

# **EAM Global Investors LLC**

215 Highway 101, Suite 216  
Solana Beach, CA 92075  
760.479.5080  
[www.eaminvestors.com](http://www.eaminvestors.com)

## **Form ADV, Part 2A Brochure**

August 18, 2020

This brochure provides information about the qualifications and business practices of EAM Global Investors LLC. If you have any questions about the contents of this brochure, please contact us at 760.479.5080 or [info@eaminvestors.com](mailto:info@eaminvestors.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Any reference to or use of the terms “registered investment adviser” or “registered” does not imply that EAM Global Investors LLC or any person associated with EAM Global Investors LLC has achieved a certain level of skill or training.

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

## ITEM 2 - MATERIAL CHANGES

**Revised March 30, 2020**

The purpose of this page is to inform you of material changes since the previous annual update to our brochure. If you are receiving this brochure for the first time, this section may not be relevant to you.

EAM Global Investors LLC (“EAM Global”) reviews and updates our brochure at least annually to confirm that it remains current. Below is a summary of the material changes made to our brochure since the last annual update.

There are no material changes from EAM Global’s brochure dated **March 25, 2019**:

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## ITEM 4 - ADVISORY BUSINESS

### Description of Advisory Firm

EAM Global Investors LLC, (“EAM Global,” “we,” “our” or “us”) is an investment firm headquartered in Cardiff-by-the-Sea, California. EAM Global is an investment adviser registered with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940. Our focus is managing global equity growth investment strategies. We employ a behaviorally-based investment philosophy and disciplined process throughout our investment products.

EAM Global was founded in 2014 by EAM Investors, LLC for the purpose of offering global equity strategies. EAM Investors, LLC and its employees/members own approximately 66% of EAM Global, Byron C. Roth, through majority ownership of CR Financial Holdings, Inc. and its wholly owned subsidiary WACO Limited, LLC, owns approximately 15%, and Northern Lights Midco, LLC owns approximately 19%.

### Advisory Services Offered

#### Investment Management Services

EAM Global offers investment management and supervisory services on a discretionary basis. We provide investment management services to managed accounts. Client assets are invested and continuously managed based on a “model” account of securities that pertains to the investment style(s) selected by the client and the client’s investment objectives and restrictions. EAM Global offers the following investment styles:

*International Small Cap Equity* --seeks capital appreciation by investing in companies that correspond to the market values within the range of the MSCI ACWI ex USA Small Cap Index.

*International Micro Cap Equity* --seeks capital appreciation by investing in companies that correspond to the market values within the range of the FTSE Global Ex-US Micro Cap Index.

*Emerging Markets Small Cap Equity* --seeks capital appreciation by investing in companies whose market values correspond to the bottom half of the MSCI Emerging Markets Small Cap Index.

The following are definitions for each index listed above:

*The MSCI ACWI ex USA Small Cap Index* captures small cap representation across 22 of 23 Developed Markets (DM) countries (excluding the US) and 23 Emerging Markets (EM) countries. The index is designed to measure small cap equity market performance in the global developed and emerging markets excluding the United States.

*The MSCI Emerging Markets Small Cap Index* includes small cap representation across 23 Emerging Markets countries and is designed to measure small cap equity market performance in global emerging markets.

The *FTSE Global ex-US Micro Cap Index* is constructed to represent the Micro-cap segment of the global equity market, excluding companies assigned to the United States.

EAM Global may offer investment advice on any investment held by the client at the start of the advisory relationship. New investments purchased for clients will typically include:

- Equity securities of foreign issuers listed on foreign exchanges (ordinaries) or on US exchanges (ADRs)
- Exchange traded funds (ETFs)

We describe our investment strategies and the material investment risks for the primary securities that we recommend under ***Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss***, below. EAM Global may also occasionally offer advice regarding additional types of investments or strategies if they are appropriate to address the individual needs, goals, and objectives of the client or in response to client inquiry.

We discuss our discretionary authority below under ***Item 16 - Investment Discretion***. For more information about the restrictions clients can put on their accounts, see ***Tailored Services and Client Imposed Restrictions*** in this item below.

We describe the fees charged for investment management services below under ***Item 5 - Fees and Compensation***.

### *Services to Private Funds*

EAM Global provides investment advisory services to private funds. The funds are available only to investors who are “Accredited Investors,” as the term is defined by Rule 501 of the Securities Act of 1933, and “Qualified Purchasers,” as defined in the Investment Company Act of 1940. Additional information on the funds are provided in the private placement memorandum and subscription agreements for the funds. This Form ADV Part 2A Brochure is not an offer to sell, or a solicitation of an offer to purchase, interests in the funds. Such an offer can only occur when the prospective investor receives the offering documents.

EAM Global does not purchase or recommend the funds for other investment management clients

## **Tailored Services and Client Imposed Restrictions**

EAM Global manages client accounts based on the investment strategy the client chooses, as discussed below under ***Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss***. EAM Global applies the strategy for each client, based on the client’s individual circumstances and financial situation. We make investment decisions for clients based on information the client supplies about their financial situation, goals, and risk tolerance. Our recommendations may be limited if the client does not provide

us with accurate and complete information. It is the client's responsibility to keep EAM Global informed of any changes to their investment objectives or restrictions.

Clients may also request other restrictions on the account, such as when a client does not want to own greater than a specific percentage of the outstanding securities of any one company, needs to keep a minimum level of cash in the account or does not want EAM Global to buy or sell certain specific securities or security types in the account. EAM Global reserves the right to not accept and/or terminate management of a client's account if we feel that the client-imposed restrictions would limit or prevent us from meeting or maintaining the client's investment strategy.

EAM Global manages private funds according to the investment objectives outlined in the fund documents. As funds are pooled investment vehicles, investors in the funds may not impose restrictions on investing in certain securities or types of securities in the funds. However, EAM Global may allow investors to make certain requests for special or preferential accommodations. These requests are typically in the form of "side letters" which are agreements between the individual fund investor and EAM Global or the fund.

## **Assets Under Management**

EAM Global manages client assets in discretionary accounts on a continuous and regular basis. As of 12/31/2019, the total amount of assets under our management was \$1,151,846,656. No assets were managed on a non-discretionary basis.

## **ITEM 5 - FEES AND COMPENSATION**

### **Investment Management Services**

#### *Fee Schedule*

EAM Global charges advisory fees for investment management services based on a percentage of assets under management. The maximum annual percentage of assets fee charged to an account is as follows:

| <u>Investment Style</u>    | <u>Maximum Annual Fee</u>                                    |
|----------------------------|--|
| International Small Cap    | 0.80%, first \$50M<br>0.75%, next \$50M<br>0.70%, thereafter |
| International Micro Cap    | 1.00%, first \$100M<br>0.90%, thereafter                     |
| Emerging Markets Small Cap | 0.85%, first \$50M<br>0.80%, next \$50M<br>0.75%, thereafter |

We also offer clients the option of a performance-based incentive fee. We may only enter performance-fee arrangements with clients that meet certain internal and regulatory qualifications. Performance-based incentive fees will not exceed 20% of the total return of the account over a 3-month or 12-month period and are either based on the total return of the account or the return above the style's benchmark. Incentive fees may also include a high-water mark, where EAM Global will not earn a performance-based fee unless the account achieves a certain minimum return. Clients should review the fee agreement for more specifics about how this fee is charged.

Our standard fee schedule is negotiable, and EAM Global may also enter into "most favored nation" arrangements with certain clients. This means that if EAM Global enters into an agreement with a new client that is charged a lower annual management fee than the client that has a "most favored nation" arrangement, then we must notify the existing client of the lower fee and provide the client with the option to increase their assets under management to the level that the new client has placed under management with us to receive the lower management fee. Not all clients will be offered this arrangement, and EAM Global has sole discretion over which clients we will offer this arrangement to.

EAM Global provides investment management services for certain proprietary (in house) accounts without charge.

### *Billing Method*

EAM Global's advisory fees are payable quarterly in arrears based on a calendar quarter and are calculated based on the average month-end account market value of the previous three months. Fees for partial quarters are pro-rated.

Either EAM Global or the client will calculate the advisory fee in accordance with our advisory agreement. Advisory fees are paid directly to EAM Global by the client via check, ACH or wire transfer or as otherwise agreed upon with EAM Global.

### *Termination*

Either party may terminate the advisory agreement at any time by providing written notice to the other party. The client may terminate the agreement at any time by writing EAM Global at our office.

Upon notice of termination, EAM Global will calculate the final fees due for services provided through the date of termination. Any advisory fees that we have earned for the services provided will be due upon termination.

Clients should understand that if a client terminates the investment management agreement and requests that the account(s) be fully liquidated, it may take EAM Global a number of days or more to sell all the securities in the account(s) because in some cases foreign securities and securities that have lower market capitalizations may be less liquid and more thinly traded than higher market cap



securities. As we do when placing all client trades, EAM Global will seek the best execution we believe is available at that time.

In the event of a client's death or disability, EAM Global will continue to manage the account until an authorized party notifies us of the client's death or disability and gives us alternative instructions.

## **Services to Private Funds**

The fees EAM Global receives for providing investment advisory services to private funds will be negotiated with each fund and outlined in the fund's offering documents.

Agreements with private funds may be terminated per the terms in the agreement, which may vary by fund. The fund may impose restrictions on investors' withdrawal rights, as described in the offering documents.

## **Other Fees and Expenses**

EAM Global's fees do not include custodian fees. Clients pay all brokerage commissions, stock transfer fees, foreign withholdings and taxes and/or other similar charges incurred in connection with transactions in accounts from the assets in the account. Transaction fees for securities traded on foreign exchanges may be higher than fees for securities traded through domestic exchanges, and may include such additional charges as foreign settlement costs, account movement charges, foreign exchange fees, and expenses in connection with currency transactions. Fees for each trade will vary. These charges are in addition to the fees the client pays to EAM Global. See **Item 12 - Brokerage Practices** below for more information.

In addition, any index or exchange traded funds held in a client's account may have additional costs. Each fund's prospectus fully describes the fees and expenses. All fees paid to EAM Global for investment advisory services are separate and distinct from the fees and expenses charged by these funds, and we do not reduce our management fees by the amount of fund costs. These funds pay advisory fees to their managers, which are indirectly charged to all holders of the fund shares. Consequently, clients with funds in their portfolios are effectively paying both EAM Global and the fund manager for the management of their assets.

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

As discussed under **Fees and Compensation** above, EAM Global may offer clients the option of paying a performance-based fee. However, we may only consider performance-fee arrangements for clients that meet certain internal and regulatory qualifications. Performance-based fees are negotiated with each client. Clients should review the advisory agreement for more specifics about how this fee is charged.

Managing accounts under different fee arrangements may create a conflict of interest. Performance-based fee arrangements may create a conflict of interest for portfolio managers as they may have incentives to:

1. Allocate investment opportunities that they believe might be the most profitable to performance-based fee accounts; and/or
2. Make investments with more risk or that are more speculative than those that might be recommended to clients under a different fee arrangement.

EAM Global has adopted policies and procedures reasonably designed to address these types of conflicts. Specifically, our policies and procedures are designed to allocate investment opportunities between accounts on a fair and equitable basis over time and prevent non-suitable investments in client accounts.

## **ITEM 7 - TYPES OF CLIENTS**

EAM Global's clients generally include pension and profit sharing plans, state or municipal government entities, pooled investment vehicles, and other investment advisers on a sub-advisory basis.. We also offer services to individuals, trusts, estates, endowments, charitable organizations, banks, thrift institutions, and corporations and other business entities.

### **Account Requirements**

Generally, EAM Global requires a minimum account size of \$10,000,000 to open an account. EAM Global may reduce or waive the account minimum requirements at our discretion. Exceptions to this minimum may also be made for EAM Global's proprietary (in-house) accounts, our personnel, and their friends and family.

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

### **Methods of Analysis and Investment Strategies**

We define growth not by what a company has grown in the past, but rather how the company is positioned to grow in the future. Our sole focus is finding the best "growth stocks of tomorrow."

All of EAM's strategies employ a behaviorally-based, fundamentally-driven investment philosophy, which utilizes a disciplined and objective investment process. We focus on companies that are accelerating their potential earnings growth due to positive, fundamental change.

In addition, we believe that there are predictable behavioral biases that occur specifically around positive fundamental change that can be exploited. This belief is supported by years of academic research in behavioral finance and the combined investment experience of our founders which suggests that investors react inefficiently to new and/or changing information. This research points to human behavioral characteristics that lead investors to tend to discount new information/fundamental developments because of inherent conservative and representative biases. It also points to investor behavior that follows a predictable anchor and adjust process that is exploitable.

The consistent application of our investment philosophy is designed to lead us to companies that are positioned to outperform their peers. The investment philosophy seeks to identify companies with the following key attributes:

- Low but rising growth expectations
- Positioned to exceed those expectations of growth
- Have the opportunity for a higher valuation framework moving forward (i.e. multiple expansion).

## **Portfolio Strategies**

EAM Global offers the following strategies to clients:

*International Small Cap Equity* --seeks capital appreciation by investing in companies that correspond to the market values within the range of the MSCI ACWI ex USA Small Cap Index.

*International Micro Cap Equity* --seeks capital appreciation by investing in companies that correspond to the market values within the range of the FTSE Global Ex-US Micro Cap Index.

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*The FTSE Global ex-US Micro Cap Index* is constructed to represent the Micro-cap segment of the global equity market, excluding companies assigned to the United States.

## **Investment Process**

EAM's strategies follow the same fundamentally-driven, bottom-up investment process which consists of three distinct phases:

### *Discovery:*

We dynamically screen the entire investment universe on a daily basis, seeking to identify companies that match our investment philosophy. We accomplish this task through our customized screening

process, which identifies companies exhibiting signs of positive change/new information via 3 characteristics/factors: early market recognition, earnings surprise, and/or positive estimate revisions. We believe it is the intersection of both these qualitative and fundamental factors that consistently direct our research to a company undergoing positive change. We believe that the objective nature of our screening process positions our investment team to generate consistent and repeatable investment results.

### *Analyze:*

We execute focused and timely fundamental analysis around new information/change. We achieve this by conducting targeted research on a specific set of parameters we believe matter most in understanding how a company is going to unlock value and accelerate earnings. We must be able to clearly identify 1) a robust fundamental change occurring at the company, 2) that the change has the potential to dramatically accelerate earnings, and 3) that the market has not yet fully recognized these positive developments. An ideal investment candidate will have a powerful change that has the ability to accelerate earnings growth significantly and currently trades at a valuation that does not yet fully capture the long-term implications of this change such that expectations must catch up to reality.

### *Challenge:*

The challenge phase seeks to impose analytical objectivity, to enforce our sell discipline, and drive our portfolio continually to strength. A new idea is compared along both quantitative and qualitative dimensions of the investment case to determine whether it is more attractive than a position currently held. Once a position gains entrance into the portfolio, it is continuously monitored (company filings, competitive analysis, global supply chain dynamics, legislative changes, etc.) and its performance measured to ensure the portfolio is populated with the best possible candidates for future outperformance.

## **Investing Involves Risks**

Prior to entering into an agreement with EAM Global, the client should carefully consider:

1. That investing in securities involves risk of loss which clients should be prepared to bear;
2. That securities markets experience varying degrees of volatility;
3. That over time the client's assets may fluctuate and at any time be worth more or less than the amount invested; and
4. That clients should only commit assets that they feel are currently unneeded and available to EAM Global for investment on a long-term basis.

## **Specific Security Risks**

### *General Risks of Owning Securities*

The prices of securities held in client accounts and the income they generate may decline in response to certain events taking place around the world. These include events directly involving the issuers of securities held as underlying assets of mutual funds in a client's account, conditions affecting the general economy, and overall market changes. Other contributing factors include local, regional, or global

political, social, or economic instability and governmental or governmental agency responses to economic conditions. Finally, currency, interest rate, and commodity price fluctuations may also affect security prices and income.

### Equity Securities

Equity securities represent an ownership position in a company. Equity securities typically consist of common stocks. The prices of equity securities fluctuate based on, among other things, events specific to their issuers and market, economic and other conditions. For example, prices of these securities can be affected by financial contracts held by the issuer or third parties (such as derivatives) relating to the security or other assets or indices.

There may be little trading in the secondary market for particular equity securities, which may adversely affect the ability to value accurately or dispose of those equity securities. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may decrease the value and/or liquidity of equity securities.

### *Small Capitalization Equity Securities*

Investing in smaller companies may pose additional risks as it is often more difficult to value or dispose of small company stocks, more difficult to obtain information about smaller companies, and the prices of their stocks may be more volatile than stocks of larger, more established companies. Clients should have a long-term perspective and, for example, be able to tolerate potentially sharp declines in value.

### *Micro Capitalization Equity Securities*

While all investments involve risk, microcap stocks are among the most risky. Many microcap companies tend to be new and have no proven track record. Others have products and services that are still in development or have yet to be tested in the market. Many microcap companies provide limited publicly available information about the company's management, products, services, and finances. Another risk that pertains to microcap stocks involves the low volumes of trades. Because microcap stocks trade in low volumes, any size of trade can have a large percentage impact on the price of the stock.

### Investing Outside the U.S.

EAM Global invests in international securities, and our strategies would not be appropriate for clients primarily seeking exposure to the U.S. domestic securities markets. Investing outside the United States may involve additional risks of foreign investing. These risks may include currency controls and fluctuating currency values, and different accounting, auditing, financial reporting, disclosure, and regulatory and legal standards and practices. Additional factors may include changing local, regional, and global economic, political, and social conditions. Further, expropriation, changes in tax policy, greater market volatility, different securities market structures, and higher transaction costs can be contributors. Finally, various administrative difficulties, such as delays in clearing and settling portfolio transactions or in receiving payment of dividends can also lead to additional risk.

Investments in developing countries can further heighten the risks described above. A developing country may be in the earlier stages of its industrialization cycle with a low per capita gross domestic

product (“GDP”) and a low market capitalization to GDP ratio relative to those in the United States and the European Union. Historically, the markets of developing countries have been more volatile than the markets of developed countries.

Developing countries may have less developed legal and accounting systems. The governments of these countries may be more unstable and more likely to impose capital controls, nationalize a company or industry, place restrictions on foreign ownership and on withdrawing sale proceeds of securities from the country, and/or impose punitive taxes that could adversely affect security prices. In addition, the economies of these countries may be dependent on relatively few industries that are more susceptible to local and global changes. Securities markets in these countries are also relatively small and have substantially lower trading volumes. As a result, securities issued in these countries may be more volatile and less liquid than securities issued in countries with more developed economies or markets.

### American Depositary Receipts (ADRs)

An ADR is a stock that trades in the United States but represents a specified number of shares in a foreign corporation. Investors buy and sell ADRs on American markets just like regular stocks. Banks and brokerage firms issue/sponsor ADRs. ADRs are subject to additional risks of investing in foreign securities, including, but not limited to, less complete financial information available about foreign issuers, less market liquidity, more market volatility, and political instability. In addition, currency exchange-rate fluctuations affect the U.S. dollar-value of foreign holdings. Some ADRs and ordinary shares of foreign securities pay dividends, and many foreign countries impose dividend withholding taxes up to 30%. Depending on a custodian’s ability to reclaim any withheld foreign taxes on dividends, taxable accounts may be able to recoup a portion of these taxes by use of the foreign tax credit. However, tax-exempt accounts, to the extent they pay any foreign withholding taxes, may not be able to utilize the foreign tax credit. Therefore, investors may be unable to recover any foreign taxes withheld on dividends of foreign securities or ADRs.

### Exchange-Traded Funds (ETFs)

An ETF is a type of Investment Company (usually, an open-end fund or unit investment trust) whose primary objective is to achieve the same return as a particular market index. An ETF is similar to an index fund in that it will primarily invest in securities of companies that are included in a selected market index. Unlike traditional mutual funds, which can only be redeemed at the end of a trading day, ETFs trade throughout the day on an exchange. Like stock mutual funds, the prices of the underlying securities and the overall market may affect ETF prices. Similarly, factors affecting a particular industry segment may affect ETF prices that track that particular sector.

## **ITEM 9 - DISCIPLINARY INFORMATION**

EAM Global and our personnel seek to maintain the highest level of business professionalism, integrity, and ethics. EAM Global does not have any disciplinary information to disclose.

## ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

EAM Investors, LLC (“EAM”) and its employees/members own approximately 66% of EAM Global. Northern Lights Midco, LLC (“NLM”) owns an approximately 19% interest in EAM Global. Byron C. Roth, through majority ownership of CR Financial Holdings, Inc. and its wholly owned subsidiary WACO Limited, LLC, owns approximately 15% of EAM Global.

EAM is an investment adviser registered with the U.S. Securities Exchange Commission. EAM and EAM Global share the same principal office, and individuals providing services through EAM Global are employees of EAM.

NLM is owned by Aurora Trust, an Australian entity owned by Northern Lights Capital Partners, LLC (“NLCP”) and Pacific Current Group Limited (“PCG”). NLCP is a privately offered private equity fund organized as a Delaware limited liability company that primarily invests in other investment managers and their strategies. Northern Lights Capital Group (“NLCG”), doing business as Pacific Current Group, is a registered investment adviser related to NLCP. EAM Global does not recommend or invest client assets in NLCP. As an owner of EAM Global, NLCP participates in the revenues of the firm and has an economic incentive to refer investors to EAM Global advised products. NLCP’s related broker-dealer firm NLCP Distributors, LLC, also doing business as Pacific Current Group, is owned by NLCP and may participate in making referrals to EAM Global.

WACO Limited, LLC (“WACO Limited”), a wholly owned subsidiary of CR Financial Holdings, Inc. (“CR Financial”), owns, in addition to its direct ownership in EAM Global, a 44% interest in EAM.

CR Financial and WACO Limited are not actively engaged in financial industry activities, but own interests in certain financial services firms. CR Financial owns 99.5% of Roth Capital Partners, LLC (“Roth Capital Partners”), a registered investment adviser and registered broker-dealer and member of the Financial Industry Regulatory Authority (“FINRA”) and the Security Investor Protection Corporation (“SIPC”).

Through WACO Limited, CR Financial also owns a greater than 25% voting interest in Rivi Capital LLC (“RIVI”), the manager of a private fund in which Roth Capital Partners invested, and Rx3, LLC (“Rx3”), an influencer fund focused on consumer brands. While, RIVI and Rx3 may be a related person due to common ownership or control, neither EAM nor EAM Global have any other relationships with these entities.

Byron C. Roth owns a greater than 75% interest in CR Financial. Byron Roth, Chairman, CEO, and Manager of Roth Capital Partners, and Gordon J. Roth, Chief Financial Officer of Roth Capital Partners, are members of EAM’s advisory board.

Roth Capital Partners may periodically refer potential clients to EAM Global. In doing this, Byron Roth will benefit from the growth of our business, if the potential clients become actual clients of EAM

Global, because of his indirect ownership in EAM Global. However, there is no fee-sharing agreement or referral fee paid to Roth Capital Partners by EAM Global.

EAM Global does not place client trades with Roth Capital Partners or NLCG Distributors, LLC for execution, or purchase any securities where Roth Capital Partners or NLCG Distributors, LLC are a manager, co-manager, or underwriter or any part of the syndicate that is offering the securities to the public (e.g. initial public offerings (IPOs) and secondary offerings).

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

### **Code of Ethics**

EAM Global believes that we owe clients the highest level of trust and fair dealing. As part of our fiduciary duty, we place the interests of our clients ahead of the interests of the firm and our personnel. EAM Global has adopted a Code of Ethics that emphasizes the high standards of conduct that EAM Global seeks to observe. EAM Global's personnel are required to conduct themselves with integrity at all times and follow the principles and policies detailed in our Code of Ethics.

EAM Global's Code of Ethics attempts to address specific conflicts of interest that either we have identified or that could likely arise. EAM Global's personnel are required to follow clear guidelines from the Code of Ethics in areas such as gifts and entertainment, other business activities, personal trading activities, and adherence to applicable securities laws. EAM Global prohibits all personnel from acting upon any material, non-public information, as defined under federal securities laws and our Code of Ethics insider trading policy. All personnel receive a copy of each amendment of the Code of Ethics.

EAM Global will provide a complete copy of the Code of Ethics to any client or prospective client upon request.

### **Personal Trading Practices**

Individuals who make securities recommendations to clients, or who have access to nonpublic information regarding any clients' purchase or sale of securities, are subject to personal trading policies governed by our Code of Ethics. Personnel are limited to trading mutual funds, exchange traded funds (ETFs), fixed income securities, individual equities that have a market capitalization of \$10 billion or greater at the time of purchase (or listed derivatives of such equities), direct obligations of the government of the United States, bankers' acceptances, bank certificates of deposit, commercial paper, and high quality short-term debt instruments, including repurchase agreements. Our strategies actively trade in securities with a market capitalization of less than \$10 billion (typically less than \$5 billion) at the time of purchase; therefore, we believe this policy mitigates potential conflicts by effectively preventing employees from trading in a security which we are actively purchasing or selling, or considering for purchase or sale, on behalf of any of our clients.



Conflicts of interest also may arise when EAM Global personnel have access to Limited Offerings or IPOs, including private placements or public or private offerings of interests in limited partnerships or any thinly traded securities, as a result of their position with EAM Global. Under the Code of Ethics, EAM Global's personnel are restricted from investing in securities that have a market capitalization under \$10 billion at time of purchase or must obtain pre-approval from our Chief Compliance Officer to trade in restricted securities including Limited Offerings and IPOs.

Our personal trading policies are not applicable to transactions in any account over which neither EAM Global nor our personnel have any direct or indirect influence or control. Because these policies are intended to protect the interests of clients, we may make exceptions where we feel clients would not be harmed.

## ITEM 12 - BROKERAGE PRACTICES

Clients open one or more accounts in their own name at an independent qualified custodian (generally a broker-dealer, bank, trust company, or other financial institution). Many times, clients have an established custodian relationship in place. For clients in need of custodial services, EAM Global may recommend the use of certain custodians based on our prior experience with them and the investment strategy and types of securities that we trade for that strategy. For example, EAM Global may recommend certain custodians based on their ability to provide EAM Global daily account information for settlement and cash and position reconciliation. However, a client is not under any obligation to custody their assets with any custodian we recommend. All clients are free to select any custodian of his or her choice. When a client selects a custodian, it is important for the client to consider and compare the significant differences between having assets held at a broker/dealer, bank, or other custodian prior to opening an account with EAM Global. Some of these differences may include foreign markets access, total account costs, trading freedom, commission rates, security and technology services. The client will enter into a separate agreement with the custodian to custody the assets.

### Factors Considered in Selecting Broker-Dealers for Client Transactions

Unless requested by the client to place all or a portion of the client's trades through particular brokers (see **Directed Brokerage** in this Item below), EAM Global will have discretion to select broker-dealers to execute client transactions. When EAM Global has such discretion, EAM Global considers several factors in evaluating broker-dealers. Factors that EAM Global might consider include pricing, efficiency and accuracy of execution, error resolution ability, block trading capabilities, willingness to execute related or unrelated difficult transactions in the future, ability to provide best execution in foreign markets and settlement of foreign ordinary securities, promptness of confirmation, access to trading desk, availability of research, online access to client account data, ease of navigating system, and other matters involved in the receipt of brokerage services generally.

EAM Global monitors transaction results over time to evaluate the quality of execution provided by the various broker-dealers we use to determine that compensation rates are competitive and otherwise to evaluate the reasonableness of the compensation paid to those broker-dealers in light of the factors described above.

### Research and Other Soft Dollar Benefits

Subject to the policy of seeking best execution for transactions, and also subject to the criteria of Section 28(e) of the Securities and Exchange Act of 1934 ("Section 28(e)"), EAM Global may, in circumstances where we have brokerage discretion and in which execution is comparable, place trades with a broker in order to gain access to the broker's research ("Research Broker").

In selecting a Research Broker, EAM Global will make a good faith determination that the amount of the commission charged is reasonable in relation to the value of the brokerage and research services received, viewed in terms of either the specific transactions or EAM Global's overall responsibility to the accounts for which we exercise investment discretion. Subject to Section 28(e), EAM Global may place a trade with a Research Broker that charges a brokerage commission in excess of that which another broker might have charged for effecting the same transaction, in recognition of the value of the brokerage and/or research services provided by the broker. This practice is commonly referred to as "soft dollars."

EAM Global participates in certain commission-sharing programs. In these programs, the broker-dealer that executed client trades will allocate commission dollars to an escrow account to be paid at EAM Global's direction to certain other broker-dealers which provided meaningful research to EAM Global but cannot, in EAM Global's opinion, provide best execution. In most cases, EAM Global's commission cost for these trades will be 5bps higher than commissions for purely execution only services; however, EAM Global may pay more if we believe that the amount of additional commission is reasonable to the value of the brokerage and research services received.

Brokerage and research services provided by Research Brokers may include, among other things, effecting securities transactions and performing incidental services (such as clearance, settlement and custody) and providing information regarding the economy, industries, sectors of securities, individual companies, statistical information, taxation, political developments, legal developments, technical market action, pricing and appraisal services, credit analysis, risk measurement analysis and performance analysis. Such research services can be received in the form of written reports, telephone conversations, personal meetings with security analysts and/or individual company management, and attending conferences. When we use client brokerage commissions to obtain research or other products or services, we receive a benefit because we do not have to produce or pay for the research, products, or services. EAM Global believes it is imperative to our investment decision-making process to have access to this type of research and brokerage.

Research services provided by Research Brokers may be used by EAM Global in servicing any or all of our clients, and may be used in connection with clients other than those making the payment of commissions to a Research Broker, as permitted by Section 28(e). In other words, there may be certain client accounts that benefit from the research services, which did not make the payment of commissions to the Research Broker providing the services. The receipt of brokerage and research services from any broker executing transactions for EAM Global's clients will not result in a reduction of EAM Global's customary and normal research activities, and the value of such information is, in EAM Global's view,

indeterminable. Nevertheless, the receipt of such research, although customary, may be deemed to create a conflict of interest between EAM Global and our clients and may give us an incentive to select or recommend a broker-dealer based on our interest in receiving the research or other products and services, rather than on our clients' interest in receiving most favorable execution. Therefore, EAM Global feels it is important for clients to be aware of the issues surrounding "soft dollars."

### Directed Brokerage

Clients may direct EAM Global to use a particular broker-dealer or type of broker-dealer for all or a portion of the trading in their account. For example, some clients direct us to place a certain percentage of their trades through minority-owned broker-dealers. Clients should understand that under directed brokerage arrangements, they may pay higher transaction charges or may not get best execution.

Where a client has directed brokerage:

1. EAM Global will not negotiate specific brokerage commission rates with the broker on the client's behalf or seek better execution services or prices from other broker-dealers and, as a result, the client may pay higher commissions and/or receive less favorable net prices on transactions for their account than might otherwise be the case; and
2. Transactions for that account generally will be effected independently unless EAM Global decides to include the client's transaction with that of other clients for execution by the same broker. However, if transactions are not able to be traded as a block trade, EAM Global may have to enter the transactions for the client's account after orders for other clients, with the result that market movements may work against the client.

Therefore, prior to directing EAM Global to use a specific broker-dealer, a client should consider whether, under that restriction, execution, clearance and settlement capabilities, commission expenses and whatever amount is allocated to custodian fees, if applicable, would be comparable to those the client could otherwise obtain. Clients should understand that they might not obtain commission rates as low as they might otherwise obtain if EAM Global had discretion to select other broker-dealers.

All directed brokerage arrangements must be provided to EAM Global in writing by the client. A client must also notify EAM Global in writing if the client decides to terminate the directed brokerage arrangement.

### Trade Error Policies

In the event of a trade error, EAM Global seeks to research and correct errors promptly and to identify ways to mitigate errors from happening again. Our trade error policies differ depending on who was responsible for the error. In cases where EAM Global is responsible for the error, all losses will be paid by EAM Global and all gains will accrue to the client's account. In cases where the broker-dealer is responsible for the error, EAM Global will follow the procedures of the broker-dealer with respect to any gains or losses in the account.

## Aggregation and Allocation of Transactions

### Aggregation of Orders

When we recommend the purchase or sale of the same security for multiple clients at the same time, EAM Global typically aggregates (combines) orders for multiple clients and trades them as one block. This could present a potential conflict of interest among the accounts for whom the security purchase or sale is appropriate, and among the subset of those accounts actually participating in a block trade, especially if the block trade order results in a partial fill. In order to address these conflicts, EAM Global has adopted certain policies and procedures that we follow when aggregating trades, in an effort to provide an objective and equitable method of trade allocation so that all clients are treated fairly. The basic objectives of our policies and procedures are as follows:

1. EAM Global will not aggregate trades unless we believe that aggregation is consistent with our duty to seek best execution for clients.
2. No client account will be favored over any other client account.
3. Each account that participates in an aggregated transaction will participate at the average of the executed share price for that transaction, with all transaction costs shared on a pro-rata basis.

EAM Global believes that by combining orders in this way it will be advantageous to all participants. However, the average price could be less advantageous to a particular client than if that client had been the only account effecting the transaction or had completed its transaction before the other participants.

### IPO Allocation Policy

EAM Global may from time to time, when consistent with a client's investment objectives and restrictions, purchase a security in an initial or secondary public offering ("IPO") for certain client accounts. When this occurs, it is EAM Global's intention to allocate IPO shares among participating accounts in an equitable manner as not to give one client preference over another. EAM Global will generally allocate IPO shares based on market capitalization of the IPO security in accordance with the objectives of each investment style offered by EAM Global. If EAM Global does not receive a full allocation, then the shares will be allocated to accounts on a pro-rata basis. However, if a pro-rata allocation would result in a *de minimis* number of shares being allocated to any one account, EAM Global will allocate to accounts alphabetically on a rotational basis. Once an account has received an IPO allocation, it may not receive another IPO allocation until all of EAM Global's other accounts have received an IPO allocation. EAM Global reserves the right to make exceptions to this policy if we believe it is in the best interest of clients to do so.

## ITEM 13 - REVIEW OF ACCOUNTS

### Managed Account Reviews

Model portfolios and portfolio cash balances are reviewed daily. EAM Global's three portfolio managers Travis T. Prentice, Josh M. Moss and John A. Scripp are responsible for the continuous management of client portfolios. Periodic reviews with the client are performed as requested by the client.

### Account Reporting

Each client receives a written statement from the custodian that includes an accounting of all holdings and transactions in the account for the reporting period. In addition, EAM Global provides clients, at least quarterly, with written reports which include account balances, performance attributions, and characteristics

## ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

EAM Global does not directly pay solicitors for client referrals, but related firms may have an economic incentive to refer business to EAM Global, as noted in ***Item 10 – Other Financial Industry Activities and Affiliations***.

## ITEM 15 - CUSTODY

EAM Global has custody as general partner of a private fund. EAM Global has put controls in place, in compliance with federal rules, to protect investors' assets in the fund. An independent qualified custodian holds the fund's assets. In addition, an independent accountant audits the fund each year, and we send copies of the audited financial statements to all investors in the fund. An independent accountant will also audit the fund upon liquidation.

## ITEM 16 - INVESTMENT DISCRETION

EAM Global has full discretion to decide the specific security to trade, the quantity, and the timing of transactions for client accounts. EAM Global will not contact clients before placing trades in their account, but clients will receive confirmations directly from the broker for any trades placed. Clients grant us discretionary authority in the contracts they sign with us. Clients also give us trading authority over their accounts when they sign the custodian paperwork.

However, certain client-imposed conditions may limit EAM Global's discretionary authority, such as where the client prohibits transactions in specific security types or directs transactions through specific broker-dealers. See also ***Tailored Services and Client Imposed Restrictions*** under ***Item 4*** and ***Item 12 – Brokerage Practices***, above.

## ITEM 17 - VOTING CLIENT SECURITIES

### Proxy Voting

EAM Global may vote client securities (proxies) on behalf of our clients. When EAM Global accepts proxy voting responsibility, we will only cast proxy votes in a manner consistent with the best interest of our clients. Absent special circumstances, which we fully describe in our Proxy Voting Policies and Procedures, we will vote all proxies within the guidelines we established and describe in our Proxy Voting Policies and Procedures, as we may amend from time-to-time. A brief summary of EAM Global's Proxy Voting Policies and Procedures is as follows:

- We subscribe to the services of an unaffiliated third party proxy vendor that provides in-depth analysis of shareholder meeting agendas and vote recommendations. The proxy vendor maintains written guidelines to reflect their current vote recommendations. EAM Global has provided the proxy vendor with instructions on when the proxy vendor should vote proxies according to their written guidelines and when the proxy vendor must contact EAM Global for a vote decision. EAM Global may, in some cases, vote a proxy contrary to the proxy vendor's guidelines if we determine that this action is in the best interests of clients.
- In cases where sole proxy voting authority rests with EAM Global for plans governed by ERISA, EAM Global will vote or direct the proxy vendor to vote proxies in accordance with their guidelines unless outlined otherwise in the plan's governing documents and subject to the fiduciary responsibility standards of ERISA.
- If the person(s) responsible for voting proxies becomes aware of any type of potential or actual conflict of interest relating to a proxy proposal, they will promptly report the conflict to our Chief Compliance Officer and Chief Investment Officer. Conflicts will be handled in a number of ways depending on the type and materiality. The method selected by EAM Global will depend upon the facts and circumstances of each situation and the requirements of applicable laws and will always be handled in the client's best interest.
- EAM Global may also choose not to vote proxies in certain situations or for certain accounts, for example, where a client has retained the right to vote the proxies or where a proxy is received for a client account that has been terminated.
- Clients may direct the vote of their proxy regarding particular solicitations. To do so, the client must contact EAM Global at our office with specific voting instructions in advance of the proxy voting deadline so that we have sufficient time to contact the third party with the instruction. If the client does not provide adequate advance notice, we may not be able to accommodate your vote request.

At any time, clients may contact us to request information about how we voted proxies for your securities or to get a copy of our Proxy Voting Policies and Procedures. Please include in your request your name and the account and security for which you would like information.

### Class Actions

EAM Global does not instruct or give advice to clients on whether or not to participate as a member of class action lawsuits and will not automatically file claims on the client's behalf. However, if a client notifies us that they wish to participate in a class action, we will provide the client with any transaction information pertaining to the client's account needed for the client to file a proof of claim in a class action.

## **ITEM 18 - FINANCIAL INFORMATION**

Registered investment advisers are required in this item to provide clients with certain financial information or disclosures about the firm's financial condition. EAM Global does not require the prepayment of more than \$1,200 in fees per client, six months or more in advance, and does not foresee any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients.