



Item 1 – Cover Page

## EFG Asset Management (Americas) Corp.

Form ADV, Part 2A  
(The “Brochure”)

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This Brochure provides information about the qualifications and business practices of EFG Asset Management (Americas) Corp. (“EFG,” “we” or the “Adviser”). If you have any questions about the contents of this brochure, please contact us at (305) 482-8000 or [miamicompliance@efgam.com](mailto:miamicompliance@efgam.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

EFG is a registered investment adviser. Registration with the SEC as an investment adviser does not imply any level of skill or training.

Additional information about EFG is also available on the SEC’s website at <https://adviserinfo.sec.gov/firm/summary/158905>.



## Item 2 – Material Changes

Since the last amendment dated November 2024, the Adviser has updated its principal place of business.

Our current and prospective investors are encouraged to read this Brochure in its entirety. The oral and written communications of an adviser provide you with information that helps you decide whether to hire or retain an adviser. To receive an additional current copy of this Brochure free of charge, please **contact us** at (305) 482-8000 or [miamicompliance@efgam.com](mailto:miamicompliance@efgam.com).

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## Item 4 – Advisory Business

### Adviser's Advisory Business

EFG, a Delaware corporation established in 2011, is an investment adviser that offers investment advisory services primarily to non-US individuals, corporations, and other business entities. Adviser is a wholly owned subsidiary of EFG International AG ("EFGI"). EFGI is a Swiss publicly listed company that is subject to consolidated supervision by the Swiss Financial Market Supervisory Authority (FINMA).

### Types of Advisory Services Adviser Offers

Adviser offers discretionary management and non-discretionary investment advisory services to Clients through various types of strategies. Adviser's strategies focus on investments in various kinds of assets and securities in a variety of markets that are intended to fit within the investment objective and risk profile as described by each Client. If the risk of the strategy selected by the Client does not match the risk profile of the Client, a written acknowledgement of risks is requested by the Adviser. In addition, Adviser offers the specialized services described below.

#### *Discretionary Services*

The discretionary management services entail having a specific mandate selected by each Client where Adviser has professional Portfolio Managers who will manage Client assets. Under this program, once a Client profile has been provided and an investment strategy selected, a Portfolio Manager will be assigned for the implementation of the strategy. When implementing the Client selected strategy, the Portfolio Manager does not seek Client authorization or acknowledgment. Investment decisions on all strategies are made by the investment team, comprised of all Portfolio Managers, in a collegiate way. These decisions include the selection of investments by asset class, security type and issuer.

In addition to the EFG discretionary mandates described above, EFG recommends to certain clients that they authorize the active discretionary management of a portion of their assets by certain third-party investment managers that are not affiliated with EFG in addition to those offered and managed by EFG or its affiliates ("Unified Managed Account Program"). Under the Unified Managed Account Program, EFG shall continue to render discretionary investment advisory services to Client and, in addition, may recommend that a portion of the Client's assets be allocated to various model portfolios and investment strategies that are provided by the third-party investment managers. EFG will be responsible for implementing such investment strategies and invest assets in Client's account on a discretionary basis. In order participate in this program, the Client must hold custody at Pershing, LLC. For more information on EFG's Unified Managed Account Program, please review EFG's Wrap Fee Program Brochure.

#### *Non- Discretionary Services*

The Adviser's non-discretionary advisory service is called EFGAM Advisory Pro and is available on the EFG Bank (as defined below) platform. As an accommodation, Adviser makes EFGAM Advisory Pro available on other platforms (in its sole discretion), subject to certain potential service level limitations.

Under this program, each client will have an investment advisor representative who will work with the Client to obtain the Client's investment objectives, risk tolerance, and financial profile among other key points. Based on these, the investment advisor representative will advise which investment strategy is appropriate to achieve the Client's goals accordingly. Once the strategy is selected by the Client, the investments must be authorized by the Client prior to execution. Under the EFGAM Advisory Pro program, the Client authorizes each transaction.

Adviser does not have custody under the EFGAM Advisory Pro program, however for participation in this program, the Client must have a brokerage account with EFG Brokerage and hold custody at EFG Bank. In



addition, by entering this program, the Client will acknowledge that their investment advisor representative is dually registered with EFG Capital and will act as their broker-dealer registered representative to execute transactions.

### ***Consolidated Wealth Reporting***

EFG offers Consolidated Wealth Reporting Services (“Consolidated Reporting”) to clients who have agreed to receive such service in combination with their existing discretionary management and/or non-discretionary advisory services, or under a separate Consolidated Reporting agreement. Consolidated Reporting entails aggregating clients’ account(s) information as received from the clients’ third-party custodians and/or broker-dealers and reporting the consolidated information via a third-party wealth data technology platform under contractual agreement with EFG. EFG does not manage or advise on the assets included in the Consolidated Reporting unless the client has entered into a discretionary management or advisory agreement for those assets with EFG. Consolidated Reporting is provided at a fixed fee per consolidated account, independent of EFG’s management and advisory fees. The fixed Fee may be rebated, adjusted, or waived at the sole discretion of EFG. When calculating Management Fee and/or Advisory Fee, EFG does not include the value and performance of the assets in the Consolidated Reporting. Consolidated Reporting is intended for informational purposes only and generally includes reporting on metrics deemed relevant by EFG or agreed to between EFG and the client, including asset allocation and performance. When offering Consolidated Reporting, EFG relies on information provided by third-party custodians, broker-dealers, and/or administrators of the reporting assets and is therefore not liable for the accuracy or completeness of the information.

### ***Other Services***

Adviser provides additional services for Clients from time to time as agreed between the Client and the Adviser.

Adviser does not have custody of Client assets, as such Client must select a qualified custodian.

### **Investment Restrictions**

Clients may impose reasonable restrictions on their accounts, including restrictions on investing in certain securities or types of securities. Clients should be aware that the performance of accounts with restrictions will differ from the performance of accounts without such impediments, possibly producing lower overall results.

### **Assets Under Management**

As of December 31, 2024, Adviser had assets under management of approximately \$1.9 billion.

### **Item 5 – Fees and Compensation**

The Adviser’s Fee Schedules are provided below per service offering. The Adviser’s investment management fees (the “Management Fee”) and investment advisory fee (the “Advisory Fee”) will fluctuate depending on the value of assets in a Client’s account in accordance with the respective fee schedules listed below. For example, if the Client’s account’s present value places the account in Band 2 but subsequently monies are withdrawn or negative market action occurs and the value decrease to that of Band 1, the applicable fee will increase in accordance with the below schedule. Alternatively, for example, if the Client’s account’s value increased due to market action or contributions into the account, and the account value were to rise into Band 3 from Band 2, the applicable fee would be reduced in accordance with the below schedule.

The Management Fee and/or Advisory Fee will be due and charged to the Client’s account quarterly and

will be debited from the Client’s account within the final month of the respective quarter. The Management Fee and/or Advisory Fee will be calculated based on the amount of assets under management as determined by averaging the account value on the last business day of the first two months of the respective calendar quarter and the last month of the previous calendar quarter (e.g., the Q3 Management Fee / Advisory Fee averages the account values of June, July, and August). The calculation is based on a 360-day year, 30 days within each month.

If the services begin after the first day of a calendar quarter or end on any date other than the last day of a calendar quarter, the Management Fee and/or Advisory Fee will be pro-rated. The pro-rated calculation is based on the days serviced during the calendar quarter and by averaging the account value on the last business day of the first two months of the respective calendar quarter and the last month of the previous calendar quarter (e.g. If the account cancelled on October 28, 27 days is utilized as the pro-rated days; if the account was funded on February 11, 50 days is utilized as the prorated days). The pro-rated fee calculation is Annual fee % \* Avg balance/ 360 \* pro-rated days. The Management Fee and/or Advisory Fee may be rebated, adjusted, or waived at the sole discretion of EFG.

All fees are negotiable and can vary from the fee schedules described below at the sole discretion of Adviser. Adviser also rebates, adjusts, or waives fees in limited cases, in its sole discretion. A Client will pay more or less fees than similar Clients depending on the particular circumstances of the Client, size of the account, additional or differing levels of servicing or as otherwise agreed with specific Clients. Clients that negotiate fees, including any fixed fees per annum, can end up paying a higher fee than that set forth in the fee schedule below as a result of fluctuations in the Client’s assets under management and account performance.

See “Other Fees and Expenses” below for additional costs associated with management and advisory services.

#### Adviser’s Discretionary Management Fee Schedule

Account Value	Fee Per Annum
BAND 1 - Up to \$1,999,999.99	1.50%
BAND 2 - \$2,000,000.00 to \$4,999,999.99	1.35%
BAND 3 - \$5,000,000.00 to \$9,999,999.99	1.10%
BAND 4 - \$10,000,000.00 to \$19,999,999.99	1.00%
BAND 5 - \$20,000,000.00 and over	0.85%

#### Adviser’s Non-Discretionary Advisory Fee Schedule

Account Value	Fee Per Annum
BAND 1 - Up to \$2,999,999.99	1.20%
BAND 2 - \$3,000,000.00 to \$9,999,999.99	1.10%
BAND 3 - \$10,000,000.00 to \$19,999,999.99	0.90%
BAND 4 - \$20,000,000.00 to \$49,999,999.99	0.80%
BAND 5 - \$50,000,000.00 and over	0.75%

#### Calculation and Deduction of Fees

With respect to accounts that Adviser manages, including the specialized investment strategies, Clients authorize Adviser to instruct the custodian to automatically debit the Management Fee and/or the Advisory Fee from Client accounts quarterly. Management fees are deducted or billed, as applicable, on a quarterly basis as described above.

If the advisory contract is terminated during the last month of the billing period and after the Management Fee was deducted from the Client Accounts, the Client will receive a refund or reversal of the quarterly fee that was charged, and the pro-rated fee will be charged accordingly as described above.

Lastly, Adviser is currently conducting a review into apparent discrepancies between its description in certain client agreements of how management fees are calculated and the management fee calculations that were actually performed. This review, which is currently ongoing, includes identifying to what extent Adviser client accounts have been over or undercharged (if any). Adviser has already credited certain accounts that were identified as having been overcharged and will continue to credit overcharged accounts, as appropriate, as part of its review. In connection with its review, Adviser has implemented additional steps and enhancements.

### **Other Fees and Expenses**

Clients can incur certain charges imposed by custodians, brokers, third party investment advisers and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. With respect to all Client accounts, Clients should be aware that investment funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Adviser's fee.

Please refer to Items 10-12 for additional information regarding other fees and expenses and Adviser's affiliates.

### **Compensation for the Sale of Securities**

Relevant to fund investments, there is a conflict of interest related to the mutual fund share classes advised for the Client's portfolio. This conflict of interest can arise when financial advisers are given incentives or receive revenue sharing from certain fund sponsors to promote their products. Adviser addresses this conflict by investing Clients in institutional share class mutual funds or the lowest cost share class available. Where a selected share class generates 12b-1 fees or other retrocessions, Adviser credits back such fees to the Client's account so that such investment selection does not result in additional cost to the Client.

### **Item 6 – Performance Based Fees and Side-By-Side Management**

As of December 31, 2024, EFG does not charge any performance-based fees to its clients. However, on a case-by-case basis, Adviser may negotiate a performance fee with a Client. Such performance fee will be equal to a percentage of the Account Profit (as defined below) above a Hurdle, defined below (the "Performance Fee"). A "Performance Period" is the 12-month period from January 1st to December 31st of each calendar year; provided, however, that a Performance Period can be deemed to end, at the sole discretion of Adviser, as of the effective date of the Account termination, total withdrawal of assets, or partial withdrawal of assets. To the extent management of an account with a performance fee commences after January 1st of a calendar year, the initial Performance Period for such account will commence as of such effective date and shall terminate as of December 31st of that same calendar year (the "Adjusted Initial Performance Period").

The “Account Profit” is the Period Ending Value, defined as the net asset value of the Account (reflecting the deduction of the Management Fee) as of the last day of the Performance Period or Adjusted Initial Performance Period, minus the High-Water Mark (defined as the Period Starting Value + Account Contributions During Period – Withdrawals During Period). Significant contributions and withdrawals may cause increases or decreases in the performance of the Account. The “Period Starting Value” for the Adjusted Initial Performance Period is defined as the initial amount invested into the Account, and for a Performance Period is defined as the prior Period Ending Value, adjusted for any performance fee charged for that Period, if any.

The “Hurdle” is the minimum Account Profit that must be generated during the Adjusted Initial Performance Period or a Performance Period before the Performance Fee may be charged. The Hurdle is defined as the increase of a negotiated percentage per annum with respect to the Account’s Period Ending Value from the Period Starting Value. The Performance Fee will generally be subject to a Hurdle and would thus be charged solely with respect to the amount of Account Profit above such Hurdle.

The Adviser faces a conflict of interest by managing accounts for which a performance-based fee is received as there is an incentive to favor these accounts by investing in riskier assets to obtain more favorable performance. The Adviser addresses this conflict of interest by running strategies to investment models and rebalancing investments at the same time. Further, the Adviser reviews the turnover of accounts by investment strategy to identify excessively lower or higher turnover rates in comparison to same strategy peers.

## **Item 7 – Types of Clients**

Adviser’s Clients generally include non-US individuals, including high net worth individuals, banks, thrift institutions, trusts, estates, charitable organizations, corporations, insurance companies and other business entities.

The minimum relationship size for discretionary strategies is generally \$250,000 yet it will vary depending on the investment strategy selected by the Client. The minimum relationship size for non-discretionary strategies is generally \$1,000,000. Although there is no stated minimum to maintain an account after it is opened, Adviser recommends that Clients keep accounts above the stated minimum. Adviser will terminate accounts that fall below minimums at its discretion.

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

### **General Description**

Adviser analyzes the securities and other investment products when implementing the Client’s agreed upon investment strategy through its various specialized area programs using charting, fundamental, technical and cyclical methods. Adviser’s investment strategies include long term strategies (securities and other investment products held at least a year) and short-term strategies (securities and other investment products sold within a year, some within 30 days). The funds and other securities in which Adviser invests or recommends may engage in short selling, use of leverage, invest in derivatives and target emerging markets, among other strategies. For the purposes of identifying various objective parameters, Adviser has created various ranges of risk/reward strategies to address Clients’ investment objectives. Investing in securities involves risk of loss that Clients should be prepared to bear.

Adviser is structured as an open architecture platform. There is a Global Asset Allocation Committee that determines fundamental global markets outlook (see Item 10 for more information on this Committee). Adviser, in coordination with Adviser’s affiliates, performs due diligence on all third-party managers and product providers. Adviser reviews, analyzes and supplements due diligence as necessary and makes an independent determination as to whether to approve a manager or product for Client accounts.



## Material Risks for Significant Investment Strategies

While it is the intention of Adviser to implement investment strategies and make recommendations that are designed to minimize potential losses suffered by its Clients, there can be no assurance that such investment strategies or recommendations will be successful. It is possible that a Client may lose a substantial portion or all of its assets in connection with investment decisions/recommendations made by Adviser. The following is a discussion of material risks associated with Adviser's primary investment strategies set forth above, but it does not purport to be a complete explanation of the risks involved with Adviser's investment strategies or recommendations. In determining that these risks are material with respect to Adviser's strategies or recommendations, Adviser notes that while Adviser's management of accounts or recommendations may not involve a significant or material amount of leveraging or investing in derivatives (among other risk factors discussed below), the underlying funds and investments that are contained in Client accounts may use leverage, invest in derivatives and engage in other practices that can materially impact the performance of such fund or investment, which may in turn materially impact the value of Adviser's Clients' portfolios.

### *Investment Objective*

There is no guarantee that in any time period, but particularly in the short term, a Client's portfolio will achieve appreciation in terms of capital growth or that a Client's investment objective will be met by Adviser.

### *Leverage*

Adviser or the funds and other investment products in which Client portfolios are invested may engage in investment strategies that constitute leverage. Such strategies may include the borrowing and short selling of securities, bonds, foreign exchange and the acquisition and disposal of certain types of derivative securities and instruments, such as swaps, futures and options. While leveraging creates an opportunity for greater total returns it also exposes a Client to a greater risk of loss arising from adverse price changes. Where Adviser directly leverages or recommends leveraging a Client account, the Client can lose more than the amount invested. Where leverage is indirect (e.g., used by a fund manager for a fund in which Adviser's Client is invested) a sharp decrease in the value of the investment can have a significant impact on a Client's portfolio. For a further explanation of the risks involved in entering into certain leveraged transactions see the paragraph below headed "Derivatives."

### *Investments May Be Volatile*

The value of the securities in which Adviser invests on behalf of its Clients or recommends that its Clients invest in, may be volatile. These price movements may result from factors affecting individual companies, sectors or industries selected that may influence certain strategies or the securities market as a whole. Furthermore, a Client will be subject to the risk that inflation, economic recession, changes in the general level of interest rates or other market conditions over which Adviser will have no control may adversely affect investment results.

### *Hedging transactions may increase risks of capital losses*

Adviser does not typically hedge or recommend the hedging of Client accounts directly, which can create more risk as well as opportunities for greater returns. Certain Funds and other investment products in which Adviser invests or recommend investing in Clients' accounts utilize a variety of financial instruments, such as options, for risk management purposes. While hedging transactions seeks to reduce risk, such transactions can result in a worse overall performance. Certain risks cannot be hedged, such as credit risk, relating both to particular securities and counterparties. Adviser will not always invest or recommend investing in funds that utilize hedging strategies.

### *Liquidity of investment portfolio*

The market for some securities in which Adviser invests or recommends investing in directly or indirectly, on behalf of its Clients, may be relatively illiquid. Liquidity relates to the ability to sell an investment in a timely manner. The market for relatively illiquid securities tends to be more volatile than the market for more liquid securities. Investment of a Client's assets in relatively illiquid securities restricts the ability of Adviser to dispose or recommending the disposing of investments at a price it seeks and at a time that it wishes to do so. The risk of illiquidity also arises in the case of over-the-counter transactions. There is no regulated market in such contracts and the bid and offer prices will be established solely by dealers in these contracts. Client accounts that are invested in funds or other instruments that contain illiquid investments will be subject to similar risks, which can negatively impact Adviser's Clients.

### *Foreign currency markets*

Where Adviser invests or recommends investing directly or indirectly in securities denominated in currencies other than American dollars, Adviser's investment strategies and recommendations will cause a Client to be exposed to fluctuations in currency exchange rates. Adviser does not engage in direct foreign currency trading. However, certain underlying funds and other investment vehicles will engage in direct foreign currency trading. The markets in which foreign exchange transactions are effected are highly volatile, highly specialized and highly technical. Significant changes, including changes in liquidity and prices, can occur in such markets within very short periods of time, often within minutes. Foreign exchange trading risks include, but are not limited to, exchange rate risk, interest rate risk and potential interference by foreign governments through regulation of local exchange markets, foreign investment, or particular transactions in foreign currency.

### *Derivatives*

Where Adviser invests or recommends investing in instruments and contracts the value of which is linked to one or more underlying securities, financial benchmarks or indices, Adviser's investment strategy and recommendations will cause a Client to be exposed to derivatives. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark, index, currency or interest rate at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset, therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives trading. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement can result not only in the loss of the entire investment but also expose a Client to the possibility of a loss exceeding the original amount invested.

### *Settlement risks*

Certain investment strategies and recommendations by the Adviser will expose a Client to the credit risk of parties with whom Adviser, on behalf of the Client or the underlying funds, trades and to the risk of settlement default. Market practices in the emerging markets in relation to the settlement of securities transactions and custody of assets will provide increased risk. Although the emerging markets have grown rapidly over the last few years, the clearing, settlement, and registration systems available to effect trades on such markets are significantly less developed than those in more mature world markets which can result in delays and other material difficulties in settling trades and in registering transfers of securities. Problems of settlement in these markets may affect the net asset value and liquidity of a Client's portfolio or investments in such portfolios.

### *Short selling*

Adviser typically will not directly engage in or recommend short selling in Client accounts. However, Adviser can invest or recommend investing in funds and other securities on behalf of its Clients that sell securities of an issuer short. Short selling by a fund manager can significantly impact the value and volatility of a fund held in a Client's account.

Generally, if the price of the issuer's securities declines the short position may be covered with securities purchased in the market. The profit realized on a short sale will be the difference between the price received in the sale and the cost of the securities purchased to cover the sale. The possible losses from selling short securities differ from losses that could be incurred from a cash investment in the security; the former can be unlimited, whereas the latter can only equal the total amount of the cash investment. Short selling activities are also subject to restrictions imposed by the various national and regional securities exchanges, which restrictions could limit investment activities.

### *Emerging Markets*

Adviser's investment strategies and recommendations include direct and indirect investments in securities in emerging markets and such investments involve special considerations and risks. These include a possibility of nationalization, expropriation or confiscatory taxation, foreign exchange control, political changes, government regulation, social instability or diplomatic developments which could affect adversely the economies of such countries or the value of a Client's investments, and the risks of investing in countries with smaller capital markets, such as limited liquidity, price volatility, restrictions on foreign investment and repatriation of capital, and the risks associated with emerging economies, including high inflation and interest rates and political and social uncertainties. In addition, it may be difficult to obtain and enforce a judgment in a court in an emerging country. The economies of many emerging market countries are still in the early stages of modern development and are subject to abrupt and unexpected change. In many cases, governments retain a high degree of direct control over the economy and may take actions having sudden and widespread effects. Investments in products of emerging market may also become illiquid which may constrain Adviser's ability to realize some or all of a Client's portfolio holdings. Accounting standards in certain emerging market countries are not as stringent as accounting standards in developed countries.

### *Investment Concentration*

Some Client accounts may have a high concentration in one sector, industry, issuer, or security that may subject such accounts to greater risk of loss in the event such investments take an economic downturn.

### **Material Risks for Particular Types of Securities**

Adviser invests in or recommends particular types of securities in certain specialized strategies. In particular, Adviser concentrates relative return portfolios in certain types of investments, as follows for Classic Strategies: mutual funds, Exchange Traded Funds ("ETF") with some exposure to alternative investments such as hedge funds, structured products, private equity funds, and commodities, among others, for the portfolios of accounts between \$250,000 and \$1 million, and as follows for Prime Strategies: mutual funds, ETFs, individual stocks and bonds with some exposure to alternative investments such as

hedge funds, structured products, private equity funds, and commodities, among others, for the accounts larger than \$1 million.

The additional fixed income strategies offered by the Adviser vary on account minimums and generally concentrate investments in individual bonds with some exposure to alternative investments such as hedge funds, structured products, private equity funds, and commodities, among others.

The equity portfolios offered by the Adviser also vary on account minimums and generally concentrate investments in individual stocks.

The targeted volatility strategy offered by the Adviser generally concentrates investments in mutual funds, individual stocks and bonds, as well as alternative investments such as hedge funds, structured products, private equity funds, and commodities, among others.

The material risks involved in Adviser's recommending these types of securities and investment products are described above.

### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of an adviser or the integrity of the adviser's management. On or about March 11, 2019, Adviser, without admitting or denying the findings, consented to the entry of an Order (File No. 3-19069) Instituting Administrative and Cease-and-Desist Proceedings, Making Findings, Imposing Remedial Sanctions and imposing a Cease-and-Desist Order (the "Order") with the SEC. The Order provides that from January 1, 2014, to July 31, 2018, Adviser purchased, recommended, or held for advisory Clients mutual fund share classes that charged 12b-1 fees instead of lower-cost share classes of the same funds for which the Clients were eligible. Adviser, its affiliated broker, and its associated persons received 12b-1 fees in connection with these investments, and Adviser failed to adequately disclose in its Form ADV or otherwise the conflicts of interest related to (a) receipt of the 12b-1 fees and (b) its selection of mutual fund share classes that pay such fees. The Order also states that the above-described conduct constituted a violation of Sections 206(2) and 207 of the Investment Advisers Act of 1940. The Order required Adviser to cease and desist from committing or causing any further violations and any future violations of Sections 206(2) and 207 of the Investment Advisers Act of 1940 and to pay disgorgement and prejudgment interest to affected investors totaling \$62,505.90.

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

#### **Broker-Dealer Registration**

Adviser is not registered with the Securities and Exchange Commission ("SEC") as a broker-dealer. Some of Adviser's management persons are registered representatives of Adviser's affiliated broker-dealer EFG Capital International Corp. ("EFG Brokerage"). Additionally, certain operational functions are also delegated to Adviser's affiliated broker-dealer.

#### **Commodity Pool Operator, Commodity Trading Adviser, Futures Commission Merchant Registration**

Adviser is not registered with the Commodity Futures Trading Commission ("CFTC") as a commodity trading advisor ("CTA") or as a Commodity Pool Operator and has no Futures Commission Merchant Registration.

#### **Other Material Relationships with Related Persons, including Foreign Affiliates**

Adviser has relationships with EFG Bank AG and EFG Bank & Trust (Bahamas) Ltd. (together, "EFG Bank") that are material to Adviser's advisory business and its Clients because EFG Bank acts as the qualified custodian for certain Client accounts. Adviser has policies and procedures in place to comply with the



requirements of Rule 206(4)-2 of the Adviser's Act that are applicable to EFG Bank's role as qualified custodian for Client accounts.

Generally, Adviser will execute securities transactions through its affiliated broker-dealer EFG Brokerage. EFG Brokerage acts as the broker for the Client's account with respect to a variety of securities and other investments, on an agency or riskless principal basis. In addition, Adviser has established referral relationships with EFG Brokerage, EFG Bank, and their respective affiliates pursuant to which each party will refer prospective Clients to each other, and the referring affiliate receives fees for its respective referrals.

EFG Brokerage, EFG Bank, and/or their affiliates may receive fees and other compensation in the form of management fees, placement fees, sales charges, redemption fees, structuring fees, due diligence fees and trailer fees from the products they issue and/or manage, as well as from third-party products. Adviser endeavors to invest Clients in the lowest cost share class available for mutual funds we select. Notwithstanding this, where a selected share class generates 12b-1 fees or other retrocessions, Adviser will ensure that such fees are credited back to the Client's account so that such investment selection does not result in additional cost to the Client. Clients are advised that in addition to management or advisory fees charged by EFG, the Clients will indirectly be charged management, advisory and/or performance fees by the underlying managers and advisers engaged by the investment funds themselves. For a description of all available share classes for a given investment fund and associated fees and expenses, please refer to the fund's prospectus. Adviser believes that using EFG Brokerage will be in the best interest of its Clients. EFG Brokerage will not charge commissions or mark-ups/mark-downs.

In addition, as more fully described in Item 12, Adviser has the ability to monitor the execution capabilities of other broker-dealers in relation to EFG Brokerage to judge the range and quality of the professional services provided by such firms, and Adviser may choose to use other broker-dealers in lieu of EFG Brokerage.

#### **Other Relationships with Related Persons, including Foreign Affiliates**

The Adviser's Head of Portfolio Management is a member of the EFG Asset Management Global Asset Allocation Committee ("GAAC" or "Global Committee") along with personnel of several affiliates. The Global Committee takes a general "top down" macroeconomic approach in analyzing economies, currencies, markets, and sectors rather than discussing individual investment alternatives or specific securities. Adviser is responsible for identifying, structuring, monitoring, investing and liquidating investments in Client accounts. This design and day-to-day management of Client portfolios is determined by Adviser through the assigned portfolio manager. The Global Committee does not have access to or knowledge of the specific composition of accounts of Adviser's Clients or information concerning the specific investment decisions and recommendations made to Adviser's Clients. In addition, investment adviser affiliates of Adviser, EFG Asset Management (Switzerland) SA, EFG Asset Management (UK) Limited, EFG Asset Management (North Americas) Corp., EFG Asset Management (HK) Limited, and EFG Asset Management (Singapore) Pte Ltd. produce lists of hedge funds, mutual funds and equity investment models that have been researched and deemed "approved" for investment on an EFG Asset Management-wide basis. Adviser and its personnel review such lists and make their own determination regarding such investments prior to investing. In addition, EFG Asset Management (UK) Limited serves as the sponsor of New Capital strategies that are offered as discretionary strategies at the Adviser and included within certain strategies as part of Client's investments.

#### **Material Conflicts of Interest with Related Persons, including Foreign Affiliates**

The Adviser shares a portion of the ongoing asset-based fee with EFG Brokerage under a referral arrangement and a portion of the fee is shared with the Client's Client Relationship Officer ("CRO") as part of their overall compensation. Your CRO is generally also registered with EFG Brokerage and receives

compensation, through EFG Brokerage, through a revenue sharing agreement from Adviser's custodians. The revenue sharing agreements differ between Adviser's custodians, which creates a conflict of interest for the CRO, as the CRO has an incentive to refer Client to the custodian which pays the compensation.

A conflict of interest occurs when the Adviser includes proprietary products such as New Capital funds in the investment strategies offered to Clients. Proprietary products are investments that are issued, sponsored, or managed by our affiliates. We have an incentive to invest in proprietary products as our affiliates receive additional compensation from these types of investments. The Adviser addresses this conflict of interest in a couple ways such as by 1) establishing limits on the percentage of proprietary products within a given strategy and 2) not providing incentives to the Portfolio Managers when investing in such products.

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

### **Code of Ethics**

Adviser has adopted a Code of Ethics (the "Code") pursuant to Rule 204A-1 of the Investment Advisers Act of 1940 that permits investment personnel to invest in securities, including securities that may be purchased or held by Adviser's Clients, for their own accounts. The Code governs the investment in securities by personnel designated as Access Persons and Covered Persons of Adviser. The purpose of the Code is to assure that personal transactions do not conflict with Client transactions and that in any situation where the potential for conflict exists, Client interests take precedence.

The Code states that no Access Person (as defined in the Code) may directly or indirectly acquire beneficial ownership of any Reportable Security in an Initial Public Offering or certain Limited Offerings without prior approval and clearance from the Chief Compliance Officer or delegate. Clearance may be granted if the Chief Compliance Officer or delegate believes that, due to the nature of the investment, the possibility of conflicts is very unlikely to arise, and the risk of abuse is minimal or non-existent.

The Code states that no Covered Person (as defined in the Code) may place an order for the purchase or sale of any security for an Employee-Related Account (as defined in the Code) until the transaction has been approved by the Chief Compliance Officer or delegate in accordance with certain procedures. In submitting such a request, a Covered Person must represent that to the best of his knowledge and belief, and after due inquiry, the Covered Person is not in possession of any material, nonpublic information concerning the security proposed to be bought or sold, and the proposed transaction is not otherwise prohibited by Adviser's Compliance Manual.

In addition, Covered Persons must report any violations of the Code (including the Policies, as defined in the Code) to Adviser's Chief Compliance Officer in addition to any other persons named in the Policies. Covered Persons are required on an annual basis to review the Code (including the Policies) and complete and sign an acknowledgment of understanding of and compliance with the Code. Access Persons must provide a report of securities holdings to the Chief Compliance Officer upon first becoming an Access Person, and annually thereafter.

Adviser will provide a copy of the Code to any Client or prospective Client upon request.

### **Participation or Interest in Client Transactions and Associated Conflicts of Interest**

When EFG Brokerage is acting as a broker with respect to a fixed income transaction executed for a Client of Adviser, it will generally act on a riskless principal basis rather than on an agency basis. A riskless principal transaction refers to a transaction where EFG Brokerage, after receiving an order to buy (or sell) a security for a Client, purchases (or sells) the security for its own account to offset a contemporaneous sale to (or purchase from) the Client. In such instances, EFG Brokerage provides Clients disclosure regarding the capacity in which EFG Brokerage is acting.



Equity transactions are generally executed on an agency basis but may be executed on a riskless principal basis using the same procedures and equivalent pricing as for fixed-income securities.

EFG Brokerage generally does not engage in “cross transactions” in which it effects trades between Adviser’s advisory Client accounts. EFG Brokerage would only affect such transactions to the extent that it is able to achieve “best execution” for each Client. The price will be set generally at the mid-point between the bid and ask price (or last sale price in the case of exchange listed securities) and EFG Brokerage will not charge commissions or other compensation in connection with the transaction.

Adviser recommends or invests in securities or other investment products, including funds, issued, promoted, underwritten, or managed by its affiliates (or where the affiliate acts as general partner or sponsor), and in which its affiliates have a material financial interest. Adviser has policies that require personnel who develop advice for Clients to render only disinterested and impartial advice to Clients and to comply with other fiduciary obligations, including having an adequate basis in fact for all recommendations and an obligation to recommend only investments that are in the best interest of the particular Client.

Adviser endeavors to invest Clients in the lowest cost share class available for funds we select. Notwithstanding this, where a selected share class generates 12b-1 fees or other retroactive fee rebates, Adviser credits back any such fees to the Client, as outlined above.

In addition, Adviser and its affiliates may from time to time perform a variety of services for, or solicit business from, a variety of companies, including issuers of securities that Adviser may recommend for purchase or sale by, or effect transactions for the account of, Adviser’s Clients. In connection with providing these services, Adviser and its directors, officers or employees and other affiliates may come into possession of material nonpublic and other confidential information that if disclosed might affect an investor’s decision to buy, sell or hold a security.

Under applicable law, Adviser and such persons and affiliates are prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any other person, regardless of whether such other person is a Client of Adviser. Accordingly, should Adviser or any such persons or affiliates come into possession of material nonpublic or other confidential information with respect to any company, they will be prohibited from communicating such information to their Clients, and Adviser will have no responsibility or liability for failing to disclose such information to its Clients as a result of following its policies and procedures designed to comply with applicable law.

### **Investments in Securities by Adviser and its Personnel**

Adviser’s personnel or a related person can invest in the same or similar securities and investments as those recommended to or entered into on behalf of Adviser’s Clients. The results of the investment activities of Adviser’s personnel or related persons for their accounts can differ from the results achieved by or for Client accounts managed by Adviser. The conflicts raised by these circumstances are discussed below.

Adviser recommends or effects the purchase or sale of securities in which it or its’ related persons, directly or indirectly, can have a position or interest, or of which a related person buys or sells for itself. Such transactions also include trading in securities in a manner inconsistent with the advice given to Adviser’s Clients.

Activities and transactions for Client accounts can be impaired or effected at prices or terms that are less favorable than would otherwise have been the case if Adviser or related persons did not pursue a particular course of action with respect to an issuer of the securities. In addition, in certain instances,

where Adviser's personnel obtain information about an issuer, possession of said information will limit the ability of such personnel to buy or sell securities of the issuer on behalf of Client accounts.

Transactions undertaken by Adviser's Clients can also adversely impact one or more Client accounts. Other Clients of the Adviser may have, as a result of receiving Client reports or otherwise, access to information regarding Adviser's transactions or views that may affect their transactions outside of accounts controlled by Adviser, and such transactions may negatively impact other Clients' accounts.

Cash flows and market movements arising from purchase and sale transactions by, as well as increases of capital in and withdrawals of capital from, other Clients' accounts, can adversely affect other Client's accounts. These effects can be more pronounced in less liquid markets.

Results for Client accounts will vary, significantly at times, from the results achieved by Adviser's related persons and from the results achieved by Adviser for other Client accounts.

As more fully described above, Adviser has adopted a Code of Ethics. Such Code of Ethics together with Adviser's policies and procedures restrict the ability of certain officers and employees of Adviser from engaging in securities transactions in any securities that its Clients have purchased, sold or considered for purchase or sale, for an appropriate "black out" period. Other restrictions and reporting requirements are included in Adviser's procedures and Code of Ethics to minimize or eliminate conflicts of interest.

### **Trading Alongside by Adviser and its Personnel**

Client accounts managed by Adviser may trade in the same or similar securities at or about the same time as accounts managed or advised by affiliates of the Adviser. Certain investments by Adviser's affiliates and their Clients will have the effect of diluting or otherwise disadvantaging the values, prices or investment strategies of a Client's account, particularly in small capitalization, emerging market or less liquid strategies. This can occur when portfolio decisions regarding a Client's account are based on research or other information that is also used to support portfolio decisions for Adviser's affiliates.

If a portfolio decision or strategy for Adviser's affiliates' accounts or the accounts of Clients of affiliates is implemented ahead of, or contemporaneously with, similar portfolio decisions or strategies for Adviser's Client's account, market impact, liquidity constraints, or other factors could result in the account receiving less favorable trading results and the costs of implementing such portfolio decisions or strategies could be increased. In addition to the disclosure in this Brochure, personnel who are responsible for determining the investments for Adviser's Client accounts disclose their status as registered representatives of EFG Brokerage, as well as in Adviser's Individual Disclosure Brochure Supplement provided to Clients. Adviser also has policies that address these potential conflicts. Adviser's policies require personnel who develop investments advice for Clients to render only disinterested and impartial advice to Clients and to comply with other fiduciary obligations.

## **Item 12 – Brokerage Practices**

### **Broker-Dealer Selection**

Generally, Adviser will execute securities transactions through EFG Brokerage per its clients' instructions. Adviser believes that using EFG Brokerage will be in the best interest of its Clients. Adviser has the ability to monitor the execution capabilities of all broker-dealers it uses on an ongoing basis and directs Client securities transactions to other broker-dealers as appropriate. In arranging for the purchase and sale of the portfolio securities of Adviser's Clients, EFG Brokerage takes numerous factors into consideration. These include any legal restrictions, such as those imposed under the securities laws, and any Client imposed restrictions. Within these constraints, EFG Brokerage employs or deals with members of the securities exchanges and other brokers and dealers to implement the policy of obtaining best execution



(i.e., prompt, and reliable execution at the most favorable prices obtainable under the prevailing market conditions) of portfolio transactions.

Under circumstances in which Adviser will seek the services of other registered brokers or dealers, Adviser will, in determining the abilities of a broker or dealer to obtain best execution of portfolio transactions, consider all relevant factors, including the execution capabilities required by the transactions; the ability and willingness of the broker or dealer to facilitate the accounts' transactions by participating therein for its own account; the importance of speed, efficiency and confidentiality; the broker or dealer's apparent familiarity with sources from or to whom particular securities might be purchased or sold; the reputation and perceived soundness of the broker or dealer; as well as other matters relevant to the selection of a broker or dealer.

Adviser does not adhere to any rigid formula in making the selection of the applicable broker or dealer for portfolio transactions but weighs a combination of the preceding factors. Accordingly, Adviser will not necessarily pay the lowest commission or commission equivalent. Transactions that involve specialized services on the part of the broker or dealer involved and will thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

### **Research and Other Soft Dollar Benefits**

Adviser currently has no written soft dollar agreements. Adviser will generally execute securities transactions through EFG Brokerage, and accordingly, does not typically direct brokerage in consideration for research received. To the extent Adviser were to receive research and other soft dollar benefits, Adviser will use such benefits it receives for all Client accounts. Research, some of which does not constitute soft-dollar arrangements, is received from third-party brokers as well as from Adviser's affiliates. EFG Brokerage does not produce research reports and therefore Adviser does not receive research from EFG Brokerage.

### **Brokerage for Client Referrals**

Generally, Adviser will execute securities transactions through EFG Brokerage if EFG Brokerage is selected by the client. Adviser generally does not consider, in selecting or recommending broker-dealers, whether Adviser or a related person receives Client referrals from the broker-dealer or third party.

### **Directed Brokerage**

Adviser directs brokerage to its affiliate, EFG Brokerage (See above in this Item 12 for a description of the conflicts of interest of such direction). Not all investment advisers require their Clients to direct brokerage or use a single broker predominantly. By directing brokerage, the Adviser may be unable to achieve most favorable execution of Client transactions. This practice may cost Clients more money.

### **Aggregation of Trades**

Generally, and where practicable, all Client portfolio orders for the same security are combined or "batched" and executed as block transactions to facilitate best execution as well as for the purpose of negotiating more favorable brokerage commissions. Where a block trade is executed for several Client accounts, the average execution price on all the purchases and sales that are aggregated to this purpose should be used for all accounts.

If an entire block is not fully executed on the same day, Adviser's policies require an allocation method that is fair and reasonable to all Clients.

### **Item 13 – Review of Accounts**

## Review of Accounts

For discretionary accounts, the portfolio manager on the account will review accounts on an ongoing regular basis. For non-discretionary accounts, the investment adviser representative on the account will review accounts on an ongoing basis but not less than annually. Furthermore, Adviser's Risk and Compliance department also review account activity and holdings on an ongoing risk-based approach. Moreover, accounts are reviewed on a quarterly basis by Adviser's Fiduciary Committee.

## Factors Triggering a Review

An account may be reviewed immediately and/or on an ongoing basis to the extent that the account could be affected by information concerning economic or market conditions, individual companies, or industries. In addition, Adviser also performs reviews of its Client's accounts as appropriate based on, among other things, changes in market conditions and security positions, changes in a Client's investment objective, or in response to a request by a Client for a meeting or the occurrence of such meeting.

## Client Reports

The qualified custodian for a Client account will provide the Client with a monthly or quarterly written statement of the value of the Client's account. These reports generally include, among other things, a summary of all activity in the account, including all purchases and sales of securities and any debits and credits to the account, a summary of holdings including a portfolio valuation, and the change in value of the Client's account(s) during the reporting period.

Clients will also receive performance reports produced by Adviser as per Client's request. In addition, for non-discretionary accounts, Clients can also receive a quarterly Health Check Report depending on the platform.

## Item 14 – Client Referrals and Other Compensation

Adviser's compensation is generally in the form of Management and Advisory Fees. Please refer to Item 5 for additional details. Adviser has established referral relationships with affiliates and non-affiliates pursuant to which each party may refer prospective Clients to each other, and the referring party will receive fees for its respective referrals.

In addition, Adviser makes cash payments to third-party "promoters", formally known as "solicitors" for Client referrals provided that each promoter enters into a written agreement with Adviser and provides certain disclosures, including whether or not the promoter is a current customer, if cash or non-cash compensation was provided for the testimonial or endorsement provided by the promoter; and any material conflicts of interest with respect to the testimonial or endorsement resulting from the relationship.

## Item 15 – Custody

Adviser does not have custody of Client's assets. The qualified custodians for discretionary accounts are typically Pershing LLC, EFG Bank AG, EFG Bank AG (Cayman Branch), and EFG Bank & Trust (Bahamas) Ltd. Clients will receive statements at least quarterly from their qualified custodian and should carefully review those statements. Adviser also sends out performance reports as per Client's request. Adviser urges Clients to compare the account statements received from their qualified custodian with the performance reports received from Adviser.

## Item 16 – Investment Discretion

With respect to Adviser's discretionary strategies and accounts, Adviser is generally conferred with discretionary authority to make the following determinations without obtaining the consent of the Client before a transaction is effected:

- which securities are to be bought or sold;
- the total amount of the securities to be bought or sold;
- the broker or dealer through whom securities are to be bought or sold; and
- the price at which securities transactions for Client accounts are effected.

Adviser receives discretionary authority from the Client at the outset of the advisory relationship. The Client enters into a portfolio management agreement with Adviser that provides Adviser with the requisite authority to select the securities and the amount to be bought or sold.

When selecting securities and determining amounts, Adviser observes the investment policies, limitations and restrictions set forth by its Clients. Investment guidelines and restrictions must be provided to Adviser in writing and can be provided with respect to most accounts and strategies other than accounts following a Classic strategy (See Item 4 for Additional Information). Clients can indicate restrictions in their portfolio management agreement.

Adviser's authorization to purchase and sell derivative investment products on a fully discretionary basis and to leverage Client accounts shall generally be limited only by the requirement that the investments be consistent with the Client's investment objectives and any restrictions as communicated by the Client to Adviser from time to time.

## **Item 17 – Voting Client Securities**

### **Proxy Voting Policy**

Adviser does not vote proxies relating to securities held in Client accounts. Clients will receive proxy statements via their qualified custodian and expected to vote on these. While Clients may reach out to the Adviser to provide guidance on proxy matters, it is the ultimate responsibility of the Client to vote.

## **Item 18 – Financial Information**

Adviser does not require prepayment of fees six month or more in advance, has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients, and has not been the subject of a bankruptcy proceeding.