
Impax Asset Management Limited

US Form ADV Brochure

Norfolk House
31 St James's Square
London
SW1Y 4JR
United Kingdom

Tel: +44 (0) 207 434 1122

Fax: +44 (0) 207 434 1123

Email: clientservices@impaxam.com

www.impaxam.com

September 2013

This brochure provides information about the qualifications and business practices of Impax Asset Management Limited. If you have any questions about the contents of this brochure, please contact us at +44 (0) 207 434 1122, or by email to clientservices@impaxam.com. The information in this brochure has not been approved or verified by the United Kingdom Financial Conduct Authority or by the United States Securities and Exchange Commission or any other state securities authority.

Impax Asset Management Limited is a registered investment adviser, please note that registration does not imply a certain level of training.

Material Changes

The key material change in the information disclosed since the previous disclosure relates to the following sections to more accurately reflect our business practices:
5. Methods of Analysis, Investment Strategies and Risk of Loss and in section; and
9. Brokerage Practices.

Impax Asset Management Limited

Table of Contents

Section	Contents
1.	Advisory Business
2.	Fees & Compensation
3.	Performance-Based Fees and Side-by Side Management
4.	Types of Clients
5.	Methods of Analysis, Investment Strategies and Risk of Loss
6.	Disciplinary Information
7.	Other Financial Industry Activities and Affiliations
8.	Code of Ethics, Participations or Interest in Client Transactions and Personal Trading
9.	Brokerage Practices
10.	Review of Accounts
11.	Client Referrals and Other Compensation
12.	Custody
13.	Investment Discretion
14.	Voting Client Securities
15.	Financial Information
16.	Requirements for State-Registered Advisers

1. Advisory Business

Impax Asset Management Limited is a UK investment management company authorised and regulated by the Financial Conduct Authority in the UK and is a SEC registered investment adviser. The company provides investment management services in environmental and resource optimisation markets, including energy efficiency, alternative energy, water, waste, and food, agriculture and forestry. The company started operations in 1998 and is wholly owned and is the principal operating subsidiary of Impax Asset Management Group plc which is listed on the Alternative Investment Market (AIM) of the London Stock Exchange.

Impax Asset Management (Hong Kong) Ltd. is a 100% subsidiary of Impax approved by the Securities and Futures Commission in Hong Kong which also provides investment services to IAM and funds managed by IAM.

The company offers discretionary and advisory investment management services specialising in investment in global environmental markets to professional clients and institutional investors in accordance with the requirements of client specific investment management agreements. At the end of September 2013 the company had Assets under Management of \$3,557m, including \$3,479m under discretionary management (listed equity and private equity infrastructure).

2. Fees and Compensation

The firm does not operate a basic fee schedule for investment supervisory services, fees are negotiated between the firm and the client prior to the client agreement being signed. Fees are charged either monthly or quarterly in arrears and calculated by reference to the average or month end net asset values and invoiced to the client. The firm does not charge clients in advance.

Compensation and termination arrangements apply in accordance with client agreements. Funds that are managed by the firm will also pay normal transaction and brokerage charges incurred in the management of the fund. Clients will also have to pay the costs and charges of the custodian and administrator appointed by the client in respect of the investments. The firm and staff do not receive any compensation from the sale or purchase of any investments on behalf of the client.

3. Performance-Based Fees and Side-by-Side Management

The firm is permitted to charge a performance related fee in respect of the two private equity funds managed, these funds do not invest in listed equities and there is no overlap in the investments in these funds and the listed equity funds. There is a separate investment team who are responsible for the private equity funds and they operate independently with appropriate chinese walls in place. It is considered unlikely that there will be significant conflicts of interest between the strategies, any

potential conflict would be managed in accordance with the detailed policy on the management of conflicts.

Imp

4. Types of Client

The firm provides investment management and advisory services to professional and institutional clients. This includes pooled investment vehicles, pension plans and other wholesale institutional clients. The firm does not provide services to private clients and individuals.

5. Methods of Analysis, Investment Strategies and Risk of Loss

The Impax Asset Management Limited investment style is “Growth at Reasonable Price” (“GARP”), investing in companies operating in growth markets, with compelling business models based on proven technology, strong management quality and at attractive valuations.

Impax aims to generate out-performance over the long term by investing in the most attractive stocks identified by a research intensive, bottom up, stock picking process. This bottom up process is complemented by a “Top Down Macro and Themes Overlay” to ensure that research is focussed on the most promising regions and sectors.

The investment team apply a primary screen to all potential investee companies to ensure they meet the criteria for inclusion in the universe. This is followed by initial research by a lead analyst into the stock’s financial performance, and a review of consensus earnings.

If it is decided that full research should be completed, the stock will be assigned to a lead analyst for completion of a 10 step approach, which covers the following:

Business Fundamentals

- Investment Theme
- Market
- Technology
- Business model & strategy
- Management
- Governance

Market Dynamics

- Ownership & Trading (liquidity)
- Intrinsic value

Outlook

- Risks & Issues
-

-
- Catalysts for share price movement

Generation of an intrinsic value involves the use of a proprietary Viper and EVA/DCF model. This model applies a discount rate to future cash flows to evaluate whether a stock is likely to make a return on the capital it has invested that is higher than the cost of running its assets. We regard any positive spread as economic value created for the shareholders. We also use other valuation methodologies, including “sum of the parts” models for businesses with cash flows from discrete or disparate businesses, and multiple analysis to deduce “through the cycle” earnings power for cyclical companies. Most commonly used multiples are EV/EBITDA, EV/EBIT, PE and EV/IC.

A short summary paper covering the key qualitative and quantitative issues identified is then produced. The investment team discuss the stock in more detail (during the weekly Investment Committee meeting) and decide whether or not to include it on the ‘A’ List of investable stocks, and (if it is approved), agree a target price. Both Bruce Jenkyn-Jones (Managing Director of Listed Equities) and Ian Simm (Chief Executive) have a veto over decisions regarding the ‘A’ List of investable stocks.

A formal portfolio construction meeting is held weekly for the strategies during which the portfolio is reviewed against performance and risk reports and target prices. Strategy/positioning and any necessary rebalancing are also discussed. Portfolio construction is the responsibility of the portfolio managers.

The main risks faced under the Impax investment strategy are

- a) Corporate price performance
- b) Corporate credit risk
- c) National economic and market risk
- d) National legislation risk for the sector
- e) Sector risk

Impax monitors risk through:

- Value at Risk (to show overall portfolio sensitivity as maximum expected loss over a one day period in 1 in 100 possible outcomes (99%))
- Breakdown of risk over sector, geography, style (growth/value, mid/large/small) and stock specific risks and individual stock marginal contribution to risk
- Tracking error
- Volatility
- Correlations
- Sector, sub-sector and security concentrations in portfolios.

The portfolio is reviewed in light of these figures as well as the current macro and thematic overlays. This data provides the managers with the framework to analyze the actual risk and positioning, and the underlying factors generating the risk. Active

weightings relative to a range of reference benchmarks are calculated at least once per week. Parameters that are calculated include stock weightings, sector/subsector weightings and region/country weightings.

Impax uses Linedata Compliance Systems which is fully integrated with Longview OMS to provide pre-trade and post-trade compliance monitoring. Before a fund is allowed to trade, all investment, internal compliance and risk guidelines must be loaded. The compliance breach department is responsible for loading and checking all entered guidelines. Compliance breach monitoring reports are produced via Linedata Compliance and emailed to the Compliance Officer and Head of Operations on daily basis.

Impax conducts scenario analysis using software provided by FactSet Research Systems and Axioma Inc. “What if” analysis is conducted under a number of scenarios, such as changes in commodity prices and sudden events (stock market crashes). This information is presented at the Portfolio Review and Risk Meeting.

The private equity investment strategy is based on investment into projects across Europe utilising proven technology with experienced management teams in wind and solar energy projects. The projects are typically in the late stage of construction and moving into the implementation stage with long term energy supply contracts.

The strategy carries risks of

- National legislation changes
- Sector risks
- Operational performance risk
- Price risk

The team monitors risk through detailed oversight of the operations of the projects and representation on the governing bodies together with the use of industry experts to assess and monitor performance. As with all private equity funds the funds carry a high level of risk and are not suitable for retail investors.

6. Disciplinary Information

Impax Asset Management Limited and staff have not been involved in any

- a) Criminal or Civil action in a domestic, foreign or military court
 - b) Administrative proceeding before the UK Financial conduct authority, SEC, any other federal regulatory agency, any state regulatory agency or any other foreign financial regulatory authority.
 - c) A self-regulatory organisation proceeding
-

7. Other Financial Industry Activities and Affiliations

Impax Asset Management Limited and staff members are not registered and do not have applications pending registration as a broker-dealer or as a representative of a broker-dealer.

Impax Asset Management Limited and staff members are not registered and do not have applications pending registration as a futures commission merchant, commodity pool operator, a commodity trading adviser or an associated person to any of these entities.

Arrangements that are material to the Impax Asset Management Limited advisory business with a related person who are other investment advisors are as follows:

- a) Impax Asset Management Group plc (“Impax”), 100% parent of IAM, has helped to seed funds managed by Impax Asset Management Limited:
 - 1) Impax became a limited partner in Impax New Energy Investors LP, a fund investing in projects in the renewable energy. Impax has committed to invest up to Euro 3.756m in the fund.
 - 2) Impax became a limited partner in Impax New Energy Investors II LP, a fund investing in projects in the renewable energy and related sectors. Impax has committed to invest Euro 3.298m into the fund.
 - 3) Impax became a limited partner in Impax Global Resource Optimization LP, a long only equity fund investing in environmental and resource scarcity markets, Impax has invested \$5.0m in the fund and to date has redeemed \$1.0m of this investment.
 - 4) Impax has invested £2.0mm in the Impax Food and Agriculture Fund

These investments are fully disclosed in the accounts of Impax.

- b) Impax Asset Management Limited acts as the general partner to both Impax New Energy Investors LP and Impax New Energy Investors II LP.
- c) Impax Asset Management (US) LLC is a 100% subsidiary of IAM and its sole activity is to represent IAM for which it will receive a fee, no conflict of interest is considered to exist in respect of the arrangement.
- d) Impax Asset Management (Hong Kong) Ltd. is a 100% subsidiary of Impax approved by the Securities and Futures Commission in Hong Kong provides investment services to IAM and funds managed by IAM. IAM will pay a fee for these services. No conflict of interest is considered to exist in respect of the arrangement.

Impax Asset Management Limited does not select or recommend other investment advisers for clients and does not receive any compensation from other investment advisers except where that adviser is a client of the firm.

8. Code of Ethics, Participation or Interests in Client Transactions and Personal Trading

As a registered investment adviser with the SEC, Impax Asset Management Limited is required to maintain a Code of Ethics. The firm has established and maintains a standard of business conduct consistent with the firm's fiduciary obligation to its clients. All employees of the firm are required to comply with applicable US Federal Securities Laws.

The firm has an affirmative statutory obligation to establish, maintain and enforce written policies and procedures reasonably designed to prevent Access Persons (as defined) from misusing material, non-public information and breaching their fiduciary obligations to its clients.

No Access Person shall, directly or indirectly:

- a) employ any device, scheme or artifice to defraud a client;
- b) make to such client any untrue statement of a material fact or fail to state a material fact necessary in order to make the statements made to such client, in light of the circumstances under which they are made, not misleading;
- c) engage in any act, practice or course of business which operates or would operate as a fraud or deceit upon such client; or
- d) engage in any manipulative practice with respect to such client.

The Code of Ethics contains procedures for Personal Account Dealing by employees (see below).

The Code of Ethics notes that the firm manages and advises a range of listed and private equity funds investing in environmental and resource optimisation markets, and that the activities of the investment team are wholly within this sector ("the Impax Universe"). A copy of the Code is available to any client or prospective client on request.

Impax Asset Management Limited has a Conflict of Interest Policy which applies to any conflicts of interest that may give rise to a material risk of damage to the interests of any existing or potential client. The firm conducts its business according to the principle that it must manage conflicts of interest fairly, both between itself and a client of the firm, and between one client and another.

In identifying conflicts of interest, the firm considers the factual circumstances and will take into account, inter alia, whether the firm is likely to

- a) make a financial gain, or avoid a financial loss, at the expense of the client or clients or
 - b) has an interest in the outcome of a service provided to the client, or the outcome of a transaction carried out on behalf of the client, which is distinct from the client's interest in that outcome or,
 - c) has a financial or other incentive to favour the interest of one client or group of clients over the interests of another client or group of clients, or
-

-
- d) carries on the same business as the client; and /or
 - e) receives, or will receive, from a person other than the client, an inducement in relation to a service provided to the client, in the form of monies, goods or services, other than the standard commission or fee for that service.

The firm's policy is to take all reasonable steps to maintain and operate effective organisational, procedural and administrative arrangements to identify and manage conflicts. The firm has in place procedures that address the identification and management of actual and potential conflicts of interest that may arise in the course of the firm's business. The firm is required to manage any conflict of interest which arises promptly and fairly.

The procedures for Personal Account Dealing provide for IAM employees to deal as follows:

- a) If it is a small cap stock within the Impax Universe, with restricted liquidity, then Personal Account dealing by employees is not permitted
- b) If it is a large cap liquid stock within the Impax Universe, then Personal Account dealing by employees is permitted subject to pre-clearance and reporting requirements.
- c) If it is an investment in a fund managed by Impax Asset Management Limited, then Personal Account dealing by employees is permitted subject to pre-clearance and reporting requirements.
- d) If the stock is not within the Impax Universe, then Personal Account dealing is permitted subject to reporting requirements.

IAM is required to provide each employee with a copy of the Code of Ethics and any amendments and each employee must submit a written acknowledgement of the receipt of the Code of Ethics and any amendments.

9. Brokerage Practices

The limitations on the authority of Impax Asset Management Limited relating to investment and brokerage discretion are outlined in client agreements and related documentation. This may include matters such as investment criteria, target weightings, investment and borrowing restrictions, and lists of recognised markets.

When selecting the broker or dealer to be used and consenting to the commission rate payable, the firm takes into account price and a number of factors, including but not limited to:

- a) cost or commissions of execution
 - b) speed
 - c) the current liquidity for the relevant security (which may affect the ability to execute an order)
 - d) the size and nature of the order
 - e) the potential market impact of the transaction
-

-
- f) the quality of order execution
 - g) execution capability
 - h) responsibility and solvency of the counterparty
 - i) responsiveness of the broker or venue and
 - j) the quality and efficiency of the settlement process post execution.

The firm will determine the relative importance of the execution factors by using its industry experience, expertise and judgement in light of available market information with the primary aim of prompt, fair and expeditious execution of trades. This applies to all types of securities dealt.

Impax unbundles commission and pays for execution, paying ‘hard dollars’ for research. This enables Impax to use the best brokers for execution in line with our Order Execution Policy and also allows Impax to reward the best companies for research and investment ideas.

Impax Asset Management Limited has a Dealing Procedures and Trade Allocation Policy which covers the firm's underlying approach to trading and outlines key aspects of the Trade Allocation Policy.

The trading desk has been developed to provide best execution in a consistent and efficient manner for all of Impax’s clients across all managed funds. The desk uses direct market access (DMA) to improve execution visibility real-time, access better liquidity and lower the cost of execution for the majority of the orders it manages. Pre and post trade (TCA) is also used to monitor and improve the execution process.

When placing orders, portfolio managers must specify a pre-determined number of shares for each identified account, or group of accounts, at the time the order is placed. The executed portion of a transaction(s) (e.g. a partial fill) on the same trading day will be allocated by the appropriate Trading Desk personnel on a pro rata basis (to the nearest round trading lot) based on the original order.

Combining two or more accounts in one trade regardless of the portfolio manager involved, is the responsibility of the trading desk. All trades will be allocated by the appropriate trading desk personnel on a pro rata basis (to the nearest round trading lot) for all outstanding orders (for the same security on the same terms) at the time of the fill. Each account involved will receive a percentage of the executed portion of the partially filled order based upon each account’s percentage of the entire order. The allocations will be made at the average execution price where there is more than one fill.

Transactions are allocated promptly, on the trade date, and no re-allocations are permitted from one account to another except where the original allocation was done in error. Re-allocation is subject to the approval of the Compliance Officer and reasons should be documented within one business day.

Impax executes trades and agrees these trades with the executing counterparty using a system called Omgeo CTM (Oasis Global). In the event that a trade is disputed, the Compliance Officer is immediately notified and system logs and phone conversations will be reviewed. Only if appropriate and agreement is reached between the execution counterparty, Compliance Officer and the Managing Director of Listed Equity will a deal be cancelled. Any decisions made are recorded in Impax's compliance logs.

10. Review of Accounts

The investment team monitors all accounts on a daily basis and holds daily investment review meetings and weekly strategy meetings.

Reports to clients on their accounts cover all aspects of the management and performance of the account including performance, transactions, research and

investment outlook. The reports are prepared according to client requirements, different reports are prepared on monthly, quarterly, semi-annual and annual cycles.

11. Client Referrals and Other Compensation

Impax Asset Management Limited does not receive compensation from third parties for providing investment services to clients. To assist it in locating individuals or entities ("clients") who may benefit from Impax Asset Management Limited's investment advisory services, Berkshire Capital Securities LLC ("Berkshire Capital") has entered into a Referral Agreement with us. The compensation Berkshire Capital receives from us for its referral services under the Referral Agreement is based upon an upfront retainer fee and a percentage of the revenue received by Impax Asset Management Limited from clients referred to us by Berkshire Capital. The retainer fee paid to Berkshire Capital is to be netted against the percentage of revenue fee paid under the Referral Agreement. Berkshire Capital is also entitled to reimbursement for certain expenses incurred while providing referral services to us. In the event we provide investment management services to clients referred to us by Berkshire Capital, the fee paid by such clients will be the same as would have been paid if no compensation had been paid to Berkshire Capital.

12. Custody

Impax Asset Management Limited does not hold client money or assets or provide custody services for clients.

13. Investment Discretion

In accordance with the rules of the UK Financial Conduct Authority, Impax Asset Management has a signed investment management agreement for all clients before undertaking any discretionary management services for clients. This agreement is negotiated with each client and clearly states, inter alia,

- a) the services to be provided
- b) the limits on the discretion to be exercised by the firm
- c) specific investment guidelines for that client
- d) reporting requirements
- e) fees payable
- f) termination provisions

The investment guidelines are monitored by pre trade checking in the order management system and daily post trade breach monitoring by the Compliance Department.

14. Voting Client Securities

We aim to enhance the long-term value of our shareholdings and to foster corporate governance best practices and proxy voting is a key component in our on-going dialogue with companies in which we invest. We strive to vote on all shares held, where in the best interest of our clients. Impax uses ISS/RiskMetrics as a research tool and its ProxyExchange as the platform for proxy voting; it provides us with governance research and voting recommendations based on publicly disclosed best practice governance policies.

Impax votes on all shares held. We use the research of an advisory proxy vote research firm, but ultimately decide how to vote on the resolutions independently.

We have a Proxy Voting Policy publically available on our website and we disclose on a quarterly basis the summary results of our proxy voting activities.

15. Financial Information

Impax Asset Management Limited does not solicit any payments from clients in advance. The firm does not have any financial impairment that could the firm's ability to meet all contractual commitments to clients, and complies with all financial regulations and liquidity requirements of the rules of the UK Financial Conduct Authority.

16. Requirements for State Registered Advisers

Management Persons and Supervised Persons Education and Business Background

Ian Simm Chief Executive

- year of birth 1966

Ian Simm is the Founder and Chief Executive of Impax Asset Management Group plc. Ian has been responsible for building Impax since launch in 1998, and he continues to head the firm's investment committees. Prior to Impax, Ian was an engagement manager at McKinsey & Company advising clients on resource efficiency issues. In 2013 he was appointed by the Secretary of State for Business, Innovation and Skills as a member of the UK's Natural Environment Research Council (NERC). He has a first class honours degree in physics from Cambridge University and a Master's in Public Administration from Harvard University.

Bruce Jenkyn-Jones Managing Director Listed Equities

- year of birth 1965

Bruce is the Managing Director of the Listed Equity team and oversees Impax's long-only investment strategies. Bruce is responsible for the development of the investment process, research and team development. He also has an active role in the day to day management of all Impax listed equity portfolios. Bruce joined Impax in 1999 where he worked initially on venture capital investments before developing the listed equity business. Before joining Impax, Bruce worked as a utilities analyst at Bankers Trust and as an environmental consultant for Environmental Resources Management (ERM). Bruce has an MBA from IESE (Barcelona), an MSc in Environmental Technology from Imperial College and a degree in Chemistry from Oxford.

Peter Rossbach Managing Director Private Equity Infrastructure

- year of birth 1958

Peter joined Impax in May 2003 and has driven the creation of the NEF I and II portfolios whilst heading the Impax Private Equity and Infrastructure team. Peter has been involved in the financing of energy projects since 1983. He started his career with the renewables division of the US Department of Energy in 1980 before working as aide for energy and environment to US Senator Jim Sasser. After working "out West" in the natural gas sector in 1984-1985 Peter obtained his credit background as a utility and energy project debt analyst with Standard & Poor's in 1985-1986. He has worked in each tier of the capital structure, having spent three years with the American developer Catalyst Energy and its affiliates developing and financing over 650 MW (\$1 billion) of renewable and other energy projects and five years as Vice President of Project Finance for senior lender Mitsui Bank. In the 1990s, Peter was appointed by the US Government to be Senior Investment Adviser to the European Bank for Reconstruction and Development, where he established a private equity fund for environmental infrastructure in Eastern Europe. From 1997-2000 he was Senior Investment Officer of the Asian Mezzanine Infrastructure Fund, a power and

infrastructure mezzanine and equity investment fund that made successful investments in the New Energy Sector. Peter is a former member of the Cleantech study group of the British Venture Capital Association and former non-executive director of Coronation Power Limited. He has a BA from Harvard College and a Master's degree from Harvard's Kennedy School of Government, where he studied Utility Regulation and Finance.

Charlie Ridge Chief Financial Officer and Chief Compliance Officer
- year of birth 1964

Charlie has over 20 years technical and management experience with blue chip investment banks. Before joining Impax he was a Managing Director within the Finance Division of Deutsche Bank, most recently serving as UK Asset and Wealth Management CFO, and previously holding various financial and market risk related roles for the Global Markets Division. Before working at Deutsche, Charlie worked at SG Warburg and Ernst & Young as an Auditor.

Hubert Aarts Managing Director
- year of birth 1962

Hubert is the Managing Director of Listed Equities and leads Impax's macro-economic research process. Hubert joined Impax in January 2007 and co-manages the Leaders and Water Strategies. He started his career in the investment industry in 1990. He has extensive experience investing in Pan-European equities as a portfolio manager at MeesPierson and Merrill Lynch Investment Managers, where he chaired the European Sector Strategy Group. He joined Impax from Cambrian Capital Partners LLP where he was a partner and portfolio manager of the Curalium fund, and Incremental Leveraged hedge funds. Hubert has a Master's degree in Economics and Business Administration from Maastricht University.

Jon Forster Associate Director
- year of birth 1971

Jon is the Associate Director of the Listed Equity team and has worked at Impax for over twelve years. He co-manages the Specialists Strategy (which includes Impax's flagship fund, Impax Environmental Markets plc) with Bruce Jenkyn-Jones. Jon has over 19 years of investment experience working with both private and quoted companies. Following his graduation from Leeds University in Management Studies, he spent four years working on acquisitions at HSBC Investment Bank. Subsequently, he spent two years as a consultant to venture capital investor Alchemy Partners with particular focus on manufacturing and resource management companies before joining Impax in 2000.

Simon Gottelier Director
- year of birth 1975

Simon has worked at Impax since 2004 and co-manages the Leaders and Water Strategies, as well as selected clients' SRI/ESG products. Simon joined Impax from

Veolia (formerly Vivendi) Environment, where he was a Financial Analyst. His responsibilities included the analysis and modelling of potential investments and financing issues on the part of the Group's water businesses. Simon began his career in Investment Banking in 1998 at NM Rothschild and subsequently moved to Deutsche Bank where he provided strategic, M&A and financing advice to European and US clients across a broad range of industrial sub-sectors. He has an honours degree in Modern Languages from the University of Bristol.

Other Information

Impax Asset Management Limited is not actively involved in any other business apart from investment management and advisory business.

Impax Asset Management Limited does not receive performance-based fees for investment management and advisory business except as previously disclosed.

Impax Asset Management Limited and Management Persons and Supervised Persons have not been found liable in an arbitration claim or been found liable for an award under any civil, self-regulatory organization or administrative proceeding.

There are no other relationships or arrangements with any issuer of securities that should be disclosed.
