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**BERENBERG**  
ASSET MANAGEMENT

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**Form ADV, Part 2A**

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March 2024

**This firm brochure (the "Brochure") provides information about the qualifications and business practices of Berenberg Asset Management LLC ("BAM" or "we"). If you have any questions regarding the contents of this Brochure, please contact Jens Willershausen, our Chief Compliance Officer, at 646-949-9000 or via email at [jens.willershausen@berenberg.de](mailto:jens.willershausen@berenberg.de). The information in this Brochure has not been approved or verified by the Securities and Exchange Commission ("SEC") or by any state securities authority. Additional information about BAM is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

BAM is registered as an investment adviser with the SEC under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Registration as an investment adviser does not in any way constitute an endorsement by the SEC of an investment adviser's skill or expertise, nor does it imply a certain level of skill or training.

## **Item 2 |** Material Changes

Berenberg Asset Management, LLC filed its last annual amendment with the SEC on March 31, 2023. There have been no material changes, since the last annual amendment.

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## **Item 4 | Advisory Business**

BAM is an investment adviser that provides investment advice primarily in North America ("NA") and, in providing that advice, BAM utilizes the investment experience and expertise of its ultimate principal owner, Joh. Berenberg, Gossler & Co. KG ("BEGO"), a German regulated bank and one of the oldest private banks in the world. BAM intends to offer the following primary investment management strategies to its clients each of which is discussed in more detail in "Methods of Analysis, Investment Strategies and Risk of Loss" in Item 8 below. These strategies can be delivered to the client on a discretionary or non-discretionary basis.

### **Systematic Strategies**

(i) Systematic Equity Long Strategy: (ii) Fixed Income Long Strategy: (iii) Equity and Currency Related Overlay: (iv) Customized portfolio:

### **Fundamental Stock Selection Strategies**

(i) European Equities Strategy (ii) Europe ex UK Equities Strategy (iii) Eurozone Equities Strategy: (iv) Global Equities Strategy:

### **Private Credit – Maritime/Shipping Strategy**

BAM offers institutional investors the opportunity to invest in maritime debt. This includes investments in senior secured ship mortgage loans.

BAM is a Delaware Limited Liability Company organized in December 2013 and is currently based in New York City, New York. BAM's sole member is Berenberg Beteiligungsholding GmbH ("BBH"). BBH is the holding company principally owned by BEGO. BAM is the sole member of Berenberg Capital Markets, a FINRA registered broker-dealer and member SIPC

BAM, as a subsidiary of BEGO, follows BEGO's investment strategies and methods. Based on those strategies and methods, BAM's investment advisory services follow a rule-based, or quantitative trading strategy using data aggregation to create algorithms based on past market events. Our quantitative investment approach is discussed in more detail in Item 8 below. In implementing the BAM NA Strategies, we actively manage portfolios of equity securities and fixed income securities with the goal of outperforming a passive index strategy. We also offer dynamic hedging "overlay" strategies that employ active risk management based on market movements. The overlay strategies trade in foreign exchange currency forwards ("fx-forwards") or deliverable forwards seeking to manage mid- to long-term market price risk (>12 months) of currency, equity, commodity or interest-rate related investments. Our Volatility Premium strategy is a derivative-based strategy that utilizes option trading generally combined with a portfolio of conservative fixed-income securities.

BAM's goal is to provide our clients with an investment mandate that addresses their unique portfolio. As such, we offer our clients the opportunity to combine strategies and impose additional guidelines in order to create an investment platform customized to meet their needs. BAM provides similar investment advisory services to each of its clients, although BAM tailors specific investment management advice for each client based on the client's investment objectives, characteristics and client-imposed investment restrictions, as established by BAM and the client and generally set out in a separate investment management agreement, limited partnership

agreement, private placement memorandum and/or other governing documents (collectively, the "Governing Documents"). The terms of the Governing Documents differ from client to client. Additional information on our investment process and how we address the needs of our clients is contained throughout this Brochure.

BAM does not participate in any wrap fee programs.

As of December 31, 2023, BAM had approximately \$31.5 million in discretionary regulatory assets under management. In addition, BAM had approximately \$257.4 million in assets under advisement<sup>†</sup>.

<sup>†</sup>Includes assets where BAM does not have discretionary authority over the accounts, which are *not* treated as Regulatory Assets Under Management (RAUM) in Item 5.F. of Form ADV Part 1A.

## Item 5 | Fees and Compensation

BAM clients pay a quarterly management fee based on the account value as defined in the applicable Governing Documents agreed to with the client. The management fee is payable in arrears on the 30<sup>th</sup> business day after the end of each quarter. BAM may charge a performance-based fee. Performance-based fees are calculated based on a share of revenue generated by the client's portfolio. Performance-based fees will only be charged to those clients who, at the time of entering into a Governing Document with BAM, are deemed "qualified clients" under Rule 205-3 of the Advisers Act.

Overall fees and payment terms vary by client depending on several factors, including but not limited to, related accounts, portfolio style, whether BAM has discretionary trading authority, and amount of assets under management and will be determined as set out in the applicable Governing Documents. Management fees are communicated by sending an invoice to the client on a quarterly basis.

Because the management fee is paid in arrears, refunds for fees paid are generally not given. In the event an account terminates, fees will be prorated for the number of days the account was under management. Typically, Governing Documents for a separately managed account can be terminated by providing 90 days advance written notice. After 90-day notice has been provided, fees due for the final period of the agreement will be adjusted proportionally to the number of days left in the agreement and will be due no later than 30 days after the date of account termination. Under specific circumstances, BAM offers different terms to the client. No penalty will be charged for termination.

In addition to the fees above, each client generally must bear all of its operating expenses, which may include:

- legal, auditing and accounting fees and expenses (including costs of reports to the client, financial statements, and tax returns);
- custodial fees;
- transaction and currency costs;
- all extraordinary expenses (such as litigation);

- interest on and fees and expenses arising out of all permitted borrowings made on behalf of the client; and
- any taxes, fees or other governmental charges levied against the client and all expenses incurred in connection with any tax audit, investigation, settlement or review of the client's account.

BAM clients incur brokerage and other transaction costs, as discussed more fully under "Brokerage Practices" in Item 12 below.

Neither BAM nor any of BAM's supervised persons accept commissions or markups or other compensation for the sale of investment products that BAM recommends to its clients in addition to its advisory fees.

## **Item 6 | Performance-Based Fees and Side-by-Side Management**

Performance-based fees are calculated based on a share of revenue generated by the client's portfolio. Performance-based fees will only be charged to those clients who, at the time of entering into a Governing Document with BAM, are deemed "qualified clients" under Rule 205-3 of the Advisers Act.

It is possible that two client accounts with the same strategy have different fee structures. In a situation where one client pays a performance-based fee and one does not, the two clients could pay different amounts for the same service. Performance-based fee structures can provide for increased compensation for an adviser, which can create an inherent conflict of interest. One conflict of interest could arise from the incentive for an adviser to make riskier or more speculative investments in an effort to improve performance and generate a higher fee. An additional conflict of interest could arise from the incentive for an adviser to favor the performance-based fee accounts over other accounts in the allocation of investment opportunities. BAM is not currently charging a performance-based fee. Fees are calculated as described in the *Fees and Compensation* section above.

BAM has designed and implemented procedures to ensure that all clients are treated fairly and equally when allocating investment opportunities, regardless of the client's fee structure. Those procedures are discussed in further detail below in Item 8 of this Brochure. Further, BAM's rule-based investment approach, in which investment decisions are initiated by a model trigger, inherently serves to decrease the ability of the adviser to allocate based on the fee structure.

## **Item 7 | Types of Clients**

BAM provides discretionary and non-discretionary portfolio management services by serving as an investment adviser or sub-adviser to mutual funds, private funds and separately managed accounts for certain institutional clients.

Subject to negotiation and exceptions, there is a minimum size of \$10,000,000 for sub-advised and private accounts. BAM can, at its sole discretion, exempt certain accounts from this minimum.

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

### METHODS OF ANALYSIS

BAM, as a subsidiary of BEGO, follows BEGO's investment strategies and methods. Our active investment expertise includes discretionary fundamental and quantitative investments as well as professional risk management strategies.

Our quantitative investment approach varies by asset class but is generally composed of the following attributes:

- Disciplined and risk-controlled securities transactions
- Execution based on extensive qualitative and/ or quantitative research
- Quantitative research analysts with extensive modeling experience
- Strict risk management controls using portfolio management systems as well as internally developed systems
- Daily stress testing at the position and portfolio level
- Review of past transactions

BAM periodically reviews its models and strategies to determine their effectiveness and incorporate additional trends. Therefore, BAM's investment process has evolved and changed over time, and BAM expects it to continue to do so.

Fundamental single stock selection ("bottom-up approach") is at the center of our discretionary fundamental equity investment process. Top-down trends in terms of the end market trends of companies are considered when estimating the attractiveness of single stocks but are not a decision criterion by themselves. The portfolio management identifies structural and sustainable growth drivers with a long-term investment horizon and develops proprietary research based on close contacts with top management. The in-depth analysis of the business model, competitive position and management quality are cornerstones of our investment process. We invest independently of the respective benchmark, which results in a high active share and focused portfolios. We believe that fundamental criteria explain stock returns significantly better over a long-term horizon.

### BAM STRATEGIES

#### Systematic Strategies

(i) **Systematic Equity Long Strategy:** BAM uses a systematic and transparent stock selection process with a rule-based approach grounded in fundamental and technical principles. The strategy aims to capture profits from stock investments while providing protection during downside periods.

The European Equity strategy is based on the systematic selection process of European stocks in the STOXX Europe Large Index (the "Investment Universe") which is also the benchmark. The Investment Universe covers the 200 largest stocks from countries within the European Union.

The strategy focuses on the identification of undervalued stocks that are currently on what we believe (a) to be a good trend and (b) have shown some resilience in falling markets. Our bottom-up approach combines fundamental (e.g., review of earning revisions and growth to profits-to-earnings ratios) and technical (e.g., actual share level versus a moving average and relative performance against an index) analysis with risk assessments (e.g., rolling average performance during falling markets and the influence of negative company events). The portfolio is reviewed on a systemic basis and re-balanced, as indicated by the models.

(ii) **Fixed Income Long Strategy:** BAM uses a systematic and transparent bond selection process with a rule-based approach grounded in fundamental and technical principles. The strategy aims to capture profits from bond investments while adapting continuously in the current market environment using a proprietary risk aversion indicator (RAI).

The Emerging Markets Fixed Income strategy is based on the systematic selection process within the JPMorgan EMBI Global Diversified (JPM EMBIG Div) investment universe. The strategy invests in Emerging Markets hard currency government/government-related bonds predominantly in the US dollar, focusing on the most liquid issuers.

The Emerging Markets Fixed Income strategy combines risk management with active management of the Emerging Markets portfolio. The strategy focuses on fundamentally strong, as defined by the rule-based parameters, Emerging Market government bonds that meet pre-defined risk restrictions. The portfolio is reviewed on a systemic basis and re-balanced as indicated by the models. The strategy can include corporate issuers and/or sustainability screening.

(iii) **Equity and Currency Related Overlay:** BAM employs four portfolio overlay strategies to manage investment risk for North American clients: (1) equity, (2) currency, (3) commodity interests and (4) interest-rate related. The strategies use liquid derivatives (e.g., forwards, options, futures) to dynamically hedge underlying portfolio positions and provide tactical investment diversification. As opposed to a static hedge that constantly secures the full exposure of an investment position, BAM's overlay strategy actively manages risk through a rule-based multi-model architecture that analyzes the market price of the underlying portfolio and the cost versus income of applicable hedging instruments. Hedging is increased when the underlying asset depreciates and decreases when the underlying asset appreciates. Rule-based decisions are based on behavioral finance and historical market trends. The strategy attempts to achieve an asymmetric risk-return profile that can limit market price risk and increase investment gains.

(iv) Customized portfolio: BAM offers clients a customized portfolio that may include any combination of or all of the strategies above, as well as applying these rule-based models to other geographies and markets, including emerging markets, depending on client-defined investment guidelines.

#### Fundamental Stock Selection Strategies

(i) **European Equities Strategy:** The investment universe for this strategy includes all listed stocks whose registered offices are in countries which are incorporated in Europe. The relevant universe is made up of around 1500 stocks. The portfolio management team invests in companies with a minimum market capitalization of around EUR 500 m. BAM defines around 500 stocks as their investable universe from where the team starts to generate ideas for the portfolio. The



investment objective is to achieve a performance above the benchmark (MSCI Europe) with an appropriate risk profile. BAM targets an all-cap portfolio of around 50 holdings with a share of small caps (below 5 bn EUR market cap) at around 25%, which could fluctuate depending on the opportunity set in the small-cap segment.

(ii) **Europe ex UK Equities Strategy:** The investment universe for this strategy includes all listed stocks whose registered offices are in countries which are incorporated in Europe, excluding the UK. The relevant universe is made up of around 1200 stocks. The portfolio management team invests in companies with a minimum market capitalization of around EUR 500 m. BAM defines around 400 stocks as its investable universe from where the investment team starts to generate ideas for the portfolio. The investment objective is to achieve a performance above the benchmark (MSCI Europe ex. the UK) with an appropriate risk profile. BAM targets an all-cap portfolio of around 50 holdings with a share of small caps (below 5 bn EUR market cap) at around 25%, which could fluctuate depending on the opportunity set in the small-cap segment.

(iii) **Eurozone Equities Strategy:** The investment universe for this strategy includes all listed stocks whose registered offices are in countries which are incorporated in the Euro area. The relevant universe is made up of around 900 stocks. The portfolio management team invests in companies with a minimum market capitalization of around EUR 500 m. BAM defines around 300 stocks as its investable universe from where the investment team starts to generate ideas for the portfolio. The investment objective is to achieve a performance above the benchmark (MSCI EMU) with an appropriate risk profile. BAM targets an all-cap portfolio of around 50 holdings with a share of small caps (below 5 bn EUR market cap) at around 35%, which could fluctuate depending on the opportunity set in the small-cap segment.

(iv) **Global Equities Strategy:** The investment universe for this strategy includes all listed stocks which are listed globally. The relevant universe is made up of around 2500 stocks. The portfolio management team invests in companies with a minimum market capitalization of around EUR 500 m. BAM defines around 500 stocks as its investable universe from where the investment team starts to generate ideas for the portfolio. The investment objective is to achieve a performance above the benchmark (MSCI AC WORLD) with an appropriate risk profile. BAM targets an all-cap portfolio of around 30 holdings with a share of small caps (below 5 bn EUR market cap) at around 30%, which could fluctuate depending on the opportunity set in the small-cap segment.

#### Private Credit – Maritime/Shipping Strategy:

BAM offers institutional investors the opportunity to invest in maritime debt. This includes investments in senior secured ship mortgage loans.

**Investing in securities involves risk of loss that clients should be prepared to bear, INCLUDING THE RISK OF LOSS OF THE ENTIRE INVESTMENT.**

#### MATERIAL RISKS GENERALLY

An investment with BAM entails a significant degree of risk and therefore should be undertaken only by investors capable of evaluating and bearing these risks. BAM constantly keeps the risk of loss in mind and attempts to moderate these risks. There is no guarantee that our quantitative

models and analyses and overall execution of our investment strategies will be successful. Each type of security and/or strategy has its own unique set of risks associated with it, and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. The past investment performance of BAM or BEGO cannot be taken to guarantee future results.

Set forth below is a non-exhaustive list of additional risks. Prospective investors are advised to review the applicable offering materials for a more extensive description of the risks of investing with BAM:

*Model and data risk* – There are inherent limitations in every quantitative model. BAM relies heavily on proprietary quantitative models and information and data supplied by third parties. When the models and data prove to be incorrect or incomplete, any decisions made in reliance thereon expose the product and/or strategy to potential risks. Similarly, any hedging based on faulty models and data may prove to be unsuccessful. The value of the securities selected using quantitative analysis can react differently to issuer, political, market, and economic developments than the market as a whole or securities selected using only fundamental analysis. The factors used in quantitative analysis and the weight placed on those factors may not be predictive of a security's value. In addition, factors that affect a security's value can change over time, and these changes may not be reflected in the quantitative model. Any model may contain flaws the existence and effect of which may be discovered only after the fact or not at all. Even in the absence of flaws, a model may not perform as anticipated. As market dynamics shift over time, a previously highly successful model often becomes outdated or inaccurate, perhaps without BAM recognizing that fact before substantial losses are incurred. These models may, for a variety of reasons, fail to accurately predict relative returns for, risk levels, volatilities of, and correlations among strategies and investments, including because of the scarcity of historical data in respect of certain strategies and investments, erroneous underlying assumptions, and estimates in respect of certain data, or other defects in inputs and the models, or because future events may not necessarily follow historical norms. There can be no assurance that BAM will be successful in developing and maintaining effective quantitative models it may use, and the necessity of continuously updating these models demonstrates that any of BAM's successful results from such models may not be representative of a client account's future performance.

*Potential loss of investment* – No guarantee or representation is made that the investment program described in these materials will be successful. An investment with BAM is speculative and involves a high degree of risk. Investors must have the financial ability, sophistication/experience and willingness to bear the risks of such an investment. An investment with BAM is not suitable for all investors. Investors could lose part or all of their investment and the product may incur losses in markets where major indices are rising and falling. Results may be volatile. Accordingly, investors should understand that past performance is not indicative nor a guarantee of future results.

*Possible Economic Downturns* – The value of investments may fluctuate in accordance with changes in the financial condition of the issuers of the portfolio securities, the value of debt and equity securities in general and other factors that affect the markets in which the accounts invest. Economic slowdowns or downturns could lead to financial losses in the accounts' portfolio securities and in net assets of the accounts. In addition, many of the portfolio securities may be

similarly subject to the same economic conditions, which could adversely impact returns. The risks inherent in the investments made for an account include those associated with investments in debt and equity securities, including the risk that the financial condition of issuers may become impaired or that the general condition of the debt and equity markets may deteriorate (either of which may cause a decrease in the value of the portfolio securities and thus in the value of the assets of the account). Debt and equity securities are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence and perceptions of their issuers change. These investor perceptions are based on various and unpredictable factors, including expectations regarding government, economic, monetary and fiscal policies, inflation and interest rates, economic expansion or contraction, and global or regional political, economic or banking crises. Decreases in the market value of the investments made for the account will adversely affect the returns of the account.

*Recent Developments in Financial Markets* – The developments in the global financial markets, specifically the US downturn in 2008 and the European downturn in 2011, illustrate that the current environment is one of extraordinary and possibly unprecedented uncertainty. In light of such recent market turmoil and the overall weakening of the financial services industry, BAM, BEGO and other financial institutions' financial condition may be adversely affected and they may become subject to legal, regulatory, reputational and other unforeseen risks that could have a material adverse effect on business and operations.

*Political, Economic and Other Conditions* – BAM's investments may be adversely affected by changes in economic conditions or political events that are beyond its control. For example, a stock market break, 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 general economic conditions, market conditions, market liquidity and the accounts' investment results.

Other factors, such as changes in US federal or state tax laws, US federal or state securities laws, bank regulatory policies or accounting standards, may make investment in the US economy less desirable. Similarly, legislative acts, rulemaking, adjudicatory or other activities of the US Congress, the US Securities and Exchange Commission, the US Federal Reserve Board, the New York Stock Exchange, the Financial Industry Regulatory Authority or other governmental or quasi-governmental bodies, agencies and regulatory organizations may make BAM's business less attractive. A negative impact on economic fundamentals and consumer confidence may negatively impact market value, increase market volatility and cause credit spreads to widen, each of which could have an adverse effect on the investment performance of client accounts.

*The Occurrence of a Terrorist Attack, or the Outbreak, Continuation or Expansion of War or Other Hostilities, Pandemics or Natural Disasters Could Disrupt Trading Activity and Materially Affect Profitability*

– The operations of BAM, BEGO, the exchanges, brokers, dealers and counterparties with which the client accounts and BAM and BEGO do business, and the markets in which BAM and BEGO do business, could be severely disrupted in the event of a major terrorist attack or the outbreak, continuation or expansion of war or other hostilities. The terrorist attacks of September 11, 2001, have heightened this concern tremendously. The situations in Iran, Iraq, Pakistan, Afghanistan and North Korea, global anti-terrorism initiatives and political unrest in Eastern Europe, the Middle East and Southeast Asia continue to fuel this concern. Additionally, a serious pandemic, such as avian influenza, or a natural disaster, such as a hurricane, could severely disrupt local,

regional or global economies.

*Non-US Exchanges and Markets* – BAM may engage in trading on non-US exchanges and markets for its US clients. Trading on such exchanges and markets involves certain risks not applicable to trading on US exchanges and is frequently less regulated. For example, certain of such exchanges may not provide the same assurances of the integrity (financial and otherwise) of the marketplace and its participants as do US exchanges. There also may be less regulatory oversight and supervision by the exchanges themselves over transactions and participants in such transactions on such exchanges. Some non-US exchanges, in contrast to US exchange in general, are "principals' markets" in which performance is the responsibility only of the individual member with whom the trader has dealt and is not the responsibility of an exchange or clearing association. Furthermore, trading on certain non-US exchanges may be conducted in such a manner that all participants are not afforded an equal opportunity to execute certain trades and may also be subject to a variety of political influences and the possibility of direct government intervention. Certain markets and exchanges in non-US countries have different clearance and settlement procedures than US markets for trades and transactions and in certain markets, there have been times when settlement procedures have been unable to keep pace with the volume of transactions, thereby making it difficult to conduct such transactions. Any difficulty with clearance or settlement procedures may expose BAM's clients to losses. Trading on non-US markets is also subject to the risk of fluctuations in the exchange rate between the local currency and the US dollar and to the possibility of exchange controls. Trading on non-US securities markets or exchanges may also result in client accounts incurring taxes in the local jurisdictions.

*Trading in Securities of Non-US Issuers* – BAM may trade in securities of non-US issuers traded outside of the United States. In addition to currency exchange risks, such trading requires consideration of certain other risks not typically associated with investing in US securities. There may be less publicly available information regarding issuers located in certain countries. In addition, certain countries may have laws and regulations prohibiting insider trading. Furthermore, if the accounting standards in a non-US country do not require as much detail as US standards, it may be harder for BAM to analyze the financial condition of an issuer located in such a country. The economies of certain countries often do not compare favorably with the economy of the United States with respect to such issues as the growth of gross national product, reinvestment of capital, resources and balance of payments position. Certain of such economies may rely heavily on particular industries or foreign capital and are more vulnerable to diplomatic developments, the imposition of economic sanctions against a particular country or countries, changes in international trading patterns, trade barriers and other protectionist or retaliatory measures. Investments in non-US markets also may be adversely affected by governmental actions such as the imposition of capital controls, nationalization of companies or industries, expropriation of assets, the imposition of punitive taxes or the imposition of withholding or other taxes on dividends, interest, capital gains, other income or gross sale or disposition proceeds of the client accounts. In addition, the governments of certain countries may prohibit or impose substantial restrictions on foreign investment in their capital markets or in certain industries. Any such action could severely affect security prices, impair BAM's abilities to purchase or sell non-US securities or otherwise adversely affect client accounts. Other non-US market risks include difficulties in pricing securities, difficulties in enforcing favorable legal judgments in non-US courts, and political and social instability. Legal remedies available to investors in certain countries may be less extensive than those available to investors in the US or other countries. With respect to certain countries, there is a possibility of expropriation,

confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains, other income or gross sale or disposition proceeds.

*Non-US Currencies* – Although most of the BAM's clients will be US-dollar denominated, BAM will make investments that are denominated in a non-US currency. Non-US currency investments are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation, and political developments. BAM intends, but is under no obligation, to employ hedging techniques to minimize these risks, but there can be no assurance that such strategies will be effective.

*Emerging Markets* – Investments in emerging markets involve greater risks than investments in established economies, such as the US or Europe. Risks such as political and economic risks and the risk of currency fluctuation are magnified in emerging markets.

*Capital Market Risk* – The development of securities prices depends in particular on the development of the capital markets, which in turn are dependent on the general situation of the global economy and on the economic and political conditions in the countries in question. The general development of securities prices, especially on a stock exchange, can also be affected by irrational factors, such as moods, opinions, and rumors. Variations in rate and market values may also be due to changes in interest rates, exchange rates or the creditworthiness of an issuer.

*Risks Associated with the Use of Leverage* – In certain circumstances, BAM may use leverage or borrowed money in seeking investment objectives. The use of leverage involves unique risks. The purchase of securities using borrowed money has a magnifying effect on both positive and negative outcomes. A relatively small market movement will have a proportionately larger impact on the account. A client account may sustain a total loss of initial margin funds and any additional funds deposited with BAM to maintain a position. If the market moves against the position or margin levels are increased, a client account may be called upon to pay substantial additional funds on short notice to maintain a position. If additional funds are not applied within the time prescribed, a client position may be liquidated at a loss and the account will be liable for any resulting deficit.

## MATERIAL RISKS OF KEY INVESTMENT STRATEGIES

### **European and Emerging Markets Equity Long Strategies**

*Equity Securities Generally* – BAM may invest in common and preferred stock and other equity securities, including both public and private equity securities. Equity securities involve a high degree of risk and will be subordinate to the debt securities and other indebtedness of the issuers of such equity securities. Market prices of equity securities generally are subject to greater volatility than prices of fixed-income securities. Such fluctuations are often based on factors unrelated to the value of the issuers of the securities, such as poor economic or market conditions. Market prices of equity securities as a group have dropped dramatically in a short period on several occasions in the past, and they may do so again in the future. In some cases, the issuers of such



equity securities may be highly leveraged or subject to other risks such as limited product lines, markets or financial resources. In addition, some of these equity securities may be or may become illiquid. Because of perceived or actual illiquidity or investor concerns regarding leveraged capitalization, these securities often trade at significant discounts to otherwise comparable investments or are not readily tradable. These securities generally do not produce current income for client accounts and may also be speculative. 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. Client accounts may experience a substantial or complete loss on individual equity securities.

*Equity Securities of Small and Mid-Cap Companies* – Some of the issuers of equity securities in which client accounts may invest may be more vulnerable than larger companies to adverse business or market developments, may have limited markets or financial resources and may lack experienced management. In addition, many small and medium-size companies are not well known to the investing public, do not have significant institutional ownership and are followed by relatively few analysts, and thus there may tend to be less publicly available information concerning such companies compared to what is available for companies that have larger market capitalizations.

### **Emerging Markets Fixed Income Strategy**

*Fixed Income Security Risk Generally* – Fixed income is generally considered to be a more conservative investment than stocks, but bonds and other fixed-income investments still carry a variety of risks:

- *Interest rate risk* – Investors don't have to buy bonds directly from the issuer and hold them until maturity. Instead, bonds can be bought from and sold to other investors on what's called the secondary market. Bond prices on the secondary market can be higher or lower than the face value of the bond depending on the economic environment and market conditions—both of which can be affected significantly by a change in interest rates. If interest rates rise, bond prices usually decline. That's because new bonds are likely to be issued with higher yields as interest rates increase, making the old or outstanding bonds less attractive. If interest rates decline; however, bond prices usually increase, which means an investor can sometimes sell a bond for more than face value since other investors are willing to pay a premium for a bond with a higher interest payment, also known as a coupon.
- *Credit risk* – Bonds carry the risk of default, which means that the issuer may be unable or unwilling to make further income and/or principal payments. In addition, bonds carry the risk of being downgraded by the rating agencies which could have implications on price. Most individual bonds are rated by a credit agency such as Moody's or Standard & Poor's (S&P) to help describe the creditworthiness of the issuer or individual bond issue. Bonds are typically classified as investment grade quality (from medium to the highest credit quality) or non-investment grade (commonly referred to as high yield bonds).
- *Inflation risk* – Inflation risk is the risk is that inflation will rise, thereby lowering the purchasing power of money. When a bond matures and the principal is returned, that amount may be lower in terms of real value to correspond with the amount of inflation.
- *Prepayment risk* – Some classes of individual bonds, including mortgage-backed bonds, are

subject to prepayment risk. Prepayment risk is the risk that the issuer of a security will repay the principal before the fixed income security's maturity date, thereby changing the expected payment schedule of the fixed income security.

### **Equity and Currency Related Overlay**

*Risks Generally Associated with BAM's Overlay Strategies* – The quantitative approach of BAM's overlay strategies involves models dependent on positive or negative trends in market data. Such models tend to lack performance in markets moving sideways with no clear positive or negative trend or direction. In such an environment, trade signals may be generated in anticipation of a newly developing trend which then may turn out to be no trend at all with adverse effects on performance. The risk increases with the length of time in which markets without material positive or negative movements persist.

*Risks Associated with Derivatives Trading* – BAM may enter into derivatives transactions for its clients. Buying and selling options or entering into futures or forwards contracts or swaps is associated with the following risks:

- Changes in the price of the underlying instrument may reduce the value of an option right or futures contract. If the value reduces until they are valueless, BAM may be forced to allow the purchased rights to expire. Clients can also suffer losses from changes in the value of the assets underlying a swap.
- The value of a client's assets can be more strongly influenced by the leverage effect of options than would be the case if the underlying instruments were acquired directly. It may not be possible to determine the risk of loss when concluding the transaction.
- There may be a lack of a liquid secondary market for a particular instrument at any specific time. It may not be possible to neutralize (close) a position in the derivatives under certain circumstances.
- The purchase of options entails the risk that the price of the underlying instrument might not change as expected, leading to the expiration of the option without exercise and consequent loss of the option premium paid by the Fund. When options are sold, there is a risk that the Fund will be required to purchase assets at a price higher than the current market price or to deliver assets at a price lower than the current market price. In that case, the Fund suffers a loss in the amount of the difference in prices minus the option premium collected.
- For futures contracts there is a risk that a client will be required to bear the difference between the rate set on conclusion and the market rate at the time of the closing out or maturity of the transaction. The client would therefore suffer losses. The risk of loss cannot be determined when concluding the futures contract.
- Closing out a position with an offsetting transaction, when necessary, generates costs.

- The forecasts made by BAM on the future development of fundamental assets, interest rates, prices and exchange markets may prove to be incorrect later.
- The assets on which the derivatives are based may not be purchased or sold at a favorable time or have to be purchased or sold at an unfavorable time.
- Potential losses may be incurred through the use of derivatives and these may be unforeseeable under certain circumstances and may even exceed the incoming payments.

*Over-the-Counter Trading* – Derivative instruments that may be purchased or sold by BAM may include instruments not traded on an exchange. Over-the-counter ("OTC") forwards and options, unlike exchange-traded forwards and options, are two-party contracts with price and other terms negotiated by the buyer and seller. The risk of nonperformance by the obligor on such an instrument may be greater and the ease with which BAM can dispose of or enter into closing transactions with respect to such an instrument may be less than in the case of an exchange-traded instrument. In addition, significant disparities may exist between the bid and asked prices for derivative instruments that are not traded on an exchange. Derivative instruments not traded on exchanges are also not subject to the same type of government regulation and supervision as exchange-traded instruments, and many of the protections afforded to participants in a regulated environment may not be available in connection with such transactions. For example, the performance guarantee of an exchange clearinghouse may not be available in connection with over-the-counter transactions. Clients may therefore be exposed to greater risk of loss through default than if BAM confined its trading to regulated exchanges.

*Futures Trading Is Speculative* – A principal risk in trading futures is the traditional volatility and rapid fluctuation in the market prices. The profitability of such futures trading will depend primarily on the prediction of fluctuations in market prices. Price movements for futures are influenced by, among other things, government trade, fiscal, monetary and exchange control programs and policies; weather and climate conditions; changing supply and demand relationships; national and international political and economic events; changes in interest rates; and the psychological emotions of the market-place. In addition, governments from time to time intervene, directly and by regulation, in certain markets, often with the intent to influence prices directly. The effects of government intervention may be particularly significant at certain times in the financial instrument and currency markets, and such intervention (as well as other factors) may cause these markets to move rapidly.

*Futures Trading Is Highly Leveraged* – The low margin deposits normally required in futures trading permit an extremely high degree of leverage. Accordingly, a relatively small price movement in a futures contract may result in immediate and substantial loss or gain to the investors. For example, if at the time of purchase 10% of the price of a futures contract is deposited as margin, a 10% decrease in the price of the futures contract would, if the contract were then closed out, result in a total loss of the margin deposit before any deduction for brokerage commissions.

Thus, like other leveraged investments, any futures trade may result in losses in excess of the amount invested. Any increase in the amount of leverage applied in trading will increase the risk of loss by the amount of additional leverage applied.



*Tracking Risk* – When used for hedging purposes, an imperfect or variable degree of correlation between price movements of a derivative instrument and the underlying investment sought to be hedged may prevent the client accounts from achieving the intended hedging effect or expose the client accounts to the risk of loss.

*Changes to Derivatives Regulation* – Through its comprehensive new regulatory regime for derivatives, the US Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") has begun to impose mandatory clearing, exchange trading and margin requirements on many derivatives transactions (including formerly unregulated over-the-counter derivatives). The Dodd-Frank Act also created new categories of regulated market participants, such as "swap dealers," "security-based swap dealers," "major swap participants," and "major security-based swap participants" that will be subject to significant new capital, registration, recordkeeping, reporting, disclosure, business conduct and other regulatory requirements. As BAM continues to develop its business, it may be subject to these additional regulatory requirements.

*Counterparty and Bankruptcy Risk* – Although BAM will attempt to limit its transactions to counterparties that are established, well-capitalized and creditworthy, there is a risk that the counterparty will be unable to perform with respect to transactions, whether due to insolvency, bankruptcy or other causes, which could subject BAM and its products to substantial losses.

*Global Equity/Foreign Investment Risks* – Investments in securities traded principally in securities markets outside the United States are subject to additional and more varied risks, as the value of foreign securities may change more rapidly and extremely than the value of U.S. securities. Less information may be publicly available regarding foreign issuers. Foreign securities may be subject to foreign taxes and may be more volatile than U.S. securities. Currency fluctuations and political and economic developments may adversely impact the value of foreign securities. The securities markets of many foreign countries are relatively small, with a limited number of companies representing a small number of industries. Additionally, issuers of foreign securities may not be subject to the same degree of regulation as U.S. issuers. Reporting, accounting, and auditing standards of foreign countries differ, in some cases significantly, from U.S. standards. There are generally higher commission rates on foreign portfolio transactions, transfer taxes, higher custodial costs, and the possibility that foreign taxes will be charged on dividends and interest payable on foreign securities, some or all of which may not be reclaimable. Also, adverse changes in investment or exchange control regulations (which may include suspension of the ability to transfer currency or assets from a country); political changes; or diplomatic developments could adversely affect a portfolio's investments. In the event of nationalization, expropriation, confiscatory taxation, or other confiscation, a portfolio could lose a substantial portion of, or its entire investment in, a foreign security.

*Small-Capitalization Investing Risk* -- Investment in small-capitalization companies can involve more risks than investments in large-capitalization companies. Small-cap companies typically have more limited markets or product lines, more limited financial resources, less access to capital markets, and more limited trading volumes in their securities than large-capitalization companies. This can cause the prices of these equity securities to be more volatile than those of large-capitalization companies, or to decline more significantly than the market as a whole during market downturns. To the extent these companies are more recently established, they will have more limited operating histories to evaluate.

## Private Credit – Maritime Shipping Risks

*Debt Instrument Risk* -- The risks associated with investing in debt instruments initially include the risk of partial or complete losses due to reduced solvency or even insolvency of the debtor, or due to the possible non-validity or unenforceability of any collateral. In such a situation, the investment vehicle may also face additional costs which exceed the amount of outstanding receivables, such as legal disputes, enforcement measures or other measures. If one or more of these risks materialises, it may result in lower returns to investors than expected or no returns at all and may also result in partial or complete loss of the investment.

*Maritime Investment Risks* – Investments in the shipping industry are subject to risks from terrorist attacks, acts of war, armed hostilities or civil unrest (even if not directly involving shipping investments); piracy attacks or hijackings targeted at shipping investments; or the fear of or any precautions taken in anticipation of such events (including elevated national threat warnings or selective cancellation or reduction of flights), could materially adversely affect the maritime industry. Lessee's financial resources might not be sufficient to absorb such effects, which could result in lease and charter restructurings and shipping asset repossessions, increased cost to re-lease/charter or sell maritime investments, impairment of the ability to re-lease/charter maritime investments on a timely basis and on favorable terms, or at all, and reduce the value received for maritime investments. Any of these events could materially adversely affect the financial performance of such investments and the investment strategies that hold such assets.

### Item 9 | Disciplinary Information

BAM and its management have no reportable disciplinary events to disclose.

### Item 10 | Other Financial Industry Activities and Affiliations

As mentioned previously, BAM owns Berenberg Capital Markets (“BCM”), a FINRA registered broker-dealer and member SIPC. As of February 20, 2024, Gregory Shamalov was named Chief Executive Officer of BAM. Mr. Shamalov is also an employee and the Head of Finance and Risk at BCM. As stated in Item 11, BAM does not utilize BCM’s affiliated broker-dealer for client transactions and does not recommend the related broker-dealer. See item 12 for additional information related to the BAM brokerage practices.

Certain of the executive officers and other employees of Berenberg Capital Markets are separately licensed as registered representatives of Berenberg Capital Markets. These individuals, in their separate capacity, can affect securities transactions for which they or the broker-dealer receive separate, yet customary compensation.

While BAM and these individuals always endeavor to put the interest of the clients first as part of our fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest affecting the judgment of these individuals.

BAM engages in the use of spot and forward foreign exchange contracts as part of its business in relation to hedging exposure and creating alpha for clients. Given that the Firm does not engage

in the use of non-deliverable forwards, futures, or swaps, it was determined that registration with the Commodity Futures Trading Commission (CFTC) is not a requirement for BAM's continuing operation. Consequently, the Firm filed a request with the NFA to withdraw BAM's registration as a Commodity Trading Advisor with the CFTC in March 2021.

By virtue of current common control under BEGO, BAM is affiliated with several types of entities including, but not limited to:

- a foreign broker-dealer;
- a foreign banking institution;
- a foreign investment adviser.

Additionally, BAM affiliates are registered with the following foreign financial regulatory authorities:

- Federal Financial Supervisory Agency (BaFin)
- Swiss Financial Market Supervisory Authority (FINMA)
- Financial Conduct Authority (FCA)

Many of these affiliations are not material to our advisory business or our clients. Significant affiliations are identified in Part 1 of BAM's Form ADV. As discussed in Part 1 of BAM's Form ADV, the foreign entities engaged in other financial industry activities are not regulated in the United States.

BAM has an office in New York City, New York and shares office space with Berenberg Capital Markets. It provides substantially all of its advisory services using individuals employed by BEGO through an arrangement pursuant to which such individuals are deemed to be associated persons of BAM under the Advisers Act and are subject to the supervision of BAM. These employees will also work for European clients of the asset management division of BEGO.

Due to BAM and its affiliates having a number of different clients, conflicts of interest arise that BAM seeks to address through a number of compliance procedures, including trading procedures (see the discussion of "Brokerage Practices" in Item 12 below for information on seeking best execution and order aggregation).

The same investment decision may be made for more than one client of BAM or a client of a BAM affiliate. BAM is committed to allocating investment opportunities among clients in a manner that, over time, is on a fair and equitable basis and has established policies and procedures to guide the determination of such allocations. To the extent an investment opportunity is appropriate for multiple clients but the opportunity is limited, BAM's allocation procedures generally seek to first allocate the opportunity *pro rata* by the size of the client order or account. However, many other factors influence order allocation decisions on any given trade, including, without limitation:

- the relative actual or potential exposure of any particular client account to the type of investment opportunity in terms of its existing investment portfolio;

- the investment objective of such client account;
- cash availability, suitability, client-imposed investment restrictions or parameters;
- tax reasons;
- regulatory reasons;
- supply or demand for an investment opportunity at a given price level; and
- such other criteria as are reasonably related to a reasonable allocation of a particular investment opportunity to one or more clients – in all cases subject to the seeking of a fair and equitable allocation over time.

BAM has established policies and procedures to guide the determination of such allocations.

BAM also provides investment advice to clients on a non-discretionary basis, meaning that advice is provided but BAM does not have authority to trade the client's account. For accounts managed in the same strategy or strategies, BAM generally trades in its discretionary accounts first before providing the same advice to non-discretionary accounts.

BAM also seeks to address conflicts of interest by providing in its Code of Ethics that all supervised persons must act in the best interests of each BAM client when evaluating such conflicts. BAM also provides training to supervised persons with respect to conflicts of interest and how such conflicts are resolved under our policies and procedures (please see Item 11 below for information on BAM's Code of Ethics).

BAM does not recommend or select other investment advisers for its clients.

#### **Item 11 | Code of Ethics, Participation or Interest in Client Transactions & Personal Trading**

BAM has adopted a written Code of Ethics in accordance with Rule 204A-1 under the Advisers Act to seek to ensure that BAM fulfills its role as a fiduciary to its clients. The Code of Ethics is designed to address and avoid potential conflicts of interest and is applicable to all employees, including those located at BEGO. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised employees of BAM must acknowledge the terms of the Code of Ethics upon commencement of employment with BAM and annually thereafter.

Under the Code of Ethics, BAM's supervised persons are expected to, among other things:

- At all times place the interests of BAM's clients first
- Never take inappropriate advantage of their position at BAM
- Hold confidential any information relating to the identity of security holdings and financial circumstances of any client
- Fully disclose all material facts concerning any conflict that arise with clients and avoid the appearance of a conflict of interest
- Maintain independence in the investment decision-making process
- Conduct all personal securities transactions in a manner consistent with the Code of Ethics

to avoid any actual or potential conflict of interest or any abuse of an employee's position of trust and responsibility

- Abide by all applicable federal securities laws

BAM permits Access Persons to maintain securities accounts where they have any direct or indirect beneficial ownership, provided the financial institution provides duplicate statements to BAM.

BAM and its employees and their family members invest in securities and other financial instruments for their own accounts; including investing in securities that BAM may invest in on behalf of clients. The Code of Ethics requires that BAM employees obtain written approval for certain securities transactions and certain types of outside business activities, including those transactions and activities BAM believes give rise to a conflict of interest. BAM's compliance department reviews BAM personnel's personal securities transactions and outside business activities to monitor compliance with the Code of Ethics.

A copy of BAM's Code of Ethics is available upon request by a client or prospective investor from the Chief Compliance Officer at 646-949-9000 or [clientservice@berenberg-am.com](mailto:clientservice@berenberg-am.com).

Typically, BAM does not expect its clients to engage in affiliate transactions, including transactions with BAM or its related persons, trades in which a BAM related person acts as broker-dealer, or trades between BAM client accounts. However, in limited circumstances, such as when a client's mandate involves the use of European flex options, BAM may use its German broker entity, BEGO, to facilitate negotiated transactions with a directed counterparty. In these instances, BEGO would receive compensation in the form of fees and commissions which would be charged to BAM's client. BAM's primary consideration is for its clients to obtain best execution and will only utilize its affiliate where BAM reasonably believes the pricing is most favorable to the client. BAM does not, as a matter of practice, intend to recommend to, or buy and sell for, clients any securities in which BAM or its affiliates maintain a material financial interest unless determined to be in the client's best interest and permitted by the client's Governing Documents.

At this time, BAM does not intend to maintain proprietary trading accounts. However, as our business grows and changes, BAM may create such an account. The rule-based nature of BAM's investment practices, however, may recommend securities to BAM clients, or buy or sell securities for client accounts that a related person of BAM (or BAM itself in the future) may buy or sell for its own proprietary investment account. In these circumstances, BAM may have a conflict of interest in choosing to make the investment for a client or allowing the related person to invest.

As noted above in Item 10, BAM strives to treat its clients fairly and has implemented policies and procedures and a review process seeking to ensure that investment opportunities are not allocated in favor of one group of clients or related persons of BAM.

## **Item 12 | Brokerage Practices**

BAM's primary consideration concerning purchases and sales for its clients is obtaining the most favorable execution of the transactions needed to implement BEGO's investment strategies. BAM will affect transactions with those brokers and dealers which it believes provide the most favorable

prices and who are capable of providing efficient executions. The determinative factor is whether the transaction represents the best qualitative execution for the client account and not whether the lowest possible commission cost and price is obtained. BAM considers the full range of quality of the broker's service in selecting brokers to meet best execution obligations and may not pay the lowest commission rates or prices available. BAM believes the following are some factors that contribute to efficient execution, although BAM is not required to weigh any of these factors equally:

- size of the order,
- the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or broker commission, if any),
- the difficulty of execution given the nature of the asset and/or prevailing market conditions,
- operational capabilities and facilities of the broker or dealer involved,
- the financial strength, integrity and stability of the broker,
- the ability to settle trades efficiently,
- the ability to confirm the trades in an efficient and timely manner
- the prior experience of the broker or dealer in effecting transactions of the type in which BAM will engage.

Our employees receive or give certain gifts from or to broker-dealers or other persons with whom we do business. These may include items such as tickets to sporting events, meals and other entertainment, as well as attendance at educational or information conferences, transportation, logo items and other smaller value gifts. The receipt of such gifts might be viewed as a conflict of interest for us in selecting broker-dealers and other service providers. BAM has policies in place to prohibit employees from accepting high-value gifts or excessively lavish entertainment from any person or entity that does or seeks to do business with BAM or its clients. Employees are required to pre-approve and/or report gifts exceeding certain *de minimis* thresholds.

BAM does not consider, in selecting or recommending broker-dealers, whether BAM or a related person receives client referrals from a broker-dealer or third party.

BAM does not request, require or recommend that a client direct brokerage transaction to a specific broker-dealer. Clients may designate the use of a specific broker-dealer. If a client does so, BAM is not responsible for achieving best execution, regardless of whether the client specifies that such direction is subject to achieving best execution. Clients who designate the use of a particular broker-dealer should understand that such a designation may result in certain costs or disadvantages to the client, such as higher commissions, that may not be present if BAM sought different broker-dealers for trade executions. BAM cannot begin to execute client securities transactions with a specific broker-dealer until all non-directed orders are complete.

In the event that purchase and sell orders of the same class of security are occurring at the same time for multiple accounts, the orders may be combined for the purpose of seeking best execution for each participant. An order that is partially filled, will, as a general matter, be allocated *pro rata* in proportion to each participant's original order or account size. Notwithstanding, additional factors cause deviations from BAM's general trade allocation methodology. In those circumstances, the matter will be documented and reviewed by a BAM committee.



### **Item 13 | Review of Accounts**

BAM provides investment advisory services to different types of accounts (as discussed in Item 7 above) and different accounts and strategies are reviewed differently. BAM has a dedicated team that regularly reviews accounts to ensure compliance with investment limitations and reasonable application of BAM trading and brokerage policies (as discussed in Item 12 above).

BAM works closely with each client to establish a system to monitor performance of the client's accounts, including setting up triggers for review of a particular client account. BAM provides clients with a written holdings report at least quarterly, and offers a wide variety of additional reporting options as requested by the client.

When managing client accounts, BAM uses fund management software provided and regularly updated by third party providers specializing in account monitoring. All trades for which BAM is responsible are mirrored in the software to reflect the current holdings of each client account at the respective custodian. BAM includes any investment restrictions agreed upon with a client in the software, which regularly reconciles against those restrictions the mirrored trades and the actual trades settled by the custodian in the respective custody account. The software seeks to ensure that the respective BAM portfolio manager will only be able to execute trades that are within the set investment restrictions for a particular account. BAM may also use the management software or similar software to calculate risk related figures and to conduct periodic "stress tests" for the monitoring of risks incurred by each of BAM's respective investment strategies.

As discussed in Item 15 below, clients open accounts with qualified custodians of their choice. The custodian generally sends an account statement, at least quarterly, identifying the amount of funds and each security in the account of funds and each security or instrument in the account at the end of the period and setting forth all transactions in the account during the period.

The Portfolio Management group meets as needed to review the underlying models of each strategy. This review is an open dialogue to present potential adjustments to the models or to present new models or strategies. As discussed above, BAM's investment process continually evolves and changes over time, and BAM expects it to continue to do so.

### **Item 14 | Client Referrals and Other Compensation**

BAM does not permit its employees to accept any form of compensation, including cash, sales awards or other prizes, from non-clients for providing advisory services to the BAM clients. At this time, BAM does not expect to receive compensation from referring clients to other service providers; however, we retain the ability to do so in the future.

BAM may enter into arrangements with, and compensate, solicitors for client referrals. Currently, BAM does not have any such arrangements, but if any future solicitation arrangements will be fully disclosed to affected clients and will generally be consistent with the requirements of Rule 206(4)-1 under the Advisers Act. The terms of such arrangements will vary, but generally will call for BAM to pay the solicitor a fee equal to a percentage of assets under management, management fees, performance-based compensation, or a combination of asset size or fees borne by each client or investor introduced to BAM by the solicitor.

### **Item 15 | Custody**

BAM does not have custody of client assets and will maintain client assets with an unrelated qualified custodian (generally of the client's choice). Clients will receive from the custodian account reports at least quarterly and clients should carefully review those statements. While BAM will provide periodic reports to the client, these reports should be carefully compared to the information provided by the custodian to ensure that all account transactions, holdings and values are correct and current.

### **Item 16 | Investment Discretion**

Clients may engage BAM to provide discretionary or non discretionary advisory services. Clients give BAM discretionary authority by executing an investment management agreement ("IMA") with BAM and, in certain circumstances, limit or amend BAM's authority by giving BAM written instructions.

### **Item 17 | Voting Client Securities**

At this time, BAM will not vote proxies on behalf of a client's account. If a proxy is issued by a security held in your account, all proxy solicitation and related materials, including annual and interim reports and any other issuer mailings that are received for you to vote will be sent to the institutional address of record on the account.

### **Item 18 | Financial Information**

Not applicable.