particularly acute with respect to an investment in the Funds due to our fundamental dependence on technology.

#### Dependence on our Firm and its Principals

Our Firm makes all investment and trading decisions for the Funds. The investors in the feeder funds may not take part in the management or conduct of the business or affairs of the Funds or transact any business in the name of or otherwise for or on behalf of the Funds, in their capacity as investors. As a result, the success of the Funds depends to a great extent on the management, investment and trading skills of our Firm's principals. The Funds could be adversely affected if, because of illness or other factors, the services of our Firm's principals were not available for any significant period of time.

If Mr. Woodruff were to be unable to fulfill his responsibilities as the portfolio manager of the Quantitative Tactical Program for an extended period of time, we will notify clients and investors. While we believe that the impact of such an event to the day-to-day operations of our models and systems would not be significant, we would lose the ongoing research and enhancements to the models, risk management, and systems provided by Mr. Woodruff. In this case, there are other individuals at the Firm with varying degrees of knowledge of the models, their framework, parameters and how they are implemented, that would pursue ongoing research and enhancements to the models and systems. The research and enhancements implemented in the absence of Mr. Woodruff may not be successful.

#### Trade Errors and Modeling Errors

We will seek to identify and correct all Trade Errors and Modeling Errors affecting the Funds. There are two general types of Trade Errors that can occur. The first type is Trade Errors caused by a third party, such as an executing broker, clearing broker or an algorithmic trading provider. Upon a loss to a Fund resulting from a Trade Error caused by a third party, we will attempt (to the extent reasonable and practicable) to have such third party reimburse such Fund in the appropriate currency. The second type is a Trade Error caused by our Firm. "Trade Errors" include, but are not limited to, unauthorized discretionary trades, unintentionally missing a trading day on a day when all markets are live and open, selling or buying the wrong instrument, selling instead of buying the instrument (or vice versa), over-executing (but not under-executing) an order, purchasing or selling an instrument contrary to regulatory restrictions, executing with an incorrect counterparty and executing order(s) allocated to the incorrect account.

Errors in coding, implementation or other incidents that occur in connection with our design, programming or use of models and/or data sources in the investment management process that may negatively impact a Fund's portfolio are deemed "Modeling Errors." Modeling Errors include, but are not limited to, unintended model changes and/or data incidents and errors adversely impacting the investment management process; technology failure or deterioration of

systems or technology, including due to human error; and data transmission failures or other causes that could materially disrupt our operations.

Due to the nature of trading performed by our Firm on behalf of the Funds (including high trading volumes, large trades, and frequent directional changes), some Trade Errors and Modeling Errors are expected to happen, and are considered a normal part of business. Due to the reliance on computerized signal generation, there is the possibility of programming glitches that would lead to erroneous trading signals. These are considered inherent risks to our trading strategy. With such a fast paced strategy, Trade Errors and Modeling Errors are more likely to occur and are part of the operating risk of the strategy. For this reason, we do not reimburse the Funds for Trade Errors or Modeling Errors, absent willful misfeasance, bad faith or gross negligence.

#### Incentive Allocations

Our performance-based compensation depends on continuing increases in the Funds' profitability. This creates an incentive for us to allocate the Funds' assets in a manner that is riskier or more speculative than would otherwise be the case.

The performance-based compensation allocated to us is determined on the basis of the value of the Funds' assets, including value attributable to unrealized appreciation. Thus, we may receive performance-based compensation based on positions that were profitable at the time those allocations were assessed but unprofitable when eventually liquidated.

## **6. Disciplinary Information**

There are no legal or disciplinary events that are material to our advisory business or the integrity of our management.

## **7. Other Financial Industry Activities and Affiliations**

The following management persons of our Firm are registered with the National Futures Association ("NFA"):

<b>Name</b>	<b>Title</b>	<b>Registration</b>	<b>Registration Number</b>
Jaffray Woodruff	CEO & Chief Scientist	Principal and Associated Person	0256267
Michael Geismar	President	Principal and Associated Person	0338220
Greyson Williams	Member	Principal and Associated Person	0338752
Jason Cockerill	Chief Operating Officer	Principal and Associated Person	0460172
Molly Dunnington	Chief Financial Officer	Principal and Associated Person	0427828

QIM is registered with the CFTC as a commodity pool operator and a commodity trading advisor and is a member of the NFA. We act as commodity pool operator and commodity trading advisor

to several commodity pools that we sponsor. We have claimed exemptions from certain specific requirements of Part 4 of the CFTC's regulations in connection with acting as a commodity pool operator and commodity trading advisor.

#### Affiliations with Pooled Investment Vehicles and Other Activities

Our Firm serves as the managing member to the Master Fund's domestic feeder fund, Quantitative Tactical Aggressive Fund LLC, and the Parallel Fund. We also select the directors for the Master Fund and its offshore feeder funds, Quantitative Tactical Aggressive Fund, Ltd. and Quantitative Tactical GBP Fund, Ltd. Although these arrangements may give us heightened control and discretion over the Funds, we manage any potential conflicts of interest by fully disclosing these relationships and adhering to the investment strategy in their offering documents. In addition, we have entered into investment management arrangements with the Master Fund and the Parallel Fund. While these may be interested party agreements, the material terms of the investment management arrangements are fully disclosed to all investors in the Feeder Funds and the Parallel Fund prior to their investment.

Our Firm has invested in start-up commodity trading advisors and investment managers. These investments, along with certain other Firm, partner and employee investment activity is conducted using only proprietary and/or partner/employee capital and not on behalf of the Funds. While not part of our advisory business or a primary business line for us, these activities do require time and effort of our Firm's personnel to research, fund, and monitor the other managers and investments.

We do not have arrangements with any other related persons that are service providers to the Funds that are material to us.

### **8. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

Our Firm has established a Code of Ethics and Personal Trading Policy that sets forth standards of ethical conduct for our professionals. Our principals and employees must avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interests of our clients.

Our Code of Ethics mandates that all of our principals and employees will:

- place our clients' interests ahead of both their interests and those of the Firm;
- only engage in personal investing that is in full compliance with our Code of Ethics and Personal Trading Policy; and
- avoid taking advantage of their position of employment by accepting investment opportunities, gifts or other gratuities from individuals seeking to conduct business with our Firm, other than in accordance with our gifts and entertainment policy.

The list above only represents a summary of key provisions in our Code of Ethics and Personal Trading Policy. We will provide a copy of our entire Code of Ethics and Personal Trading Policy to our clients, prospective clients, and any investor or prospective investor in the Funds or the Feeder Funds upon request.

Our principals and employees are permitted to buy and sell securities for themselves that we also buy and sell for our clients. This could create a conflict of interest if our principals or employees receive more favorable execution prices than our clients because their trades might have driven up or down the market prices of target securities. However, we manage this conflict through the Personal Trading Policy, summarized below, which applies to all of our principals and employees.

#### Pre-Clearance

Our principals and employees are expected to manage their personal accounts prudently for their long-term investment goals. They are required to obtain pre-clearance approval from the CCO before any transaction is executed in a covered account (which generally includes any account in which they possess trading authority or in which they have a direct or indirect beneficial ownership interest). To avoid even the appearance of front-running, the CCO will generally only authorize execution of trades or placement of limit orders for the *following* business day, as no principal or employee has knowledge of our Firm's proposed trades the day before the relevant trade date.

#### Holding Period

We strongly discourage short-term trading activity in covered accounts (as described above) and therefore require a minimum 30-day holding period with respect to a security from the date of the most recent transaction in that security. In addition, our principals and employees are generally prohibited from disposing of a security within 30 calendar days of the last acquisition or re-acquisition of that security (i.e., a "last-in first-out" basis).

#### Inside Information

If any of our principals or employees receives material non-public information regarding any issuer of publicly-traded securities, that person is required to immediately notify the CCO. The CCO will review the matter and provide further instructions regarding appropriate handling of the information and possible trading restrictions to the reporting individual and any others that may be required to enact a restriction.

Information regarding our investment decisions, research, related diligence and other information will be kept in a secure manner and access to files (including electronic files) will be limited to those who need to know. Confidential information from any source relating to our Firm that is obtained by any of our principals or employees must be kept strictly confidential.

#### Futures Trading

Our principals and employees are not permitted to trade futures, including single-stock futures and other securities-based futures, in a covered account (as described above). It is a violation of our trading policy for any of our principals or employees to open or maintain a personal futures account. Under certain conditions and limitations, our principals and employees are permitted to invest in our Firm's proprietary trading account(s).

#### Prohibited Conduct

No principal or employee of our Firm is permitted, directly or indirectly, to:

- discuss with or otherwise inform others of any actual or contemplated security transaction by our Firm on behalf of our clients except in the performance of their employment duties

or in an official capacity, and then only for the benefit of the clients, and not for personal benefit or for the benefit of others;

- use knowledge of portfolio transactions made or contemplated for our Firm to profit by the market effect of these transactions or otherwise engage in fraudulent conduct in connection with the purchase or sale of a security sold or acquired by our Firm on behalf of our clients; or
- knowingly take advantage of a corporate opportunity of our Firm for personal benefit, or take action in conflict with their obligations to our Firm.

All personal securities transactions must be consistent with our Firm's Personal Trading Policy. Our principals and employees must avoid any actual or potential conflict of interest or any abuse of their position of trust.

#### Account Reporting

Our principals and employees are required to disclose all covered accounts (as described above) to the CCO and, in certain circumstances, provide duplicate trade confirmations and statements for these accounts to the CCO.

On an ongoing basis, our principals and employees are required to promptly notify the CCO if any additional covered accounts (as described above) are opened or if any existing covered accounts are closed. Furthermore, our principals and employees are required to attest annually that all covered accounts have been disclosed to the CCO.

#### Policy Affirmation

Upon hiring and annually thereafter, each principal and employee of our Firm must provide certification of his or her adherence to our Code of Ethics and Personal Trading Policy and verify the account(s) for which duplicate reporting has been arranged.

## **9. Brokerage Practices**

In determining which brokers, dealers and counterparties we use, and when we place portfolio transactions and negotiate commission rates, our Firm seeks to obtain the best execution for our client portfolios. To accomplish this, we take into account the following factors:

- the size of order and difficulty of execution;
- the financial strength, integrity and stability of the broker;
- creditworthiness of the broker;
- execution quality;
- stock lending supply and rates;
- ability to execute and process transactions with appropriate levels of confidentiality and operational processes; and
- the competitiveness of commission rates in comparison with other brokers satisfying our Firm's other selection criteria.

Our Firm may select a broker-dealer based on its furnishing us directly or through correspondent relationships with research (including third-party research), data distribution, technology solutions, or other advisory services which provide, in our view, appropriate assistance to us in our



investment decision-making process. To date, we have not caused the Funds to pay higher commissions or financing charges than would otherwise be paid as a means of remunerating broker-dealers for services that benefit, in whole or part, our Firm, but in the future we may do so, but only to the extent that such payments are consistent with the safe harbor provisions of Section 28(e) of the Securities Exchange Act of 1934, as amended.

We do not receive client referrals from our broker-dealers, but those broker-dealers may refer investors in our client to us. We attempt to limit the effect of any potential conflict of interest that these referrals present by regularly reviewing our brokers to ensure that they satisfy our best execution requirements and are generally in line with other broker-dealers that we use. We do not pay up for capital introduction services.

Our Firm may (but is not obligated to) combine or “bunch” orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among the Funds differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among the Funds pro rata, based on original allocation to the purchase and sale orders placed for each Fund on any given day. To the extent that our Firm determines to aggregate Fund orders for the purchase or sale of securities, we seek to do so in a fair and equitable manner. Our Firm does not receive any additional compensation or remuneration as a result of the aggregation.

If we determine that a pro rata allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with the same mandate; (ii) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, we may exclude the account(s) from the allocation and the transactions may be executed on a pro rata basis among the remaining accounts; or (iii) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

## **10. Review of Accounts**

Due to the frequent trading that characterizes our trading strategy, our back office team and our clients’ administrator review all trading related to our clients on a daily basis. Our accounting team reviews our clients and all related transactions on a monthly basis. See the description of our trade and account review process in more detail in Section 5 “Methods of Analysis, Investment Strategies and Risk of Loss”.

Investors in the Feeder Funds and the Parallel Fund receive the following written fund reports:

- Weekly net performance estimates (upon request);
- Monthly sector attribution estimates (upon request);
- Monthly final net asset value reports directly from the fund’s administrator; and
- Annual audited financial statements.

## **11. Client Referrals and Other Compensation**

We do not pay third parties to solicit clients. We may, however, pay third parties cash compensation from our own funds for investor referrals. Any amounts paid will be based upon a portion of the performance-based compensation earned with respect to investors introduced by the third party. Neither the Funds nor the investors in the Feeder Funds or the Parallel Fund are responsible for any of the costs associated with these payments to these third parties. We will also not charge the Funds or any of the investors in the Feeder Funds or the Parallel Fund any other amount for the purpose of offsetting the cost of onboarding an investor through a third-party referral.

Indirect investments in the Funds may be made available through the distribution platforms of certain financial institutions. While none of the Funds, our Firm or any of our affiliates pays any placement agent fees to make investments in a Fund available through such distribution platforms, individual investors purchasing interests through a distribution platform may incur fees charged by the applicable financial institution. Such fees will be in addition to any amounts invested in a Fund and will not be shared by the applicable financial institution with the Funds, our Firm or any of our affiliates.

## **12. Custody**

While it is our Firm's practice not to accept or maintain physical possession of our clients' assets, we are deemed to have custody of its assets under Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended, because we have the authority to obtain funds or securities of the Funds, for example, by deducting fees and expenses from their accounts. Rule 206(4)-2 imposes certain requirement on registered investment advisers who have actual or deemed custody of client assets. However, our Firm is exempt from (or is deemed to comply with) many of the provisions of Rule 206(4)-2, because we (1) utilize the services of qualified custodians (as defined under Rule 206(4)-2) to hold all of our clients' assets, (2) ensure that the qualified custodian maintains these funds in an account that contains only our clients' funds and securities, under our clients' name, (3) engage an outside auditor to audit our clients at the end of each fiscal year and (4) distribute the results of the audit in audited financial statements that are prepared in accordance with generally accepted accounting principles to all investors in the Feeder Funds and the Parallel Fund within 120 days after the end of the fiscal year. Such qualified custodians include prime brokers, banks and other broker-dealers. QIM urges all underlying investors of each Fund to carefully review all statements received from the Firm, Fund administrator, or account custodian, as applicable.

## **13. Investment Discretion**

### Scope of Authority

Our Firm accepts discretionary authority to manage our clients' accounts. Essentially, this means that we have the authority to determine, without obtaining specific consent from the Funds or their respective investors, which instruments to buy or sell and the amount of instruments to buy or sell. Despite this broad authority, we are committed to adhering to the investment strategy and program set forth in offering memoranda of the Feeder Funds and the Parallel Fund.

#### Procedures for Assuming Authority

Before accepting their subscriptions for interests or shares, we provide all potential investors in the Feeder Funds or the Parallel Fund with an offering memorandum that sets forth, in detail, our investment strategy and program. By completing our subscription documents to acquire an interest or shares in a Feeder Fund or the Parallel Fund, investors give us complete authority to manage their investments in accordance with the offering memorandum they received.

### **14. Voting Client Securities**

We believe that the trading frequency and correspondingly relatively shorter holding periods, frequently changing position sizes and changing position directionality of the Funds' investments significantly reduces the importance and usefulness of the proxies we receive on behalf of the Funds. Accordingly, it is our policy not to vote proxies on behalf of the Funds.

### **15. Financial Information**

Inapplicable.