

## THE FORUM FINANCE GROUP SA

Firm Brochure / ADV Part 2A  
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### Item 1. Cover Page

This brochure (Form ADV Part 2A) provides information about the qualifications and business practices of The Forum Finance Group SA ("Forum Finance"). Forum Finance is a registered investment advisor ("RIA") with the United States Securities and Exchange Commission (the "SEC") under the Investment Advisers Act of 1940, as amended (the "Advisers Act").

If you have any questions about the contents of this brochure, please contact us by telephone at +41 (0) 22 311 8400 or by e-mail at [contactus@ffgg.com](mailto:contactus@ffgg.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. Additional information about Forum Finance is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). There is no specific level of skill or training required to register as a RIA with the SEC. This Brochure provides information for U.S. clients of Forum Finance; most provisions of the Advisers Act and of this Brochure do not apply to Forum Finance non-U.S. Clients.

### Item 2. Material Changes

Forum Finance has extended its FINMA license to be able to manage funds invested in the Vested Benefits Foundation Plan of Liberty. No other material changes have been made to this brochure since the last Form of Forum Finance ADV Part 2A/Brochure of December 2, 2019.

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## Item 4. Advisory Business

### *Firm Description*

The Forum Finance Group SA ("Forum Finance" or "the Firm" or "we"), a Swiss corporation based in Geneva, Switzerland, provides investment advisory services to client's resident in the United States ("US"). We also serve US taxpayers or dual citizens living outside the US and clients who have no connection to the US. Forum Finance is a corporation organized under Swiss law in 1994.

### *Principal Owners*

Etienne Gounod, CEO, Egon Vorfeld, Hippolyte de Weck & Philippe Kern principally own Forum Finance.

### *Services*

Forum Finance provides a comprehensive range of services in the areas of discretionary portfolio management and non-discretionary (advisory) management, as well as investment consolidation / reporting to high net worth and ultra-high net worth private clients and their families.

### *Discretionary Portfolio Management Services*

Forum Finance offers discretionary portfolio management services to individuals, high and ultra-high net worth clients and their families who wish to have their assets fully managed by Forum Finance. This service includes asset allocation, investment selection, active portfolio management and portfolio rebalancing in accordance with each client's personal circumstances.

Forum Finance discusses a client's prior investment history, as well as family situation and background. As part of this information-gathering process, Forum Finance determines the client's individual investment objectives, risk tolerance, time horizon, liquidity needs and tax situation, and, taking into account these factors, develops a tailored investment policy for that client ("investment profile").

Each client's assets are managed in a separate account (an "Account") maintained

at a third-party financial institution (custodian bank).

As part of its discretionary portfolio management service Forum Finance purchases and sells securities for the client's Account without prior consent of or notification to the client. Forum Finance determines the securities that are bought and sold for the client's Account and the total amount of the purchases and sales.

Forum Finance's authority may be subject to conditions imposed by individual clients as set forth and agreed upon in the asset management agreement entered into between Forum Finance and the client. For example, a client may restrict or prohibit transactions in certain types of securities.

Client Accounts are broadly managed in a similar manner. However, differences in each portfolio may occur due to client-specific investment objectives, risk tolerance, time horizon, liquidity needs, tax considerations, reference currency, legal restrictions and overall suitability.

Forum Finance's client portfolios are globally diversified across multiple asset classes. Accounts may include, without limitation: equity securities, fixed income and other debt securities, mutual funds, exchange traded funds, hedge funds, options, structured products, precious metals and other alternative investments consistent with the client's investment profile and overall suitability. For the purpose of diversification, client Accounts will hold non-dollar securities in markets outside the United States.

Whilst Forum Finance generally makes investments with a longer time horizon, the Firm may make changes to allocations, resulting in underweight or overweight positions, in an attempt to take advantage of short-term developments in economic conditions. When doing so, Forum Finance will make every attempt to be sensitive to transaction costs and taxes, as applicable.

Forum Finance's advice is limited to the types of securities and transactions as set forth in Item 8.

### *Non-Discretionary (Advisory) Services*

Non-discretionary (advisory) services are similar to discretionary portfolio management services in terms of the investment approach; however, Forum Finance requires client consent before effecting any securities transaction. Forum Finance provides portfolio advice and trading recommendations but all decisions regarding the investment of the Account reside with the client. This service is designed for clients who desire holistic management of their Account but who want to retain involvement in every investment decision. As a result, clients under this service offering may not be invested in the same manner as those clients using discretionary portfolio management services.

### *Investment Consolidation and Reporting Services*

Forum Finance offers global consolidation and reporting services for clients with financial Accounts at more than one financial institution (including Accounts that Forum Finance does not manage or advice upon) for purposes of evaluating global asset exposure. Forum Finance will: (i) examine bank statements received at the direction of the client; (ii) prepare a consolidated statement of assets on a monthly, quarterly and/or annual basis; (iii) regularly analyze structure and performance of all individual portfolios as well as of the consolidated whole, serving as a basis for a coordinated implementation of investment policy and for the identification of possible improvements; and (iv) monitor and report on banking costs. Forum Finance has no authority to advice on the Accounts it does not manage. However, Forum Finance may be asked by a client to comment on and provide general counselling about certain aspects of the client's overall wealth structure. For example, Forum Finance may, on client request, be asked to recommend wealth management specialists for its clients, possibly including other investment managers. In such cases, Forum Finance's recommendation will generally include a selection of several such advisors or specialists. The recommendation will strongly depend on the client's personal circumstances. The final selection is left entirely up to the client, and Forum Finance receives no

remuneration from any person or firm that it may recommend under such circumstances.

Forum Finance does not render any Legal or Tax Advice.

### *Wrap Fee Programs*

Forum Finance does not participate in wrap fee programs.

### *Assets under Management and Advisement*

As of September 30, 2020, Forum Finance managed approximately US\$ 944 million on a discretionary basis and US\$ 137 million on a non-discretionary (advisory) basis.

## **Item 5. Fees and Compensation**

Forum Finance generally charges fees for its investment services as a percentage of the market value of assets under management ("AUM") or assets under advisement ("AUA"). The fee is charged quarterly in arrears. AUM or AUA is measured with reference to the last business day of the following months: March, June, September and December. The fee is charged in the reference currency of the Account. The calculated fee is debited at the beginning of the respective next calendar quarter (i.e. April, July, October and January). For Swiss and Liechtenstein residents VAT will be invoiced in addition to the fees.

Forum Finance mirrors all client accounts using software licensed from Capital Banking Solutions ("CPB"), a third-party software company specializing in back- and middle-office solutions for portfolio management and investment advisory firms. Forum Finance generally relies on the valuations generated by CPB to value the assets in the respective client Accounts, and Forum Finance computes its investment advisory fees based on these, but only after they have been verified against the valuations and account statements provided by the respective custodian bank. At the end of the calendar quarter, Forum Finance arranges with the custodian bank for the direct payment of its fee from each client's account. Account statements prepared by the custodian bank are separately delivered to the client or the client's representative, generally on a quarterly basis,

allowing the client to verify the fees charged by Forum Finance. The statement from the custodian bank will reflect all amounts disbursed from the account, including the amount of any fee paid to Forum Finance.

Forum Finance is a fee-only investment advisor and does not receive undisclosed remuneration from third parties in connection with its investment advisory services. Discounts, finder's fees or any other remuneration received by Forum Finance from third parties will be disclosed to the client and, unless otherwise agreed to in writing with the client, credited against Forum Finance's investment advisory fee. Forum Finance does not manage or advise Accounts based on commissions, subscriptions fees, or hourly rate charges.

#### *Fees for Discretionary Portfolio Management Services and Non-Discretionary (Advisory) Services*

The annual fees for discretionary portfolio management services range from 0.50% to 1.25% of AUM, depending on the size and complexity of the mandate.

The annual fees for non-discretionary (advisory) services depend on the size and complexity of the mandate, but are capped at a maximum rate of 1.50% of AUA

Fees charged by Forum Finance are not payable in advance. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any relationship, accrued, unpaid fees will be due and payable.

There is no minimum annual fee per account. In all cases, Forum Finance may waive, discount or negotiate fees at its discretion. Forum Finance may also charge additional fees for services outside the scope of the services described above. Any additional fees are disclosed to the client.

Fees may be subject to VAT.

#### *Fees for other Services*

#### *Investment consolidation and reporting*

The annual fees for consolidation and reporting services range from 0.05% to 0.25% of AUA, depending on the size and complexity of the mandate.

Here too, Forum Finance may waive, discount or negotiate fees at its discretion. In particular, Forum Finance may arrange for a consolidation / reporting mandate to be subject to a fixed, flat annual fee.

#### *Other fees and expenses you may incur*

Fees charged by Forum Finance do not include custodian fees, fees for trade settlement, brokerage commissions, or any other fee imposed by the custodian bank, the broker or National Authorities. Forum Finance's fees do not include management or other fees charged by funds or other products that client accounts may be invested in from time to time.

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

#### *Performance Based Fee Scheme*

Forum Finance presently does not charge performance-based fees. However, Forum Finance may enter into performance-based fee arrangements with qualified clients in the future subject to individualized agreements with each client. To the extent Forum Finance enters into a performance or incentive fee arrangements, it will do so in accordance with Section 205(a)(1) of the Advisers Act and Rule 205-3. According to those rules, only clients who meet the following requirements may opt for the performance based fee scheme:

- (i) clients with at least \$1,000,000 under management with Forum Finance;
- (ii) clients with a net worth greater than \$2,000,000, excluding the value of the primary residence and certain debt secured by the property; or
- (iii) clients who are qualified purchasers under Section 2(a)(51) of the Investment Advisors Act of 1940, as

amended (which generally is defined to include only individuals, companies or trusts with more than \$5,000,000 in investments).

Forum Finance potentially can receive higher fees with a performance-based compensation structure than from those accounts that pay according to the asset-based fee schedule described above. To minimize this conflict, Forum Finance generally will enter into a performance-based fee arrangement upon the request of a client or in the case of specific investment performance objectives.

#### *Side-by-Side Management*

Forum Finance manages many client accounts and as a result of differences in the fees charged on various accounts, Forum Finance has conflicts arising from such side-by-side management of different accounts. For example, Forum Finance generally manages more than one account according to the same or a substantially similar investment strategy and yet has a different fee schedule applicable to such accounts as a result of the respective clients' AUM with Forum Finance or a client's election to compensate Forum Finance on a performance basis.

Side-by-side management of different types of accounts may raise conflicts of interest when two or more accounts invest in the same securities or pursue a similar although not identical strategy. These potential conflicts include the favorable or preferential treatment of an account or a group of accounts, conflicts related to the allocation of investment opportunities, particularly with respect to securities that have limited availability, such as initial public offerings, and transactions in one Account that closely follow related transactions in a different Account. In addition, the results of the investment activities for one account may differ significantly from the results achieved for other accounts, particularly if Forum Finance individually tailors clients' accounts.

Forum Finance has policies and procedures in place aimed to ensure that all client accounts are treated fairly and equitably. Forum Finance strives to equitably allocate investment opportunities among relevant accounts over time. In addition, investment

decisions for each account are made with specific reference to the individual needs and objectives of the account. Accordingly, Forum Finance may give advice or exercise investment responsibility or take other actions for some clients (including related persons) that may differ from the advice given, or the timing and nature of actions taken, for other clients. Investment results for different accounts, including accounts that are generally managed in a similar style, also may differ as a result of these considerations. Some clients may not participate at all in some investments in which other clients participate, or may participate to a different degree or at a different time.

#### **Item 7. Types of Clients**

Forum Finance offers investment management services to high and ultra-high net worth individuals and their families, as well as to such foundations, trusts, estates, holding companies or other estate planning structures which they may have established.

In addition to serving US resident clients, Forum Finance provides its services to non-US resident clients. The provisions of the Advisers Act do not apply to the management services provided by Forum Finance to these non-US clients. This brochure describes only the service offering to US persons as defined under SEC Rule 902.

Generally, Forum Finance seeks client relationships with a minimum of \$1,000,000 of AUM. Forum Finance may accept accounts below the minimum requirements, and will retain accounts that have dropped below the minimum requirement due to market fluctuation or investment performance. Related accounts can be aggregated.

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

##### *Methods of Analysis*

Forum Finance invests using a long-only investment approach aimed at generating sustainable, long-term results, where capital preservation is as important as capital growth. Forum Finance invests based on its views of

market trends, which are reflected in the asset allocations implemented in its discretionary mandates. Forum Finance manages assets by using a top-down, macro-economic analysis in combination with bottom-up, specific security selection. Generally, Forum Finance seeks to maintain broad diversification across countries, industries, company size, long-term themes and short term opportunities.

#### *Investment Policy*

The investment policy to be applied shall be that of Finance Forum, which is regularly defined in Finance Forum's monthly newsletters and its "investment perspectives" publications, available on Finance Forum's website.

#### *Investment Strategies*

Forum Finance generally builds client portfolios within the parameters of the following four investment strategies, which serve as the basis for tailor-made portfolios. Each client's specific portfolio will differ based on his/her unique situation and objectives within the parameters of the selected strategy.

Investment strategy	Asset Classes	Max. in %
Cash Management	Money market and bonds	100
Income	Money market and bonds	100
	Shares and products with an equity character	25
	Alternative investments & Commodities	30
Balanced	Money market and bonds	75
	Shares and products with an equity character	60
	Alternative Investments & Commodities	40
Capital Growth	Money market and bonds	50
	Shares and products with an equity character	75
	Alternative Investments & Commodities	50

Investment strategy	Asset Classes	Max. in %
Equity	Money market and bonds	20
	Shares and products with an equity character	100
	Alternative Investments & Commodities	60

#### *Types of Securities*

Forum Finance offers asset management and advisory services on the following types of securities and transactions: exchange-listed securities, securities traded over-the-counter, securities issued by non-US issuers, corporate debt securities (and other commercial paper), certificates of deposit, investment company securities such as mutual funds, U.S. or foreign government securities, exchange traded funds, foreign exchange transactions, certain derivatives or structured products, options, alternative investments, precious metals and in certain cases private fund investments. Some of these securities, particularly those issued outside of the US, may not be registered with the SEC. In discretionary mandates, Forum Finance is able to invest clients in securities offered outside the US to non-US investors in reliance on Regulation S under the Securities Act of 1933.

Forum Finance is also able to manage client's funds invested in Liberty's vested pension plan.

Investments in private funds or structured products may be limited to "accredited investors" or "qualified purchasers," and may require investors to lock-up their assets for a period of time. These investments may have limited or no liquidity and they may involve risks different from those incurred when investing in registered funds and other publicly offered and traded securities. In discretionary mandates, Forum Finance may invest client accounts in such securities without client consent. Forum Finance relies on the valuation and performance data provided directly from the private funds. Private funds may often be delayed in providing Forum Finance with the valuation information; therefore, Forum

Finance may likewise be delayed in reporting this information to the client.

Forum Finance will rely on the accuracy of a client's representations in making corresponding representations regarding the investment restrictions on behalf of a client's account in connection with certain derivative, private fund or other similar investments with qualification restrictions. Forum Finance requires notification by the client if the client's representations become inaccurate.

In certain cases Forum Finance may recommend and invest in real estate securities. Forum Finance does not invest directly in real estate.

#### *Material Investment Risks*

Clients should bear in mind that investing in securities involves a risk of loss. Clients should be prepared to bear the risk of losing their investment in securities. Past performance is not an indication as to future results.

Among other risks, all investments made by Forum Finance will be subject to market risk, liquidity risk, and interest rate risk, and may be subject to credit and counterparty risk, risk in fluctuations of commodity pricing, risk of loss due to political and economic developments in foreign markets, and risks involving movements in the currency markets.

*Market Risk.* Market risk refers to the risk of loss arising from general economic and market conditions, such as interest rates, availability of credit, inflation rates, commodity prices, economic uncertainty, changes in laws and national and international political circumstances. Each Account is subject to market risk, which will affect volatility of securities prices and liquidity. Such volatility or illiquidity could impair profitability or result in losses.

*Risk Related to Equity Investments.* Investments in equity securities generally involve a high degree of risk. Prices are volatile and market movements are difficult to predict. These price movements may result from factors affecting individual companies or

industries. Price changes may be temporary or last for extended periods. The value of specific equity investments generally correlates to the fundamentals of each particular security, but prices of equity investments may raise or fall regardless of fundamentals due to movements in securities markets.

*Risks Related to Fixed Income Investments.* Investments in fixed income securities (i.e., bills, notes and bonds, preferred, convertibles, ETFs and funds) involve a number of risks such as credit, interest rate, reinvestment and prepayment risk, all of which affect the value of the security and volatility of such value. In general, fixed income securities with longer maturities are more volatile. Additionally, the prices of below investment grade (lower credit quality) securities fluctuate more than those of investment grade issues. Prices are sensitive to developments affecting the company's business and to changes in the ratings assigned by rating agencies. Prices are often closely linked with the company's stock prices. High yield securities can experience sudden and sharp price swings due to changes in economic conditions, stock market activity and large sales by major investors, default, or other factors. Developments in the credit market may have a substantial impact on the companies invested in and will affect the success of such investments. In the event of a default, the investment may suffer a partial or total loss.

*Risks Related to Investments in Funds.* For purposes of this discussion, the term "Fund" includes, but is not limited to, a US or non-US unit investment trusts, open-end and closed-end mutual funds, hedge funds, private equity funds, venture capital funds, real estate investment trusts, exchange traded funds ("ETFs") and any other private alternative or investment fund. Investments in Funds carry risks associated with the particular Fund.

Each Fund and the respective manager will charge their own management and other fees, which will result in a Client bearing an additional level of fees and expenses. US mutual funds generally must distribute all gains to investors, including investors who may not



have an economic gain from investing in the fund, which can lead to negative tax effects on investors, particularly non-US persons. Investments in certain non-US funds by US persons result in US tax and reporting obligations and failing to comply with such requirements can result in significant penalties. Funds generally have unique risks of loss as described in their offering documents. Funds can make use of leverage to enhance returns, which increases both volatility and interest rate risk and raises the risk of default. Certain Funds invest in derivatives, which can raise specific counter-party risks. Funds that are not traded can have illiquidity and valuation risks resulting in the inability to redeem or sell the Fund on demand. See the discussion below relating to risks in structured products and derivatives for more information on the risks of investing in Funds.

#### *Risks related to Structured Products & Derivatives.*

Forum Finance may invest in structured products or derivatives or invest in Funds that hold investments in structured products or derivatives. In addition to the risks that apply to all investments in securities, investing and engaging in derivative instruments and transactions may involve different types of risk and possibly greater levels of risk. These risks include, but are not limited to the following:

- a. *Leverage.* Certain investment instruments such as derivatives may use leverage to achieve returns. The use of leverage may have the effect of disproportionately increasing an account's exposure to the market for the securities or other assets underlying the derivative position and the sensitivity of an account's portfolio to changes in market prices for those assets. Leverage will tend to magnify both the positive impact of successful investment decisions and the negative impact of unsuccessful investment decisions by Forum Finance on an account's performance.
- b. *Counterparty Credit Risk.* When a derivative is purchased, a client's account will be subject to the ability and willingness of the other party to the contract ("counterparty") to perform its

obligations under the contract. Although exchange-traded futures and options contracts are generally backed by a guarantee from a clearing corporation, an account could lose the benefit of a contract in the unlikely event that the clearing corporation becomes insolvent. The counterparty's obligations under a forward contract, over-the-counter option, swap or other over-the-counter derivative contract are not so guaranteed. If the counterparty to an over-the-counter contract fails to perform its obligations, an account may lose the benefit of the contract and may have difficulty reclaiming any collateral that the account may have deposited with the counterparty.

- c. *Lack of Correlation.* The market value of a derivative position may correlate imperfectly with the market price of the asset underlying the derivative position. To the extent that a derivative position is being used to hedge against changes in the value of assets in an account, a lack of price correlation between the derivative position and the hedged asset may result in an Account's assets being incompletely hedged or not completely offsetting price changes in the derivative position.
- d. *Illiquidity.* Over-the-counter derivative contracts are usually subject to restrictions on transfer, and there is generally no liquid market for these contracts. Although it is often possible to negotiate the termination of an over-the-counter contract or enter into an offsetting contract, a counterparty may be unable or unwilling to terminate a contract with an Account, especially during times of market instability or disruption. The markets for many exchange-traded futures, options and other instruments are quite liquid during normal market conditions, but this liquidity may disappear during times of market instability or disruption.
- e. *Less Accurate Valuation.* The absence of a liquid market for over-the-counter derivatives increases the likelihood that Forum Finance will not be able to correctly value these investments.

#### *Risks Relating to Foreign Currency Exposure.*

Accounts managed by Forum Finance are routinely subject to foreign currency risks and bear a potential risk of loss arising from fluctuations in value between the US Dollar and such other currencies. Forum Finance invests in securities and other investments that are denominated in currencies other than US Dollars. Some client's Accounts may hold significant non-dollar cash positions. Accordingly, the value of such assets may be affected favorably or unfavorably by fluctuations in currency rates. Often clients are seeking this foreign currency exposure. Thus, Forum Finance generally does not seek to hedge the foreign currency exposure. Even to the extent that Forum Finance does seek to hedge the foreign currency exposure, such hedging strategies may not necessarily be available or effective.

*Non-U.S. Investments.* Investments in non-US securities expose a client's Account to a number of risks not always evident in US markets. Such risks include, among other things, trade balances and imbalances, economic policies of various foreign governments, exchange control regulations, withholding taxes, potential for nationalization of assets or industries, and political instability.

*Risks Related to Precious Metals Accounts & Physical Precious Metals.* Precious metal accounts and investments in physical precious metals offered by custodian banks present special investment risks. These metal accounts generally are notated with reference to the market price of the respective precious metal as determined by the respective custodian bank. The value of precious metals is volatile and generally based on the current spot or market price of the particular metal. The value of precious metals is driven by a variety of factors on a global basis including, among other factors, industrial demand, market supply, and investor demand. Metals should not be perceived as safer investments but rather as an asset class that also is speculative and volatile. Unless specifically agreed by the custodian bank, a precious metal account generally does not represent a right to convert to physical delivery and as such, generally there is a counterparty risk based on the financial strength and solvency of the

custodian bank to pay the monetary equivalent of the notated value in the precious metal account. Alternatively, in the case of non-segregated physical holdings, there are other risks including the potential inability for the custodian bank to deliver the physical metal timely and liquidity risks associated with taking physical delivery of precious metals. Clients should see the specific risk disclosures issued by the custodian bank relating to precious metal accounts and physical precious metals.

Forum Finance generally provides all new clients with a copy of "*Special Risks in Securities Trading*" published by the Swiss Bankers Association.

### **Item 9. Disciplinary Information**

Forum Finance has not been involved in any legal or disciplinary events.

### **Item 10. Other Financial Industry Activities and Affiliations**

Forum Finance management personnel are neither registered, nor have an application pending to register as, broker-dealers, registered representatives of a broker-dealer, future commissions merchants, commodity pool operators, commodity trading advisors, or associated persons of the foregoing entities.

Forum Finance is registered with or regulated by the Federal Financial Market Supervisory Authority ("FINMA") of Switzerland.

Forum Finance manages the DGC FAB Global Balanced Fund and receives compensation for that service. The fund is not registered in the US and is not offered for sale in the US. Forum Finance does not believe this fund constitutes a "private fund" within the meaning of Item 7.B of Form ADV Part 1A due to the fact that this fund is not subject to the Investment Company Act of 1940, given that it operates exclusively outside the U.S. and is not offered to US residents.

Etienne Gounod is a non-executive board member of TriLake Partners Pte Ltd, an investment advisor organized and registered in

Singapore, under Singapore law.

We believe that this does not represent a conflict of interest, as TriLake Partners Pte Ltd operates exclusively outside of the United States, and as there is no common control between Forum Finance and TriLake Partners Pte Ltd.

## **Item 11. Code of Ethics, Participation in Client Transactions and Personal Trading**

Forum Finance seeks to minimize conflicts of interest and resolve those conflicts of interests in favor of its clients to the extent it determines reasonable and necessary in accordance with its Code of Ethics.

### *Code of Ethics*

Forum Finance treats all clients equitably and has a duty to act in its clients' best interests.

Except as otherwise described in this brochure, the interests of clients will be placed above Forum Finance's interests in case of any conflict. Forum Finance has adopted a Code of Ethics (the "Code") and maintains a written policy covering General Principles of Professional Conduct. Covered in this policy are procedures governing personal securities transactions by Forum Finance and its personnel. The Code also provides guidance and instruction to Forum Finance and its personnel on their ethical obligations in fulfilling their duties of loyalty, fairness and good faith towards the Firm's clients.

The overriding principle of Forum Finance's Code of Ethics is that all employees of Forum Finance owe a fiduciary duty to clients for whom Forum Finance acts as investment adviser or sub-adviser. Accordingly, employees of Forum Finance are responsible for conducting personal trading activities in a manner that does not interfere with a client's portfolio transactions or take improper advantage of a relationship with any client.

The Code contains provisions designed to try to: (i) prevent, among other things, improper trading by Forum Finance's employees; (ii) identify conflicts of interest; and (iii) provide a

means to resolve any actual or potential conflicts of interest in favor of the clients. The Code attempts to accomplish these objectives by, among other things: (i) requiring pre-clearance of specific trades, which includes documenting any exceptions to such pre-clearance requirement; (ii) restricting trading in certain securities that may cause a conflict of interest, as well as (iii) periodic reporting regarding transactions and holdings of employees.

The Code contains sections including, but not limited to, the following key areas: (i) restrictions on personal investing activities; (ii) gifts and business entertainment; and (iii) outside business activities.

The Code also provides for Forum Finance's execution of supervisory policies and procedures, and the review and enforcement processes of such policies and procedures.

Forum Finance has designated a Chief Compliance Officer responsible for maintaining, reviewing and enforcing Forum Finance's Code of Ethics and corresponding policies and procedures.

The fundamental position of Forum Finance is that, in effecting personal securities transactions, personnel of Forum Finance must at all times place the interests of clients ahead of their own pecuniary interests. All personal securities transactions by these persons must be conducted in accordance with the Code of Ethics and in a manner to avoid any actual or potential conflict of interest or any abuse of any person's position of trust and responsibility. Further, these persons should not take inappropriate advantage of their positions with or on behalf of a client.

If a person subject to the Code of Ethics fails to comply with the Code, such person may be subject to sanctions, which may include warnings, disgorgement of profits, restrictions on future personal trading, and, in the most severe cases, the possibility of dismissal.

Forum Finance will provide a copy of its General Principles of Professional Conduct to any client or prospective client upon request.

### *Participation or Interest in Client Transactions*

Although Forum Finance does not hold proprietary positions, Forum Finance's related persons may own, buy, or sell for themselves the same securities that they or Forum Finance have recommended to clients. Thus, from time to time, a client Account may purchase or hold a security in which a related person of Forum Finance has financial interest or an ownership position, or a related person may purchase a security that is held in a client Account.

Also from time to time, Forum Finance employees or related persons may invest alongside the Firm's clients, both to align the interest of Firm and personnel and Firm clients and as an expression of confidence in our investment management efforts. In order to ensure that Forum Finance personnel never trade ahead of their clients, Forum Finance Ltd requires all trading in specific positions for officer and employee accounts to come after the analogous trades are executed for client Accounts. Firm personnel communicate freely and frequently among themselves in order to ensure the application of these fundamental restrictions.

### **Item 12. Brokerage Practices**

All of Forum Finance's clients already have existing accounts or open new accounts at custodial banks in Switzerland or elsewhere. Each client is responsible for selecting the bank which holds his or her account. While Forum Finance does not select custodial banks on a client's behalf, we encourage clients to use such banking custodians that are familiar with and have systems compatible with all US regulatory and operational requirements.

Each custodian bank has its own policies and procedures relating to brokerage. Generally, the custodial bank requires Forum Finance to route securities orders through the trading desk of the bank. In such cases Forum Finance will not have discretion in selecting the broker-dealer and the client should be aware of the incumbent risks associated with such arrangement. In cases where the custodial bank will settle with third-party

broker-dealers, then Forum Finance will select the broker-dealer as described in this Item 12. In such cases, the Swiss custodian bank will settle trades with delivery-against-payment model.

### *Forum Finance Selection of Broker-Dealers*

When the custodian bank permits Forum Finance to select the broker-dealer, Forum Finance will route securities orders to purchase and sell securities for those client accounts held at the bank to independent brokers and dealers.

In selecting brokers and dealers to effect client transactions, Forum Finance attempts to obtain for clients: (i) the prompt execution of client transactions while market conditions still favor the transaction and (ii) the most favorable net prices reasonably obtainable. This is called "best execution." In placing orders to purchase and sell equity securities,

Forum Finance selects brokers that it believes will provide the best overall qualitative execution given the particular circumstances. A broker may provide more favorable terms and a higher quality of service to customers who place a higher volume of transactions through that broker. Accordingly, to obtain the benefits of higher volume trading for clients, Forum Finance may place a large portion of client equity transactions through a limited number of brokers that meet the Firm's quality standards. When selecting a new equity broker, Forum Finance conducts a due diligence review of the broker to evaluate whether the broker is likely to provide best execution. Forum Finance may consider any of the following factors:

- The ability of the custodian bank to settle transactions with the broker.
- The quality of services provided (including commissions, which may not be the lowest available but which ordinarily will not be higher than the generally prevailing competitive range).
- The extent of coverage of the various markets Forum Finance trades in.
- The broker's ability to communicate effectively with Forum Finance.

- The broker's ability to execute and settle difficult trades.
- Whether or not the broker offers lower cost electronic trading.
- The broker's clearance and settlement efficiency.
- Whether or not the broker can handle Forum Finance's range of order sizes.
- The broker's ability to maintain confidentiality and anonymity.
- The reputation of the broker.
- The stability and financial strength of the broker.

Due to the fact Forum Finance is based in Switzerland and many of the securities purchased are non-US securities, the brokers used by Forum Finance may not be registered with the SEC under the US Securities Exchange Act of 1934, as amended (the "Exchange Act").

Forum Finance's Chief Compliance Officer reviews the due diligence performed and approves or rejects the selection of each broker. On a regular basis, Forum Finance monitors the services provided by the approved brokers, the quality of executions and research, commission rates, the overall brokerage relationship, and any other issues. Forum Finance will periodically reconsider whether placing a large portion of client trades through a particular broker continues to be in the best interest of our clients.

#### *Custodian Bank Selection of Broker-Dealers*

Brokerage for transactions involving assets held at Swiss custodian banks generally must be made through the broker-dealer specified by the custodian bank and Forum Finance will have no ability to select the broker-dealer. In most cases, Swiss custodian banks act as a broker-dealer and/or maintain relationships with designated broker-dealers (including potentially an affiliate of the custodian bank). If required by the custodian bank, Forum Finance effects security transactions through the custodian bank or the broker or dealer designated by the custodian bank selected by the client. In such cases, Forum Finance cannot guarantee that the client will receive best execution or the best commissions because Forum Finance does not control

these factors. Clients should be aware of the potential that the broker-dealer used for transactions may not be a registered broker-dealer under the Exchange Act.

Clients also should be aware of the following disadvantages associated with Forum Finance not having the ability to select the broker-dealer:

- Clients are solely responsible for negotiating the commission rates and fees paid to the Swiss custodian bank where such custodian bank requires Forum Finance to trade through its broker-dealer. Forum Finance will not be able to negotiate commission rates with the designated broker, and the Firm will not have any negotiating leverage that results from the ability to trade away from a designated broker.
- Clients may pay higher commission rates than those paid by other clients whose trades are placed with a broker-dealer chosen by Forum Finance, may receive less favorable trade executions, and/or may not obtain best execution on their transactions.
- Accounts will not be able to participate in aggregated or block transactions with other clients who maintain their Accounts at other custodian banks. This can limit the ability to benefit from volume discounts or more favorable terms that might be available from aggregated transactions.

#### *Client-Directed Brokerage*

Generally, Forum Finance does not permit clients to direct brokerage other than as outlined above in the context of a custodian bank selected by the client that requires the use of a specified broker-dealer.

#### *Block Trades*

Forum Finance generally will combine orders into block trades when purchasing the same security for multiple client Accounts. Such aggregated orders ("block trades") will be pre-allocated among the participating client Accounts. When selecting the participating Accounts a variety of factors such as suitability, investment objectives and strategy, risk tolerance and / or the ability to invest additional

funds will be taken into consideration. In determining the portion for each participating Account further factors such as Account size, diversification, asset allocation and position weightings as well as any other appropriate factors might be of relevance. Participating Accounts in a block trade placed with the same broker or the same custodian bank generally will receive an average price and transaction costs will be shared on a proportionate basis and as determined in the agreement with the custodian. This can either be a sharing on a pro rata basis or based on the implemented digression model, whereas costs decrease in relation to the purchased quantity and include the application of a minimum rate, when shared costs are below a defined amount.

Partial fills of transactions will be allocated on a pro rata share basis.

Because Forum Finance's clients maintain Accounts at different custodian banks and because many of these custodian banks mandate the use of a specific broker (see description above), often Forum Finance places more than one block trade for the same security with more than one broker. Forum Finance Ltd transmits such block trades to more than one broker in a random pattern (*i.e.* Forum Finance does not favor one custodian bank or broker over another with respect to the order in which block trade orders are sent). The average price realized on a securities order placed with different brokers will vary broker to broker, and clients generally will receive different average prices and transaction costs for the same security order depending upon the custodian bank and the respective broker used in the block trade. Also note, since most Swiss custodian banks warehouse securities orders until filled, there may be delays in settlement between client Accounts depending on the practice of the respective custodian bank and/or broker.

#### *Decision Making Process; Balancing the Interests of Multiple Client Accounts*

In making the decision as to which securities are to be purchased or sold and the amounts thereof, Forum Finance is guided by the investment profile defined at the inception of the adviser-client relationship in cooperation with the client, and by periodic internal

reviews of the asset allocation. The investment profile covers such matters as the relative proportion of debt and equity securities to be held in the Account, the degree of risk that the client wishes to assume and the types and amounts of securities to be held in the account. Forum Finance's authority may be further limited by specific instructions from the client, which may restrict or prohibit transactions in certain securities.

Forum Finance may manage numerous accounts with similar or identical investment objectives or may manage accounts with different objectives that may trade in the same securities. Despite such similarities, portfolio decisions relating to client investments and the performance resulting from such decisions may differ from client to client. Forum Finance will not necessarily purchase or sell the same securities at the same time or in the same proportionate amounts for all eligible clients, particularly if different clients have selected different investment profiles, have materially different amounts of capital under management with Forum Finance or different amounts of investable cash available. In certain instances such as purchases of less liquid publicly traded securities or oversubscribed public offerings, it may not be possible or feasible to allocate a transaction pro rata to all eligible clients, especially if clients have materially different sized portfolios. Therefore, not all clients will necessarily participate in the same investment opportunities or participate on the same basis.

#### *Use of Soft Dollars*

Forum Finance may maintain soft dollar arrangements, and to the extent it does it will only do so in accordance with the conditions of the safe harbor provided by Section 28(e) of the Exchange Act. Section 28(e) is a "safe harbor" that permits an investment manager to use brokerage commissions or "soft dollars" to obtain research and brokerage services that provide lawful and appropriate assistance in the investment decision-making process.

Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial

newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data, certain valuation and pricing data and economic data); and advice from brokers on order execution.

Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an investment adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations.

#### *Trade Errors*

Although Forum Finance's goal is to execute trades seamlessly in the manner intended by the client and consistent with its investment decisions, Forum Finance recognizes that errors can occur for a variety of reasons. Forum Finance's policy in dealing with such errors is to:

- Identify any errors in a timely manner.
- Correct all errors so that any affected account is placed in the same position it would have been in had the error not occurred.
- Incur all costs associated with correcting an error (or to pass the costs on to the broker, depending on which party is at fault). Costs from corrective actions are not to be passed on to a client.
- Forum Finance may, in accordance with the client, offset a loss and all associated costs against the management or investment advisory fees it charges,

- Evaluate how the error occurred and assess if any changes in any processes are warranted or if any continuing education is required.

The consequences and the required corrective measures may be different depending upon the nature of the error or the account affected.

#### **Item 13. Review of Accounts**

All Accounts are reviewed regularly by the Client Advisors in an effort to ensure that they remain aligned with the client's investment profile and are positioned appropriately given current market conditions as part of Forum Finance's general investment process.

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

Forum Finance is a fee-only adviser. Forum Finance's policy is not to accept compensation from third parties relating to the investment advice it gives to its clients. To the extent Forum Finance receives remunerations from third parties in connection with its investment advisory services, it will reduce the fees owed by the respective client to Forum Finance or will credit the respective client's Account for the applicable amount. Such remuneration can include referral fees, marketing fees, discounts, finder's fees, service fees, including shareholder service fees, 12b-1 fees or bonus commissions paid by mutual funds, privately offered funds, insurance products, variable annuities or other investment products paid to Forum Finance for recommending an investment, for investing client funds in such product or for marketing assistance or the performance of certain administrative tasks associated with making an investment.

Forum Finance may pay third parties for client referrals. Such arrangements comply with the conditions and requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940.

Forum Finance's employees or associated persons may be invited to attend seminars and meetings with the costs associated with such meetings borne by a sponsoring brokerage firm

or other party extending the invitation.

### **Item 15. Custody**

Forum Finance typically is given authority to have its fees directly deducted from a client's account. Consequently, Forum Finance is deemed to have custody of such funds. Forum Finance has established procedures to ensure the client's account is held at a qualified custodian in a separate account for each client. The client establishes the bank account directly and therefore is aware of the qualified custodian's name, address and the manner in which investments are maintained. Account statements are prepared by the custodian bank and delivered directly to the client or the client's representative, generally on a quarterly basis. Generally, these statements include a listing of all valuations and all transactions occurring during the period. Clients should carefully review these statements and compare them with those received from Forum Finance and, when they have questions contact either Forum Finance or the custodian bank. The custodian also generally provides the client with required year-end tax information.

### **Item 16. Investment Discretion**

Forum Finance accepts discretionary authority to manage client Accounts as described above. Clients rarely restrict the authority by which Forum Finance may act; however, each client has the opportunity to communicate any form of limitation in writing. In the context of a discretionary mandate, Forum Finance makes investment decisions without consulting the client by utilizing its limited power of attorney for the management of the Account maintained at the custodian bank selected by the client. In the context of a non-discretionary (advisory) mandate, Forum Finance's investment discretion is limited to an advisory role and Forum Finance does not implement investment decisions without the approval of the client. In no case does Forum Finance have discretionary authority to select a qualified custodian for a client's Account.

### **Item 17. Voting Client Securities**

#### *Proxy Voting*

Forum Finance generally does not have the authority to vote client proxies. Clients make arrangements directly with their custodian to vote proxies for securities or where proxy or other solicitation materials have to be sent to. If Forum Finance inadvertently receives any proxy materials on behalf of a client, Forum Finance will promptly forward such materials to the client.

Forum Finance will exercise investment authority for certain corporate actions (such as, but not limited to tenders, rights offerings, splits etc.) in connection with discretionary Accounts. For advisory clients, corporate actions are discussed with them prior to the event taking place.

Clients who have questions about proxies may contact Forum Finance for further information.

#### *Class Actions*

Forum Finance does not direct client participation in class action lawsuits. Forum Finance will determine whether to return any documentation inadvertently received regarding clients' participation in class actions to the sender, or to forward such information to the appropriate clients.

Forum Finance will not advise or act on behalf of clients in any legal proceeding, including bankruptcies or securities shareholder class action litigation involving securities held or previously held in client Accounts. Accordingly, Forum Finance is not responsible for responding to, or forwarding to clients, any class action settlement offers relating to securities currently or previously held in the client Account.

### **Item 18. Financial Information**

Forum Finance has not been the subject of a bankruptcy petition at any time. As of the date of this brochure we do not believe it is reasonably likely that any future liability will impact our ability to meet our contractual commitments to our clients.