



Tidal Investments LLC

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March 31, 2025

Firm Brochure  
(Part 2A of Form ADV)

Form ADV, Part 2A; our “Disclosure Brochure” or “Brochure” as required by the Investment Advisers Act of 1940 is a very important document between Clients (“you”, “your”) and Tidal Investments LLC (“Tidal”, “us”, “we”, “our”, the “Firm”).

**This brochure provides information about the qualifications and business practices of Tidal. If you have any questions about the contents of this brochure, please contact us at 855-843-2534 and/or [contact@tidalfg.com](mailto:contact@tidalfg.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.**

**Additional information about Tidal is available at the SEC’s website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) (click on the link, select “Investment Adviser Firm” and type in our firm name). Results will provide both Part 1 and 2 of our Form ADV.**

We are a registered investment adviser with the Securities and Exchange Commission. Our registration as an investment adviser does not imply any level of skill or training. The communications we provide to you, including this Brochure, contain information you can use to evaluate us (and other advisers), which should help you with your decision to hire us or to continue to maintain a relationship with us.

## Item 2: Material Changes

The last annual update to the Firm's Form ADV Part 2A was filed on March 31, 2024. Since the last annual filing, Tidal has made the following material changes to its Form ADV Part 2A:

- Item 4 was updated to amend certain information related to Tidal's principal owners and remove information relating to the former Toroso Advisors and Faro Advisory divisions within the Firm.
- Item 5 was updated to remove information related to Tidal's former advisory services provided to wrap fee programs.
- Item 7 was updated to remove information related to wrap fee programs as a type of client as the Firm no longer provides services to such clients.
- Item 8 was updated to remove information related to the Firm's methods for investments in Digital Assets on behalf of SMA clients as it no longer provides investment advice for Digital Assets to its SMA clients.
- Item 12 was updated to include information related to the Firm's use of soft dollar commissions for purchasing investment research and execution (brokerage) services.
- Item 14 was updated to include information related to the Firm's use of compensated third parties for the purpose of promotion of certain of its registered investment company clients.

This Brochure is prepared according to the SEC's requirements and rules. Other amendments may have been made to this Brochure, which may not have been discussed in this summary, and consequently, we encourage you to read this Brochure in its entirety. Currently, our Brochure may be requested by contacting Tidal at 855-843-2534.

Clients and prospective clients are strongly encouraged to review this Brochure very carefully. Pursuant to SEC Rules, Tidal will ensure that clients receive a summary of any material changes to this Brochure within 120 days of the close of our fiscal year, along with a copy of this Brochure or an offer to provide the Brochure. Additionally, as Tidal experiences material changes in the future, we will send you a summary of our "Material Changes" under separate cover. For more information about the firm, please visit [www.tidalfinancialgroup.com](http://www.tidalfinancialgroup.com)

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## **Item 4: Advisory Business**

Tidal Investments LLC (“Tidal”), f/k/a Toroso Investments, LLC, is a Delaware limited liability company founded in March of 2012. Tidal is a registered investment adviser with the U.S. Securities and Exchange Commission (“SEC”). Fund Administrator, Tidal ETF Services, and compliance services provider, Tidal Compliance Services LLC, each are wholly owned subsidiaries of Tidal and are joined under the brand name, Tidal Financial Group. Over 50% of Tidal’s voting rights are controlled by employee-members through Toroso Investments Topco, LLC, a holding company for the employees’ ownership units. Approximately 43% of the economic ownership of Tidal is held by FTV-Toroso, Inc. through FTV VI, L.P., a private investment fund and affiliate of FTV-Toroso, Inc.

### **Types of Advisory Services**

#### **Registered Investment Companies**

Tidal currently serves as an investment adviser to investment companies (each a “fund” and collectively, the “funds”) registered under the Investment Company Act of 1940 (“1940 Act”). Tidal has the responsibility to oversee the activities of any appointed sub-advisers and it is Tidal’s responsibility to ensure that all transactions comply with applicable regulations and prospectus covenants. Tidal also can serve as investment sub-adviser to investment companies registered under the 1940 Act. In addition, where Tidal is the adviser or sub-adviser, there are certain funds for which Tidal will initiate placement, execution, and settlement of trades. Tidal’s trading desk will be responsible for initiating trades necessary to keep the funds in line with a model portfolio provided by the adviser, sub-adviser or, in the case of an exchange traded fund, the indexing agent or at the direction of the adviser or sub-adviser.

#### **Sub-Advisory Services**

Tidal will enter into sub-advisory agreements with other registered investment companies (“funds”) and registered investment advisers to provide certain investment management services to those funds and advisers. The sub-advisory services offered by Tidal may include but are not limited to: conducting trades as directed by the primary adviser; executing model portfolios for investment managers; and providing a platform to assist the primary adviser with implementing portfolios managed by the primary adviser. The adviser to other registered investment companies or other registered investment advisers who enter into a sub-advisory agreement with Tidal will delegate their discretionary authority to conduct trades on behalf of specified accounts. Tidal will use this discretionary authority to implement portfolio selections or direct trade instructions provided by the primary investment adviser. When Tidal acts as a sub-adviser, the primary adviser is responsible for ensuring that it complies with all applicable statutes, regulations, and rules. Furthermore, the primary adviser is responsible for assessing whether instructions provided to Tidal, regarding the selection of a portfolio, the purchase of a security, or the sale of a security meet the applicable suitability/best interest standards.

#### **Other Services**

Tidal also offers fee-only discretionary and non-discretionary investment management services to individuals; high net worth individuals, including family offices and institutions, which primarily include qualified pension plans, Taft-Hartley plans, and 401(k) plans. Additionally, Tidal provides fee-only non-discretionary pension consulting services to corporate retirement plans and non-discretionary outsourced chief investment officer (OCIO) consulting services to financial advisors.

Tidal also provides bespoke independent financial services to individual investors, retirement plan sponsors and corporations. Tidal provides an ETF-focused, diversified asset allocation approach that is outcome focused and strives for consistent performance while embracing each client's specific risk tolerance and true time horizon.

Prospective clients can enter into a discretionary or non-discretionary investment management services agreement directly with Tidal. Direct separate account clients will participate in one or more interviews that will assist Tidal in obtaining information about the client's financial situation so that Tidal can recommend one or more of its investment strategies and portfolio options to the client. In general, tailored investment advice will be provided to these clients as recommended investment strategies and portfolio options.

### **Investment Manager to UCITS**

Tidal provides certain investment management services to non-affiliated UCITS funds registered with the Central Bank of Ireland (CBI).

### **Separately Managed Accounts (SMAs)**

Tidal offers fee-only discretionary and non-discretionary investment management services to individuals; high net worth individuals, including family offices; and institutions, which primarily include qualified pension plans, Taft-Hartley plans, and 401(k) plans. Additionally, Tidal provides fee-only pension consulting services primarily to corporate retirement plans. Such services typically include the provision of advice regarding investment strategies, investment policy, asset allocation, asset class specification and investment vehicle selection, as well as portfolio monitoring services.

### **Conflict of Interest**

The existence of advisory, sub-advisory, or profit-sharing agreements may create a material conflict of interest because it provides Tidal with an incentive to increase assets under management in ETFs for which it provides advisory or sub-advisory services. To mitigate that potential conflict, Tidal does not charge its advisory fees on client assets invested in Tidal-advised, sub-advised or sponsored ETFs.

### **Assets Under Management**

As of December 31, 2024, Tidal had the following client assets under management:

- Discretionary Regulatory Assets Under Management: \$27,259,006,855
- Non-Discretionary Regulatory Assets Under Management: \$0
- Total Regulatory Assets Under Management: \$27,259,006,855
- Assets Under Advisement: \$410,219,730
- Total Assets Under Management/Advisement: \$27,669,226,585

## **Item 5: Fees and Compensation**

### **Investment Management Fees**

Tidal is an adviser or sub-adviser to registered funds and receives advisory and other compensation for the investment management services provided to such clients. The services and fees with respect to such clients are negotiated on an individual basis.

Fees paid to Tidal for services provided as Adviser or Sub-Adviser to ETFs and the Mutual Fund are described in each fund's Prospectus and Statement of Additional Information filed with the SEC.

Each Tidal advisory agreement will note the advisory fees, other expenses that the client agrees to pay, and the method and timing for making advisory fee payments to the firm. Tidal will charge a fee that is reasonable in relation to the advisory services it provides. In determining the reasonableness of the fee, Tidal will examine the facts and circumstances of the particular relationship.

Advisory fees will be determined in accordance with Section 15(c) of the 1940 Act.

### Direct Clients

Tidal offers its investment management services on a fee only basis and does not have a standard fee schedule. All fee arrangements are negotiated on an individual basis with each direct client or with each wealth management and/or wrap fee platform, which then applies to all clients obtained through that platform. Direct high net worth individual clients and direct institutional clients will typically be charged an advisory fee in the range of 0.25% to 1.50% of assets under management on an annual basis.

With respect to direct clients, advisory fees are paid in advance and typically deducted within fifteen business days of the beginning of each calendar quarter directly from the client's custodial account, based on the custodial market value as of the last day of the prior calendar quarter. Direct clients, however, may elect to be billed separately for Tidal's advisory fees in lieu of having them deducted from their custodial accounts. With respect to wealth management and/or wrap fee platform clients, fees associated with the platform, including Tidal's advisory fee, are calculated by the platform and are generally directly deducted from the client's custodial account.

Advisory fees are prorated for any new accounts opened during a calendar quarter. In the event that a direct client terminates its investment management services agreement with Tidal prior to the end of a quarter or a wealth management platform client ceases to be a client of the platform, the client will receive a refund of any unearned management fees that were deducted from their custodial account. The amount of the refund will be calculated by dividing the most recent management fee by the number of days in the quarter and multiplying that figure by the number of days left in the quarter following the date of termination.

### Pension Consulting Fees

Fees for Tidal's pension consulting services are negotiated on an individual basis with each pension plan and/or the pension plan's sponsor. Pension plan clients typically pay fees in the range of 0.10% to 1.25% of assets under management on an annual basis, subject to a minimum annual fee, which is also negotiable, of \$3,800 or \$950 per quarter. Tidal's pension consulting fees are generally calculated by the pension plan administrator or its designee, which then authorizes payment to Tidal. Pension consulting fees are generally paid in arrears on a quarterly basis but may be paid fully or partially in advance. In the event that a pension consulting client pays Tidal's pension consulting fees for a quarter fully in advance and terminates its pension consulting services agreement with Tidal prior to the end of the quarter, the pension consulting client will receive a refund of any unearned pension consulting fees. The amount of the refund will be calculated by dividing the most recent pension consulting fee by the number of days in the quarter and multiplying that figure by the number of days left in the quarter following the date of termination. If, however, a pension

consulting client pays partially in advance and partially in arrears for the quarter and terminates their relationship with Tidal prior to the end of the quarter, the client will receive a refund based on the same calculation methodology noted above but such calculation will only include fees received as of the date of termination.

#### Non-Discretionary Portfolio Consulting Fees

All fees for non-discretionary exchange traded product portfolio consulting services are negotiated on an individual basis with each consulting client, depending on the scope of the engagement. Fee arrangements for exchange traded product portfolio consulting services are typically on an annual or per project fixed fee basis.

#### Other Fees

Please see the “Selecting Broker Dealers” section below for a discussion regarding brokerage that may be relevant to this discussion of fees. Client portfolios invest in ETFs, exchange traded notes (“ETNs”) and may invest in mutual funds and closed-end funds as part of Tidal’s investment strategies. Investments in ETFs, ETNs, mutual funds, and closed-end funds, generally include an embedded investment management fee paid to an unaffiliated third-party investment adviser as well as internal expenses. As such, clients with investments in these types of securities will be subject to two layers of management fees and expenses, and in the case of wealth management and/or wrap fee platform clients, three or four layers of management fees and expenses.

As noted above, to the extent that we may place client assets into funds we advise, we generally will not receive fees on such assets other than indirectly from the funds. A complete explanation of fees and expenses charged by the funds is contained in each fund's prospectus.

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

Tidal does not currently enter into performance-based fee arrangements with its advisory clients.

## **Item 7: Types of Clients**

Tidal provides discretionary investment management services primarily to investment companies registered under the 1940 Act and provides discretionary investment management services to separately managed accounts. Tidal currently provides investment management services as an investment adviser on a discretionary basis through the various types of products as described in Item 4 above.

Tidal offers its investment management services directly to clients such as individuals; high net worth individuals, including family offices; and institutions (described more below). Pension consulting services are offered primarily to corporate retirement plans.

Tidal also offers its investment management services directly to institutions, which primarily include qualified pension plans, Taft-Hartley plans, and 401(k) plans; pooled investment vehicles, which include collective investment trusts and investment companies registered under the Investment Company Act of 1940.

Outsourced chief investment officer (OCIO) portfolio consulting services are offered to investment

advisers and/or investment management companies. These consulting services can be offered as periodic non-discretionary, sub-advisory or purely ad hoc consulting which may present conflicts of interest in certain situations described Advisory Business section above. Consulting services other than portfolio-related ones are also offered to investment advisers and/or investment management companies like registered investment advisers.

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

Methods of Analysis and Investment Strategy

### **Registered Investment Companies**

Tidal currently acts in the capacity of Adviser, Sub-adviser and/or Sponsor to ETFs and a Mutual Fund that utilize different investment strategies. Tidal's process for evaluating and selecting Fund sponsors/sub-advisers is both qualitative and quantitative and was developed by its management team.

On the qualitative side, Tidal's personnel conducts in-person meetings with each potential sponsor/sub-Adviser to collect information from various sources with the goal of identifying sponsors/sub-advisers that have appropriate experience with respect to their investment objectives, and that provide an appropriate mix of diversified investment styles. In addition, Tidal conducts periodic reviews of each firm to evaluate investment and operational characteristics. On the quantitative side, Tidal analyses information on the investment results and portfolios of the firms. In addition to investment results that are reported publicly, Tidal uses various databases and portfolio analytic tools in evaluating the performance and risk levels of the firms.

Investment strategies, methodologies and objectives associated with the Registered Funds are discussed in detail in the publicly available offering materials of each such Fund.

As of December 31, 2024, Tidal is the adviser for 136 listed funds and the sub-adviser for another 49 listed funds.

### **Separately Managed Accounts**

For separately managed account clients, Tidal currently offers three primary outcome-oriented investment strategies, (1) the Wealth Preservation Series, (2) the Target Income Series, and (3) the Growth Series. We also offer risk-based models that combine our three outcome-based solutions.

1. The Wealth Preservation Series strives to preserve wealth by investing primarily in ETFs that represent four different asset classes: equities, fixed income, inflation beneficiaries such as commodities, and cash equivalents. Clients who select the Wealth Preservation Series can then choose from four different portfolio options, which are derived from Harry Browne's Permanent Portfolio asset allocation concept, depending on how they perceive current economic conditions or their expectations of future economic conditions. Tidal's four Wealth Preservation Series portfolio options are:
  - All-Markets Core
  - All-Markets Prosperity
  - All-Markets Inflation
  - All-Markets Conservative



When selecting specific ETFs for the Wealth Preservation Series, Tidal primarily focuses on index construction and portfolio exposures. Tidal favors ETFs that provide specific exposures that Tidal believes complement the goals of the portfolio and, at a reasonable price, provide an opportunity to potentially grow faster than the overall market. However, Tidal seeks to avoid ETFs that implement tactical asset allocation strategies, ETFs that appear to be overly exposed to specific sectors, and ETFs whose portfolio companies engage in cannibalistic tactics (e.g., companies where the competition creates a zero-sum outcome). ETFs that make it through the first level of review are then evaluated based on attributes such as market capitalization, price-to-book ratios, fees, liquidity, and the availability of options on the ETF. Additionally, Tidal analyzes the index methodologies of each ETF under consideration and evaluates the extent of any overlapping holdings in other ETFs already held within the portfolio.

2. The Target Income Series seeks to replicate the behavior of traditional fixed income type portfolios by investing primarily in ETFs, ETNs, closed-end funds, bonds, preferred stocks, and options. Although the Target Income Series seeks to maximize yield and total return, the primary goal of accounts managed with the strategy is to provide income and the return of principal at a stated date. Clients who select the Target Income Series can choose from three different portfolio options based on a target yield level: 3% yield with a time horizon of 5 years, 5% yield with a time horizon of 10 years, and 7% yield with a time horizon of 15 years. In constructing the models for each portfolio option, Tidal seeks, but is not obligated, to maintain an average duration of 5, 10, and 15 years and an average credit quality of AA, A and BBB, respectively. When selecting securities, Tidal focuses on the following factors: yield, credit quality, duration, liquidity, and, if applicable, the amount of any premium or discount to the underlying investment vehicle's net asset value (NAV).
3. Although Tidal will generally use Tidal's Wealth Preservation Series or Target Income Series as the core of its clients' portfolios. Tidal has the discretionary flexibility to recommend Growth Strategies and other types of investments as part of a satellite strategy in order to supplement and/or adjust the client's expected return, exposure to certain asset classes, sectors, or issuers, and/or overall risk profile.

Tidal offers two different portfolio options for its Growth Strategies – the (A) Sector Opportunities Strategy and the (B) Global Alpha Strategy.

- The Sector Opportunities Strategy will be offered to clients looking for an all-equity investment that strives to outperform the S&P 500 Index. Clients selecting this strategy will have approximately 80% of their account invested in a concentrated allocation of three to six industry sector or sub-sector ETFs that are expected to perform better than the S&P 500 Index. The remaining 20% of the client's account will be invested in products that strive to benefit from market volatility.
- The Global Alpha Strategy will generally be offered as a satellite strategy to be used in conjunction with a client's existing investment in one of the three Wealth Preservation Series portfolio options that will serve as the core of the client's account. The strategy will invest primarily in ETFs and mutual funds, which have volatilities that appear to have the potential to exceed the overall market, in order to seek better performance than the market in general. Tidal also strives to minimize overlaps between the portfolio holdings of the client's core wealth preservation type holdings and satellite Global Alpha Strategy holdings. The goal of the Global Alpha Strategy is to provide clients with returns in excess of the iShares MSCI ACWI ETF (Symbol: ACWI).

4. Finally, primarily for third-party platforms that are used by retirement plans, Tidal will offer the Target Risk Series, which consists of five different portfolio options: Income Portfolio, Conservative Portfolio, Moderate Portfolio, Growth Portfolio, and Aggressive Portfolio. Accounts managed in the same series via different platforms may be invested in different ETFs because certain ETFs are not available on all platforms.
  - The Income Portfolio allocates 100% of the portfolio to the Target Income 5% Series and in that ETPs are used to create portfolios that seek to replicate the behavior of traditional fixed income securities, but with a target income or yield level of 5%. Tidal uses a barbell approach to allocate a portion of the portfolio to higher yielding ETPs while maintaining an allocation to cash equivalents in order to have available funds to tactically increase allocations to higher yielding securities as opportunities arise.
  - The Conservative Portfolio allocates 100% of the portfolio to the All-Market Series portfolio option, which primarily invests in ETFs to obtain equal-weighted exposure to equities, inflation beneficiaries/ commodities, fixed income and cash asset classes.
  - The Moderate Portfolio follows a core-satellite approach by investing approximately 60% of the portfolio according to the All-Market Strategy and the remaining 40% to equity-focused ETFs in the Global Alpha Strategy and that are selected based on fundamental analysis.
  - The Growth Portfolio follows a core-satellite approach by investing approximately 35% of the portfolio according to the All-Market Strategy and the remaining 65% to equity-focused ETFs in the Global Alpha Strategy and that are selected based on fundamental analysis.
  - The Aggressive Portfolio allocates 100% of the portfolio to equity-focused ETFs in the Global Alpha Strategy and that are selected based on fundamental analysis.
  - Note: All of the target allocations noted above are approximate and are subject to change. Actual account holding percentages will vary depending for various reasons such as market conditions and the performance of the underlying ETFs and securities.

### Risks

The underlying risks of each registered fund are disclosed in each fund's prospectus and statement of additional information. Please refer to these documents for a detailed explanation of applicable risks for each fund.

### Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. Tidal's investment approach constantly keeps the risk of loss in mind and Tidal attempts to mitigate portfolio risk through diversified asset allocation and targeted security selection within asset classes, which seeks to avoid investments in ETFs with index methodologies that are overly exposed to sector risk or tactical knockouts.

The following is not meant to be a complete description of potential risks. For each ETF that Tidal provides advisory services to, please see the Prospectus of that ETF for a complete list of the material risks specific to that ETF.

- **Market Risk:** The price of any security, including ETFs, ETNs, mutual funds, closed-end funds, equities, bonds, and other financial instruments may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a securities or financial instruments' particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment, including ETFs, into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Operational and Technology Risk:** Cyberattacks, disruptions, breaches or other failures that affect Tidal, issuers of securities held in a portfolio, or other market participants may adversely affect the value of a client's portfolio or Tidal's ability to provide client services, including during times of market volatility. Certain such events could potentially result in the dissemination of confidential information. While Tidal has established business continuity and other plans and processes that seek to address the possibility of and fallout from cyberattacks, disruptions, breaches or failures, there are inherent limitations in such plans and systems, and there can be no assurance that such plans and processes will address the possibility of and fallout from any such event.
- **Catastrophic Events Risk:** The value of securities may decline as a result of various catastrophic events, such as war, pandemics, natural disasters, war or other global conflict and terrorism. Losses resulting from these catastrophic events can be substantial and could have a material adverse effect on client portfolios.
- **Interest-Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to bonds.
- **Call Risk:** Bonds that are callable carry an additional risk because they may be called prior to maturity depending on current interest rates thereby increasing the likelihood that reinvestment risk may be realized.
- **Credit Risk:** The price of a bond depends on the issuer's credit rating, or perceived ability to pay its debt obligations. Consequently, increases in an issuer's credit risk, may negatively impact the value of a bond investment.
- **Inflation Risk:** When inflation is present, a dollar today will not buy as much as a dollar next year because purchasing power is eroding at the rate of inflation.

- **Speculation Risk:** The commodities markets and digital assets are populated by traders whose primary interest is in making short-term profits by speculating whether the price of a security will go up or go down. The speculative actions of these traders may increase market volatility that could drive down the prices of commodities and digital assets.
- **Geopolitical Risk:** The world's natural resources are located in various continents and the jurisdiction over those commodities lies with sovereign governments, international companies, and many other entities. Disagreements over licensing agreements, tax structures, environmental concerns, employment of indigenous workers, and access to technology could negatively impact the price of commodities. Additionally, international disagreements over the control of natural resources could negatively impact the price of commodities.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Foreign Market Risk:** The securities markets of many foreign countries, including emerging countries, have substantially less trading volume than the securities markets in the United States, and securities of some foreign companies are less liquid and more volatile than securities of comparable United States companies. As a result, foreign securities markets may be subject to greater influence by adverse events generally affecting the market or by large investors' trading significant blocks of securities, than as it is in the United States. The limited liquidity of some foreign markets may affect Tidal's ability to acquire or dispose of securities at a price and time it believes is advisable. Further, many foreign governments are less stable than that of the United States. There can be no assurance that any significant, sustained instability would not increase the risks of investing in the securities markets of certain countries.
- **Counterparty and Broker Credit Risk:** Certain assets will be exposed to the credit risk of the counterparties when engaging in exchange-traded or off-exchange transactions. There may be a risk of loss of assets on deposit with or in the custody of a broker in the event of the broker's bankruptcy, the bankruptcy of any clearing broker through which the broker executes and clears transactions, or the bankruptcy of an exchange clearinghouse.
- **Leverage Risk:** Although Tidal does not employ leverage in the implementation of its investment strategies, some exchange traded products and CEFs employ leverage. Leverage increases returns to investors if the investment strategy earns a greater return on leveraged investments than the strategy's cost of such leverage. However, the use of leverage exposes investors to additional levels of risk and loss that could be substantial.
- **Manager Risk:** Tidal may recommend or utilize the services of other advisers in the management of client accounts, primarily to provide tactical overlay guidance or recommendations regarding asset allocations. Despite Tidal's efforts, an account's value may decrease if Tidal relies on recommendations received from such investment advisers that do not properly evaluate current economic conditions or do not correctly anticipate changes to economic or market conditions.

- **Exchange-Traded Funds:** ETFs are typically investment companies that are legally classified as open-end mutual funds or unit investment trusts (“UITs”). However, they differ from traditional mutual funds, in particular, in that ETF shares are listed on a securities exchange. Shares can be bought and sold throughout the trading day like shares of other publicly traded companies and the market price for a share of an ETF may fluctuate from the value of its underlying securities. Consequently, ETF shares may trade at a discount or premium to their net asset value. This difference between the bid price and the ask price is often referred to as the “spread”, which generally varies based on the ETF’s trading volume and market liquidity. Although many ETFs are registered as an investment company under the Investment Company Act of 1940, some ETFs, in particular those that invest in commodities, are not registered as an investment company.
- **Exchange-Traded Notes:** An ETN is a senior unsecured debt obligation designed to track the total return of an underlying market index or other benchmark. ETNs may be linked to a variety of assets, for example, commodity futures, foreign currency and equities. ETNs are similar to ETFs in that they are listed on an exchange and can typically be bought or sold throughout the trading day. However, an ETN is not a mutual fund and does not have a net asset value; the ETN trades at the prevailing market price. Some common risks associated with ETNs are that the issuer may be unable to repay the principal, interest (if any), and any returns at maturity or upon redemption. In addition, the trading price of an ETN in the secondary market may be adversely impacted if the issuer’s credit rating is downgraded. The index or asset class for performance replication in an ETN may be concentrated in a specific sector, asset class or country and may therefore carry specific risks.
- **Leveraged and Inverse ETFs, ETNs and Mutual Funds:** Leveraged ETFs, ETNs and mutual funds, sometimes labeled “ultra” or “2x” for example, are designed to provide a multiple of the underlying index’s return, typically on a daily basis. Inverse products are designed to provide the opposite of the return of the underlying index, typically on a daily basis. These products are different from and can be riskier than traditional ETFs, ETNs and mutual funds. Although these products are designed to provide returns that generally correspond to the underlying index, they may not be able to exactly replicate the performance of the index because of fund expenses and other factors. This is referred to as tracking error. Continual resetting of returns within the product may add to the underlying costs and increase the tracking error. As a result, this may prevent these products from achieving their investment objective. In addition, compounding of the returns can produce a divergence from the underlying index over time, in particular for leveraged products. In highly volatile markets with large positive and negative swings, return distortions are magnified over time. Because of these distortions, these products should be actively monitored, as frequently as daily, and may not be appropriate as an intermediate or long-term holding. To accomplish their objectives, these products use a range of strategies, including swaps, futures contracts and other derivatives. These products may not be diversified and can be based on commodities or currencies. These products may have higher expense ratios and be less tax-efficient than more traditional ETFs, ETNs and mutual funds.
- **Risks Related to REITS:** Tidal strategies may invest in real estate investment trusts

(“REITs”). The share prices of REITs may decline because of adverse developments affecting the real estate industry, such as declining real estate values, changing economic conditions, and increasing interest rates. The returns from REITs may trail returns from the overall market. Additionally, there is always a risk that a given REIT will fail to qualify for favorable tax treatment or may not remain qualified as a REIT.

- **VIX Futures:** VIX futures are among the most volatile futures contracts. VIX futures are almost continually in a state of contango, a situation where the futures price is higher than the expected future spot price. ETFs that hold VIX futures on a continuous basis must “roll” their contracts as each expiration date approaches in order to maintain their VIX exposure. Furthermore, as VIX futures are mean reverting, which means that the futures price and the future spot price must converge, eventually the futures price must drop, the future spot price must rise or a combination of the two must occur, but usually involving some drop in the futures price. Consequently, such ETFs must generally sell VIX futures contracts about to expire at a price lower than the price at which it purchases a replacement VIX futures contract to roll their position. In order to generate a profit, ETFs that invest in VIX futures must generate a return that exceeds the costs of contango, which may be substantial and, consequently, ETFs benchmarked to the VIX or investing materially in VIX futures should not be expected to appreciate over extended periods of time.
- **Digital Asset Risk:** Digital currencies, cryptocurrencies, decentralized application tokens and protocol tokens, smart contracts, blockchain-based assets, crypto assets and other cryptofinance and network-based digital assets that currently exist, or may exist in the future (collectively, “Digital Assets”) are loosely regulated and there is no central marketplace for currency exchange. Supply is determined by a computer code, not by a central bank, and prices have been and will likely continue to be extremely volatile. Digital Asset exchanges have been closed and/or highly regulated due to fraud, failure or security breaches. Any account or fund assets that reside on an exchange that shuts down may be lost. Several factors may affect the price of Digital Assets, including, but not limited to: supply and demand, investors’ expectations with respect to the rate of inflation, interest rates, currency exchange rates or future regulatory measures (if any) that restrict the trading of Digital Assets or the use of Digital Assets as a form of payment. There is no assurance that Digital Assets will maintain any long-term value in terms of purchasing power in the future, or that acceptance of Digital Asset payments by mainstream retail merchants and commercial businesses will continue to grow. Further, many Digital Assets have been hacked or may become vulnerable due to flaws in fundamental core code. Moreover, because Digital Assets have been in existence for a short period of time and are continuing to develop, there may be additional risks in the future that are impossible to predict.
- **Digital Commodity Risk:** To the extent strategies have exposure to digital commodities through its investments in Blockchain Funds, investment companies or ETFs, the value of those investments is subject to fluctuations in the value of the underlying digital commodity. The value of digital commodities is determined by the supply of and demand for the commodity in the global market for the trading of digital commodities, which consists of transactions on electronic digital commodity exchanges. Pricing on digital commodity exchanges and other venues can be volatile and can adversely affect the value of an investment strategy. Currently, there is

relatively small use of digital commodities in the retail and commercial marketplace in comparison to speculators in the asset, thus contributing to price volatility that could adversely affect the investment. Digital commodity transactions are irrevocable and stolen or incorrectly transferred digital commodities may be irretrievable. As a result, any incorrectly executed transactions could adversely affect the value of the investment.

- **Regulatory Risk Related to Digital Assets:** Both domestic and foreign regulators and governments have focused on regulation of cryptocurrency. In the U.S., cryptocurrency is regulated by both federal and state authorities, depending on the context of its usage. The SEC has stated that depending on how a cryptocurrency is created, a cryptocurrency could be a security, and the CFTC has asserted that certain cryptocurrencies are commodities. To the extent the SEC determines that a cryptocurrency is a security, the value of assets later determined to be securities could diminish and trading or ownership in cryptocurrency or the Fund may be adversely affected. In addition, to the extent that future regulatory actions or policies limit or restrict cryptocurrency usage, cryptocurrency trading or the ability to convert cryptocurrency to government currencies, the demand for cryptocurrency may be reduced. Some foreign jurisdictions have explicitly banned or restricted the use of cryptocurrency as a method of payment, while allowing it to be traded on the market, while others have taken a different approach. Regulation of cryptocurrency continues to evolve. Cryptocurrency market disruptions and resulting governmental interventions are unpredictable, and may make cryptocurrency illegal altogether. Future foreign regulations and directives may conflict with those in the U.S., and such regulatory actions may restrict or make cryptocurrency illegal in foreign jurisdictions. Future regulations and directives in regulation may impact the demand for cryptocurrency and may also affect the ability of cryptocurrency exchanges to operate and for OTC participants to enter into cryptocurrency transactions. Such regulations may have an adverse effect on the Fund and the value of the Fund.
- **Fund Performance Risk:** The performance of each client's account will depend in part upon the performance of the investment adviser to each underlying investment vehicle selected for the client's account (Underlying Fund), the strategies and instruments used by the Underlying Funds, and Tidal's ability to select Underlying Funds and effectively allocate client assets among them. The Underlying Funds each have their own unique investment objective, strategies, and risks. There is no guarantee that the Underlying Funds will achieve their investment objectives and a client account will have exposure to the investment risks of the Underlying Funds in direct proportion to the allocation of assets among the Underlying Funds. The investment policies of the Underlying Funds may differ from strategy used for the client's account. Although Tidal will regularly evaluate each Underlying Fund to determine whether its investment program is consistent with the relevant Tidal investment strategy, Tidal will not have any control over the investments made by an Underlying Fund. The investment adviser to each Underlying Fund may change aspects of its investment strategies at any time. Tidal will not have the ability to control or otherwise influence the composition of the investment portfolio of an Underlying Fund.
- **Asset Allocation and Rebalancing Risk:** The risk that a client's assets may be out of balance with the target allocation. Any rebalancing of such assets may be infrequent

and limited by several factors and, even if achieved, may have an adverse effect on the performance of the client's assets.

- Epidemics, Pandemics, Outbreaks of Disease and Public Health Issues. Our business activities could be materially adversely affected by pandemics, epidemics and outbreaks of disease in Asia, Europe, North America and/or globally or regionally, such as COVID-19, Ebola, H1N1 flu, H7N9 flu, H5N1 flu, Severe Acute Respiratory Syndrome (SARS), and/or other epidemics, pandemics, outbreaks of disease, viruses and/or public health issues. Specifically, COVID-19 has spread (and is currently spreading) rapidly around the world since its initial emergence in China in December 2019 and has severely negatively affected (and may continue to materially adversely affect) the global economy and equity markets (including, in particular, equity markets in Asia, Europe and the United States). Although the long-term effects or consequences of COVID-19 and/or other epidemics, pandemics and outbreaks of disease cannot currently be predicted, previous occurrences of other pandemics, epidemics and other outbreaks of disease, such as H5N1 flu, H1N1 flu, SARS and the Spanish flu, had a material adverse effect on the economies and markets of those countries and regions in which they were most prevalent. Any occurrence or recurrence (or continued spread) of an outbreak of any kind of epidemic, communicable disease or virus or major public health issue could cause a slowdown in the levels of economic activity generally (or cause the global economy to enter into a recession or depression), which would adversely affect the business, financial condition and operations of the Adviser. Should these or other major public health issues, including pandemics, arise or spread farther (or continue to spread or materially impact the day to day lives of persons around the globe), the Adviser could be adversely affected by more stringent travel restrictions, additional limitations on the Adviser's operations or business and/or governmental actions limiting the movement of people between regions and other activities or operations (or to otherwise stop the spread or continued spread of any disease or outbreak).
- Privacy/ Cybersecurity Risk: The risk of actual and attempted cyber-attacks, including denial-of-service attacks, and harm to technology infrastructure and data from misappropriation or corruption, and reputation harm. Due to Tidal interconnectivity with third-party vendors, exchanges, clearing houses and other financial institutions, Tidal, and thus indirectly our clients, could be adversely impacted if any of them is subject to a successful cyber-attack or other information security event. Although Tidal takes protective measures and endeavors to modify them as circumstances warrant, its computer systems, software and networks may be vulnerable to unauthorized access, misuse, computer viruses or other malicious code and other events that could have a security impact or render Tidal unable to transact business on behalf of clients.
- Geopolitical Risk: Geopolitical and other events (e.g., war or terrorism) may disrupt securities markets and adversely affect global economies and markets, thereby decreasing the value of an account's investments. Sudden or significant changes in the supply or prices of commodities or other economic inputs such as oil may have material and unexpected effects on both global securities markets and individual countries, regions, sectors, companies, or industries, which could significantly reduce the value of an account's investments. War, terrorism and related geopolitical events have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on U.S. and world



economies and markets generally.

## **Item 9: Disciplinary Information**

Neither Tidal nor any of its supervised persons have been the subject of any legal or disciplinary events that would be material to an evaluation of Tidal or the integrity of Tidal's management.

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

### **Other Financial Industry Activities**

Tidal is registered with the Commodities Futures Trading Commission and is a member of the National Futures Association as a Commodity Pool Operator ("CPO") and Commodity Trading Advisor ("CTA") under the Commodity Exchange Act and certain employees are registered as associated persons of the CPO and CTA.

Tidal is approved by the Central Bank of Ireland to provide certain discretionary investment management services to Irish domiciled collective investment schemes (both UCITS and AIFs).

### Affiliations:

Tidal ETF Services, LLC – Formed September 2018

FTV-Toroso, Inc – Formed June 2022

Toroso Investments Topco, LLC – Formed June 2022

Tidal Compliance Services LLC – Formed June 2024

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

Tidal has adopted a Code of Ethics for all its supervised persons, which describes its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes a prohibition on insider trading, provisions requiring all of Tidal's supervised persons to comply with applicable federal securities laws, provisions requiring Tidal's supervised persons to report their personal securities transactions, and provisions requiring Tidal's supervised persons to promptly report any violations of its Code of Ethics. All supervised persons must also acknowledge the terms of the Code of Ethics annually and as it is amended from time to time. A copy of Tidal's Code of Ethics is available for review by clients and prospective clients upon request.

Our Code includes the following:

- Requirements related to confidentiality of client information;
- Prohibitions on:
  - Insider trading and tipping (if we are in possession of material, non-public information);

- The acceptance of gifts and entertainment that exceed our policy standards;
- Requirements and reporting related to gifts and/or business entertainment;
- Pre-clearance of applicable personal securities transactions;
- Reporting of personal securities transactions by employees; and
- Employees must disclose any account in which they have beneficial ownership (they “own” the account or have “authority” over the account) and disclose all covered securities they own.

On occasion, Tidal or its supervised persons may invest in the same securities as those recommended to clients. This may create potential conflicts of interest because (1) Tidal or its supervised persons may have an incentive not to recommend the sale of those securities to clients in order to protect the value of their personal investment, and (2) Tidal or its supervised persons may have an incentive to place their orders before those of clients in order to obtain a better price.

All Tidal’s employees review and acknowledge the Code of Ethics. Tidal’s Code of Ethics addresses these potential conflicts of interest by instituting a standard of business conduct for all supervised persons, by prohibiting supervised persons from effecting certain securities transactions without obtaining pre-clearance from Tidal’s Chief Compliance Officer or designee and by reviewing personal securities transactions reports filed by supervised persons for potential conflicts of interest.

## **Item 12: Brokerage Practices**

### Trade Management

Pursuant to an agreement with specific funds it advises, Tidal may have authority to determine the securities and the amount of securities to be bought or sold, the broker or dealer to be used, and the commission rates to be paid on behalf of the fund. Tidal has the responsibility to appoint on behalf of the funds it advises, sub-advisers with full investment discretion, which may include the selection of brokers and other trading counterparties. Tidal has the responsibility to oversee the activities of the sub-advisers and ensure that all transactions comply with applicable regulations and prospectus covenants. In addition, where Tidal is the adviser or sub-adviser, there are certain funds in which Tidal will initiate placement, execution, and settlement of trades. In these instances, Tidal will not actively make any specific security investment decisions. Rather Tidal’s trading team will be responsible for initiating trades necessary to keep the funds in line with a model portfolio provided by the adviser, sub-adviser or, in the case of an exchange traded fund, the indexing agent or at the direction of the adviser or sub-adviser.

Fund specific trading procedures are maintained for each relationship where Tidal performs this function. Tidal seeks to execute all trades at the best net price considering all relevant circumstances including any direction Tidal may request in using a particular broker or dealer for the execution of transactions in exchange for research services provided to Tidal, while complying with applicable law, including the Securities Exchange Act of 1934.

### Selecting Broker Dealers

Tidal places all orders for the purchase or sale of securities with the primary objective of seeking to obtain best execution and selects brokers that Tidal believes are most capable of providing best

execution for the particular transaction. Tidal has a high expectation regarding the execution quality it expects to receive and deals only with brokers that can meet that standard. When selecting brokers, Tidal evaluates the broker's expertise in trading ETFs (and other securities as relevant), access to markets, and responsiveness to Tidal, as well as Tidal's overall prior experience with the broker. Additionally, all brokerage institutions with whom Tidal places trades must meet broad qualifications regarding professional expertise and competence, competitive pricing, and financial stability.

With respect to orders for the purchase or sale of securities for wealth management and/or wrap fee platform clients, all orders will be conveyed to the relevant platform sponsor, which will be responsible for selecting broker-dealers to execute the transaction in a manner that seeks to obtain best execution for the client.

### Research and Other Soft Dollar Benefits

In general, a soft dollar arrangement involves an agreement or understanding where a discretionary investment adviser receives research or execution (brokerage) services from a broker-dealer, in addition to trade execution services, in return for brokerage commissions generated from client account transactions. Section 28(e) of the Securities Exchange Act of 1934 permits the use of soft dollars to offset the costs of both legitimate research and brokerage services that are acquired by a discretionary investment adviser.

Tidal engages in the practice of accruing soft dollar commissions with certain of its brokerage counterparties when it effects securities transactions on behalf of registered investment company clients to which it serves as the Investment Adviser. Tidal does not accrue soft dollar commissions for any registered investment company clients to which Tidal serves as the Investment Sub-Adviser nor any of its separately managed accounts or other pooled vehicle clients.

Tidal currently uses its soft dollar arrangements, and any resulting soft dollar commissions, to pay the costs of certain brokerage services it has implemented in its trading order management system ("OMS"). For any brokerage service that includes functions not related specifically to the trading function, such services are considered "mixed use" for the purpose of complying with the safe harbor provisions under Section 28(e). Tidal conducts and documents an analysis of the functions provided by its OMS to determine, in good faith, the relative percentage of its use of the OMS service that relates directly to trading functions, which fall within the safe harbor of Section 28(e), and its use of the OMS service that relates to non-trading-related functions, which do not fall within the safe harbor of Section 28(e). Tidal will use its soft dollar commissions to pay for the costs of its OMS in proportion with its mixed-use allocation determination of those services that qualify for the safe harbor under Section 28(e). Tidal may also use soft dollar commissions to pay the cost of certain investment research services that qualify for payment with commissions under Section 28(e).

There is a potential conflict of interest for Tidal when it assigns these values in that it may underestimate the value it should pay for the other services that should be paid in hard dollars. Tidal retains records of these determinations and payments. Services obtained with soft dollar commissions are generally used for all accounts and, accordingly, the services may be used to benefit accounts other than those whose trades generated the soft dollar commissions. To the extent that services of value are received by Tidal through its use of soft dollar commissions, it receives a benefit because Tidal will not have to produce or pay for such services. Tidal may have an incentive to select or recommend a broker-dealer based on Tidal's interest in receiving services, rather than in the clients' interest in receiving the lowest cost for execution. However, Tidal gives trading preference to those broker-dealers that provide services, either directly or indirectly, only so long as Tidal believes that the selection of a particular broker-dealer is

consistent with its duty to seek best execution in the trading process.

#### Brokerage for Client Referrals

It is Tidal's policy not to select for or recommend to clients any broker-dealer for custodial or execution services based on Tidal's or its supervised persons' receipt of client referrals from a broker-dealer or other third party.

#### Directed Brokerage

Clients are permitted to instruct Tidal to direct their brokerage to a particular broker-dealer but should be aware that Tidal may be unable to achieve most favorable execution in those circumstances. When a client directs Tidal to use a particular broker-dealer, that arrangement may cost the client more money than if the client did not direct Tidal to use a particular broker-dealer.

For example, Tidal may be unable to aggregate the client's order with the orders of other clients potentially resulting in higher transaction costs for that client. In other cases, the broker-dealer selected by the client may not have expertise in executing transactions for certain types of securities, such as ETFs, and consequently, the client may receive execution prices that are inferior to those received by other clients.

#### Aggregation of Orders

Tidal may aggregate purchase or sale orders for a security for the accounts of multiple direct clients into a single transaction, often referred to as a block or bunched trade. If a block trade is executed, each participating client typically receives a price that represents the average of the prices at which all of the transactions in a given block were executed. Executing a blocked trade allows transaction costs to be shared typically on a pro rata basis among all of the participating clients. Blocked trading may also allow Tidal to incur lower transaction costs or achieve better execution for clients. If the order is not completely filled, the securities purchased or sold are distributed among participating clients on a pro rata basis or in some other equitable manner.

Block trades are typically placed when the firm reasonably believes that the combination of the transactions provides better prices for clients than placing individual transactions. Tidal is not obligated to include any client account in a blocked trade.

## **Item 13: Review of Accounts**

#### Periodic Reviews

Tidal informally reviews each strategy's portfolio's holdings (in the aggregate) daily to ensure that each strategy continues to conform to the respective investment strategy. With respect to individual client accounts, each direct client's account is informally reviewed on a quarterly basis internally and is formally reviewed on an annual basis with the client. All reviews will be performed by Tidal's Chief Investment Officer or the lead portfolio manager.

### Regular Reports

Tidal makes available quarterly performance reports to its direct account clients. Quarterly performance reports may include holdings, gain/loss, market value, asset allocation, performance return, and summary account activity information for all accounts that the client has under management with Tidal.

Additionally, Tidal makes available periodic reports to its pension consulting clients, generally on a quarterly basis. Such reports will generally include current performance summaries of the market and specific asset classes, holdings and performance summaries for the pension plan's positions, due diligence information on the pension plan's holdings, and peer benchmark comparisons.

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

As of this brochure's date, Tidal has no active solicitation or referral agreements. Tidal does not currently provide compensation to any third parties for referring clients to Tidal.

Tidal has entered into agreements with third parties to provide compensation for the distribution of promotional materials through social media for certain of Tidal's ETFs. Such arrangements may cause a conflict of interest unless certain disclosures are provided by the third parties to inform recipients of the context and other relevant information related to the arrangement between Tidal and the third party.

## **Item 15: Custody**

All client funds and securities are held with qualified custodians, who are required to send account statements, at least quarterly, directly to each of Tidal's direct and platform clients. All clients are urged to carefully review those statements and any client who also receives quarterly performance reports from Tidal is urged to compare the information contained within their custodial account statements with the information contained in their quarterly performance reports.

## **Item 16: Investment Discretion**

Tidal offers advisory services both on a discretionary basis and non-discretionary basis.

Pursuant to an agreement with specific funds it advises, Tidal may have authority to determine the securities and the amount of securities to be bought or sold, the broker or dealer to be used, and the commission rates to be paid on behalf of the fund. Funds may specifically direct Tidal to limit the forgoing authority. Tidal has the responsibility to appoint on behalf of certain funds it advises, sub-advisers with full investment discretion, which may include the selection of brokers and other trading counterparties.

When Tidal has discretionary authority, it exercises its authority pursuant to its written

investment management services agreements with clients. Tidal determines for discretionary managed accounts, without obtaining specific client consent, the securities to be bought or sold, the amount of the securities to be bought or sold, the brokers or dealers through which transactions will be executed, and the amount of commissions or mark ups or mark downs paid. Clients have the ability to direct which investment strategies and portfolio options that their assets are invested in, but once allocated, do not have any ability to limit Tidal's discretionary authority with respect to the management of those investment strategies or portfolio options.

## **Item 17: Voting Client Securities**

Tidal has adopted and implemented proxy voting policies and procedures, which it believes are reasonably designed to ensure that proxies are voted in the best economic interest of clients; and address material conflicts of interest that may arise. The best interest of clients is defined for this purpose as the interest of enhancing or protecting the economic value of client accounts, considered as a group rather than individually, as Tidal determines in its sole and absolute discretion. Tidal believes that proxy voting rights are valuable portfolio assets and an important part of Tidal's investment process.

For ETF products, to the extent clients retain the ability to vote proxies themselves, clients will not receive information about their proxies from Tidal. Instead, clients should receive proxies from their custodian, transfer agent or other third-party service providers such as their proxy service provider. If clients direct Tidal to vote proxies on their behalf, Tidal will adhere to its proxy voting procedures.

Tidal utilizes the third-party proxy management system Broadridge for the ETFs it provides services to. To that end, Tidal will not accept direction as to how to vote individual proxies for which it has voting responsibility from any other person or organization (other than the research and information provided by the outsourced providers noted). Subject to specific provisions in a client's account documentation related to exception voting, Tidal only accepts direction from a client to vote proxies for that client's account pursuant to Tidal's Policy. In those situations where Tidal does accept the authority to vote client securities and receives a proxy, it is Tidal's policy to vote such securities on a case-by-case basis.

In general, Tidal will vote in favor of any action that will help Tidal achieve the goals of the respective investment strategy that the security is associated with or any action that will make the security more appropriate for inclusion in the respective investment strategy. Clients may direct Tidal as to how to vote their securities and can obtain a copy of Tidal's proxy voting policies and procedures or information regarding how Tidal voted their proxies by contacting Tidal and submitting a request by phone or email.

### *ERISA Plan Policy*

Tidal does not have and will not accept the authority to vote client securities on behalf of its advisory clients, with the exception of advisory clients subject to the Employee Retirement Income Security Act of 1974 ("ERISA") for which Tidal serves as a Section 3(38) Investment Manager and clients subject to the Investment Company Act of 1940. Tidal, however, does not expect to receive proxies related to client securities on a frequent basis as Tidal does not recommend individual equity securities. In these situations, clients may direct Tidal to vote proxies or may retain the ability to vote proxies themselves.

### *Conflicts of Interest*

Tidal's proxy voting policies are intended to address any potential material conflicts of interest. A conflict of interest is a relationship or activity engaged in by Tidal, a Tidal affiliate, or a Tidal associate that creates an incentive (or appearance thereof) to favor the interests of Tidal, the affiliate, or associate, rather than the clients' interests. A conflict of interest is defined to the extent that a reasonable person could expect the conflict to influence Tidal's decision on a particular vote at issue. In all cases where there is deemed to be a conflict of interest, Tidal will seek to resolve it in the clients' best interests. Tidal seeks to avoid the occurrence of actual or apparent conflicts of interest in the proxy voting process by voting in accordance with predetermined voting guidelines and observing other procedures that are intended to guard against and manage conflicts of interest.

## **Item 18: Financial Information**

Registered investment advisers are required to provide certain financial information or disclosures about its financial condition.

Tidal has no financial condition that impairs its ability to meet contractual commitments to clients and has not been the subject of a bankruptcy proceeding.