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## **BROCHURE**

### **PART 2A**

**June 26, 2012**

This brochure provides information about the qualifications and business practices of Oldfield Partners LLP. If you have any questions about the contents of this brochure, please contact us at (011) 44 20 7259 1000 and/or [info@oldfieldpartners.com](mailto:info@oldfieldpartners.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 Oldfield Partners LLP also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Whilst Oldfield Partners LLP is registered as an investment adviser with the Securities and Exchange Commission pursuant to the Investment Advisers Act of 1940, as amended, it does not comply with the Advisers Act with regard to its non-US clients. Registration with the SEC does not imply a certain level of skills or training.

## ITEM 2: MATERIAL CHANGES

**A. Summary of Material Changes** – The following summary discloses material changes made to this brochure since the Adviser’s last annual update on 5 July 2011, when the brochure was provided to all US clients and investors as part of the annual distribution: Since this annual update Oldfield Partners LLP started providing discretionary investment services to institutional clients through a new privately offered pooled vehicle, the Doddington Emerging Markets Fund, LLC. Item 4 (Description of Advisory Services) and Item 5 (Advisory Fees and Compensation) was updated accordingly.

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#### ITEM 4: ADVISORY BUSINESS

**A. General Description of Advisory Firm** – Oldfield Partners LLP (or “Oldfield”) is a limited liability partnership which was formed in the United Kingdom on November 9, 2004. Oldfield commenced business shortly thereafter. Oldfield’s registered address and principal place of business is 130 Buckingham Palace Road, London SW1W 9SA, United Kingdom. Oldfield has been registered as an investment adviser with the SEC since January 15, 2011 and with the Financial Services Authority in the United Kingdom (“FSA”) since January 10, 2005. Oldfield is majority owned by Oldfield & Co. (London) Limited.

**B. Description of Advisory Services** – Oldfield is the investment manager to a U.S. domiciled private investment fund and an open-ended investment company organized under the laws of Ireland (collectively, the “Funds”), each described below.

In addition, Oldfield provides investment management services and investment advisory services to institutional clients through separately managed accounts (“Managed Accounts”). Services to institutional accounts may include acting as sub-advisor for other open-ended investment companies.

Oldfield has full discretion and authority to make investment decisions on behalf of the Funds and Separate Accounts it manages, subject to any restrictions contained in the governing documents for the Funds and the investment management agreements for Separate Accounts.

The investment strategies offered by Oldfield through either pooled investment vehicles or Managed Accounts are described below.

##### Global Equity Strategy

The investment objective of the Global Equity Strategy is to achieve returns over the long-term in excess of that of the MSCI World Index (with net dividends reinvested), through investment in a concentrated portfolio of equities of large companies selected from all of the major global markets and, to a lesser extent, from some emerging markets, worldwide. The average market capitalization of companies represented within the Global Equity Strategy is likely to be more than US \$20 billion

##### Multi-Fund Strategy

The investment objective of the Multi-Fund Strategy is to achieve over the long-term a total return in excess of the MSCI World Index (with net dividends reinvested) through investment in a portfolio of investment funds domiciled worldwide, which themselves are invested in the major markets and emerging markets worldwide.

##### European Equity Strategy

The investment objective of the European Equity Strategy is to achieve, over the long-term, a total return in excess of the MSCI European Index (with net dividends reinvested) through investment in a concentrated portfolio of equities of large to medium sized companies, selected from the major markets and, to a lesser extent, from some emerging markets in Europe. Although the European Equity Strategy will have exposure to some of the larger

blue-chip stocks in Europe, a large proportion of assets will be directed toward medium sized companies.

#### Global ex U.S. Equity Strategy

The investment objective of the Global ex-US Strategy is to achieve, over the long term, a total return in excess of that of the MSCI EAFE Index (with net dividends reinvested) through investment in a concentrated portfolio of equity securities, primarily though not exclusively of large companies selected from the major markets (except the U.S.) and to a lesser extent from some emerging markets, worldwide.

#### Japanese Equity Strategy

The investment objective of the Japanese Equity Strategy is to achieve, over the long term, a total return in excess of that of the Tokyo Stock Exchange First Section Index (TOPIX) (with net dividends reinvested) through investment in a concentrated portfolio of equities of large and medium sized companies in Japan.

#### Smaller Companies Strategy

The investment objective of the Smaller Companies Strategy is to achieve, over the long term, a total return in excess of that of the MSCI World Small and Mid Cap Index (with net dividends reinvested) through investment in a concentrated portfolio of equities of small and medium sized companies, selected from all the major markets and to a lesser extent from emerging markets worldwide.

#### Emerging Markets Equity Strategy

The investment objective of the Emerging Markets Equity Strategy is to achieve, over the long term, a total return in excess of that of the MSCI Emerging Markets Index (with net dividends reinvested) through investment in a concentrated portfolio of equities of companies from emerging markets and from other markets where it can be demonstrated by the investment manager that the company concerned is overwhelmingly an emerging market related company.

### **The Funds**

The Funds offered by Oldfield are described below.

#### **Doddington Global Fund LLC**

Oldfield is the investment manager for Doddington Global Fund, LLC ("DGF"), which was formed as a Delaware limited liability company. DGF will not register as an investment company by virtue of Section 3(c)(1) of the Investment Company Act of 1940, as amended (the "1940 Act"). The Managing Member of DGF is Doddington Management Company, LLC, an affiliate of Oldfield. The Managing Member has delegated the day-to-day management of DGF's investments to Oldfield.

#### **Doddington Emerging Markets Fund LLC**

Oldfield is the investment manager for Doddington Emerging Markets Fund, LLC ("DEMF"), which was formed as a Delaware limited liability company. DEMF will not register as an

investment company by virtue of Section 3(c)(1) of the Investment Company Act of 1940, as amended (the "1940 Act"). The Managing Member of DEMF is Doddington Management Company, LLC, an affiliate of Oldfield. The Managing Member has delegated the day-to-day management of DEMF's investments to Oldfield.

### **Overstone Public Limited Company**

Oldfield is the investment manager to Overstone Fund Public Limited Company ("Overstone"). Overstone is a registered investment company organized under the laws of Ireland. It is organized as an umbrella entity for the following seven sub-funds (the "sub-funds"):

Overstone Global Equity Fund

Overstone Opportunity Multi-Fund

Overstone European Equity Fund

Overstone Global ex U.S. Equity Fund

Overstone Japanese Equity Fund

Overstone UK Equity Fund

Overstone Smaller Companies Fund

Overstone Emerging Markets Equity Fund

**C. Availability of Tailored Services for Individual Clients** - Oldfield does not generally tailor each of its limited number of investment strategies to the individual needs of clients. Accordingly, Oldfield does not manage portfolios for clients that seek to impose restrictions on investing in certain securities which Oldfield believes may form part of its investable universe for each of the investment strategies that it offers. However, where a client is subject to specific restrictions (e.g., portfolio diversification requirements), Oldfield may tailor its services in accordance with such restrictions on a case by case basis if such restrictions will not materially alter its investment strategy and approach.

**D. Wrap Fee Programs** - Oldfield does not participate in wrap fee programs.

**E. Client Assets Under Management** - As of March 31, 2012, Oldfield managed the following client assets:

Non-Discretionary Client Assets:	US\$	344,688,403
Discretionary Client Assets:	US\$	<u>4,713,563,822</u>
Total Assets under Management:	US\$	5,058,252,225

## ITEM 5: FEES AND COMPENSATION

### **A. Advisory Fees and Compensation –**

All investors should review the Governing Documents for each Fund in conjunction with this brochure for more complete information on the fees and compensation payable with respect to a particular Fund.

#### **Doddington**

##### Management Fee:

Doddington investors are charged an annual management fee computed separately with respect to each investor, equal to 1.25% (.1042% per month) of the Net Asset Value of each investor's capital account on the last day of each calendar month. The Managing Member reserves the right to reduce the rate for certain investors.

#### **Overstone**

##### Management Fee:

Generally, Oldfield is entitled to receive from each fund an investment management fee calculated by reference to the Net Asset Value on the last day of each calendar month of between 0.75 per cent and 1.25 percent depending on the Sub-Fund and the class.

Oldfield may, in its sole discretion, elect to reduce, waive or calculate differently, all or a portion of the Management Fee or Anti-Dilution Levy with respect to any investor, including any affiliate of Oldfield.

### **The Funds - General**

Generally, each member or shareholder has the right, upon advance written notice to the General Partner or Board of Directors, to redeem all or a portion of its capital account or shares as of the last day of any month, subject to certain restrictions more fully described in the offering documents for the Funds.

### **Managed Accounts**

Oldfield provides investment advice to institutional Managed Accounts. These accounts are generally managed (subject to the ability of clients to impose reasonable limitations on the investment program) using the same strategies as one or more of the Funds, more fully described above. Oldfield's standard annual management charge is 0.75% of assets under management.

Managed Account clients may normally be terminated by the client by giving Oldfield written notice, the termination period for which may be immediate or up to six months as set out in each client advisory agreement.

**B. Payment of Fees –** Oldfield charges the investment management fee to its client accounts either quarterly or monthly. Oldfield does not deduct its fee directly from clients' accounts. Fees are generally calculated as at the last business day of each quarter or month, as applicable, and are billed and payable in arrears.

**C. Other Fees and Expenses** - In addition to paying investment management fees, client accounts will also be subject to other investment expenses such as custodial charges, brokerage fees, commissions and related costs; interest expenses; taxes, duties and other governmental charges; transfer and registration fees or similar expenses; costs associated with foreign exchange transactions; other portfolio expenses; and costs, expenses and fees associated with products or services that may be necessary or incidental to such investments or accounts. In addition to the expenses set forth above, each of the private funds managed by Oldfield also pay legal fees, research fees and expenses, fees charged by accountants and administrators for their professional services and other expenses related to the fund as described in greater detail in the private fund's offering documents. Client assets may be also invested in money market mutual funds or other registered investment companies. In these cases, the client will bear its pro rata share of the investment management fee and other fees and expenses of the fund, which are in addition to the investment management fee paid to Oldfield.

**D.** Oldfield's clients do not pay fees in advance.

**E.** Neither Oldfield nor any of its supervised persons accept any form of compensation for the sale of securities or other investment products.

#### **ITEM 6: PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

This Item is not applicable.

#### **ITEM 7: TYPES OF CLIENTS**

Oldfield clients consist of private funds, pension and profit sharing plans, trusts, charitable organizations, corporations and other business entities. Oldfield generally requires that a client invests a minimum of \$100,000,000 to open a separate account. However, Oldfield may accept a lesser initial investment in its sole discretion.

With respect to any client that is a private fund, any initial investment minimums are disclosed in the offering documents for the private fund.

#### **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

**A. Methods of Analysis and Investment Strategies** - On a regular basis, the investment team studies the MSCI Blue Book, which provides a summary of valuation, balance sheet and performance data. As a result of this manual screen (which is supported by occasional, non-routine, use of mechanical screens by certain criteria), the team focuses more closely on a number of companies which appear superficially interesting.



In addition, the team reads various business related newspapers and publications. Events, incidents and results again highlight a company or a group of companies on which they focus more closely. Further research is then carried out. This includes a review of Bloomberg data, company reports and brokers' notes. The findings are then discussed by the team.

In addition to the sources described above, the team makes use of certain consulting services, such as 13D and GaveKal. The team tends to use external information freely available to the market and then analyzes and interprets the information to form a judgment internally. The emphasis is on internal decision-making.

The investment team works as a discussion group. Each team member generates ideas which are discussed by the group, along with interesting themes and events. However, the ultimate investment decision is made by the individual portfolio manager assigned to the client account.

While Oldfield expects to invest primarily in quoted equities, it may also invest in unquoted equities (although the proportion of assets invested in such securities is expected to be low and may also be limited by the terms of the client agreement).

**This investment strategy and method of operation involves the risk of loss to clients and clients should be prepared to bear the loss of their entire investment.**

## **B. Material Risks Related to Investment Strategies:**

### *Equity Securities*

Equities are a volatile asset class suitable only for clients with a tolerance for wide fluctuations in the market value of their investments. The market price of equity securities may be affected by international events or market factors such as economic or industry cycles or broad declines in stock market prices, or by conditions affecting specific issuers, such as changes in earnings forecasts. Multinational companies earn revenues and incur expenses in multiple currencies. Currency fluctuations can affect a multinational company's financial performance and/or competitive position. Investing in companies with small and medium-sized market capitalizations may involve greater risk than investing in larger companies, and their share prices can fluctuate dramatically in a short period of time. Small and mid-cap companies may be more susceptible to setbacks or downturns than larger companies and may experience higher rates of bankruptcy or other failures. In addition, the shares of a small or mid-cap company may be thinly traded.

### *Warrants*

A warrant is a time-limited right to subscribe for shares or bonds at a particular price and is exercisable against the issuer of the warrants. The issuer of the warrants may be the original issuer of the underlying securities or a third party issuer that has set aside a pool of the underlying securities to cover its obligations under the warrants (i.e., covered warrants). Each warrant is a contract between the warrant issuer and the holder. The holder is therefore exposed to the risk that the issuer will not perform its obligations under the warrant. The price of the warrants will be affected by the risk factors that can affect the price of the underlying securities to which the warrant relates. Warrant prices can be volatile. A relatively small

movement in the price of the underlying security results in a disproportionately large movement, unfavorable or favorable, in the price of the warrant.

### *Non-US Securities and Foreign Currency Exposure*

Foreign securities, foreign currencies, and securities issued by U.S. entities with substantial foreign operations can involve additional risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign currencies; withholding or other taxes; trading, settlement, custodial, and other operational risks; and the less stringent investor protection and disclosure standards of some foreign markets. All of these factors can make foreign investments, especially those in emerging markets, more volatile and potentially less liquid than US investments. In addition, foreign markets can perform differently from the U.S. market. A substantial portion of securities in Oldfield's client accounts may be denominated in currencies other than the US dollar and as Oldfield does not currently employ hedging techniques, the value of the client account can be significantly affected by currency movements.

### *Illiquid Instruments.*

Certain instruments may have no readily available market or third-party pricing. Reduced liquidity may have an adverse impact on market price and Oldfield's ability to sell particular securities when necessary to meet liquidity needs or in response to a specific economic event, such as the deterioration of creditworthiness of an issuer. Reduced liquidity in the secondary market for certain securities may also make it more difficult for Oldfield to obtain market quotations based on actual trades for the purpose of valuing a fund's portfolio.

### *Currency Exchange Transactions*

Currency exchange transactions protect against uncertainty in the level of future exchange rates when merited and practicable. SCM may conduct currency exchange transactions for a client account either on the spot (i.e., cash) basis at the rate prevailing in the currency exchange market, or through entering into forward contracts to purchase or sell currency. The use of forward currency contracts does not eliminate fluctuations in the underlying prices of the securities, but it does establish a rate of exchange that can be achieved in the future. Although forward currency contracts limit the risk of loss due to a decline in the value of the hedged currency, at the same time they also limit any potential gain that might result should the value of the currency increase.

**C. Risks Associated With Types of Securities that are Primarily Recommended – See Item 8.B. above.**

<b>ITEM 9: DISCIPLINARY INFORMATION</b>
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This Item is not applicable.

#### ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

- A. Oldfield is not registered as a broker-dealer.
- B. Oldfield is not registered as a commodity pool operator or a commodity trading adviser.
- C. **Material Relationships or Arrangements with Industry Participants** - Doddington Management Company LLC (“Doddington LLC”) is a limited liability company incorporated in the United States of America on September 8, 2005 whose sole member is Oldfield. Doddington LLC has been appointed Manager of the DGF and the DEMF. Doddington LLC does not provide investment advisory services to the DGF, the DEMF, nor to the clients of Oldfield. Oldfield acts as the investment adviser to the Doddington Global Fund.
- D. Oldfield does not recommend or select other investment advisers for its clients.

#### ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS & PERSONAL TRADING

A. **Code of Ethics** - Oldfield has adopted a Code of Ethics (the “Code”) that sets out its policies in respect of personal securities transactions, gifts & business entertainment and outside affiliations & political and governmental activities of its employees<sup>1</sup>. The Code obligates Oldfield and its employees to put the interests of Oldfield’s clients before its own interests and to act honestly and in good faith in all respects in its dealings with clients. All of Oldfield’s personnel are also required to comply with applicable federal securities laws.

The Code requires all employees to seek prior approval for and to report their personal securities transactions and holdings to Oldfield’s CCO. The CCO will consider potential conflicts with clients’ interests as part of the approval process and the personal securities transaction will not be approved where there is a conflict. Oldfield’s Code prohibits Oldfield or its employees from executing personal securities transactions of any kind in any securities on a restricted securities list maintained by the CCO. All of Oldfield’s employees are also required to provide broker confirmations of each transaction in which they engage and a quarterly certification of such transactions, as well as disclose their holdings on an annual basis.

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<sup>1</sup> The term “employees” includes “relevant persons” (i.e., any of the following (a) a director, partner or equivalent, manager, employee or appointed representative of Oldfield, and (b) any other natural person, including persons operating under an outsourcing arrangement, whose services are placed at the disposal and under the control of Oldfield and who is involved in the provision by Oldfield of regulated activities as defined by the FSA) and “access persons” (i.e., a supervised person who has access to non-public information regarding a client’s purchase or sale of securities, who is involved in making securities recommendations to clients or who has access to such recommendations that are non-public; a “supervised person” means a director or officer (or other person occupying a similar status or performing similar functions), employee and any other person who provides advice on behalf of Oldfield and is subject to Oldfield’s supervision and control.)

Oldfield, in the course of its investment management and other activities, may come into possession of confidential or material nonpublic information about issuers, including issuers in which Oldfield has invested or seeks to invest on behalf of clients. Oldfield is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is a client. Oldfield maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that Oldfield is meeting its obligations to clients and remains in compliance with applicable law. In certain circumstances, Oldfield may possess certain confidential or material, nonpublic information that, if disclosed, might be material to a decision to buy, sell or hold a security, but Oldfield will be prohibited from communicating such information to the client or using such information for the client's benefit. In such circumstances, Oldfield will have no responsibility or liability to the client for not disclosing such information to the client (or the fact that Oldfield possesses such information), or not using such information for the client's benefit, as a result of following Oldfield's policies and procedures designed to provide reasonable assurances that it is complying with applicable law.

Clients or prospective clients may obtain a copy of the Code of Ethics by contacting John McEwing (Chief Compliance Officer) by email at [jgm@oldfieldpartners.com](mailto:jgm@oldfieldpartners.com) or by telephone at (011) 44 20 7259 1000.

**B. Client Transactions in Securities where Adviser has Material Financial Interest** – Oldfield may, on occasion, cause one or more of its clients to buy securities from, or sell securities to, other clients of Oldfield at current market prices, including accounts in which Oldfield, its principals or employees are investors or in which such persons may have a financial interest due to the payment of a performance allocation to Oldfield (or an affiliate) by such client. Where applicable, the consent of the appropriate client (which, in certain circumstances, may be provided by the client's independent directors) to such transaction will be obtained in accordance with the Advisers Act and related rules.

Oldfield may invest client assets in one or more investment companies (and offshore investment vehicles for non-US clients) for which Oldfield acts as investment adviser. This practice creates a conflict of interest because Oldfield has an incentive to sell securities to clients based on its own financial interests, rather than solely the interests of a client. Oldfield addresses this conflict of interest by excluding assets invested in such investment companies from the asset base used for purposes of determining the amount of investment advisory fees payable to Oldfield.

**C. Investing in Securities Recommended to Clients** – On occasion, Oldfield or related persons and its principals and employees may buy and sell securities for themselves that they also recommend to clients. Oldfield and its principals and employees are investors in some of the investment funds managed by Oldfield. The Code of Ethics contains policies and procedures designed to prevent improper practices with respect to such transactions, and compliance with the Code of Ethics by Oldfield, its principals and employees, is the primary method employed by Oldfield to address the conflicts of interest that arise with respect to these transactions.

D. Oldfield does not recommend securities to clients, or buy or sell securities for client accounts, at or about the same time that Oldfield or a related person buys or sells the same securities for its own account.

## ITEM 12: BROKERAGE POLICIES

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

- Unless otherwise provided in an investment management agreement with a particular client, Oldfield possesses the same discretion to determine the broker or dealer to be used for each securities transaction for each client account. In selecting brokers or dealers to execute transactions (or series of transactions), Oldfield considers a number of factors to determine the reasonableness of the broker-dealer's compensation. Such factors include price, ability to effect the transactions, the brokers' or dealers' facilities, reliability and financial responsibility, special execution capabilities, block trading capabilities, willingness to execute related or unrelated difficult transactions in the future, quotation services, custody, recordkeeping and similar services, and any research or investment management-related services provided by such brokers or dealers; however, Oldfield need not solicit competitive bids from broker-dealers and does not have an obligation to seek the lowest available commission cost. Where it utilizes full-service brokers, it is not Oldfield's practice to negotiate "execution only" commission rates, thus a client may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate.

**1. Research and Other Soft Dollar Benefits** - Oldfield receives research from certain broker-dealers in connection with client securities transactions. This is known as a "soft dollar" relationship. Oldfield limits the use of "soft dollars" to obtain research and brokerage services in compliance with the FSA Rules and as permitted under the safe harbor of Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)").

Research services within Section 28(e) which Oldfield may use includes, but is not limited to, research reports (including market research); certain financial newsletters and trade journals; attendance at certain seminars and conferences; discussions with research analysts and meetings with corporate executives.

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

As disclosed above, Oldfield may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as

paying-up), resulting in higher transaction costs for clients. The use of client commissions (or markups or markdowns) to obtain research and brokerage products and services raises conflicts of interest. For example, Oldfield will not have to pay for the products and services itself. This creates an incentive for Oldfield to select or recommend a broker-dealer based on its interest in receiving those products and services.

Research and brokerage services obtained by the use of commissions arising from the client's portfolio transactions may be used by Oldfield in its other investment activities, including for the benefit of other client accounts. Oldfield does not seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

In order to manage the conflicts of interest inherent in its brokerage practices, Oldfield has adopted the following policies:

- (i) Oldfield limits the use of "soft dollars" under client commission arrangements to those products and services that are permitted under the safe harbor of Section 28(e), the FSA rules and applicable regulatory interpretations; and
- (ii) Oldfield's brokerage policies are disclosed to clients in writing prior to the provision of Oldfield's services, generally as part of the investment management agreement or the applicable offering memorandum. In addition, Oldfield provides to its clients at least once a year or in relation to such other periods as its clients may reasonably require, a report on its use of broker commission.

2. Oldfield does not select or recommend broker-dealers based on whether it receives client referrals from such broker-dealer.

**3. Directed Brokerage.** Under certain circumstances, Oldfield may permit clients to direct it to execute the client's trades with a specified broker-dealer. When a client directs Oldfield to use a specified broker-dealer to execute all or a portion of the client's securities transactions, Oldfield treats the client direction as a decision by the client to retain, to the extent of the direction, the discretion Oldfield would otherwise have in selecting broker-dealers to effect transactions and in negotiating commissions for the client's account. Although Oldfield attempts to effect such transactions in a manner consistent with its policy of seeking best execution, there may be occasions where it is unable to do so, in which case Oldfield will continue to comply with the client's instructions. Transactions in the same security for accounts that have directed the use of the same broker will be aggregated. When the directed broker-dealer is unable to execute a trade, Oldfield will select broker-dealers other than the directed broker-dealer to effect client securities transactions. A client who directs Oldfield to use a particular broker-dealer to effect transactions should consider whether such direction may result in certain costs or disadvantages to the client. Such costs may include higher brokerage commissions (because Oldfield may not be able to aggregate orders to reduce transaction costs), less favorable execution of transactions, and the potential of exclusion from the client's portfolio of certain foreign ordinary shares and/or small capitalization or illiquid securities due to the inability of the particular broker-dealer in question to provide adequate price and execution of all types of securities transactions. By permitting a client to direct Oldfield to execute the client's trades through a specified broker-dealer, Oldfield will make no attempt to negotiate commissions on behalf of the client and, as a result, in some transactions such clients may pay materially

disparate commissions depending on their commission arrangement with the specified broker-dealer and upon other factors such as number of shares, round and odd lots and the market for the security. The commissions charged to clients that direct Oldfield to execute the client's trades through a specified broker-dealer may in some transactions be materially different to those of clients who do not direct the execution of their trades. Clients that direct Oldfield to execute their trades through a specified broker-dealer may also lose the ability to negotiate volume commission discounts on batched transactions that may otherwise be available to other clients of Oldfield.

**B. Order Aggregation** - Where possible, Oldfield will aggregate orders for clients for the purchase or sale of the same security using the same executing broker. Such aggregation may enable Oldfield to obtain for clients a more favorable price or a better commission rate based upon the volume of a particular transaction. Nevertheless, there may be circumstances when aggregation works to the disadvantage of a client but is done to provide equitable treatment to all clients. Oldfield aggregates client orders where it reasonably believes that this is in clients' overall best interests or to provide equitable treatment. Where it is intended to aggregate orders for clients, this will be disclosed in the relevant client investment management agreements or offering memoranda.

Where it aggregates orders across client accounts, Oldfield will pre-allocate the securities across the aggregated client accounts before the transaction is effected, specifying the participating client accounts and method of allocation among accounts. After the trade is executed, securities shall be promptly allocated to client accounts in accordance with pre-allocation. Adjustments or changes may be made under certain circumstances, such as to avoid odd lots or excessively small allocations. If the order at a particular broker is filled at several different prices, through multiple trades, generally all such participating accounts will receive the volume-weighted average price and pay the average commission, subject to odd lots, rounding, and market practice. If an aggregated order is only partially filled, Oldfield's procedures provide that the securities or proceeds are to be allocated in a manner deemed fair and equitable to clients.

#### ITEM 13: REVIEW OF ACCOUNTS

**A. Frequency and Nature of Review** - Each client account is generally reviewed daily by the relevant Investment Managers for weightings of individual positions, performance and adherence to investment policies.

Each account is also reviewed monthly on a sample basis for adherence to investment restrictions by compliance staff under the supervision of the CCO.

**B. Content and Frequency of Regular Account Reports** - Each client that is a separate account will receive reports in accordance with what is specified in their individual investment management agreement. Generally, clients will receive a monthly written summary of their account's performance, and key highlights of trading activity. Such reports may be delivered electronically to the client in accordance with the client's agreement with Oldfield.

Investors in the private funds managed by Oldfield receive reports pursuant to the terms of each fund's offering documents. These reports generally include a monthly performance report from Oldfield, monthly statements of account, annual audited financial statements within 120 days after the financial year end, and annual tax reports.

#### ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

**A. Economic Benefits Received from Non-Clients for Providing Services to Clients** - As discussed in **Item 12 - Brokerage Practices** Oldfield receives certain research or other products or services from broker-dealers through "soft-dollar" arrangements. These "soft-dollar" arrangements create an incentive for Oldfield to select or recommend broker-dealers based on Oldfield's interest in receiving the research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by Oldfield on behalf of its clients. Please see **Item 12 - Brokerage Practices** for further information on Oldfield's "soft-dollar" practices, including Oldfield's procedures for addressing conflicts of interest that arise from such practices.

Oldfield does not receive any economic benefit from any person who is not a client for providing investment advice or other advisory services to Oldfield's clients, other than from broker-dealers in the form of soft dollars as described above.

#### ITEM 15: CUSTODY

This Item is not applicable.

#### ITEM 16: INVESTMENT DISCRETION

Oldfield provides investment advisory services on a discretionary basis to clients. Please see **Item 4 - Advisory Business** for a description of certain limitations clients may place on Oldfield's discretionary authority.

Prior to assuming full discretion in managing a client's assets in a separate Managed Account, Oldfield enters into an investment management agreement that sets forth the scope of Oldfield's discretion.

Unless otherwise instructed or directed by a discretionary client, Oldfield has the authority to determine (i) the securities to be purchased and sold for the client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines) and (ii) the amount of securities to be purchased or sold for



the client account. Because of the differences in client investment objectives and strategies and other criteria as set out below, there may be differences among clients in invested positions and securities held.

Oldfield's Investment Managers submit an allocation statement to Oldfield's trading desk describing the allocation of securities to (or from) client accounts for each trade/order submitted. The Investment Manager may consider the following factors, among others, in allocating securities among clients: (i) client investment guidelines; (ii) restrictions placed on a client's portfolio by the client or by applicable law; (iii) size of the client account; (iv) existing size and average cost of the security in the client's account; and (v) account liquidity and timing of cash flows.

Allocations will be made among client accounts eligible to participate in initial public offerings (IPOs) and secondary offerings on a pro rata basis, except when Oldfield determines in its discretion that a pro rata allocation is not appropriate, which may include a client's investment guidelines explicitly prohibiting participation in IPOs or secondary offerings and a client's status as a "restricted person" under applicable regulations.

Oldfield may effect cross transactions between discretionary client accounts, except as otherwise noted below. Cross transactions enable Oldfield to effect a trade between two clients for the same security at a set price, thereby possibly avoiding an unfavorable price movement that may be created through entrance into the market and saving commission costs for both accounts. Cross transactions include rebalancing transactions that are undertaken so that, after withdrawals or contributions have occurred, the portfolio compositions of similarly Managed Accounts remain substantially similar. Oldfield has a potentially conflicting division of loyalties and responsibilities regarding both parties to cross transactions. Cross transactions between client accounts are not permitted if they would constitute principal trades or trades for which Oldfield or its affiliates are compensated as a broker unless client consent has been obtained based upon written disclosure to the client of the capacity in which Oldfield or its affiliates will act. In addition, cross transactions are not permitted for benefit plan or other similar accounts that are subject to ERISA.

Oldfield maintains policies in respect of trading errors which require that, to the extent that trading errors occur, they are corrected as soon as practicable. As soon as a trading error is suspected, the CCO should be alerted immediately, who will review the facts and determine an appropriate course of action. The CCO has discretion to resolve a particular error in a manner other than specified in Oldfield's procedures. Unless otherwise agreed to between Oldfield and the client, Oldfield is generally not responsible for its own errors absent negligence, bad faith or wilful misconduct. Oldfield is not responsible for the errors of other persons, including third party brokers and custodians, unless otherwise expressly agreed to by Oldfield. Broker-dealers are not permitted to assume responsibility for trading error losses caused by Oldfield.

#### ITEM 17: VOTING CLIENT SECURITIES

**A. Policies and Procedures Relating to Authority to Vote Client Securities** – To the extent Oldfield has been delegated proxy voting authority on behalf of its clients, it complies with its Proxy Voting Policies and Procedures (the “Procedures”) that are designed to ensure that it votes proxies with respect to client securities in the best interests of its clients. The Procedures also require that Oldfield identify any conflicts of interest between Oldfield and its clients. If a material conflict exists, Oldfield will determine whether voting in accordance with the voting guidelines and factors described in the Procedures is in the best interests of the client or take some other appropriate action.

Oldfield will generally vote in favor of routine corporate housekeeping proposals such as the election of directors where no corporate governance issues are implicated, the reappointment of auditors or increases or reclassification of common stock. Generally, Oldfield will vote against proposals that make it more difficult to replace members of a board of directors, that cause management to be too heavily represented on the board or introduce cumulative voting, unequal voting rights and create supermajority voting. For all other proposals, Oldfield will determine whether a proposal is in the best interests of its clients and may take into account, among others, the following factors: whether the proposal was recommended by management and Oldfield’s opinion of management; whether the proposal acts to entrench existing management; whether the proposal fairly compensates management for past and future performance; and whether the proposal is likely to strengthen the issuer’s business franchise and therefore benefit its shareholders over a time frame that is relevant for Oldfield’s clients’ portfolios.

Clients may obtain a copy of Oldfield’s Procedures and information about how it voted a client’s proxies by contacting John McEwing ([jgm@oldfieldpartners.com](mailto:jgm@oldfieldpartners.com)).

**B.** Currently, Oldfield has been delegated authority to vote all Client securities save in respect of one Managed Account.

#### ITEM 18: FINANCIAL INFORMATION

This Item is not applicable.