

BROCHURE OF

QUANTUMROCK GMBH

A German Limited Liability Company registered with the U.S. Securities and
Exchange Commission as an Investment Adviser
CRD# 304172

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THIS BROCHURE PROVIDES INFORMATION ABOUT THE QUALIFICATIONS AND BUSINESS PRACTICES OF QUANTUMROCK GMBH (THE “FIRM”). IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS BROCHURE, PLEASE CONTACT US AT 49 89 255 421 95.

THE INFORMATION IN THIS BROCHURE HAS NOT BEEN APPROVED OR VERIFIED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION (“SEC”) OR ANY STATE SECURITIES AUTHORITY.

ADDITIONAL INFORMATION ABOUT QUANTUMROCK GMBH ALSO IS AVAILABLE ON THE SEC’S WEBSITE AT WWW.ADVISERINFO.SEC.GOV.

The delivery of this Brochure at any time does not imply that the information contained herein is correct as of any time subsequent to the date shown above. This Brochure will supersede all other documents containing information about Firm.

Material Changes to Brochure

There are no material changes to report, as this is Quantumrock GmbH's initial Brochure.

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I. Part 2A – DISCLOSURE ITEMS ABOUT FIRM

Item 4. Advisory Business:

- (A) **Operational and Organizational Information:** Quantumrock GmbH (the “Firm”) is an investment adviser registered with the U.S. Securities and Exchange Commission. As stated on the cover page of this Brochure, registration as an investment adviser does not imply a level of skill or training. The Firm was formed in 2012. The principal owners of the Firm are Stefan Tittel (35.12%), Danyon Lloyd (22.69%), and Michael Morsch (17.92%).
- (B) **Types of Advisory Services Offered:** The Firm provides investment management services to institutional and retail clients (“Clients”) based on proprietary software signals. The Firm does not have the ability to make specific investments or engage in any transactions on behalf of a Client. The Firm also does not exercise any form of discretion over any Client’s investments. If a Client chooses to execute any recommendation generated by the Firm, they must execute such transactions via a third-party brokerage account of their choosing.

The Firm does not manage assets on a discretionary or non-discretionary basis.

The Firm is software company which develops sophisticated algorithmic trading technology using artificial intelligence and machine learning systems. The Firm’s core business is the development of sophisticated quantitative trading strategies based on artificial intelligence and machine learning for financial markets. The trading strategies rely on computer algorithms based on various mathematical models and advanced quantitative analysis to identify and capitalize on available trading.

The Firm licenses its trading strategies to Clients, including asset managers, institutional clients, ultra-high net worth individuals, as well as retail clients. Institutional clients can license our trading strategies which aim to deliver returns on assets deployed, while we intend to offer retail clients our trading algorithms through an “autopilot” software. The user of our software and trading strategies usually pay, as it is the standard in this industry, a fee based on the assets deployed and performance as reported to the Firm (institutional clients) or a monthly subscription fee (retail clients). Offering two different product lines allows us to address two different customer segments as their needs differ. While institutional clients might look for alternatives to fundamental investment approaches to allocate large sums, retail clients might rather prefer the convenience of having a single platform for the

manual trading of their savings or even automation of their activities combined with the use of sophisticated trading approaches.

- (C) **Client Investment Guidelines and Parameters:** The Firm does not have the ability to make specific investments or engage in any transactions on behalf of a Client. The Firm also does not exercise any form of discretion over any Client's investments. The Firm does not manage assets on a discretionary or non-discretionary basis.
- (D) **Wrap Fee Programs:** The Firm does not participate in wrap fee programs.
- (E) **Client Assets Under Management:** The Firm does not manage Client assets. Please see **Item 4(B)** above for additional details.

Item 5. Fees and Compensation:

- (A) **Generally:** Fees charged to Clients are based either on the assets under management ("AUM") and performance as reported to the Firm (for institutional Clients) or a monthly subscription fee (for retail Clients).

Fees charged to institutional Clients who elect to be charged based on AUM and performance are calculated based on an annual percentage of the value of the assets under management of such Client account. Performance related fees may range from 0.5% to 20% based upon the level of such performance and as negotiated with such Client.

- (B) **Payment of Fees:** All fees may be collected monthly or quarterly in advance or in arrears, as provided in the agreement with the Client, based on the formula agreed upon in the Client's written agreement with the Firm.

Management Fees: Institutional Clients may also pay a negotiable fee ranging from 0.5% to 1.00% per annum. Retail Clients shall pay a monthly subscription fee in an amount to be determined based upon negotiations with the Client.

- (C) **Additional Fees and Expenses:** Clients also shall incur custodial fees, third-party brokerage commissions and other transaction costs, as explained in further detail in the **Brokerage Practices** section below. The Firm has no discretion regarding such fees or costs. Such fees shall be in addition to the fees charged by the Firm.

- (D) **Fees Paid in Advance:** If Management fees are paid in advance, the Firm will refund any unearned fees, as provided in the Client's written agreement with Firm.
- (E) **Additional Compensation of Supervised Persons:** Neither the Firm nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

Item 6. Performance Based Fees and Side-By Side Management:

Performance related fees may range from 0.5% to 20%, based upon the level of the Client's account performance, as negotiated with such Client and agreed upon with the Firm in writing.

Item 7. Types of Clients:

The Firm provides services to individuals, trusts, estates, charitable organizations, high net worth individuals, as well as other types of institutional and retail Clients.

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

(A) **Methods of Analysis and Investment Strategies:**

The Firm's core business is the development of sophisticated quantitative trading strategies based on artificial intelligence and machine learning for financial markets. The trading strategies rely on computer algorithms based on various mathematical models and advanced quantitative analysis to identify and capitalize on available trading. Institutional Clients can license the Firm's trading strategies which aim to deliver returns on assets deployed, while we offer retail Clients trading algorithms through an "autopilot" software.

Products

To achieve the highest user adoption of the Firm's trading technology across our client segments, the Firm offers its product lines to both retail and institutional Clients.

We offer quantitative trading strategies on a licensing basis to institutional Clients and a subscription basis to retail Clients. Typical types of institutional Clients include asset managers and corporate treasuries who are able to utilize our trading strategies on a licensing basis allowing them to auto-invest their own proprietary assets or auto-invest clients' funds via managed accounts. Further, institutional Clients are able to issue new innovative structured financial products on the basis of the Firm's algorithms. All software algorithms described here are developed and running in a live environment. They are being optimized and

adjusted to market trends on an ongoing basis. Retail Clients subscribe to a variety of our trading strategies and algorithms for a flat monthly subscription fee.

The Firm combines technology, innovation and investment management principles to create our trading strategies. The Firm's approach is a symbiosis of science, financial and behavioral theory. The Firm have invested more than five years into our trading technology. The Firm leverages artificial intelligence and machine learning to constantly learn, find, produce, test and refine algorithms and investment strategies. A machine learning powered approach to automate the process of generating trading ideas allows a far greater scale of ideas to be generated and tested in a short amount of time, a vast departure from the unpredictable time spans and resource-intensive coding of other approaches. Firm technology has been developed and implemented in-house by an interdisciplinary team of trading professionals, scientists and high-tech experts who constantly research and develop new ways of making our systems more competitive.

In 2018, the Firm completed the development of an "Artificial Intelligence and Machine Learning" technology platform. The technology platform is now applied to automate the trading strategy generation process as well as to ensure a continuous parameter adaptation (learning) of the trading strategies. With that, the Firm is able to systematically identify emerging trading paradigms and create new trading strategies and to keep existing strategies current and responsive to the changing market conditions.

Investing in securities involves risk of loss that Clients should be prepared to bear.

(B) Risks Associated with the Firm's Investment Strategies

Market Volatility: The profitability of investments substantially depends upon correctly assessing the future price movements of stocks, bonds, options on stocks, and other securities and the movements of interest rates. The Firm cannot guarantee that its technology will be successful in accurately predicting price and interest rate movements.

Institutional Risk: There is the possibility that the institutions, with which the Firm does business, will encounter financial difficulties that may impair the operational capabilities of the Firm. The Firm intends to limit its business to institutions that are well capitalized and firmly established in an effort to mitigate such risks.

Cyber Security Breaches and Identity Theft. Firm information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by its professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although the Firm has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, the Firm may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the Firm's operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to Clients. Such a failure could harm the Firm's reputation or subject it or its affiliates to legal claims and otherwise affect their business and financial performance.

Reliance on Technology: The Firm's investment strategies are dependent on technology, including hardware, software and telecommunications systems. The data gathering, research, forecasting and portfolio construction utilized by the Firm are dependent upon third-party hardware and software. Third-party hardware and software are known to have errors, omissions, imperfections and malfunctions (collectively, "Coding Errors"). Coding Errors in third-party hardware and software are generally entirely outside of the control of the Firm. Coding Errors will result in, among other things, the failure to properly gather and organize available data, the failure to take certain hedging or risk reducing actions and/or the taking of actions which increase certain risk(s)—all of which may have materially adverse effects on an investment strategy and/or its returns. Coding Errors are often extremely difficult to detect. Regardless of how difficult their detection appears in retrospect, some Coding Errors will go undetected for long periods of time and some may never be detected. The degradation or impact caused by these Coding Errors can compound over time. Prospective clients should assume that Coding Errors and their ensuing risks and impact are an inherent part of investing in a process-driven, systematic strategy.

Speculative Nature of Certain Investments: Certain potential investments generated via Firm software may be regarded as speculative in nature and involve increased levels of investment risk. Since certain parts of the Firm's strategies involves identifying securities that are undervalued by the marketplace, the success of those strategies depends upon the market eventually

recognizing such value in the price of the security, which may not necessarily occur. Equity positions may involve highly speculative securities.

Equity Securities: Market prices of equity securities generally, and of certain companies' equity securities more particularly, frequently are subject to greater volatility than prices of fixed income securities. Market prices of equity securities as a group have dropped dramatically in a short period of time on several occasions in the past, and are likely to do so again in the future. In addition, actual and perceived accounting irregularities may cause dramatic price declines in the equity securities of companies reporting such irregularities or which are the subject of rumors of accounting irregularities. Common stock and similar equity securities generally represent the most junior position in an issuer's capital structure and, as such, generally entitle holders to an interest in the assets of the issuer, if any, remaining after all more senior claims to such assets have been satisfied. Holders of common stock generally are entitled to dividends, only if and to the extent declared by the governing body of the issuer, out of income or other assets available after making interest, dividend and any other required payments on more senior securities of the issuer.

Non-U.S. Exposure: Signals generated by Firm software may expose a Client to non-U.S. markets, including emerging markets. Non-U.S. markets may be more volatile than U.S. markets. As a result, a Client's returns on potential investments made using signals generated by the Firm may be affected to a large degree by fluctuations in currency exchange rates or political or economic conditions in a particular country. In some non-U.S. markets, there may not be protection against failure by other parties to complete transactions. It may not be possible for the Client to repatriate capital, dividends, interest, and other income from a particular country or governmental entity. In addition, a market swing in one or more countries or regions where the Client has invested a significant amount of its assets may have a greater effect on their portfolio's performance than it would in a more geographically diversified portfolio. To the extent the Client is invested in non-U.S. debt securities, such investments are sensitive to changes in interest rates. Additionally, investments in securities of non-U.S. governments involve the risk that the government may not be willing or able to pay interest or repay principal when due.

Quantitative Strategies and Trading: Quantitative models cannot fully match the complexity of the financial markets and therefore sudden unanticipated changes in underlying market conditions can significantly impact their performance. Further, as

market dynamics shift over time, a previously highly successful model may become outdated – perhaps without the Firm recognizing that fact before it is able to update the underlying code, algorithm or model. Even without becoming a completely outdated model, a given model’s effectiveness may decay for any number of reasons including, but not limited to, an increase in the amount of assets managed, the sharing of such model with other clients or affiliates, the use of similar models by other market participants and/or market dynamic shifts over time. There can be no assurances that the strategies pursued will be profitable, and various market conditions may be materially less favorable to certain strategies than others. There is always the possibility that the Firm implements decisions based upon faulty information resulting from such errors as model programming, importing of data or interpretation of model results.

Risks Associated with Non-Diversification: The concentration of assets in a small number of issuers, in any one industry or a small number of industries, or in a single industry would subject clients to a greater degree of risk with respect to the failure of one or a few investments or with respect to economic variations in relation to such industry or industries.

Risk of Loss, Theft, Etc. of Digital Assets: If a Client’s digital assets are lost, stolen or destroyed, the Client may not have adequate sources of recovery. Furthermore, if the Client’s digital assets are lost, stolen or destroyed, the responsible party may not have the financial resources sufficient to satisfy such Client’s claim. Access to digital assets could also be restricted by cyber-crime against a Firm or Client’s service provider. Any of these events may adversely affect the operations of the Firm or Client.

Item 9. Disciplinary Information:

Neither the Firm nor any supervised person has been involved in any legal or disciplinary event that is material to a Client’s or prospective Client’s evaluation of the Firm’s advisory business or management.

- (A) A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which the Firm or a management person:
1. Was convicted of, or pled guilty or nolo contendere (“no contest”) to: (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses. **Not Applicable.**

2. Is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses. **Not Applicable.**
 3. Was found to have been involved in a violation of an investment-related statute or regulation. **Not Applicable.**
 4. Was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, your firm or a management person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order. **Not Applicable.**
- (B) An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which the Firm or a management person:
1. Was found to have caused an investment-related business to lose its authorization to do business. **Not Applicable.**
 2. Was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority:
 - (a) Denying, suspending, or revoking the authorization of the Firm or a management person to act in an investment-related business. **Not Applicable.**
 - (b) Barring or suspending the Firm's or a management person's association with an investment-related business. **Not Applicable.**
 - (c) Otherwise significantly limiting the Firm's or a management person's investment-related activities. **Not Applicable.**
 - (d) Imposing a civil money penalty of more than \$2,500 on the Firm or a management person. **Not Applicable.**
- (C) A self-regulatory organization (SRO) proceeding in which the Firm or a management person:

1. Was found to have caused an investment-related business to lose its authorization to do business. **Not Applicable.**
2. Was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500. **Not Applicable.**

Item 10. Other Financial Industry Activities and Affiliations:

- (A) Neither the Firm nor its management persons has existing or pending affiliations with a broker-dealer or registered representative of a broker-dealer.
- (B) Neither the Firm nor its management persons has existing or pending financial industry affiliations, such as with a broker-dealer, Futures Commission Merchant (FCM), Commodity Pool Operator (CPO), or other investment adviser.
- (C) The Firm and/or its management persons have a relationship or arrangement that is material to its advisory business or to its Clients with the related persons as discussed below.
 1. Broker-dealer, municipal securities dealer, or government securities dealer or broker. **Not Applicable**
 2. Investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund). **Not Applicable.**
 3. Other investment adviser or financial planner. **Not Applicable.**
 4. Futures commission merchant, commodity pool operator, or commodity trading advisor. **Not Applicable.**
 5. Banking or thrift institution. **Not Applicable.**
 6. Accountant or accounting firm. **Not Applicable.**
 7. Lawyer or law firm. **Not Applicable.**
 8. Insurance company or agency. **Not Applicable.**
 9. Pension consultant. **Not Applicable.**
 10. Real estate broker or dealer. **Not Applicable.**
 11. Sponsor or syndicator of limited partnerships. **Not Applicable.**
- (D) Does the Firm recommend or select other investment advisers for your Clients and receive compensation from those advisers that creates a conflict of interest? Does Firm have other business

relationships with such advisers that create a conflict of interest? If so, describe all conflicts of interest and how the Firm will address them. **Not Applicable.**

Item 11. Code of Ethics, Participation or Interest in Client Transactions, Privacy Policy and Personal Trading:

A copy of the code of ethics (the “Code of Ethics”) is available upon request to Clients or prospective Clients.

- (A) **Code of Ethics:** The Code of Ethics is based upon the premise that all the Firm personnel have a fiduciary responsibility to render professional, continuous and unbiased investment advisory service. The Code of Ethics requires all personnel to (1) comply with all applicable laws and regulations; (2) observe all fiduciary duties and put Client interests ahead of those of the Firm; (3) observe the Firm’s personal trading policies so as to avoid “front-running” and other conflicts of interests between the Firm and its Clients; (4) ensure that all personnel have read the Code of Ethics, agreed to adhere to the Code of Ethics, and are aware that a record of all violations of the Code of Ethics will be maintained by a Managing Partner and that personnel who violate the Code of Ethics are subject to sanctions by the Firm, up to and including termination in the discretion of a Managing Partner.

Other Policies and Procedures of the Firm:

1. **Activities of the Firm and its Affiliates:** Neither the Firm, nor any affiliate or employee, is required to manage Client accounts as its sole and exclusive function. Each of them may engage in other business activities, including competing ventures and/or other unrelated employment. In addition to managing Client accounts, the Firm, and its respective affiliates or employees may provide investment advice to other parties and may manage other accounts in the future.
2. **Trade Error Policy:** Not applicable.
3. **Privacy Policy:** The Firm has adopted a privacy policy that explains the manner in which the Firm collects, utilizes and maintains nonpublic personal information about Clients, as required under federal legislation.

Collection of Information and Disclosure of Nonpublic Personal Information: To provide Clients with superior service, the Firm may collect several types of nonpublic personal information about Clients, including:

- Information from forms that Clients may fill out, such as subscription forms, questionnaires and other information provided by Clients in writing, in person, by telephone, electronically or by any other means. This information includes name, address, nationality, tax identification number, and financial and investment qualifications;
- Information Clients may give orally;
- Information about transactions within the Firm, including account balances, investments and withdrawals;
- Information about the amount Clients have invested; and
- Information about any bank accounts Clients may use for transfers to or from managed accounts.

The Firm does not sell or rent Client information. The Firm uses this information to conduct business with its Clients; to develop or enhance its products and services; to understand the financial needs of its Clients so that the Firm can provide such Clients with quality products and superior service; and to protect and administer its Clients' records, accounts and funds. The Firm does not disclose nonpublic personal information about its Clients to nonaffiliated third parties or to affiliated entities, except as permitted or required by law. For example, the Firm may share nonpublic personal information in the following situations:

- To service providers in connection with the administration and servicing of the Firm; this may include attorneys, accountants, auditors and other professionals. The Firm may also share information in connection with the servicing or processing of transactions;
- To affiliated companies in order to provide Clients with ongoing personal advice and assistance with respect to the products and services Clients have purchased through the Firm and to introduce Clients to other products and services that may be of value to such Clients;
- To respond to a subpoena or court order, judicial process or regulatory authorities;
- To protect against fraud, unauthorized transactions (such as money laundering), claims or other liabilities; and

- Upon consent of a Client to release such information, including authorization to disclose such information to persons acting in a fiduciary or representative capacity on behalf of the Client.

Protection of Information:

The Firm's policy is to require that all employees, financial professionals and companies providing services on its behalf keep Client information confidential.

The Firm maintains safeguards that comply with federal standards to protect Client information. The Firm restricts access to the personal and account information of Clients to those employees who need to know that information in the course of their job responsibilities. Third parties with whom the Firm shares Client information must agree to follow appropriate standards of security and confidentiality. The Firm's privacy policy applies to both current and former Clients. The Firm may disclose nonpublic personal information about a former Client to the same extent as for a current Client.

- (B) **Participation or Interest in Client Transactions:** The Firm and/or affiliates of the Firm may own the same or similar securities to those of its Clients. Subject to internal compliance policies and approval procedures designed to address any conflicts of interest that may arise, the Firm may engage, from time to time, in personal trading of securities and other financial instruments, including securities and financial instruments in which a Client may invest. Please refer to the Firm's Code of Ethics for a full description of the policies and procedures the Firm has implemented in order to address these and other potential conflicts of interest.

Item 12. Brokerage Practices:

The Firm does not execute Client transactions nor does it select or recommend broker-dealers for such Client transactions. A Client may execute recommended transactions through a broker or brokers of their choice.

Item 13. Review of Accounts:

This item is not applicable to the Firm's business.

Item 14. Client Referrals and Other Compensation:

- (A) The Firm does not receive, from any non-Client, any economic benefit associated with advising Clients.
- (B) The Firm does not compensate any person who is not a supervised person for Client referrals.

Item 15. Custody:

The Firm does not, nor will it, have custody of any Client assets.

Item 16. Investment Discretion:

The Firm does not have discretion of Client assets.

Item 17. Voting Client Securities – Proxy Policy:

The Firm does not engage in securities transactions on behalf of any Clients. Therefore, this item does not apply to the Firm.

Item 18. Financial Information:

- (A) The Firm does not solicit prepayment of more than \$500 in fees per Client six months or more in advance.
- (B) The Firm does not have discretionary authority over and/or custody of Client funds or securities and the Firm's financial condition is not reasonably likely to impair its ability to meet its contractual commitments to Clients.
- (C) The Firm has not been the subject of a bankruptcy petition during the past ten years.

Item 19. Requirements for State-Registered Advisers:

Not applicable.