



GEMINI RE, LLC

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## FORM ADV PART 2A: DISCLOSURE BROCHURE

This brochure provides information about the qualifications and business practices of Gemini Re, LLC ("Gemini Re" or the "Adviser"). 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. If you have any questions about the contents of this Brochure, please contact us at (561) 231-5422 or email [csiders@geminire.com](mailto:csiders@geminire.com).

Gemini Re was established in October of 2017 and became a registered investment adviser with the SEC on May 3, 2018. Registration as an investment adviser does not imply any level of skill or training.

Additional information about Gemini Re is also available on the SEC's website at:  
[www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

Since we filed our last Brochure on March 26, 2019 there have been no material changes.

A copy of this Brochure can be obtained by telephone at (561) 231-5422 or by email at [csiders@geminire.com](mailto:csiders@geminire.com). We encourage you to read this document in its entirety.

Additional information about Gemini Re is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) and free and simple tools are available to research firms and financial professionals at [investor.gov](http://investor.gov), which also provides educational materials about broker-dealers, investment advisers, and investing.

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#### Item 4 – Advisory Business

A. Description of Gemini Re: Gemini Re, LLC, is an investment adviser organized as a limited liability company under the laws of the state of Delaware. The Adviser was established in October of 2017 and registered as an investment adviser with the SEC on May 3, 2018. The Adviser's principal owner is Gemini Financial Holdings Corporation ("GFHC"), a private company that is wholly owned and controlled by Gemini Financial Holdings, LLC ("GFH LLC").

B. Advisory Services Offered: Gemini Re offers investment advisory services to institutional investors, pooled investment vehicles ("Funds") and certain of its affiliates. Gemini Re investment advice is limited to insurance-linked securities ("ILS") and similar risk-transfer vehicles. The Adviser specializes in constructing portfolios holding ILS that directly or indirectly collateralize reinsurance agreements or other risk transfer mechanisms. Such investments are generally organized as privately offered pooled investment vehicles and stand-alone offshore private placements.

Gemini Re may organize an ILS portfolio as a pooled investment vehicle or provide investment advice on a separate account basis subject to the execution of an investment management agreement ("SMA Client"). All pooled investment vehicles are collectively referred to as "Funds", and with SMA Clients collectively as "Clients". Funds are available only to qualified institutional or high net worth investors ("Investors") that meet the suitability requirements set forth in a Fund's offering and or subscription documents (collectively the "Fund Offering Documents").

Please see item 7 for additional information on the Adviser's clients and Item 10 for information on Gemini Re's financial industry affiliates.

C. Tailored Services: Gemini Re does not tailor its services to the needs of individual investors in the Funds. Each Fund is managed in accordance with the strategy described in each Fund's Fund Offering Documents. Adviser's services may be tailored to the individual needs of its SMA Clients and such clients may impose restrictions on the portfolio attributes.

D. Wrap Free Programs: The Adviser does not participate in any wrap fee programs. Please refer to Item 5 – Fees and Compensation, below, for more information regarding the Adviser's fees.

E. Client Assets the Adviser Manages: The Adviser's discretionary assets under management equaled \$262,868,143 US dollars as of December 31, 2019. The Adviser does not manage assets on a non-discretionary basis.

#### Item 5 – Fees and Compensation

##### A. The Adviser's Fees and Compensation:

Gemini Re charges Funds a management fee, may be paid monthly or any other interval in arrears, of up to two percent (2%) per annum of each Funds' month-end notional asset value calculated prior to any withdrawals or distributions and before any accrual for or payment of the Management Fee and any applicable Incentive Allocation.

Gemini Re can earn an annual performance-based fee ("Incentive Allocation"), in an amount up to twenty percent (20%) of each Fund's gross performance, subject to a "high water mark", which is more fully discussed in each Fund's Offering Documents.

Gemini Re, in its sole discretion, may reduce or waive its fees for certain Fund investors, including but not limited to employees of Gemini Re or its affiliates, their families and certain investors. Adviser may enter into side letters or other similar agreements with certain investors in the Funds, and may do so again in the future, whereby such investors have been granted terms and conditions that are more favorable than other investors in the Funds, including but not limited to, lower fees. For a detailed discussion of side letters and other terms, investors should refer to each Fund's offering documents.

Gemini Re typically charges its SMA Clients a management fee, paid quarterly in arrears, of up to 2% (2% per annum) of the month-end notional asset value calculated prior to any withdrawals or distributions and before any accrual for or payment of the Management Fee and any applicable Incentive Allocation. Gemini Re can also earn an annual Incentive Allocation in an amount up to twenty percent (20%) of eligible SMA Clients' gross performance, subject to a "high water mark" and other terms of each such client's investment management agreement. Fee rates and payment terms are subject to negotiation with each Client, subject to Gemini Re's sole discretion.

Investors bear the cost of fees payable and performance fees made to the Adviser as such amounts reduce the pro rata returns. Please see Item 6, below, for a discussion of performance-based fees and the conflicts they can introduce.

- B. Deductions: Gemini Re will deduct Advisory Fees directly from Fund assets. Gemini Re can deduct fees from SMA Client assets or bill such clients separately for fees incurred on a monthly or a quarterly basis subject to the client's discretion as reflected in the investment management agreement.
- C. Expenses: Advisory Fees for all Clients are exclusive of trading, administrative and operating expenses which will be incurred by the Client account. Clients pay these other fees and expenses in connection with the advisory services provided by Gemini Re. These other expenses include, but are not necessarily limited to, catastrophe modeling, legal, accounting, auditing and third party services, interest expenses, administrative expenses (e.g., share registration and transfer fees, governmental charges and duties, costs of maintaining accounts and of preparing and distributing reports, administrative, legal, accounting, auditing and other expenses), trustee and letter of credit fees in respect of collateral arrangements, registration and regulatory fees, custodial fees, withholding or other taxes, and extraordinary expenses (e.g., the expenses of litigation), if any. The foregoing expenses are exclusive of and in addition to the Adviser's advisory Fees.

Investors should refer to the relevant investment management agreement or Fund Offering Documents for a complete understanding of fees and expenses they may pay. The information contained herein is a summary only and is qualified in its entirety by such documents.

- D. Advanced Payment of Fees: Advisory fees are generally paid in arrears. Should any SMA Client negotiate a fee billed in advance, any unearned portion of the prepaid fee will be refunded upon termination on a prorated basis.
- E. Sales Compensation: Neither the Adviser nor any of its supervised persons receive compensation for the sale of securities or other investment products.

#### Additional Compensation

Reinsurance intermediaries and reinsurers earn a share of insurance contract premiums in providing reinsurance. In some cases, Gemini Re can purchase for client portfolios an ILS in which the primary insurer and/or the reinsurance intermediary may be affiliates of Gemini Re. While such premiums and

other fees are not borne directly by Gemini Re Clients, they may affect the returns available on the final investment opportunity and serve as a potential conflict of interest in compensation and selection of investment opportunities. In all such cases, Gemini Re seeks to ensure that commissions are determined in comparison to the market rates available at that time. For additional discussion of these affiliates and their business's relationship to Gemini Re, please see Items 10, 11 and 12.

#### Item 6 – Performance-Based Fees and Side-by-Side Management

Gemini Re's fees typically include an Incentive Allocation based on a percentage of investment profits. In measuring Clients' assets for the calculation of incentive allocations, the Adviser includes realized and unrealized gains and losses. Incentive Allocation arrangements may create an incentive for the Adviser to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements may create an incentive to favor higher fee-paying accounts over other accounts in the allocation of investment opportunities. The Adviser has procedures designed and implemented to mitigate such conflicts and to ensure the appropriateness of the performance fee when compared with existing Client mandates and fees.

#### Item 7 – Types of Clients

Gemini Re offers investment advisory services to institutional investors and its affiliates. Institutional investors may include banking or thrift institutions, investment companies, business development companies, pooled investment vehicles, pension and profit-sharing plans, charitable organizations, state or municipal government entities, other investment advisers, insurance companies, sovereign wealth funds and foreign official institutions and other corporations.

The Adviser provides investment advice to Clients on investments that are typically offered as private pooled investment vehicles open for investment only to sophisticated investors. Investors will be required to satisfy certain minimum regulatory suitability requirements and make the minimum investment for the applicable Fund. Minimum suitability requirements and investment minimums, and the conditions associated therewith, are described in further detail in the respective Fund Offering Documents or the investment management agreement.

The rights and restrictions that apply to Investors may be modified and/or additional terms agreed by way of side letters. Gemini Re, in its sole discretion, may enter into side letters or other similar agreements with certain investors in the Funds whereby such investors have been granted terms and conditions that are more favorable than other investors in the Funds, including but not limited to, lower fees and preferential liquidity terms. For a detailed discussion of side letters and other terms, investors should refer to each Fund's offering documents.

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

A. Methods of Analysis and Investment Strategies. The Adviser seeks returns that are largely uncorrelated with traditional financial markets by specializing in ILS. Gemini Re advises its Clients in

selecting from among investment opportunities based on established risk/reward profile and in terms of specific geographic and other applicable restrictions. In making this determination, the Adviser examines underwriting information relating to catastrophe events, including statistical databases and modeling software.

B. Risk of Loss: Investing in ILS, whether on a separate account basis or through a Fund, involves a number of significant risks and other important factors. Investments in pooled investment vehicles have additional risks relating to the structure of the investment pools. Clients should be aware that investing in securities involves risk of loss that they should be prepared to bear. Accordingly, Clients and Investors should carefully consider the following risks:

--Limited Liquidity and Valuation. The Fund or some of the ILS instruments may have limited or no liquidity or may have limited or no available third-party pricing sources. As such, there may be increased uncertainty around the valuation of these instruments. In the event the Adviser is unable to obtain reliable pricing, the Adviser will determine the value of an asset in accordance to its policies. These valuations will involve various assumptions, and there is no guarantee that the value the Adviser determines will represent the value that will ultimately be realized by our Client.

--Reliance on Adviser and its Personnel. The Adviser has discretion in investing its Clients' assets. A Client account's success depends, to a great extent, on the Adviser's ability to select investments and allocate assets. There can be no assurance that the Adviser will be successful. The death, disability or cessation of employment of Partners or other personnel of the Adviser could have a material adverse effect on the investment performance of the Adviser's Clients.

--Lack of Diversification. Depending on the investment objectives, strategies and guidelines of the particular Client, the Adviser may establish strategies that may be subject to higher risks in a particular geographic region or peril.

--Absence of Regulation. The Funds are privately offered pooled investment vehicles that do not have the regulatory protections afforded to U.S.-registered investment companies or other similar vehicles. The Funds' shares or interests are not registered for sale to the public in the United States or in any jurisdiction.

--Conflicts of Interest. The Adviser is subject to various conflicts of interest in its relationship with Client accounts and those of the Adviser's affiliates. The Adviser manages a number of different Client accounts with similar or different investment objectives, strategies and guidelines, which may compete with other Client accounts and present conflicts in the allocation of investment opportunities.

C. Specific Risks of Loss: There are various material risks that are attendant to the specific investment instruments utilized by the Adviser for its Client accounts of which Clients should be aware. Some of these risks are set out below. For a more complete statement of the risks related to the Funds' investments, please refer to the applicable Fund Offering Documents. The reinsurance and catastrophe risk industry and ILS Notes are described in detail below.

--Reinsurance and Catastrophe Risk industry. The property and casualty insurance and reinsurance industry has historically been affected by cyclical trends. Demand for property and casualty reinsurance is influenced by underwriting results and prevailing general economic and market conditions, all of which affect insurance and reinsurance premium rates and the amount of risk that insurers elect to retain. The supply of property and casualty insurance and reinsurance is related to the levels of surplus

available to support assumed business that, in turn, may fluctuate in response to changes in rates of return on investments being realized in the insurance and reinsurance industry, the frequency and severity of losses and prevailing general economic and market conditions. The cyclical trends in the property and casualty insurance and reinsurance industries and the profitability of these industries can also be affected by volatile and unpredictable developments, including the tendency of courts to grant larger awards for certain types of damages, natural disasters, fluctuations in interest rates, changes in the investment environment that affect market prices of investments, and inflationary pressures that can affect the size of losses experienced by insureds and primary insurance companies. The Adviser cannot predict with accuracy whether market conditions will remain constant, improve or deteriorate. Adverse market conditions may lead to a significant reduction in property and casualty premium rates, less favorable policy terms and/or less premium volume. The property and casualty insurance and reinsurance industry are highly competitive. Competition in the types of business pursued by Gemini Re is based on premium rates; ability to offer terms and conditions appropriate with the risk being assumed; the general reputation, sustainability and perceived financial strength of the reinsurer; relationships with reinsurance intermediaries; speed of claims payment and administrative activities and experience in the particular line of business to be written.

--Unpredictability of Catastrophes and Losses. Client accounts may invest in instruments, the investment returns of which are related to the occurrence of catastrophic or other events which traditionally are the subject of insurance. Such instruments, including ILS, may be subject to the risk of loss or reduction of principal and/or interest due to the occurrence of catastrophic or other events. Accordingly, such instruments are speculative, and the Client account could lose all or part of the principal or interest, or an amount in excess of any premium collected or specified margin deposit, if any, with respect to such instruments upon the occurrence of a catastrophe or other event. The occurrence or non-occurrence of catastrophic events can be expected to result in volatility. A major catastrophic loss or series of catastrophic losses may occur from time to time that could result in material losses. The occurrence of catastrophic events is inherently unpredictable.

--Reliance on Catastrophe Risk Modeling. The Adviser utilizes third party and proprietary catastrophe modeling, along with other techniques, to estimate event risks. These models rely on various assumptions, some of which are subjective and some of which vary between the different catastrophe risk modeling firms. The results produced are not a prediction of future losses and are intended to illustrate a range of potential losses. Actual losses will likely differ and thus the expected return on an investment with respect to such instruments is difficult to calculate. While the Adviser will make assessments regarding the expected investment return on insurance-based instruments, because of the unpredictability of the catastrophic or other events upon which investment return may be based, there can be no assurance that the investment return provided by such instruments will be adequate to compensate Clients or Investors for the risk borne thereby.

--Counterparty Default Risk. When selling protection to a counterparty through a reinsurance contract, the counterparty will make payments to the ILS through of a fixed premium amount, either up front or periodically on an installment basis. Any default in the payment of premium by a counterparty may result in a loss to the ILS and therefore the Fund and Investors.

--Limited Resources of Issuers. The issuers of such securities often are thinly capitalized, special-purposes entities that do not have ready access to additional capital. In the event of unanticipated



expenses or liabilities, such entities may not have the resources available to pay such expenses or liabilities or the required interest and/or principal on their issued securities.

--Regulation. Entities that issue ILS may be subject to substantial regulation of their insurance and other activities. Such regulation can lead to unanticipated expenses that may result in such an entity being unable to satisfy its obligations, including those related to its issued securities.

--Subordination. ILS often are subordinated to other obligations of the issuer, such as those obligations to a ceding insurer. Consequently, if such an entity incurs unexpected expenses or liabilities in connection with its activities, the entity may be unable to pay the required interest and/or principal on its issued securities.

--Credit Ratings. Not all of the ILS that will comprise a Client's portfolio are expected to be rated and thus the Adviser will be guided by its internal guidelines for acceptable ratings surrogates. However, ILS in which the Clients invest need not have any particular rating of creditworthiness.

--ILS Notes. Notes underlying ILS are complex speculative instruments and are intended for sale only to investors capable of understanding and assuming the high risks entailed in such instruments. Potential investors are strongly encouraged to consult with their financial, accounting, actuarial, legal and tax advisors before making any investment decision in respect of the notes.

The foregoing is only a brief summary of certain risks relating to Client accounts and their investments. Client's should review their investment management agreement and investment qualifications carefully. There can be no guarantee that the Adviser's investment recommendations will be successful or that a Client's investment objective will be achieved.

## Item 9 – Disciplinary Information

Neither Gemini Re, LLC nor any of its officers, directors, employees or other management persons have been involved in any legal or disciplinary events requiring disclosure under this Item.

## Item 10 – Other Financial Industry Activities and Affiliations

A. Broker-Dealer: Neither the Adviser nor any of its management persons is registered, nor has an application pending to register, as a broker-dealer or registered representative of a broker-dealer.

B. Futures Commission Merchant, Commodity Pool Operator, Commodity Trading Adviser: Neither the Adviser nor any of its management persons is registered, or has an application pending to register, as a futures commission merchant, commodity pool operator, or commodity trading adviser.

C. Relationships or Arrangements with Related Persons: Gemini Re, LLC is principally owned by GFHC, in turn a wholly owned subsidiary of GFH LLC. GFHC has subsidiaries focused in the insurance industry.

D. Other Investment Adviser or Financial Planner.

**Gemini Financial Services Corporation** (“GFSC”), a wholly owned subsidiary of GFHC, is an investment adviser and a licensed reinsurance intermediary to a single affiliated client, Olympus Insurance Company. Gemini Re provides advisory services to GFSC.

In its role as reinsurance intermediary, GFSC earns a share of the insurance contract premium (commission) in negotiating the reinsurance agreement(s) for its affiliate, Olympus Insurance Company. Commissions are determined in comparison to market rates available at that time. Gemini Re may then invest in such contracts on behalf of GFSC and Gemini Re may earn additional fees in the form of advisory and applicable performance fees. Please see Item 11, Related Party Accounts and Transactions, and Item 12 for additional information.

1. Insurance Company or Agency.

**Olympus Insurance Company** (“Olympus”) is a Florida property and casualty insurance company under common control with Gemini Re

**Radiant Holdings Corp.** (“RHC”) is a Florida retail insurance agency and wholly owned subsidiary of GFHC and, in turn, is the sole shareholder of **Radiant Ltd.** (“Radiant”), is a licensed Bermuda Class 3A reinsurer.

2. Managing General Agency.

**Olympus Managing General Agency** is a wholly owned subsidiary of GFHC.

3. Sponsor of Private Placements.

**Gemini SAC Ltd.**, a Segregated Account Company formed under the laws of Bermuda, serves as a reinsurer and is a wholly owned subsidiary of Adviser. Gemini SAC Ltd is expected to issue reinsurance or retrocession notes on behalf of affiliates and/or third parties which Adviser can include in Client portfolios. To the extent that Gemini SAC Ltd depends as a going concern on the issuance of such notes, the interests of the Adviser on behalf of its affiliate may conflict with those of its Clients, both in terms of the fees that Gemini SAC Ltd earns for each issuance as well as supporting ongoing demand for such deals.

E. Recommended or Selected Investment Advisers: The Adviser does not recommend or select other investment advisers for its Clients, nor does it receive compensation directly or indirectly from such advisers that would create a material conflict of interest. The Adviser does not have other business relationship with such advisers that would create a material conflict of interest.

## Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

### A. Code of Ethics:

Gemini Re has adopted a Code of Ethics pursuant to the SEC's rules under the United States Investment Advisers Act of 1940, as amended (the "Advisers Act"), for all supervised persons of the Adviser. The Code of Ethics describes the Adviser's high standard of business conduct and fiduciary duty to its Clients. The Code of Ethics includes provisions relating to the confidentiality of Client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, political contributions, and personal securities trading procedures, among other things. In general, under its Code of Ethics and applicable law, the Adviser must make full and fair disclosure to its Clients of all material facts. The Adviser and its personnel also are required to place the interests of its Clients first, and to avoid activities, interests and arrangements that might interfere or appear to interfere with making investment decisions in the best interests of the Adviser's Clients.

All supervised persons of the Adviser must acknowledge the terms of the Code of Ethics annually, or as amended. The Adviser's current and prospective Clients and Investors may request a copy of the Adviser's Code of Ethics by contacting Chief Compliance Officer at (561) 231-5422 or email [csiders@geminire.com](mailto:csiders@geminire.com).

The Adviser manages the investment activities of various Clients and will receive advisory fees for its services to such Clients. The Adviser may advise Clients that use investment strategies which may be the same or different from or conflict with those of other Clients. The Adviser may have conflicts of interest in rendering advice to certain Clients, such as affiliates of the adviser, because the financial benefit from managing a Client's account may be greater than managing another account, providing an incentive to favor one account over the other. The Adviser will endeavor to treat all Clients fairly in the allocation of investment opportunities, taking into account each Client's investment objectives, strategies and guidelines.

It is the Adviser's policy that no officer, director or employee of the Adviser may buy, sell, hold or otherwise transact in, for any account in which such person has a beneficial interest: i) any security or investment instrument in which the officer, director or employee of the Adviser causes, or potentially may cause, a Client to trade, or ii) any security or investment instrument issued by any issuer with which the Adviser does business, or potentially may do business, on behalf of a Client.

### B. Related Party Accounts and Transactions:

Gemini Re provides advisory services to its affiliate GFSC. As described in Item 10, GFSC is a reinsurance intermediary and may earn a share of insurance contract premiums in negotiating the reinsurance agreement(s) for its affiliate, Olympus. Commissions are determined in comparison to market rates available at that time. Gemini Re may then invest in such contracts on behalf of GFSC and Gemini Re may earn additional fees in the form of advisory and applicable performance fees.

Gemini Re may be subject to possible conflicts of interest in its relationship with GFSC versus other Client accounts. Gemini Re may at one time manage a number of Client accounts with similar investment objectives, strategies and guidelines, which may compete with GFSC accounts and may present a conflict in the allocation of investment opportunities. The Adviser endeavors to treat all Clients fairly in the

allocation of investment opportunities, taking into account each Client's investment objectives, strategies and guidelines.

Reinsurance intermediaries and reinsurers earn a share of insurance contract premiums in providing reinsurance. In some cases, Gemini Re can purchase for Client portfolios an ILS involving Olympus, GFSC and/or Radiant Ltd., which are affiliates of Gemini Re. While such premiums and other fees are not borne directly by Gemini Re Clients, they may affect the returns available on the final investment opportunity and may serve as a potential conflict of interest in compensation and selection of investment opportunities. In all such cases, Gemini Re seeks to ensure that all reinsurance premiums and reinsurance brokerage commissions are determined in comparison to the market rates available at that time.

Olympus may have collateralized reinsurance contracts that become part of the investment strategy constructed by the Adviser. Olympus and a Client may have diverging interests with respect to ILS economics where Olympus is a counterparty. Adviser believes that any such potential conflict is largely mitigated by the limitations of Client investment strategies and return profiles, and competitive and regulatory dynamics which necessitate cedant reinsurance purchasing be based upon efficient price discovery. In engaging in any such transactions, the Adviser will endeavor to treat its Client accounts on a fair and equitable basis and will not knowingly disadvantage any Client account.

Gemini SAC Ltd. may issue private reinsurance or retrocession notes on behalf of its affiliate, Olympus, and/or other third parties cedants, which Adviser can include in Client portfolios. The Adviser endeavors to treat all Clients fairly in the allocation of investment opportunities, taking into account each Client's investment objectives, strategies and guidelines. Further, in all such cases, Gemini Re seeks to ensure that reinsurance rates and transformed risk rates are determined in comparison to the market rates available at that time.

Adviser believes that any potential conflicts between Gemini Re and/or any of its affiliates and Clients are largely mitigated by the limitations of Client investment strategies and risk/return profiles, and the competitive and regulatory dynamics which necessitate cedant reinsurance purchasing be based upon efficient price discovery. In engaging in any such transactions, Gemini Re will endeavor to treat its Client accounts on a fair and equitable basis and will not knowingly disadvantage any Client account. Further, in all such cases, Gemini Re seeks to ensure that commissions are determined in comparison to the market rates available at that time.

## Item 12 – Brokerage Practices

### A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions:

ILS transactions take place on a negotiated basis and are not executed through securities brokers. Where Gemini Re advises Clients on collateral assets, or on other non-ILS strategies, and has discretion to select brokerage Gemini Re will select broker-dealers to execute security transactions based on a good faith estimate of their ability to provide Clients with "best execution." While Adviser generally seeks competitive execution costs, Gemini Re does not necessarily seek the lowest commission rates or spreads available. When assessing the reasonableness of a broker-dealer's total cost of execution, Adviser considers a variety of factors that involve its best judgment including, but not limited to, execution cost, the specific needs of each Client, their financial strength and integrity, the speed and accuracy of their execution, their ability to execute a transaction in a specific security,

their ability to offer liquidity, anonymity and to minimize market impact due to their execution, all of which, are considered to varying degrees in determining their ability to provide "best execution" on behalf of Clients.

Reinsurance Brokerage. Reinsurance intermediaries and reinsurers earn a share of insurance contract premiums in providing reinsurance. In some cases, Gemini Re can purchase for client portfolios an ILS where Olympus, GFSC and/or Radiant Ltd., which are affiliates of Gemini Re. While such premiums and other fees are not borne directly by Gemini Re Clients, they may affect the returns available on the final investment opportunity and may serve as a potential conflict of interest in compensation and selection of investment opportunities. In all such cases, Gemini Re seeks to ensure that commissions are determined in comparison to the market rates available at that time.

Research and Other Soft Dollar Benefits. Gemini Re, as a matter of policy and practice, does not utilize research, research-related products and other services obtained from broker dealers or other third parties on a soft dollar commission basis.

Brokerage for Client Referrals. In selecting or recommending broker-dealers, the Adviser does not consider as a factor whether or not the Adviser or its related persons will receive Client or Investor referrals from a broker-dealer or third party.

Directed Brokerage. The Adviser does not currently utilize any directed brokerage arrangements (not reinsurance brokerage definition) but may be allowable in future transactions.

B. Aggregation of Trades: The Adviser has the discretion to bunch Client orders for the same securities or other investment instruments in one order where it is in the best interests of the Client accounts to do so. The Adviser is under no duty to bunch orders, however, and in many instances, it may not be practicable to do so, given the nature of the investment instruments that the Adviser trades for its Client accounts.

### Item 13 – Review of Accounts

A. Periodic Review: The Adviser's investment and operations personnel monitor and review the performance of Client accounts and financial plans on a periodic basis as agreed to with its Clients as more fully set forth in the investment management agreement or the Fund Offering Documents.

B. Triggered Review: The Adviser's investment and operations personnel engage in more frequent reviews of Client accounts on an as-needed basis as circumstances warrant, for example, periods of impending major storm activity or other unusual events.

C. Content and Frequency of Reports: Fund investors receive regular communications from Adviser, unless otherwise indicated, in the form of a monthly account statement from the Fund's Administrator, generally around the 15th business day of each month, a quarterly performance attribution and exposures report, and an annual audited financial statements within 120 days of year-end or a surprise examination.

SMA Clients will receive statements from their custodians not less than quarterly. Clients should review any statements they receive from such qualified custodian and compare them to the account statements received from the Adviser.

#### Item 14 – Client Referrals and Other Compensation

- A. Other Compensation: Gemini Re, LLC is principally owned by GFHC, which has a number of financial services subsidiaries focused in the insurance industry. Certain affiliates may earn fees for services related to the advisory services provided to Clients, such as premiums for writing policies and fees for issuing ILS notes. Though these relationships are not completely free of conflicts, see Items 10, 11 and 12 above, such premiums and other fees will not be borne by Gemini Re clients or Fund Investors.
- B. Client Referrals: The Adviser does not provide compensation for Client referrals.

#### Item 15 – Custody

Gemini Re does not maintain custody of assets on behalf of SMA Clients. SMA Clients will appoint a qualified custodian for their holdings. For Funds, Gemini Re or an affiliate acting as general partner has the authority to access and control the assets of the Fund and, as a result, is deemed to have custody of Fund assets. Gemini Re satisfies its regulatory obligation by ensuring that each Fund is subject to an audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.

#### Item 16 – Investment Discretion

The Adviser receives discretionary authority from the Client at the outset of an advisory relationship to select the identity and amount of securities and other investment instruments to be bought or sold, pursuant to the terms of the investment management agreement or the Fund Offering Documents. In all cases, such investment discretion is to be exercised in a manner consistent with the stated investment objectives, strategies and guidelines for the particular Client. When selecting securities and determining amounts, the Adviser observes the investment policies, limitations and restrictions of the Client for which it advises. Any material investment guidelines and restrictions will be documented in separate account agreements or disclosed to Investors in the Fund's Offering Documents.

#### Item 17 – Voting Client Securities

The nature of the securities in which Gemini Re invests do not have voting rights and, as such, Gemini Re does not normally vote proxies. Where Gemini Re advises on securities that have voting rights, Adviser will vote such proxies in the best interest of its Clients, which will be determined on a case by case basis. As part of its proxy voting procedures, Gemini Re will determine if a conflict of interest exists with its voting of each such proxy. If it is determined that a conflict of interest exists, Gemini Re will take appropriate actions to reasonably deal with such conflict of interest.

A record of all proxy decisions will be retained by the Adviser and be available for inspection by Clients in accordance with applicable law. For information regarding the Adviser's proxy voting record or for a copy of the Adviser's proxy voting policies and procedures, please contact Chief Compliance Officer at (561) 231-5422 or email [csiders@geminire.com](mailto:csiders@geminire.com).

#### Item 18 – Financial Information

The Adviser has no financial condition that impairs its ability to meet contractual commitments to Clients and has not been the subject of a bankruptcy proceeding. Pursuant to SEC rules, no balance sheet or other financial information of the Adviser is required to be included in this Brochure.