

## **GARDA CAPITAL PARTNERS LP**



Part 2A of Form ADV  
The Brochure

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**This Brochure provides information about the qualifications and business practices of Garda Capital Partners LP. If you have any questions regarding the contents of this Brochure, please contact us at (612) 330-4900 or [compliance@gardacp.com](mailto:compliance@gardacp.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.**

**Garda Capital Partners LP is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.**

**Additional information about Garda Capital Partners LP is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **ITEM 2. MATERIAL CHANGES**

The material changes since our annual update dated March 21, 2023 include the following:

- In Item 1, we updated information of the advisory business to reflect the transfer of certain ownership interests of Garda Holdings LP into trusts and revised references to prospective investors of the Funds. Additionally, Garda's assets under management have been updated.
- In Item 4, we updated ownership information.
- In Item 5, we updated certain disclosures regarding expenses paid by the Funds.
- In Item 8, we updated certain risk disclosures pertaining to systematic trading, counterparty and custody, changes to regulatory environment, LIBOR, U.S. Debt, Middle East Conflicts, Regulatory Oversight and inflation.
- In Item 10 and Item 14, we made updates to reflect new or revised engagements with AMG subsidiaries for consulting, marketing and client services.
- In Item 12, we updated disclosures regarding trade errors.
- In Item 17, we added disclosure regarding a third-party proxy voting service.

If you are interested in receiving the most recent version of our Brochure, please contact our Compliance department by email at [compliance@gardacp.com](mailto:compliance@gardacp.com).

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#### **ITEM 4. ADVISORY BUSINESS**

Garda Capital Partners LP ("Garda") is a Delaware limited partnership, established in 2015, which is majority owned by Garda Holdings LP through a holding company, Garda Management LP. Garda Holdings LP is controlled by Jeffrey Drobny and Timothy Magnusson, who hold their respective economic interests in Garda Holdings LP through individual trusts.

GCP Acquisition LLC, a subsidiary of Affiliated Managers Group, Inc. ("AMG"), holds a minority equity interest in Garda. AMG is a publicly-traded global asset management company (NYSE: AMG). Please see Item 10 – Other Financial Industry Activities and Affiliations for more information relating to AMG.

Garda provides discretionary investment management services to private pooled investment vehicles (the "Funds") offered to investors on a private placement basis.

In addition to its headquarters in Wayzata, Minnesota, Garda also maintains offices in New York, New York, West Palm Beach, Florida and Scottsdale, Arizona. Garda also has affiliates located outside the United States: Garda Capital Partners Sàrl, a Swiss limited company with operations in Geneva and Zug, Switzerland that is registered as an asset manager with the Swiss Financial Market Supervisory Authority ("Garda Switzerland"), Garda Capital Partners Copenhagen Fondsmæglerselskab A/S, a Danish limited company with operations in Copenhagen, Denmark that is registered as an investment firm with the Danish Financial Services Authority ("Garda Denmark"), and Garda Capital Partners Singapore Pte. Ltd., a Singapore private company with operations in Singapore that is registered as a fund management company with the Monetary Authority of Singapore ("Garda Singapore"). Each of Garda Switzerland, Garda Denmark, and Garda Singapore (collectively, the "Advisory Affiliates") implement certain trading strategies on behalf of Garda Funds related primarily to European and Asian investment assets. The Advisory Affiliates are listed on Schedule R of Garda's Form ADV Part 1A as "Relying Advisers."

The Funds are managed according to the terms and investment objectives set forth in each Fund's Confidential Private Placement Memoranda, Confidential Offering Memoranda, and other governing documents applicable to each Fund and provided to Investors (collectively referred to as the "Offering Documents"). The roles and responsibilities of Garda are defined in investment advisory agreements between Garda and the Funds, and in the relevant agreements between Garda and the Advisory Affiliates. Investment restrictions for the Funds, if any, are established in the applicable governing documents for the Funds.

The interests in the Funds offered by Garda are not registered under the Securities Act of 1933, as amended, and the Funds themselves are not registered under the Investment Company Act of 1940, as amended. As a result, Investors in the Funds do not have the benefit of the protections afforded by, nor are the Funds subject to the restrictions resulting from, such registrations and regulations. Accordingly, interests in the Funds are offered and sold exclusively to U.S. and non-U.S. Investors satisfying the eligibility and suitability requirements, in private transactions within and outside the United States.

Persons reviewing this Brochure should not construe this as an offering of any Fund. Any offer or solicitation of interests will be made pursuant to the delivery of the Offering Documents for the respective Funds, which should be read carefully prior to investing for a description of the merits and risks of such an investment.

Throughout this Brochure, the Funds may also be referred to as "Clients." The individual investors in the Funds are referred to as "Investors." Garda and the Advisory Affiliates collectively are referred to throughout this Brochure as "Garda," "we", "our" or "us."

As of December 31, 2023, Garda had approximately US \$10.412 billion in discretionary net assets under management. Garda's Regulatory Assets Under Management (as defined in Form ADV Part 1A) was approximately US \$137.829 billion.

## **ITEM 5. FEES AND COMPENSATION**

The compensation each Fund pays Garda is set forth in each Fund's respective Offering Documents.

Garda is paid a management fee (the "Management Fee") calculated and payable monthly in arrears. Garda deducts this fee directly from such Fund's assets each month based on the calculated net asset value ("NAV"). The Management Fee is generally calculated on the value of that Fund's assets minus liabilities, which include the applicable expenses summarized in the *Garda Funds Operating Expenses* section, below.

Additionally, Garda may receive performance-based compensation (the "Performance Fee") based on the specific terms of each Fund's Offering Documents. Please see Item 6 – Performance-Based Fees and Side-by-Side Management for details on the Performance Fees paid by the Funds. Garda and certain current and former executives and other related personnel of Garda are permitted to invest in a Fund without being subject to the Management Fee or Performance Fee.

The fees and expenses associated with an investment in the Funds can vary depending on the Fund, and are described in detail in each Fund's Offering Documents. We may, in our discretion, manage Funds with substantially similar or the same investment strategy with higher or lower fees, different fee structures, and different expense payment arrangements.

### *Garda Funds Operating Expenses*

Each Fund is typically responsible, pursuant to the terms of its Offering Documents, for its ongoing direct, administrative, operating and other operational and transactional expenses (collectively "Operating Expenses"). These Operating Expenses may be incurred either directly by the Fund or, in some instances, Garda will incur the expense and obtain reimbursement from the Fund. Operating Expenses generally paid by the Funds, either directly or by reimbursement to Garda, include, but are not limited to:

- Organizational and initial offering expenses (if applicable based on age of Fund),
- Government fees, jurisdictional filing fees, regulatory reporting expenses;
- All commissions, mark-ups, mark-downs, spreads, access fees, exchange fees and expenses including membership fees and costs of exchange seats, clearing fees,

execution fees and fees and expenses assessed by custodians, prime brokers, counterparties, banks, futures commission merchants and other financial service providers (See Item 12 – Brokerage Practices);

- Interest and other financing charges, as well as costs related to repurchase agreements;
- All costs, fees and other expenses related to any currency hedging;
- Fees associated with the purchase of ETFs or other similar funds;
- Custody costs and fees;
- Bank and wire transfer fees;
- Professional fees and expenses related to the Fund, including for such services as audit, accounting, consulting, outside director and tax preparation, regulatory and self-regulatory fees and costs of filings;
- Legal fees incurred in connection with revisions of the Fund's Offering Documents, side letters or other Fund-related legal documents as well as legal advice related to the Fund;
- Directors' and Officers' insurance premiums of the Fund as well as all expenses incurred as a result of the Fund's obligation to indemnify Garda, the Directors, the Administrator and any other parties to which the Fund has indemnity obligations;
- Fees and expenses associated with market data or other data pertaining to trading and investment activity of the Fund, research, data feeds, valuation or quotation services, software platforms that distribute data and related costs of connectivity (e.g. software platforms that provide data, including Bloomberg™ costs and associated required hardware expenses, inclusive of back-office employee use to support the activities of the Fund);
- Systems used to manage the Fund (e.g. analytics, portfolio management, order management and risk management systems);
- Fees and expenses related to third party research or other financial services incurred in connection with evaluating prospective investment opportunities or that support trading and/or investment decisions;

- Administrator, registrar, transfer agent, corporate secretary, valuation and risk aggregator fees and expenses;
- Computer software and/or technology specific to the management or reporting obligations of the Funds;
- Certain printing, mailing and communications fees;
- Taxes and duties payable by the Fund, together with tax-related expenses, such as professional services for filings required to be made under the Foreign Account Tax Compliance Act or the Common Reporting Standard or taxes, fees or penalties resulting from any audit adjustments;
- Costs of regulatory and self-regulatory filings, and in certain cases ongoing monitoring in support of such filings, relating to the Fund, including Forms PF, PQR, 13F and Annex IV, as well as any costs required by the European Union Directive on Alternative Investment Fund Managers ("AIFMD"), and other U.S. and non-U.S. regulatory reporting forms relating to the offering of the Shares or activities of the Fund or Garda with respect to the Fund;
- Other operating expenses incurred in connection with the Fund's operations such as bank or custodian fees (including fees of custodians providing services required under AIFMD or other regulations);
- Fees and expenses related to Garda and its Advisory Affiliates personnel hiring and retention, including recruitment fees, signing bonuses, buy-out, retention and similar payments and related expenses, but for the avoidance of any doubt excluding salaries and benefits; and
- Other expenses and liabilities incurred in connection with or arising out of the Fund's operations, including extraordinary or non-recurring charges such as litigation expenses.

#### *Garda Funds Transaction Costs*

Each Fund also bears all the transaction costs and expenses incurred in connection with its trading and investment activities, which can be significant. Garda's strategies involve a high degree of portfolio turnover and leverage and the use of complex instruments and settlement processes. As a result, each Fund incurs correspondingly high transaction costs.



These costs include, but are not limited to:

- Commissions, access fees, exchange fees, membership fees, clearing fees, execution fees and fees and expenses assessed by custodians, prime brokers, counterparties, banks, futures commission merchants and other financial service providers to the Fund;
- Interest and other financing charges, as well as costs related to repurchase agreements;
- All costs, fees and other expenses related to any currency hedging;
- Custodial fees, regulatory and self-regulatory fees and costs of filings (including any regulatory and other oversight reporting requirements applicable to the Fund and the Master Fund), including fines or assessments;
- Costs related to proxy voting
- All Fund-related legal fees and fees related to consulting, research and other financial services that support trading and/or investment decisions, and third-party analyses or research related to proposed or existing investments (whether or not such investments are consummated); and
- Fees associated with the purchase and holding of ETFs or other similar funds, such as brokerage commissions and management fees charged by such ETFs and other similar funds.

Additionally, the Funds employ the administrative services of SS&C Technologies, Inc. ("SS&C"). SS&C serves as the administrator to the Funds and provides certain accounting, middle and back office administrative and operational services, such as trade reconciliations and valuation, on their behalf. Additionally, SS&C provides registrar and transfer agent, anti-money laundering compliance, and regulatory reporting services to the Funds. An affiliate of SS&C is also engaged to provide depository services as may be required by certain countries in the European Union. Each Fund pays SS&C fees for its services at a rate which is generally comprised of basis point fees based on the Fund's investment capital (subject to a monthly minimum) as well as a series of agreed-upon fees for certain specific services.

Garda may also pursue strategies where a Fund invests in securities of investment companies or other collective investment vehicles (i.e., open-end mutual funds, closed-end funds, ETFs, other private funds) that are not managed by Garda. In such cases, the Fund will pay the fees

charged by these vehicles which typically include management or other advisory fees, although Garda expects these fees to be not material. Garda does not discount the fees it charges for investments in the vehicles that charge the Fund advisory fees; and, in these instances, the Fund will pay multiple layers of advisory fees for the assets invested.

In cases where an allocation of an expense between Funds is necessary, Garda will follow an approved methodology. Examples of such methodologies include allocations based on each Fund's NAV, position counts or staffing levels. Garda believes such allocation methodologies are reasonable; however, other methodologies may exist that would yield different results, including results that would be more beneficial to one or more of the Funds.

### *Valuation*

Each Fund's NAV, as of any date of determination, is the value of its assets minus its liabilities as determined by us in accordance with the Fund's Offering Documents and generally accepted accounting principles. Garda is responsible for determining the fair market value of each Fund's investment instruments and, in doing so, has considerable discretion in valuing certain privately-placed and less liquid investment instruments. Garda has adopted pricing methodologies for the valuation of the Funds' investment instruments as described in each Fund's Offering Documents. We generally will face a conflict of interest involving valuation of such investment instruments because these values generally will affect our compensation. Garda has established a Valuation Committee to mitigate this conflict and ensure valuations reflect fair market value. Multiple persons participate in and oversee the valuation determinations, including Garda's Chief Operating Officer, General Counsel, Chief Financial Officer, Head of Finance and Liquidity, and Chief Compliance Officer.

### *Differential Business Terms and Access to Information*

We have entered, and have caused the Funds to enter, into "side letters" which modify certain terms applicable to certain Investors' investments in the Fund — including, for example, information reporting, notice provisions, and "most favored nations" protection. Additionally, we respond to requests from Investors or otherwise agree to provide certain additional information to certain Investors. Further, Garda's investment of certain employee deferred compensation in a Fund is redeemed in accordance with such terms disclosed in the applicable Fund Offering Documents. Garda will not, however, grant any Investor preferential redemption

rights nor will we provide any Investor preferential access to information which Garda believes to be material.

*Method of Fee Payment*

The specific manner in which fees and expenses, including the Performance Fee, are charged by Garda is stated in each Fund's respective Offering Documents. Garda deducts fees and expenses directly from the Funds and the Investors' capital accounts are reduced proportionately by the amount of such fees.

## **ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Garda generally receives performance-based fees from Funds it manages consistent with the terms of the respective Offering Documents. Typically, the fee is received as a Performance Fee from each Fund equal to a percentage of the positive difference between the NAV of each Investor's investment in the Fund and the "high water mark" attributable to such investment as of the Fund's fiscal year end (December 31), and as of each date that an Investor withdraws capital. The specific terms governing the structure and calculation of the Performance Fee and high water mark are described in detail in the Offering Documents applicable to each Fund.

The Performance Fee is calculated pursuant to the terms of each Fund's Offering Documents. Garda's compensation is based on our calculation of the NAV which may provide an incentive to engage in more speculative investment strategies in an effort to maximize a Fund's gross profits and receive greater compensation. In addition, Garda's calculation of NAV may provide an incentive to overstate profits and/or understate losses. However, Garda believes its Valuation Policy, external pricing services, review of valuation decisions by its internal Valuation Committee and the valuation services provided by each Fund's respective administrator mitigate these inherent risks. Such fee arrangements also may create an incentive to favor higher fee-paying Funds over other Funds in the allocation of investment opportunities (see Item 12 - Allocation of Investment Opportunities). Garda has implemented policies and procedures it believes are reasonably designed to ensure that all Funds are treated fairly over time, and to prevent this conflict from influencing the allocation of investment opportunities among Funds.

## **ITEM 7. TYPES OF CLIENTS**

Garda provides investment advisory services to the Funds based on the particular investment objectives and strategies described in the applicable Fund's Offering Documents. Investors in the Funds include corporations, pension plans, sovereign wealth plans, endowments and foundations, private wealth management firms, fund-of-funds and other business entities that meet eligibility, suitability and minimum investment requirements, Garda and current and former employees of Garda and other related parties.

The shares or interests in the Funds are not registered under the Securities Act of 1933, and the Funds are not registered under the Investment Company Act of 1940. Accordingly, interests in the Funds are offered and sold exclusively to sophisticated Investors satisfying certain eligibility and suitability requirements either in private transactions within the United States or in offshore transactions with non-U.S. Investors. Additionally, each Fund imposes a minimum investment requirement (waived in certain circumstances at the discretion of Garda). The applicable eligibility, suitability and minimum initial investment requirements are described in more detail in the Offering Documents of each Fund.

## **ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### *Methods of Analysis*

Garda generally employs proprietary investment strategies based upon fundamental research as well as on quantitative analysis. Investment ideas and information are generated internally through various Garda sources of expertise and market information and externally through an extensive network of brokers and other industry professionals who may provide research or other information in support of our investment analysis. Garda may also, in its discretion, elect to pay fees for trade-specific research from certain providers. Depending on the strategy implemented, we may consider broader macro-economic and geo-political analysis of world markets and economies, including, but not limited to, general or specific economic indicators, inflation rates, trends in international trade, energy and commodity production and supply, foreign exchange trends, governments' political, fiscal and monetary policies, market liquidity measures, supply and demand measures of industries, sectors and products, assessment of the general market appetite for risk and investment in various financial instruments and products, and other measures we believe are relevant to identifying and assessing available investment opportunities.

### *Investment Strategies*

Garda implements investment strategies which seek positive returns primarily through leveraged relative value trading strategies and directional positions focused primarily on liquid fixed income instruments originating in a region that generally extends throughout the Eurozone (countries for which home currency is the Euro), the United States, the United Kingdom, Sweden, Denmark, Norway, Switzerland, Canada, Japan, Australia and New Zealand. The strategies employed may pursue a variety of relative value, directional, macro, arbitrage, event based and other value-driven approaches which involve active trading, with many positions being held on a short-term basis, and rapid redeployment of capital.

The strategies implemented focus primarily on developed market sovereign debt and interest rate and foreign exchange derivatives, including inflation products, and also leverages its trades through repurchase agreements and other instruments. The strategies also trade a variety of supranational, federal agency and semi- or quasi-government debt, commercial and residential mortgage related instruments, covered bonds and other instruments. Derivatives are used extensively to hedge and obtain leverage on underlying positions, initiate market access, take outright directional positions and/or arbitrage market anomalies. Derivatives traded include

both exchange-traded and over-the-counter products, including futures, options (including options on futures), swaptions, repurchase agreements, interest rate swaps, currency swaps, credit default swaps and total return swaps. Other types of securities and derivative may also be incorporated into Garda's strategies and there generally is no material limit within the Funds Offering Documents regarding the markets or instruments which may be traded. Garda's strategies do not involve any trading activity in cryptocurrencies or crypto-related instruments or securities. The investment objectives, strategies and risks specific to the Funds managed by Garda are set out in the respective Fund's Offering Documents provided to Investors. Unless otherwise restricted in the Offering Documents, each of the Funds generally has the flexibility to pursue a wide or unlimited range of strategies and investment instruments, including strategies and instruments not previously described or disclosed to Investors and without restrictions on asset type, industry, geographic market, concentration, degree of leverage, or other portfolio characteristics. We generally are not required to, and do not intend to, notify Investors in advance of changes in our investment strategies or portfolio composition. Investors and potential Investors should understand that the investment objectives and strategies implemented by the Funds are generally speculative, highly leveraged and involve a substantial degree of risk. There can be no assurance that any Fund will achieve its objectives, and Investors could lose all or substantially all of their investment.

The following is a description of some of the characteristics and risks associated with the more significant strategies and investment instruments that we may implement or invest in on behalf of Garda's Clients generally. The descriptions presented here are not inclusive of all risks and conflicts of interest that may be applicable to an investment in the strategies offered by Garda. Investors and prospective Investors should refer to the relevant Offering Documents for a more complete discussion of applicable risks and conflicts specific to each Fund.

### ***Significant Risks - Methods of Analysis***

#### ***Technical Analysis***

We utilize the analysis of historical and current market data, or technical analysis, in our investment decisions. This type of analysis is subject to the risk that unexpected fundamental factors or other factors may dominate the market during certain periods. Furthermore, a frequent premise of technical analysis is that past market conditions are indicative of future market prices. The influx of different market participants, structural changes in the markets, the introduction of new financial products and other developments could materially and adversely affect the profitability of investments made based upon technical analysis.

### *Fundamental Analysis*

Fundamental analysis, which is based on the premise that market mispricing exists because market prices do not incorporate all knowable economic and other relevant data, is subject to the risk of inaccurate or incomplete market information, as well as the difficulty of predicting future prices based upon analysis of all known information. Investments made based upon fundamental analysis are subject to significant losses when market sentiment leads to investment instruments' market prices being materially different from the expected prices indicated by fundamental analysis or when technical factors, such as price momentum encouraged by trend following, dominates the market.

### *Model Risk*

Certain of the strategies we employ are highly dependent on quantitatively based pricing theories and risk and valuation models which we use to evaluate investment opportunities. These models generally seek to forecast future price changes and portfolio performance based upon a limited number of factors and inputs. The forecasts generated by these models may differ substantially from actual future price realizations, potentially resulting in substantial losses. There can be no assurance that the models we use will be effective and since the models we use may depend upon inputs from various sources, inaccuracies in such inputs or the calculations we apply may result in unexpected losses.

### *Risk Management*

We actively take risk on behalf of our Funds, directly exposing the Funds to the risk of loss under a wide variety of market conditions. We have established risk management processes to identify, measure and monitor risks associated with the investment activities undertaken on behalf of the Funds. The risk management processes are intended to assist us in our investment decision making process and to identify risk exposures that we may choose to hedge or otherwise mitigate. However, the risk management processes may fail to identify or anticipate a wide variety of risks that may adversely affect the Funds, potentially exposing the Funds to material, unanticipated losses.

### *Dependence on Garda*

The Funds are dependent on the ability of Garda to manage their trading and investment programs. Garda, in turn, is dependent on the skill, judgment and expertise of a relatively small number of key investment and business management personnel which are integral to successfully implementing Fund strategies. Although Garda has retained substantial personnel



resources, the investment and business management professionals that specialize in certain of the strategies implemented by Garda may be strictly limited in number, and the highly specialized nature of the markets in which Garda trades may make these professionals particularly difficult to replace if they were to leave. Losing the services of any such key investment or business management personnel could impair the ability of Garda to manage one or more strategies in a manner consistent with the Fund's investment objectives, and the consequence to the Fund could be material and adverse, potentially including the premature termination of the Fund.

### ***Significant Risks - Strategies***

#### *Portfolio Turnover*

Many of the strategies implemented by Garda utilize frequent trading and exhibit high portfolio turnover. Profit opportunities from investments on the basis of short-term market considerations, mispricing or other criteria can be short-lived. The turnover rate of the Funds' positions may be significant, involving substantial brokerage commissions and fees as well as clearing costs.

#### *Portfolio Diversification*

Although diversification is an integral part of Garda's overall portfolio risk management process, the Funds are generally not restricted as to the percentage of any Fund's assets that may be invested in any particular country, asset class, industry, issuer, instrument, market, sector or strategy. For certain Funds and strategies where such an approach is consistent with the Fund's investment objectives, we may take highly concentrated positions in an attempt to maximize the Fund's returns. Consequently, a loss in any such concentrated position could ultimately result in significant losses to the Fund and proportionately higher losses than if such Fund's capital had been spread over a wide number of positions.

#### *Hedging*

In executing many of its strategies, Garda may enter into hedging transactions with the intention of reducing or controlling risk but does not, in general, attempt to hedge all market or other risks inherent in the strategies implemented by the Funds. Garda is not obligated to utilize hedging strategies, and Garda may choose not to hedge certain risks or may determine that hedging is economically unattractive — either in respect of particular positions or with respect to a Fund's overall portfolio. It is possible that the hedging strategies employed may

not be effective in controlling risk, and may, due to unexpected change in correlation between the hedging instrument and the position being hedged, increase rather than reduce both risk and losses.

### *Leverage*

The Funds typically make extensive use of leverage and regularly borrow from brokers, banks and other lenders to finance investments and enhance returns. Through the use of leverage, the Funds acquire substantially more assets and market exposure than the Fund has equity and the Funds are typically not limited in the amount of leverage they can use. The use of leverage may significantly increase both the strategy's market exposure and associated risks. In addition to the risk that the interest expense and other costs incurred in connection with this borrowing may not be recovered by appreciation in the investments purchased, Garda strategies which depend on borrowing frequently have "on-demand" repayment risk. As a general matter, the leverage counterparties that provide financing to the Funds can apply essentially discretionary margin, haircut, financing, security and collateral valuation policies. Changes by the leverage counterparties in such policies, or the imposition of other credit limitations or restrictions, whether due to market circumstances or governmental, regulatory or judicial action, breaches of any financing agreement terms and covenants due to poor performance or otherwise, may result in increased margin calls, loss of financing, forced liquidation of positions at disadvantageous prices, termination of swaps, repurchase agreements and other leveraging arrangements, as well as cross-defaults to agreements with other leverage providers. The financing available from leverage counterparties is particularly likely to be restricted or withdrawn in disrupted markets. Any such adverse effects may be exacerbated in the event that such limitations or restrictions are imposed suddenly and/or by multiple market participants at or about the same time. The imposition of such limitations or restrictions could compel Garda to liquidate all or a portion of the Fund's portfolio at disadvantageous prices. In light of these considerations, there can be no assurances that strategies dependent on leverage will be able to maintain adequate financing arrangements under all market conditions, and the lack of adequate financing could result in significant losses, or the inability to pursue the investment strategies of the Funds.

### *Currency Hedging and Exchange Rate Risk*

Many of the strategies pursued on behalf of the Funds trade and invest in securities and instruments denominated in non-U.S. currencies. Such investments are subject to the risk that the value of a particular currency will change in relation to the U.S. dollar. Among the factors

that may affect currency values are direct government intervention (often intended specifically to change currency values), trade balances, the level of short-term interest rates, differences in the relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. The Funds may, from time to time, invest and trade in a manner resulting in exposure to selected currencies for speculative purposes and may also incur potentially significant transaction costs (as well as potential losses) resulting from currency hedging transactions.

#### *Shares Denominated in Multiple Currencies*

The Funds, and certain share classes offered by such Funds, value their assets in U.S. dollars (despite the wide range of currencies in which a Fund's asset may be denominated). Consequently, not only is a Fund subject to potential exchange -rate risk on its investments in positions denominated in other currencies, but so are investors whose functional currency is not the U.S. dollar with respect to their investment in such Fund shares.

The Funds offer shares denominated in currencies other than the U.S. dollar ("Non-USD Classes"). We may attempt to hedge exchange rate exposure for Non-USD Classes to the extent and in the manner we deem practicable, but do not attempt to hedge all of these risks. There is no assurance that the hedging transactions will be successful or that the hedging transactions will not themselves generate losses. Any subscriptions to Non-USD Classes are subject to the risk that the U.S. Dollar will decline against those currencies. Any such hedging transactions will be intended to protect any such Non-USD Classes from currency losses but will also prevent any profit from currency gains. Further, there can be no assurance that any hedging transactions will be successful, and there are transaction costs associated with hedging, which the applicable Non-USD Classes will bear. Moreover, liquidating investments in order to settle currency hedging losses on short notice may result in a less liquid and less diversified group of investments for a Fund. Cross-class liability risk also applies to a Fund's currency hedging activities with respect to Non-USD Classes. Please also see further information in Significant Risks - Strategies: Cross-Class, Series or Fund Liability Risks, below.

#### *Cross-Class, Series or Fund Liability Risks*

Creditors of a Fund may, absent contrary contractual provisions, enforce claims against all assets of the Fund, even if the creditors' claims relate to a single Class or Series of Shares, because the Classes and Series of Shares are not separate legal entities. Therefore, in the

unlikely event of a deficit in one Class or Series of Shares, assets of another Class or Series will be available to cover the deficit.

### *Relative Value Strategies*

The success of our relative value strategies depends on market values converging towards the theoretical values determined by the valuation models we utilize and our ability to express these relative mispricings through interrelated investment instruments. Our relative value strategies are subject to the risks of disruptions in historical price relationships, the restricted availability of credit and the obsolescence or inaccuracy of valuation models, among other factors. Even if correctly identified, relative value positions may not converge within the anticipated time frame, and, in the event of market disruptions, significant losses may be incurred which may force the Funds to close out positions.

### *Directional Strategies*

Directional investing is subject to all the risks inherent in incorrectly predicting future price movements. Predicting future prices is inherently uncertain and the losses incurred, if the market moves against a position, may not be hedged. Price movements may be influenced by unanticipated factors, or our analysis of known factors may prove inaccurate, in either case potentially leading to substantial losses.

### *Fixed Income Strategies*

Strategies incorporating fixed income securities and their derivatives are subject to interest rate risk due to changes in interest rates, as well as changes to the credit risk premium applicable to the various categories of fixed income and other debt securities. Garda may attempt to reduce the exposure of a Fund's portfolio to interest rate and credit risk premium changes through hedging transactions that utilize interest rate and credit related securities and derivatives. There can, however, be no assurance or guarantee that Garda will be successful in mitigating the impact of interest rate or credit risk premium changes on a given Fund's portfolio.

### *Event Based Strategies*

Strategies based on the expectation that certain events will or will not take place, such as the consummation of an announced or otherwise anticipated market transaction or governmental action, depend upon Garda's ability to make predictions about (i) the likelihood that an event will or will not occur and (ii) the impact such event will have on the value of related investments.

The consummation of such transactions can be prevented or delayed by a variety of factors, such as the intervention of a governmental or regulatory agency, market conditions resulting in material changes in market prices or the inability to obtain adequate support from the event constituents. If the anticipated event fails to occur or it does not have the effect foreseen, losses can result, and there can be no assurance or guarantee that Garda will be successful in anticipating such events.

### *Systematic Trading*

Garda may employ systematic trading strategies for a Fund. The success of systematic trading strategies for a Fund depends in large measure on the effectiveness of its systematic trading systems (the "Trading System") as utilized in the various markets in which a Fund invests. There is no assurance that the Trading System's assessments and predictions of price movements of securities or other instruments will be accurate or will be consistent over periods of time or that trading in reliance on recommendations generated by the Trading System will achieve a Fund's investment objectives or avoid material losses. No assurance can be given that trading decisions based on the use of the Trading System or other computer-generated recommendations will produce profits or avoid losses for a Fund.

### *Unencumbered Equity*

The Funds retain amounts of unencumbered equity in order to meet margin calls, for use as collateral and for any other reason considered advisable to implement a Fund's investment strategy, all as Garda may determine from time to time. There can be no assurance that a Fund's unencumbered equity reserves will be within any range, and at any time could be very low depending on margin calls, losses, expenses or for other reasons. Generally, the unencumbered equity is held in cash or invested in instruments with short-term liquidity. Any unencumbered equity is managed by Garda and can be invested in any instruments as it determines, including but not limited to bank deposits, reverse repurchase agreements referencing G10 sovereign debt, short-dated G10 sovereign debt, tri-party repurchase agreements, securities lending transactions, money market funds, variable rate notes, bank certificates of deposits and U.S. government agency instruments. Garda may cause a Fund to hold cash or other liquid assets at a bank, broker, custodian or other institution. These accounts and investments will be subject to the standard fees and expenses charged in relation to, and the counterparty credit risks associated with, these accounts and investments. Garda's approach to managing a Fund's unencumbered equity may be subject to change at any time,

and there are generally no limits on the instruments or methodologies used to implement such management.

### *Short Sales*

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

## ***Significant Risks - Investment Instruments***

### *Debt Securities Generally*

Debt securities, including sovereign debt securities, may be subject to price volatility due to various factors including changes in interest rates, market perception of the creditworthiness of the issuer and general market liquidity. In addition to the sensitivity of debt securities to overall interest rate movements, debt securities involve a fundamental credit risk based on the issuer’s ability to make principal and interest payments on the debt it issues.

### *Sovereign Debt*

The Funds invest in non-U.S. government debt securities, including debt obligations issued or

guaranteed by national, state or provincial governments, political subdivisions or quasi-governmental or supranational entities. Sovereign governments often intervene in the markets for their debt for a variety of economic and/or political reasons which may be unanticipated by Garda and occur suddenly.

A number of the issuers of sovereign debt securities in which the Funds invest may experience serious difficulties in servicing their debt obligations, and in some cases could default on such obligations. These issuers may be unable or unwilling to repay principal or interest when due, and debt holders may have limited recourse in the event of a default. Certain sovereign debt may have non-investment grade ratings or be in distress or even default, potentially resulting in greater market volatility.

#### *U.S. Debt Downgrade*

On August 1, 2023, Fitch Ratings downgraded the credit rating on U.S. long-term debt from AAA to AA+, the rating was reaffirmed in March 2024. The downgrade reflects Fitch's view that there has been a steady deterioration in standards of governance in the United States over the last 20 years, pointing to the reoccurring debt ceiling standoffs. Despite the bipartisan agreement to suspend the debt limit until January 2025, Fitch explained that the downgrade is in response to the "expected fiscal deterioration" of the country over the next three years citing the "high and growing" government debt, which currently stands at more than \$32 trillion. Standard & Poor cited similar reasons when it downgraded the country's long-term sovereign credit rating from AAA to AA+ in 2011, following a tense debt ceiling standoff. This downgrade could have material adverse impacts on financial markets and economic conditions in the United States and throughout the world and, in turn, the market's anticipation of these impacts could have a material adverse effect on the Fund's financial condition and liquidity. If other major credit rating agencies issue further downgrades, the resulting market response may be extreme and possibly adverse to the Fund. The ultimate impacts on global markets, the U.S. market and the Fund's business are unpredictable and may not be immediately apparent.

#### *Mortgage Related Securities*

The Funds invest a portion of their capital in strategies which include investments in commercial and residential mortgage-backed securities. Garda intends to trade residential mortgage-backed securities in a manner generally consistent with its other leveraged relative value strategies which seek to isolate specific differences between various investment instruments while attempting to minimize exposure to the underlying credit risks. There can be no

assurance, however, that Garda will be successful in minimizing unintended risk exposures and, at times, the mortgage-backed securities markets have experienced high levels of volatility, with some investors suffering significant or total losses. At times, the mortgage-backed markets have fundamentally underestimated the inherent risks in these investments, including the risks of loss associated with homeowner defaults, declining real estate values, unexpected rates of prepayment and complex security structures. The markets for some mortgage related securities have also experienced periods where many instruments have become highly illiquid and difficult to value. Mortgage-backed securities that are issued by U.S. government-sponsored agencies have been generally less exposed to credit risk and the risk of decreasing collateral values but, while these instruments have not historically suffered the same volatility or illiquidity suffered by some other mortgage-backed securities, there can be no assurance that this will continue to be the case.

We invest in certain collateralized mortgage obligation ("CMO") derivatives, the rate of interest payable under which varies with a designated rate or index. CMOs allocate payments and prepayments from an underlying pass-through certificate among holders of different classes of mortgage-backed securities. The value of these investments is closely tied to the absolute levels of such rates or indices, or the market's perception of anticipated changes in those rates or indices. The movements in specific indices or interest rates may be difficult or impossible to hedge, which further complicate prepayment risks. CMO holdings may be invested in types of CMOs such as interest-only, inverse interest-only or principal-only strips, which are subject to more prepayment and extension risk than traditional CMOs. In addition, government policy changes affecting residential housing and residential housing finance, such as government agency reform and government sponsored refinancing programs, and Federal Reserve purchases of agency mortgage securities, could alter prepayment behavior and result in adverse changes to portfolio values. Hedging and risk management strategies are not guaranteed to be effective.

Additionally, the Funds finance "TBA" contracts, which are agreements to purchase or sell, for future delivery, an agency mortgage-backed security with a specified issuer, term and coupon. A TBA dollar roll represents a transaction where TBA contracts with the same terms but different settlement dates are simultaneously bought and sold. The TBA contracts settling in the later month typically prices at a discount to the earlier month contract with the difference in price commonly referred to as the "drop". The drop is a reflection of the expected net interest income from an investment in similar agency mortgage-backed securities, net of an implied financing cost, that would be foregone as a result of settling the contract in the later month rather than



in the earlier month. The drop between the current settlement month price and the forward settlement month price occurs because in the dollar roll market, by providing the implied financing, the Fund would retain all principal and interest payments accrued during the financing period. Accordingly, TBA dollar roll income generally represents the economic equivalent of the net interest income earned on the underlying agency mortgage-backed security less an implied financing cost. There may be situations in which the implied financing cost exceeds the interest income, resulting in a negative carry on the position. In addition, the Funds invest in "specified pools," which, unlike TBAs, are securities associated with specific mortgage pools rather than a generic portion of the market. These pools are not as liquid as the TBA market due to their specificity. However, they do allow for more granular detail on the underlying mortgages and the opportunity to focus on specific attributes of the mortgage loan, such as seasoned mortgages, specific geography, or loans with maximum balances. Consequently, investments in specified pools can have greater exposure to those pools idiosyncratic attributes than other investments in mortgage-backed securities, which could result in greater losses (or gains) than would have been the case for other mortgage-backed securities with more diversified loan exposure.

The value of mortgage-backed securities is directly impacted by rates of homeowner defaults, prepayment and underlying collateral values which, in turn, are driven by a variety of economic, interest rate and public policy factors. Sudden or unexpected changes to these or other factors may result in the Fund experiencing a significant loss on its investment.

The Funds also invest in covered bonds, typically in Nordic countries (Denmark, Finland, Norway and Sweden). Covered bonds are debt instruments issued by a bank or other financial institution and collateralized against a pool of assets such as mortgages. Covered bonds continue as obligations of the issuer providing an investor with dual recourse against the issuer and the collateral. Among other risks, the issuer of covered bonds may fail to make timely payments and any collateral may not be sufficient to cover all, or any, of the bond's value.

### *Currencies*

The Funds may be subject to two types of exchange rate risk: the risk of speculative currency trading and the exchange rate risk inherent in investing in global investment instruments denominated in different currencies. Currency trading involves positioning in anticipation of movements in exchange rates among countries and we may trade currencies for certain Funds on a speculative basis in both directional and relative value strategies. Exchange rates can change dramatically over short periods of time, particularly during times of political or economic

unrest or as a result of actions taken by central banks, which may be intended directly to affect prevailing exchange rates.

Moreover, many of the investment instruments in which the Funds invest are denominated in currencies other than the U.S. dollar, and certain U.S. dollar denominated investment instruments are convertible into investment instruments denominated in other currencies. Funds holding these and other positions are subject to the risk that exchange rate movements will cause losses on positions which might otherwise have been profitable.

### *Derivative Instruments*

We make extensive use of various derivative instruments including, without limitation, options, swaps, credit default swaps, forward contracts, futures contracts and repurchase agreements, for hedging, leverage and speculative purposes. These instruments typically involve highly leveraged exposure to underlying referenced assets from which such instruments derive their performance, at least in part. The use of derivatives involves a variety of material risks, including the possibility of counterparty non-performance as well as deviations between the actual and the theoretical value of such derivatives. Changes in the volatility of the price of an underlying security or index may have a material effect on the theoretical value of a derivative instrument. Derivatives may be subject to a wide variety of contractual terms including a range of “early termination events” permitting the counterparty to liquidate the position prematurely. Although Dodd Frank and a number of non-U.S. regulatory mandates require many derivatives to be traded on exchanges, certain of the derivatives which Funds may trade are principal-to-principal or “over-the-counter” contracts between the Fund and third parties entered into privately, rather than on an exchange. As a result, the Funds will not be afforded the regulatory and financial protections of an exchange or its central party clearinghouse (“CCP”) (or the protections of the government regulator that oversees such exchange and CCP).

Derivatives may be extremely illiquid, and, when not exchange traded, derivative positions may be able to be offset only by transacting with the counterparty to the derivative. In such privately negotiated transactions, the risk of the negotiated price deviating materially from fair value is substantial, particularly when there is no active market available from which to derive benchmark prices. Further, non-securities related derivatives have the same risks associated with them as other derivative financial instruments, including a high degree of leverage, deviations between actual and theoretical value of the reference rate or instrument and the derivative and imperfections in dealer pricing.

### *Options*

We buy or sell (write) both call options and put options on either a covered or an uncovered basis. The value of options is materially affected by market volatility. If we were to incorrectly forecast near-term market volatility, the Funds may incur substantial losses on their options trading. The seller of an uncovered call option bears the risk of an increase in the market price of the underlying security or reference instrument above the exercise price, which risk is theoretically unlimited.

### *Futures*

We trade futures in certain of our strategies. Futures are often inherently highly leveraged, and can become illiquid due to exchange-imposed price fluctuation limits. Futures contracts can involve significant risks, including price volatility and potentially unlimited losses if prices move against a position. The successful trading of futures for speculative purposes requires correctly predicting movements in the direction of the relevant market and, to the extent the transaction is entered into for hedging purposes, determining the correlation between the position being hedged and the price movements of the futures contract.

### *Credit Derivatives*

Certain Garda strategies purchase and sell credit derivatives, potentially with large levels of exposure. Credit derivatives trading is subject not only to the credit risk of the issuer of the underlying obligations to which such derivatives are referenced, but also to the credit risk of the counterparty to the credit derivative transaction itself. In certain cases, the credit derivatives market is significantly less liquid than the market in the underlying debt obligations, particularly if the derivative is not exchange traded and individually negotiated.

### *Equity Securities*

We invest in equity securities in certain strategies. 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 legally available after making provision for payment of indebtedness

obligations and interest, dividend and any other required payments on more senior securities of the issuer.

#### *Repurchase Agreements and Reverse Repurchase Agreements*

The Funds enter into repurchase and reverse repurchase agreements. A repurchase agreement involves the purchase of an investment asset by a Fund and its agreement to sell the asset at a specified time and price (thereby enabling the Fund to earn a yield on the funds used to purchase such asset). If the party agreeing to repurchase should default, as a result of bankruptcy or otherwise, a Fund may seek to sell the assets which it holds, which action could involve costs or delays in addition to a loss on the assets if their value should fall below their repurchase price. If the counterparty becomes insolvent and subject to liquidation or reorganization under applicable bankruptcy or other laws, the Fund's ability to dispose of the underlying assets may be restricted. Similarly, entering into reverse repurchase agreements involves certain risks. Reverse repurchase agreements involve the sale of an investment asset by a Fund and its agreement to repurchase the asset at a specified time (thereby financing a Fund's acquisition of such asset). Under a reverse repurchase agreement, the Fund continues to receive any principal and interest payments on the underlying asset during the term of the agreement. If the counterparty becomes insolvent and subject to liquidation or reorganization under applicable bankruptcy or other laws, the Fund's ability to terminate the transaction may be restricted or delayed, which could result in losses to the Fund.

#### ***Other Market Risks***

##### *General Market Risks*

Investors/potential Investors should understand that any investment in the Funds could be materially adversely affected by changes or instability in market conditions. The types of market conditions in which the Funds may incur losses or experience unexpected performance volatility cannot be predicted, and the Funds may materially underperform other funds with similar investment objectives. The general risks of market investing include, but are not limited to, the following:

- The Funds and strategies may not maintain significant diversification, and even if significantly diversified may not provide meaningful risk control;

- The strategies implemented by Garda trade with a high degree of leverage to achieve their objectives, thereby increasing risk and magnifying the effect of market volatility;
- Traded instruments may be subject to excessive market volatility and such market volatility should be expected to recur;
- The Funds could incur major losses during disrupted markets and other extraordinary events that materially distort historical pricing relationships or disrupt market liquidity;
- Fund strategies that are reliant on volatility to meet their objectives may incur trendless or stagnant markets where prospects for profitability are diminished;
- The profit potential of Funds may be materially diminished during market cycles in which there is a general decline in economic activity and/or active government intervention;
- Declines in market liquidity and/or leverage may disrupt markets and create forced sellers in order to pay back leverage or meet liquidity obligations;
- Suspensions in trading may limit liquidity in specific instruments or entire strategies potentially exposing the Funds to market volatility and potential losses;
- Certain strategies implemented by Garda are traded with limited market or instrument diversification, potentially increasing both performance volatility and risk, perhaps without a commensurate increase in returns; and
- The performance of certain strategies implemented by the Funds may be highly volatile, and, from time to time, different strategies implemented within a fund or account may have positively correlated performance—increasing overall risk and performance volatility.

### *Market Liquidity*

Market liquidity often falls in periods of market turmoil, dramatically increasing transaction costs for investors seeking to acquire or liquidate positions. If we were to seek to liquidate the assets in a period of poor liquidity, the Funds could experience substantial losses. At the extreme, numerous alternative investment programs have incurred significant or total losses

when attempting to liquidate positions during periods of extreme illiquidity, often when seeking to raise cash to meet margin calls issued by counterparties.

### *Interest Rate Risks*

Certain of Garda's strategies trade and invest extensively in investment instruments which are sensitive to interest rate fluctuations and unexpected fluctuations in interest rates could cause the corresponding pricing of long and short positions to move in directions which were not initially anticipated. In addition, interest rate increases generally will increase the interest carrying costs of borrowed investment instruments as well as the cost of the leverage. To the extent that interest rate assumptions underlie the thesis of a particular position, fluctuations in interest rates could invalidate those underlying assumptions and expose the Funds to losses.

### *Trading in Foreign Markets Generally*

Garda trades in markets outside the United States where the trading in such markets is not regulated by any U.S. government agency and protections provided by U.S. regulations do not apply. Many non-U.S. securities markets are not as developed or efficient as those in the United States and may be more volatile than the U.S. markets. There may be generally less government supervision and regulation of non-U.S. exchanges, brokers and listed companies than in the United States. Further, trading volumes in non-U.S. markets are usually lower than in U.S. markets, resulting in reduced liquidity and potentially rapid and erratic price fluctuations. Commissions for trades on non-U.S. securities exchanges are generally higher than negotiated commissions on U.S. exchanges and custody expenses are generally higher as well. Settlement practices for transactions in non-U.S. markets may involve delays beyond periods customary in the United States, possibly requiring a Fund to borrow funds or securities to satisfy its obligations arising out of other transactions. In addition, there could be more "failed settlements," which can result in losses to Funds trading in such markets.

Some exchanges in less developed markets, in contrast to U.S. or other developed market exchanges, are "principals' markets" in which performance with respect to a contract is the responsibility only of the individual member with whom the Fund has entered into the contract and not of the exchange or its clearinghouse, if any. In such cases, the Funds will be subject to the risk of the inability of or refusal by its counterparties to perform with respect to their contracts with the Fund. Additionally, trading securities in less developed markets, involves the additional risks of expropriation, burdensome or confiscatory taxation, moratoriums,

exchange or investment controls and political or diplomatic market disruptions, each of which might materially adversely affect the Fund's trading activities.

#### *Leverage & Financing Risks*

Leverage achieved by a Fund through margin borrowings, loans, derivatives, repurchase agreements and other instruments requires the Fund to post collateral with brokers and other counterparties that provide financing to the Fund. Brokers and other counterparties have broad discretionary authority over valuation of the Fund's assets they hold, and the amount of collateral required. A broker or other counterparty may have the right to (i) reduce the valuation of the Fund's assets they hold, including collateral posted by the Fund; (ii) require the Fund to post additional collateral; and/or (iii) reduce unilaterally the credit extended to the Fund for a number of reasons, including reasons that have no bearing on the creditworthiness of the Fund. Any such action by a broker or other counterparty could lead to a margin call on the Fund or result in the Fund having to sell assets at a time when the Fund would not otherwise choose to do so. If the Fund does not meet a margin call in accordance with the relevant financing agreement, the broker or other counterparty may declare the Fund in default and liquidate the Fund's assets held by the broker or other counterparty.

The investment strategies we employ depend heavily on the availability of credit in order to permit the financing of Fund portfolios. The credit available to the Funds could be dramatically reduced for a significant length of time due to a variety of circumstances. A Fund's inability to access secured and/or unsecured financing facilities and markets could significantly impact its performance. Any or all of these situations could arise due to circumstances that we may be unable to control.

#### *Counterparty and Custody Risk*

Under certain circumstances, there may be material risks associated with enforcing a Fund's rights to its assets in the case of an insolvency of a custodian, bank, prime broker or other parties to which assets were pledged as collateral. Events including major bank failures such as Silicon Valley Bank, Signature Bank and First Republic Bank in 2023, and Lehman Brother in 2008, illustrate the risks incurred in both derivatives trading and custody/brokerage arrangements. There is no certainty that, in the event of a failure of a bank or broker-dealer that has custody of a Fund's assets, the Fund would not incur losses due to its assets being unavailable for a period of time, or that ultimately it would fully recover its assets, or both.

### *Short Selling Restrictions*

Short-selling has from time to time been the subject of significant regulatory scrutiny globally as well as substantive regulation. Initiatives to increase the regulation of the financial markets are ongoing as a result of the market disruptions which began in mid-2008, and it is not possible to predict whether short-selling may be restricted, perhaps permanently, in a manner materially adverse to certain of the strategies we use.

### *Changes to the Regulatory Environment*

Many of the investments, investment strategies and markets utilized by Garda are subject to numerous laws, rules and regulations originating from multiple jurisdictions. Substantive changes to, or interpretations of, such laws, rules and regulations could have a material adverse effect on Garda's ability to execute its investment strategies.

The financial services industry generally, and the activities of private investment funds and their investment managers in particular, have been subject to intense and increasing regulatory scrutiny. Such scrutiny may increase the Fund's and the Investment Adviser's exposure to potential liabilities and to legal, compliance and other related costs. Increased regulatory oversight can also impose administrative burdens on the Investment Adviser, including, without limitation, responding to investigations and implementing new policies and procedures. Such burdens may divert the Investment Adviser's time, attention and resources from portfolio management activities. The Fund may also be subject to regulatory inquiries concerning its positions and trading. The SEC recently adopted new rules to the regime regulating private investment funds and their investment managers. Such changes include disallowing or modifying certain terms, including with respect to transparency, fees, expenses and liquidity, and imposing more stringent documentation, disclosure and reporting requirements on private investment funds and their investment managers. These new rules will increase the regulatory and reporting burdens on the Fund, which will increase the Fund's expenses, and may place into question the enforceability of some provisions of the definitive documentation of the Fund and any side letters with the Shareholders. It is difficult to predict the full impact that the new rules will have on the Fund and the Investment Adviser, including possible future alterations to the terms and expenses of the Fund and/or how the Fund operates. The SEC has also recently proposed substantial revisions to numerous other rules under the federal securities laws, including under the Advisers Act with respect to custody of client assets and under the Exchange Act with respect to the scope of "dealer" and "government securities dealer" activities.



## *Cybersecurity*

Garda, the Funds, their service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect the Funds and Investors, despite the efforts of Garda and its service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to Investors and/or Funds. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to these systems of Garda and its service providers, counterparties or data within these systems, potentially resulting in financial loss to the Funds if such actions prevent Garda from effectively managing portfolio risks and performing trading activities. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of Garda's systems to disclose sensitive information in order to gain access to Garda's data or that of the Funds and Investors. A successful penetration or circumvention of the security of Garda's systems could result in the loss or theft of an Investor's data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the Funds, Garda or their service providers to incur regulatory penalties, reputational damage, additional compliance costs or financial loss.

## *Disease Outbreaks*

Disease outbreaks that affect local economies or the global economy may materially and adversely impact the Funds and their investments. For example, uncertainties regarding the novel Coronavirus ("COVID-19") outbreak resulted in serious economic disruptions. These disruptions can lead to instability in the market place, including market losses and overall volatility, as occurred in connection with COVID-19. In the face of such instability, governments may take extreme and unpredictable measures to combat the spread of disease and mitigate the resulting market disruptions and losses. Any such government actions may have an adverse impact on a Fund's investments.

Garda has business continuity plans reasonably designed to ensure that it maintains normal business operations, and that the Funds' assets are protected. However, in the event of a pandemic or an outbreak, there can be no assurance that Garda and a Fund's service providers

will be able to maintain normal business operations for an extended period of time or will not lose the services of certain personnel or Directors on a temporary or long-term basis due to illness or other reasons. The full impacts of a pandemic or disease outbreak are unknown, resulting in uncertainty for potentially extended periods of time.

#### *Force Majeure Provisions*

Certain counterparties may rely on force majeure provisions in contracts during crises to halt payments or services otherwise required by the contracts. Similarly, various types of insurance have not been paid to those insured in reliance on carveouts for pandemics and other force majeure events. Investment, operational and insurance counterparties Garda or the Funds may similarly, and unexpectedly, discontinue or diminish payments or services otherwise owed to Garda or the Funds during a pandemic or other crisis. This could have material adverse impacts on Garda or the Fund and their investment activities and operations.

#### *Middle East Conflict*

In October 2023, the Hamas movement operating in the Gaza Strip launched a surprise military attack on Israel, resulting in the deaths of thousands of Israelis and Palestinians. The initial attack and ongoing response from Israel have significantly amplified already existing geopolitical tensions among Iran, Lebanon, Palestine and Israel and its allies, including the United States. The conflict poses a risk of higher oil prices, and risks to both inflation and the global economic growth outlook. For example, to the extent the Israeli war with Hamas heightens concerns about the global economy it could reverse recent increases in U.S. Treasury bond yields if capital rushes towards the relative safety of U.S. Treasury bonds, as often happens at times of potential crisis, thereby frustrating efforts by the Federal Reserve to combat current rates of inflation in the United States.

The full impact of this conflict may take time to become clear, and would depend on how long the conflict lasts, how intense it becomes, and whether it spreads to other parts of the region. These and any related events could have a significant impact on the Fund's performance and the value of an investment in the Fund.

#### *Advisory Affiliates*

Certain of the Advisory Affiliates direct certain trading activities on behalf of the Funds and, as such, may be subject to regulation, immigration requirements, taxation and other obligations and restrictions as a result of operating in a non-U.S. jurisdiction which could adversely affect

a Fund. Although the Advisory Affiliates are distinct legal entities, each of them is under common control with Garda and rely on services provided by Garda (e.g. back-office and operational support services and functions). to conduct their operations. Providing these services to the Advisory Affiliates competes for the business time and attention of Garda personnel.

### *Inflation*

The Funds will be exposed to inflation risk. High inflation, including the levels of inflation in effect in the United States and internationally more recently, may tighten credit and otherwise adversely impact a Fund. Further, if interest rates rise during an inflationary period, the cost of capital to purchase investments may also rise, which could adversely impact a Fund's ability to implement its investment strategies. Should a Fund be required to acquire, hold or dispose of investments during a period of high inflation, a Fund's overall return may be reduced.

**ITEM 9. DISCIPLINARY INFORMATION**

Garda and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to an Investor's or a prospective Investor's evaluation of our advisory business, personnel or the integrity of our management.

## **ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

Garda Capital Partners LP is the investment adviser to the Funds. Garda GP LLC, a Delaware limited liability company, is the general partner of Garda Capital Partners LP.

As further explained in Item 4, Garda Switzerland, Garda Denmark, and Garda Singapore are affiliates of Garda Capital Partners LP. Garda Switzerland is registered as an asset manager with the Swiss Financial Market Supervisory Authority ("FINMA"), Garda Denmark is registered as an investment firm with the Danish Financial Services Authority ("FSA"), and Garda Singapore is registered as a fund management company with the Monetary Authority of Singapore ("MAS"). As Garda Switzerland, Garda Denmark and Garda Singapore each provide investment advisory services only to Garda Capital Partners LP in connection with its management of the Funds, Garda does not believe that these relationships create a material conflict of interest for the Funds. Registrations with FINMA, FSA and MAS do not imply any level of skill or training.

In conjunction with its role as the investment adviser to the Funds, Garda is also registered with the U.S. Commodity Futures Trading Commission ("CFTC") as a Commodity Pool Operator ("CPO") and Commodity Trading Adviser ("CTA") and is a member of the National Futures Association ("NFA"). Registration with the CFTC and membership with the NFA do not imply any level of skill or training.

As stated in Item 4 – Advisory Business, AMG holds a minority equity interest in Garda. AMG is a publicly-traded global asset management company (NYSE: AMG) with equity investments in boutique investment management firms ("AMG Affiliates"). Each of the AMG Affiliates, including Garda, operates autonomously and independently of AMG and each other. AMG does not have any role in the day-to-day operations of Garda. More information regarding AMG, including a list of all AMG Affiliates, is available at [www.amg.com](http://www.amg.com).

Garda has engaged subsidiaries of AMG for consulting, marketing and client services. Additional information regarding this arrangement and the AMG subsidiaries involved is set forth in Item 14 – Client Referrals and Other Compensation.

### *Registered Broker-Dealers*

None of Garda or its employees is registered as a broker-dealer, a registered representative of a broker-dealer.

### *Selection or Recommendation of Other Advisers*

Garda does not recommend or select other investment advisers for the Funds and does not have other business relationships with other investment advisers that create a material conflict of interest. However, Garda's management of the Funds may be directed in certain countries and markets by the Advisory Affiliates. The Funds do not incur any additional management fees as a result of the Advisory Affiliates' participation in the management of the Funds.

## **ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

Garda has adopted a written code of ethics (the "Code") which establishes a standard of conduct and compliance with federal securities laws required of all Garda employees. The Code contains policies and procedures intended to avoid actual or potential conflicts of interest related to personal trading and other employee activities and incorporates throughout the general fiduciary principle that the interest of the Funds must always be placed ahead of employee's personal interests or those of Garda or its affiliated entities. Provisions of the Code also prohibit certain actions, including, among other matters, forbidding any employee of Garda from trading, either personally or on behalf of the Funds or others, on material non-public information.

All personal investment activities by employees, certain family members and other accounts in which employees have a financial interest must be conducted in accordance with the requirements of the personal trading policies contained in the Code. Personal trading investment activities may involve the purchase or sale of securities that are similar or the same as securities purchased or sold for the Funds, but are subject to certain guidelines and restrictions intended to minimize potential conflicts with Fund interests. These restrictions include a general prohibition on any personal transaction that would disadvantage, or appear to disadvantage a Fund. This includes, among other restrictions, a specific prohibition on personal transactions in anticipation of a Fund's order as well as limitations on employee transactions in initial public offerings and limited offering securities.

Garda generally requires written pre-clearance for securities transactions, and Garda may make the determination to not grant preclearance, particularly if the transaction appears to pose a conflict of interest or otherwise appears improper.

As a means to monitor compliance with our policies, the Code requires employees to: (i) report transactions in reportable securities on at least a quarterly basis; and (ii) provide Garda with a detailed summary of certain holdings, both initially upon commencement of employment and at least annually thereafter, to include all portfolios, accounts or securities over which such employees have control or beneficial interest. Garda's reporting requirements and restrictions on personal securities trading apply to all employees, as well as to each employee's immediate family members living in the same household and to other parties to whom the employee provides material financial support.

In addition to the policies and procedures contained within the Code, Garda maintains the following policies and procedures relating to our employees' conduct: Gifts and Entertainment, Political Contributions and Outside Business Activities. The provisions of these additional policies have been implemented in a manner consistent with the principles contained in the Code and are intended to further limit potential conflicts of interests.

#### *Insider Trading*

Garda employees may acquire or come into possession of material, non-public confidential information in the course of our business activities or otherwise. Garda prohibits the buying or selling of securities on the basis of, or while in possession of, material non-public information and considers the knowledge of such information by any Garda employee to be held by Garda generally. Transactions in securities whose issuers are the subject of material non-public information that is in our possession are thus prohibited for all Garda employees, whether the transactions are on behalf of Garda, the Funds or the employee's personal trading accounts. As a result, Garda and our employees may not be able to initiate a transaction for a Fund that may otherwise have been initiated, and, further, may be required to maintain a position that otherwise might have been sold, or refrain from acquiring a position that might otherwise have been acquired.

#### *Related Party Security Transactions*

Garda Funds may, from time to time, purchase and/or sell investment securities with other Garda Funds or Garda-related parties, unless such transactions are otherwise restricted by the provisions of the Fund's Offering Documents or other governing agreements. Certain of these transactions may be principal trades initiated only when Garda has determined, in good faith, the transaction is beneficial to the Fund, does not favor the interests of Garda or its affiliates over the Fund's interests and is otherwise fair and equitable. Any principal transactions will be affected only in accordance with and as permitted by applicable law and generally require the prior consent of Investors. Whenever possible, Garda will transact a principal trade at, or with reference to, the market price of the securities involved, and may also affect the transaction through a broker-dealer, bank or other third-party market participant. Notwithstanding the foregoing, all principal trades involve conflicts of interest, particularly the conflict between acting in our own best interests and those of the Fund.

Unless otherwise restricted by provisions of the applicable Offering Documents, cross trades may also occur between the Funds where no participating Fund is deemed to be a Garda



proprietary account for principal trade purposes. All principal and cross trades between Funds are subject to Garda's written policies and procedures that govern transactions between Funds and which are intended to ensure that the transaction is in each participating Fund's best interest and does not favor one Fund over another. These policies, in addition to containing other provisions, require the consideration and approval of any Fund to Fund transaction by Garda's Chief Operating Officer, Chief Compliance Officer and Chief Financial Officer. Garda and its affiliates will not receive commissions or other compensation for effecting cross trades between the Funds.

Clients, prospective Clients, as well as Investors or prospective Investors in the Funds may obtain a copy of the Code by contacting us at the address or telephone number listed on the first page of this document.

## **ITEM 12. BROKERAGE PRACTICES**

### *Broker Selection*

Garda generally has complete discretion to determine, subject to each Fund's objectives, strategies and contract terms, the assets to be purchased and sold and in what amounts, the counterparties used, and the commission rates and other costs to be paid for such transactions. Fund Investors should anticipate that transactions executed at our discretion will generate a substantial amount of brokerage commissions and other costs, all of which will be borne by the Fund and not by Garda.

Garda selects broker-dealers, banks and other financial intermediaries ("counterparties" or "brokers") that we believe will provide execution in a manner such that the Fund's total cost or proceeds in each transaction is most favorable under the circumstances. In seeking the best available execution for the Funds, we generally consider a variety of factors that may vary significantly from one transaction to the next based on the nature of the exposure or opportunity sought, type of asset traded and the geographic location of the relevant markets. The factors considered may be both quantitative and qualitative, and the brokers or counterparties that Garda determines to be most likely to provide the most favorable outcome for the Fund may not have the lowest available commission costs.

Garda has adopted best execution policies and procedures (the "Best Execution Policy") which set out what Garda considers to be relevant factors in selecting counterparties likely to achieve the most favorable outcome for the Fund. Under the Best Execution Policy, Garda may consider a wide variety of factors including, but not limited to:

- Execution price;
- Costs, including commission;
- The reputation and integrity of the counterparty, including financial strength and stability;
- Likelihood of execution;
- Speed of execution;
- Ability to execute desired volume (size);

- Ability to execute with minimum impact on the market;
- Ability to make a market in a transaction;
- Ability to commit its own capital to facilitate trades;
- Ability and willingness to handle complex transactions;
- Ability to operate in “limited access” markets;
- Other execution capabilities, including confidentiality; and
- The full range and quality of services offered by the counterparty;
  - Quality of research provided;
  - Availability/access to analysts;
  - Access to, or participation in, allocations from limited offerings;
  - Other services such as funding arrangements that benefit Garda’s Funds;
  - The market knowledge of the counterparty as well as knowledge of the specific asset traded;
  - Broad market coverage resulting in information flow regarding bids and offers, news and market activity; and
  - Other considerations relevant to the transaction.

Please note that the list above is representative and should not be considered inclusive of all relevant factors that may be considered in determining the counterparty most likely to provide the most favorable outcome under the circumstances of the transaction.

Additionally, the Funds trade options, futures and other derivative instruments which can have substantial transaction costs with a limited choice of counterparties.

#### *CME and CBOT Memberships*

The Funds may purchase, and in certain cases have purchased, membership interests in the Chicago Mercantile Exchange and the Chicago Board of Trade (collectively, the “Memberships”)

when Garda anticipates that the Memberships will allow Funds with sufficient volume in exchange traded derivatives to reduce overall trading costs by clearing transactions at lower clearinghouse commission rates than would otherwise be available. Any Memberships purchased by a Fund are assets of the Fund and not assets of Garda. As a result, the purchase price and all initial and ongoing costs associated with the Memberships will be borne by the Fund and there can be no assurance that a Fund that purchases a membership interest will, in fact, realize lower overall transaction costs.

#### *Research and Other Soft Dollars Benefits*

Garda receives certain products and services from counterparties in addition to execution services which constitute “brokerage and research services” within the meaning of Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended. Such services may include proprietary and third-party research, general market commentary, economic information, industry and company commentary, general reports, quotations and other market data, discussions with research analysts and meetings with representatives of issuers.

While Garda does not enter into “soft dollar” arrangements with counterparties that require specific transaction or commission levels, the Funds may still bear the costs of these brokerage and research services directly and/or through “soft dollar” commissions which fall under the safe harbor for such services established by Section 28(e). Garda may have an incentive to select a counterparty based on Garda’s interest in receiving brokerage and research services, rather than on the Funds’ interest in receiving the lowest cost commission rate. The selection of counterparties based on any consideration other than the applicable commission rates, including the availability of brokerage and research services, may result in higher transaction costs than would otherwise be obtainable. Garda benefits from these arrangements, because it does not have to produce or pay for the research, products or services. Brokerage and research services obtained by the use of commissions arising from a Fund’s transactions may be used by Garda in its other investment activities or on behalf of other Clients, and a Fund may not directly or indirectly benefit from the brokerage and research services received in consideration of the “soft dollars” generated by the Fund’s transactions.

#### *Directed Brokerage*

Garda has discretionary authority to select the brokers or dealers in connection with transactions of the Funds, and Fund investors are not permitted to direct Garda to use a particular broker or dealer to execute portfolio transactions on behalf of the Funds.

### *Brokerage for Investor Referrals*

Garda does not consider, in selecting or recommending counterparties to its Funds, whether it or a related person receives client referrals from a counterparty or third party.

### *Trade Aggregation*

Garda's policies and procedures are implemented with the intent to treat all Funds fairly and equitably over time, although not necessarily identically. When investment decisions in a particular instrument are made contemporaneously on behalf of multiple Funds, executing the decisions as a bunched order has the effect of ensuring that no Fund receives preferential trade execution. When investment mandates are shared by like investment strategies across Funds, Garda is permitted to aggregate orders for bunched execution of multiple Fund orders so as to be able to eliminate the potential for price discrepancies between Funds. Funds participating in an aggregated order generally will receive the average price of all transactions executed pursuant to the aggregated order. Aggregated orders and the associated transaction costs are generally allocated pro rata among all participating Funds in a manner consistent with each Fund's level of participation in the order.

Garda generally does not aggregate orders when the investment decisions in a particular instrument are not made contemporaneously. Such instances may typically occur in situations where a given security or other investment asset is incidentally traded on behalf of multiple Funds under discrete investment mandates or strategies.

### *Allocation of Investment Opportunities*

In the allocation of investment and trading opportunities among Funds, Garda determines, for each Fund, using our judgment in good faith, as to whether an opportunity is appropriate and in what quantity. We may consider a number of factors in making this determination, including, among others, a Fund's overall investment strategy, existing portfolio composition, the size or amount of the available opportunity, the risks involved and other factors relevant to the Fund and investment opportunity. If Garda determines that an investment opportunity is appropriate for more than one Fund, we will determine the allocation of such opportunity prior to the execution of the order and in a manner that we determine to be fair and equitable over time considering all allocations among such Funds as a whole. In some instances, we may determine that it is in a Fund's best interest not to participate in an investment opportunity, and we are not required to provide every opportunity to every Fund.

Garda has implemented policies and procedures specific to the allocation of investments purchased or redeemed for the Fund that are intended to ensure that each Fund, over time, is treated fairly and equitably with respect to investment opportunities. Garda will typically consider a number of factors in determining the allocation of investment opportunities to multiple Funds that may include, but are not limited to, the following considerations:

- Minimum transaction size or quantity multiples (odd lots) determined by the nature of the security;
- Changes in underlying capital in participating Funds;
- Existing exposure to the securities, issuer or market of the proposed transaction;
- The different liquidity positions and requirements of the participating Funds;
- Tax considerations;
- Regulatory considerations (e.g., QIB status);
- The relative capitalization and cash availability of the participating Funds;
- The relative risk and VAR profiles of the participating Funds;
- Strategy alignment;
- Portfolio concentration considerations;
- Formal diversification requirements imposed by the respective Fund's constituent documents;
- Borrowing base considerations;
- Different historical and anticipated subscription and redemption patterns;
- Minimum investment criteria;
- Fund ramp up and ramp down periods;
- Investment time horizon;
- Availability of ISDA relationship(s) with a trading counterparty; and

- Availability of prime brokerage or other specialized relationships with a counterparty.

Absent other considerations, pro-rata allocations based on measurable factors such as each Fund's NAV or relative portfolio exposure capacity are the most common methods of allocation utilized by Garda.

#### *Trade Errors*

In the course of carrying out investing and trading responsibilities on behalf of a Fund, Garda employees may make trading errors — *i.e.*, errors in executing specific trading instructions. Examples of trading errors include: (i) buying or selling at a price or quantity that is inconsistent with the specific trading instructions generated by a particular strategy; or (ii) buying rather than selling a particular investment (and vice versa). Trading errors are distinguishable from errors in judgment, due diligence or other factors leading to a specific trading instruction being generated, as well as from unauthorized trading or other improper conduct by Garda employees. Garda will treat all operational or trading errors (including those which result in losses and those which result in gains) as for the account of the Fund, unless they are the result of conduct on the part of Garda employees that does not meet the standard of care set forth in the applicable Fund's Offering Documents.

### **ITEM 13. REVIEW OF ACCOUNTS**

For each of Garda's investment strategies, one or more senior members of the portfolio management team is primarily responsible for reviewing Fund accounts and may do so individually or as a group depending upon market conditions or Fund needs. The Senior Portfolio Manager and Portfolio Manager(s) collectively perform the intraday, daily, weekly or monthly reviews of positions, risks and opportunities as they deem appropriate and as market conditions warrant. Such reviews will consider portfolio composition in light of current and anticipated market conditions, including assessments of portfolio performance, exposures and risks as well as potential investment opportunities that are consistent with the Fund's investment objectives. Senior officers of Garda, including the Fund's Chief Investment Officer, conduct additional periodic reviews of investment strategies and portfolio exposures for each Fund account with the frequency of such reviews determined by the nature of the strategy being reviewed and market conditions.

In addition to the portfolio management teams responsible for effecting investment strategies on behalf of Fund accounts, Garda has dedicated risk management staff responsible for risk management systems, measurements and controls as well as conducting daily risk and exposure reviews of Fund accounts. The reviews performed consider systemic, portfolio level and position-specific risks and include exception testing against internally established risk thresholds and portfolio limits. Garda utilizes both proprietary and commercially-licensed computer systems and information services to assist in monitoring, analyzing and managing the risks inherent in the Funds' investments. Garda may modify any of its risk management techniques or applicable risk thresholds or limits at any time.

In addition to the reviews undertaken by Garda, each Fund has an independent administrator which reviews security valuation on a monthly basis and reconciles positions and cash details directly with Fund custodians on a daily basis. Garda has also engaged an independent public accounting firm to conduct annual audits of the Funds and, as part of the annual audit process, the accounting firm independently verifies security prices and positions in the Funds, and confirms the Funds' ownership of investment assets.

The Funds provide investors with weekly Fund performance estimates, unaudited monthly performance reports, audited annual fund financial statements, and, as applicable, tax information related to their investments in the Fund.



Although the Funds provide information that may be used by Investors for tax purposes, Garda does not provide legal or tax advice. Investors should consult their legal and tax advisors before making any investment decisions.

## **ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION**

Garda may choose to use outside solicitors for Investor referrals and/or enter into solicitation agreements in the future without notice or consent of our Clients. If any Investor will be directly subject to placement and/or referral fees to persons who introduce them to Garda, any such fees and applicable conflicts of interest will be disclosed to the Investor prior to it making an investment.

Garda currently uses the services of an exempt market dealer to meet certain regulatory obligations in Canada.

Additionally, Garda is party to consulting, client service and marketing agreements with affiliates of AMG. These include Affiliated Managers Group Limited ("AMG Ltd"), Affiliated Managers Group (Hong Kong) Limited ("AMG HK"), Affiliated Managers Group Pty Ltd ("AMG Australia"), and AMG Distributors Inc. ("AMG Distributors").

AMG Ltd, AMG HK and AMG Australia are not broker-dealers, investment advisers, or any of the other financial institutions described in Item 7.A. of Form ADV Part 1A. Depending on the foreign jurisdiction, AMG Ltd, AMG HK and AMG Australia may be registered or exempt from registration, as appropriate, with the relevant foreign financial regulatory authorities. AMG Distributors is a limited purpose broker-dealer registered with the SEC. AMG Ltd, AMG HK and AMG Australia and AMG Distributors are collectively referred to herein as the "AMG Subsidiaries".

The AMG Subsidiaries are engaged to provide certain consulting services to Garda. Such consulting services include, without limitation, information and assistance regarding general market intelligence, sales data, product and service positioning, local marketing rules and practices, as well as other assistance as may be requested from time to time. Additionally, AMG Subsidiaries provide, upon request, client services on behalf of Garda and assist Garda in responding to requests for proposals and in assembling marketing materials. Further, AMG Subsidiaries perform liaison and reporting services (which may include attending periodic client meetings, participating in telephone and/or video conference calls, providing reports, compiling data, and responding to inquiries and questions with assistance from Garda.

Garda pays the AMG Subsidiaries a fee for these services. Such fee is based either upon a percentage of the amount invested with Garda or pursuant to annual fee arrangement with Garda. Due to these engagements the AMG Subsidiaries are deemed to be providing an

endorsement of Garda and its applicable Funds. Because the AMG Subsidiaries receive payment for services that support the fundraising efforts of Garda and its Funds, and because AMG has an equity interest in Garda, AMG has a conflict of interest because it has an ongoing economic incentive to endorse and make positive statements about Garda, any fund managed by Garda, and Garda's officers, principals, employees or affiliates. This conflict is further enhanced by AMG's equity interest in Garda, through which AMG will financially benefit from Garda's profits. In addition, AMG is incentivised to endorse Garda and its Funds in order to maintain goodwill with Garda, so that Garda will then be incentivised to select AMG to provide similar services for future fundraises. Prospective clients referred to Garda by AMG Subsidiaries should ask AMG or their own investment professionals for more information.

Garda, from time to time, participates in conferences, programs and other capital introduction services sponsored by brokerage firms or banks that provide custodial, financing or execution services to the Funds. These conferences and capital introduction programs are generally incidental to other brokerage related services and may be a means by which Garda can be introduced to qualified institutions that are potential Investors in the Funds. While these types of introductory services provided by a brokerage firm or bank may influence us in evaluating whether to use the brokerage firm or bank in connection with transaction execution, financing, custody or other activities of the Funds, neither Garda nor the Funds compensates brokerage firms directly or through any "soft dollar" execution arrangements for introduction services.

## **ITEM 15. CUSTODY**

Garda does not serve as the qualified custodian of any of the assets owned by the Funds and does not have possession or maintain physical custody of any securities or cash owned by the Funds. Garda is, however, deemed to have custody of the cash and investment securities held by the Funds because of the breadth of authority delegated to it under the terms of the advisory agreements in place between Garda and the Funds.

The Funds' cash and investment securities are held with qualified custodians, and each Fund receives at least quarterly statements from the qualified custodians. The Funds' Investors do not receive account statements from the Funds' custodians; rather, the Funds are subject to an annual audit conducted by an independent public accounting firm that is registered and examined by the Public Company Accounting Oversight Board. The audited financial statements are distributed to each Fund Investor within the applicable required timeframe of each respective Fund's fiscal year end, which in no instance will be more than 120 days. The Funds' Investors also receive account statements from the relevant Fund's administrator on either a monthly or quarterly basis that include the Fund's estimated performance and NAV after the end of each reporting period. Investors should carefully review all account statements and other communications they receive from the Fund's administrator.

## **ITEM 16. INVESTMENT DISCRETION**

Garda exercises discretionary authority in managing the investments of each Fund based on each Fund's particular investment objectives, policies and strategies disclosed in its Offering Documents. Discretionary authority over the Funds is defined by the provisions of the advisory agreements between Garda and each Fund.

## **ITEM 17. VOTING CLIENT SECURITIES**

Garda has adopted written proxy voting policies and procedures (the "Proxy Voting Policy") applicable to all Clients where we have voting authority for proxy proposals, amendments, consents or resolutions relating to Client securities including, if any, interests in private investments (collectively "proxies"). Under the Proxy Voting Policy, our primary goal is to vote proxies prudently and solely in the best interest of our Clients, without subordinating the Clients' interests to our own. When a Client has authorized Garda to vote proxies on its behalf, Garda will generally not accept instructions from the Client regarding how to vote proxies.

Garda will vote each Fund's proxies in the manner that it believes is consistent with achieving the Fund's investment objectives. Unless otherwise specified in a written agreement between Garda and the Fund or otherwise set out in the Offering Document, the only factors to be considered in voting proxies are those that would affect the value of Fund assets.

Absent a particular reason to the contrary, it is Garda's practice to generally vote in accordance with the recommendation of the applicable company's management on routine matters. In the case of non-recurring or extraordinary matters such as a material change in business terms, Garda will consider the vote on a case-by-case basis in accordance with the goals of maximizing the value of the Fund's positions. Garda may also, on occasion, determine to abstain from voting a proxy or a specific proxy item when we conclude that the potential benefit of voting is outweighed by the cost or otherwise believe it is not in the Fund's best interest to vote.

It is possible that Garda may have a conflict of interest in connection with voting on a particular matter. If a conflict exists that cannot be otherwise addressed, Garda will address it by either obtaining the informed consent of the Fund or obtaining the services of an independent third party or outside counsel to provide a recommendation and vote in accordance with that recommendation. Garda has engaged a third-party to assist with identifying, casting and recording information regarding proxy voting.

The Proxy Voting Policy also addresses Clients' participation in class actions. Garda's standard advisory agreement authorizes Garda to direct Client participation in class actions and Garda has discretion to decide whether Client's participate or opt out of any applicable class action. Garda will evaluate the necessity to participate in shareholder class action litigation and similar matters as they arise but will not participate in class action litigation unless it is determined it would be in the best interest of the Clients. Garda has engaged a third-party to assist in identifying and processing class action litigation and will compensate such third-party on a

contingency basis whereby they will receive a percent of any recovery obtained. The Clients will bear the cost, (i.e., receive a reduced amount of any class action proceeds), for the third party that is used for class action recovery services. Garda will credit any class action settlements received for the Clients to the Clients at time of receipt.

Clients and investors in Funds managed by Garda may request a copy of our Proxy Voting Policy, as well as proxy voting records relevant to their account, by contacting us at the address or telephone number listed on the first page of this Brochure.

**ITEM 18. FINANCIAL INFORMATION**

As of the date of this Brochure, Garda does not solicit fees more than six months in advance. As such, a balance sheet is not required to be provided. In addition, Garda does not have any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients and has never been the subject of a bankruptcy petition.