

**Santander Brasil Asset Management Distribuidora de Títulos e Valores Mobiliários S.A.**

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*This brochure provides information about the qualifications and business practices of Santander Brasil Asset Management Distribuidora de Títulos e Valores Mobiliários S.A. (the "Firm"). If you have any questions about the contents of this brochure, please contact Luciane Ribeiro, Chief Executive Officer, at +55 11 3553-2985 or [Luciane.Ribeiro@santander.com.br](mailto:Luciane.Ribeiro@santander.com.br). 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 the Firm also is available on the SEC's website at <http://www.adviserinfo.sec.gov> or on the Firm's website at <http://www.santanderasset.com.br>.*

*The Firm being a registered investment adviser does not imply a certain level of skill or training.*

**Material Changes**

The Firm manages client assets totaling USD \$55,889,000,000 as of December 31, 2012. As the Firm manages or expects to manage assets of one or more U.S. clients, certain of its compliance procedures have been enhanced.

The above only discusses material changes since the Firm's initial Form ADV date June 15, 2012. All information in this brochure is given as of the date set out on the cover page.

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## **Advisory Business**

### **A. *Background Information on the Firm***

The Firm is an investment adviser that provides investment advice to numerous Brazilian funds and certain offshore funds and other clients. The Firm may provide any type of investment advisory services to any type of client from time to time. The Firm primarily provides services under the name of Santander Brasil Asset Management.

The Firm was incorporated in 1968, under the name of “Bandepe Distribuidora de Títulos e Valores Mobiliários S.A.”. At that time, the Firm’s sole activity was distribution of securities. In 1998, Banco ABN AMRO Real S.A. (“Banco Real”) acquired control of both Banco de Pernambuco S.A. and the Firm from the government of the Brazilian State of Pernambuco.

On November 8, 2004, the Firm changed its corporate name to ABN AMRO Asset Management Distribuidora de Títulos e Valores Mobiliários S.A. On July 29, 2005, the Firm merged with ABN AMRO Asset Management S.A. and began performing the current activities.

On November 1, 2007, RFS Holdings B.V., a consortium comprised of Banco Santander, S.A. (“Santander Spain”), The Royal Bank of Scotland Group PLC and Fortis SA/NV and Fortis N.V. (collectively “Fortis”), acquired 96.95% of the shares of ABN AMRO Holding N.V. (and together with ABN AMRO Bank N.V. “ABN AMRO”), which was the controlling shareholder of Banco Real and the Firm.

In the first quarter of 2008, Fortis and Santander Spain reached an agreement whereby Santander Spain acquired the rights to the Brazilian asset management activities of ABN AMRO provided by the Firm, which Fortis originally had acquired as part of the consortium’s purchase of ABN AMRO. On July 24, 2008, Santander Spain acquired indirect control of Banco Real, the Firm, and all other companies in Brazil under Banco Real’s control.

As part of Santander Group, the Firm changed its corporate name on January 16, 2009 to Santander Brasil Asset Management Distribuidora de Títulos e Valores Mobiliários S.A., and on November 30, 2009 an affiliate named Santander Asset Management Distribuidora de Títulos e Valores Mobiliários Ltda. was merged with the Firm. The Firm is wholly owned by Banco Santander (Brasil) S.A., a public company listed on the Brazilian stock exchange. Banco Santander (Brasil) S.A. holds 99.99% of the Firm’s shares directly. The remaining 0.01% of the Firm’s shares are held by wholly owned subsidiaries. 75.61% of Banco Santander (Brasil) S.A.’s capital stock is indirectly owned by Santander Spain, the largest Spanish banking organization and one of the largest banking organizations in the Eurozone.

### **B. *Services Offered by the Firm***

The Firm provides asset management services primarily, but not exclusively, for its Brazilian clients. The Firm provides a broad set of investment advisory services that cover (in order of importance) investment capabilities for money market, short- and long-term fixed income, equities, multi-strategy, structured funds (i.e., local currency capital protected strategies), fund of funds, quantitative funds and private equity funds. Within our independent fund of funds unit, the Firm has created independent fund vehicles whereby it selects other investment advisers for its clients. This fund of funds management

service operates in an independent environment (i.e., isolated premises, independent processes, procedures and personnel, etc.) in order to avoid potential conflicts of interest.

The Firm offers investment advisory and sub-advisory services both on a discretionary and non-discretionary basis.

**C. *Tailoring Services to Individual Needs of Clients***

The Firm mainly offers a broad range of Brazilian investment capabilities through mutual funds and other products to corporate and other institutional clients. The investment policy for mutual funds and most other funds managed by the Firm is tailored to the expected needs of the mutual fund investor base. For other types of investors, particularly sophisticated private banking, pension plans, insurance companies and corporations, an individual investment policy will typically be tailored according to the regulatory environment and the individual needs and risk profile of the target investor.

**D. *Wrap Fee Programs***

The Firm does not currently participate in any wrap fee program, but may do so in the future. At that time, the Firm would provide further brochure disclosures.

**E. *Amount of Client Assets***

The Firm manages client assets totaling USD \$55,889,000,000 as of December, 2012.

**Fees and Compensation**

**A. *General***

The Firm's compensation includes management fees, performance-based fees, advisory fees, and in the case of the fund of funds strategies, rebate fees (as further explained below).

The Firm's compensation for its management services to fund clients mainly consists of asset-based management fees—subject to a minimum fixed amount charged monthly—and, in some cases, also performance-based fees. In accordance with market practices and regulations, the Firm's abovementioned remuneration for investment management services is established on a case-by-case basis, and depends on a wide range of factors, including: type of investors (such as retail or wholesale audience); net worth of the investor base; type of fund (such as open-end, close-end or capital protected structures); investment policy (such as money market, fixed income or multi-strategy); risk profile (such as low or high tracking error equity capabilities); the size of the portfolio; or the availability of similar products offered by competitors.

Fees charged by the Firm do not follow a set fee schedule. The Firm's fees for investment funds are set forth in the relevant offering documents of the fund. These fees are subject to approval by the investors as set forth in the relevant documents. The Firm's fees for segregated portfolios are negotiable on a case-by-case basis and follow no set fee schedule.

Following Brazilian market practices, in the case of the fund of funds services, the Firm receives a rebate fee from the third party managers based on the total amount of assets invested in the respective fund, which rebate is kept by the Firm as a sales commission and is not passed to the investors.

## **B. Payment Method**

In the case of investment funds, the management and performance fees are deducted periodically, which may be as often as daily. Other clients are generally charged directly on a monthly or quarterly basis. Performance fees are provisioned daily but only deducted every six months.

## **C. Fees and Expenses**

In addition to the asset-based management fees and, in some cases, performance-based fees mentioned above, some funds have introduced a redemption fee, generally payable if a redemption is made within a set time of purchase, as set forth by the relevant fund documents.

Further, investment funds in Brazil are generally subject to certain fees and expenses. These are:

*Custody Fees.* These fees are debited directly from the fund's net assets and are variable depending on various factors, including the trade policy of the custodian.

*Independent Auditor's Fees.* Investment funds are required to have their financial statements audited annually. Due to this obligation, it is necessary to hire an independent auditor and related expenses are born by the fund.

*CVM Inspection Fee.* The Securities and Exchange Commission of Brazil (CVM) generally charges funds in Brazil a quarterly fee that varies according to the net worth of the respective fund.

*ANBIMA Fee.* The Brazilian Financial and Capital Markets Association (ANBIMA) is the self-regulatory organization of the Brazilian investment fund industry. ANBIMA charges a bi-monthly fee that varies according to the value of the fund.

*SELIC Operating Fee.* SELIC, a special system for settlement and custody, is the central depository of securities issued by the Brazilian National Treasury and (until 2002) the Brazilian Central Bank (Banco Central do Brasil)<sup>1</sup> and a delivery-versus-payment settlement system for outright and repo transactions with such securities. All securities are transferred by book entries, while settlement of the financial leg of each transaction is processed and matched by means of a system to which SELIC is linked. The Central Bank of Brazil manages the SELIC and operates it jointly with ANBIMA. SELIC charges a monthly fee, which varies according to the number of transactions or operations that are performed, recorded or settled within its system.

*CETIP Operating Fee.* CETIP S.A. is a publicly-held company that offers services related to registration, central registration depository, trading and settlement of assets and securities, such as public and private fixed-income bonds and over-the-counter derivatives. It is also Latin America's largest depository of private fixed income securities and Brazil's largest private asset clearinghouse. CETIP negotiates and registers government as well as private securities and over-the-counter derivatives. CETIP charges a

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<sup>1</sup> According to the Complementary Law 101, May/2000, the Central Bank of Brazil has been restricted of new debt issuance starting from 2002.

monthly fee, which varies according to the number of transactions or operations that are performed, recorded or settled within its system.

**D. *Advance Payment of Fees***

The Firm does not currently request advance payment by its clients, though it may do so in the future if negotiated accordingly. Clients pay advisory fees in arrears.

**E. *Compensation***

The Firm and its personnel do not currently accept compensation for the sale of investment products but, to the extent it is consistent with applicable law, may do so in the future. At that time, the Firm would provide further brochure disclosures.

**Performance-Based Fees and Side-By-Side Management**

The Firm charges to some of its clients a performance-based fee based on capital appreciation above a predefined and agreed benchmark, generally calculated on the net assets of a fund, that is charged every six months and subject to high water mark criteria.

The use of performance-based fees may lead to conflicts of interest as it may provide incentive for the Firm to favor accounts subject to a performance-based fee over accounts subject only to an asset-based fee. Performance-based fees also may create incentive for the investment manager to recommend investments that may be riskier or more speculative. To mitigate any conflicts of interest, regardless of the type of remuneration (e.g., performance-based fee or asset-based management or administration fee), trade allocation among the Firm's clients is subject to a fiduciary duty in accordance with internal controls.

The Firm's remuneration/compensation model does not currently provide for compensation to portfolio managers that is directly linked to account performance.

**Types of Clients**

Currently, 93.7% of the Firm's clients are investment funds, 0.2% are investment pools under Brazilian law, sometimes called "clubs", and the remaining 6.1% are segregated account clients. The Firm is one of the largest investment advisers in Brazil, servicing through approximately 500 funds a broad non-US investor base, including retail, corporate, private pension funds, retirement funds, and insurance companies.

**Methods of Analysis, Investment Strategies and Risk of Loss**

**A. *General***

The Firm actively manages portfolios of a broad range of investment capabilities and does not recommend primarily a particular type of security. The Firm uses various methods of analysis and pursues different investment strategies for its clients. Many of its portfolios are managed with a fundamentally driven approach based on the Firm's research capabilities and subject to risk and compliance control. As an overarching philosophy, the Firm adopts prudent positions, while also

proposing bold and innovative solutions. The investment process is based on various committees, the most relevant (and generally, their meeting frequency) being:

- *Macroeconomic Committee.* The Macroeconomic Committee defines the macroeconomic scenario and its potential impact over main asset classes, twice a month.
- *Fixed Income Committee.* The Fixed Income Committee discusses fixed income assets and the return/risk profiles of specific securities and investment strategies weekly.
- *Multi-Strategy Committee.* The Multi-Strategy Committee discusses relative value of cross-assets strategies and the return/risk profiles of those specific trades and investment strategies biweekly.
- *Equity Committee.* The Equity Committee is dedicated to equities with a typical bottom-up approach and sector analysis on a weekly basis.
- *Asset Allocation Committee.* As a multidisciplinary forum, the Asset Allocation Committee is dedicated to investment strategies implemented over balanced portfolios on a weekly basis

The meeting schedules of these committees may vary over time.

Market, credit and liquidity risk limits, as well as legal and specific mandate restrictions are defined in the investment mandate or portfolio set up and must be complied with by the Firm. These restrictions are defined in the fund's offering documents, are taken into account by the respective portfolio managers and are monitored on an ongoing basis by the respective risk and compliance teams.

#### **B. *Risks of Investment Strategies***

Investing in securities involves risk of loss of all or part of the investment that clients should be prepared to bear. The Firm follows fundamental investment concepts and has adopted specific policies to address different risk factors. For the most sensitive risk factors, which happen to affect the majority of investment funds, the Firm has adopted the following policies that it applies generally, though not in every instance:

- *Market Risk Control Policy.* "Market risk" is the general uncertainty of generating a financial return that is present in the financial market as a whole. The Firm monitors market risk using methods that include evaluating "value at risk" and applying "stress tests". Value at risk is a statistical method to assess a potential loss within the portfolio during normal market conditions, based on the analysis of historical behavior of asset prices, their volatilities and correlations. Stress tests are auxiliary models that simulate the results obtained by the respective investment fund's current position in the face of stressful situations, using various scenarios that take into account, for example, price changes at times of a crisis.
- *Derivatives Risk Control Policy.* Derivatives are securities whose price is dependent upon or derived from one or more underlying assets. Derivatives are generally used in the financial markets to mitigate risk but can also be used for speculative purposes. Within the Firm, the risks of derivatives transactions of the respective investment funds are managed and controlled using similar methods to the ones described above, also considering the counterparty risk derived from over the counter derivatives.



- *Credit Risk Control Policy.* With respect to fixed income securities, credit risk is the uncertainty of the repayment of principal and interest, stemming from a borrower's failure to fulfill or meet its contractual obligation. The assessment of credit risk includes elements such as a borrower's collateral assets, revenue generation ability and taxing authority in the case of sovereign borrowers. The Firm has adopted standards to analyze fixed income securities. This methodology includes the examination of the issuer's credit risk and assigns different ratings according to proprietary risk assessment criteria. Depending on the investment strategy, issuers may be required to attain a minimum grade to be considered eligible for credit. Investors are also subject to credit risk coming from the Firm's selection of service providers, such as lenders, borrowers, broker-dealers and derivatives counterparties. '*Counterparty risk*' is a particular type of credit risk coming from such service provider's potential failure to meet its contractual obligations. Please refer to *Brokerage Practices – Selecting Broker Dealers* for the criteria the Firm follows to mitigate counterparty risk.
- *Liquidity Risk Control Policy.* Generally characterized by the level of trading activity, liquidity is the ability to negotiate an asset and convert it to cash quickly without affecting its price. Consequently, liquidity risk is the uncertainty stemming from the lack of marketability of an investment. The "liquidity risk control policy" that the Firm applies to the funds computes securities cash flow and maturity levels in the respective investment fund, and also takes into account the historical level of redemptions in each fund to ensure a sufficient level of liquidity in order to meet shareholder's needs without giving up an appropriate return.

In addition to the above mentioned risks, clients should also be prepared to bear '*regulatory risk*', which is the risk that changes in laws and regulations or an increase in taxes may reduce the attractiveness of investments or change the competitive landscape for a business, sector or market as a whole, and thereby may materially affect the clients' returns.

### **Disciplinary Information**

The Firm is a subsidiary of a large global financial group with presence in more than forty countries and serving approximately one hundred and two million clients. The Firm's direct parent company is considered one of the largest banks in Brazil based on market capitalization. The group provides a broad range of commercial, investment and credit consumer banking services to a diversified international client base. Given that, the group is subject to a range of commercial litigation arising out of the ordinary course of the business, as well as to reviews by different regulators.

The Firm is required to disclose whether there are any legal or disciplinary events that are material to a client or prospective client's evaluation of our advisory business or the integrity of our management. Except as disclosed pursuant to Item 11 of Form ADV Part 1A, during the past 10 years, no advisory affiliate has been subject to any material adverse final action or agreed to pay material settlement fees under any regulatory, criminal or civil proceeding having an investment-related nature. Such materiality corresponds to decisions or settlements involving amounts greater than USD \$50,000 per action. During that period, advisory affiliates of the Firm have had around 190 final "investment-related" (in the broadest sense) actions, falling below the above-noted materiality standard, together representing a total amount of less than USD \$220,000 (i.e., approximately 0.0007% of the group's market

capitalization in Brazil -figures as of December 2012). For the only actions above that materiality standard which required disclosure pursuant to Item 11 of Form ADV Part 1A, see the Regulatory Disclosure pages of the Firm's Form ADV Filing. None of these actions, each of which is vigorously contested by the group, is considered to be material to the Firm's or any advisory affiliate's results and business.

#### **Other Financial Industry Activities and Affiliations**

The Firm has numerous affiliates in the financial services industry.

Banco Santander (Brasil) S.A.: It's the Firm's direct parent and a major financial institution in Brazil. Banco Santander (Brasil) S.A. is a leading full-service bank in Brazil and the largest bank controlled by the Santander Group. It is located in one of the most attractive markets in the world, given its growth potential for banking products and services.

Banco Santander (Brasil) S.A.'s operations are located across Brazil and strategically concentrated in the South and Southeast part of the country, an area that accounted for approximately 73% of Brazil's GDP, and where the bank has one of the largest branch networks of any Brazilian bank.

The following table lists all companies currently directly or indirectly controlled by Banco Santander (Brasil) S.A. The Firm maintains a business relationship only with some of these affiliates as further described below. All percentages are approximate and may change from time to time without notice.

COMPANIES DIRECTLY OR INDIRECTLY CONTROLLED BY BANCO SANTANDER (BRASIL) S.A.	ACTIVITY	DIRECT PARTICIPATION	DIRECT AND INDIRECT PARTICIPATION
Santander Leasing S.A. Arrendamento Mercantil (Santander Leasing)	Leasing	78.57%	99.99%
Santander Brasil Asset Management Distribuidora de Títulos e Valores Mobiliários S.A. (Santander Brasil Asset Management)	Asset Manager	99.99%	100.00%
Santander Brasil Administradora de Consórcio Ltda. (SB Consórcio)	Buying Club	100.00%	100.00%
Banco Bandepe S.A. (Banco Bandepe)	Bank	100.00%	100.00%
Aymoré Crédito, Financiamento e Investimento S.A. (Aymoré CFI)	Financial	100.00%	100.00%

COMPANIES DIRECTLY OR INDIRECTLY CONTROLLED BY BANCO SANTANDER (BRASIL) S.A.	ACTIVITY	DIRECT PARTICIPATION	DIRECT AND INDIRECT PARTICIPATION
Santander Microcrédito Assessoria Financeira S.A. (Microcrédito)	Microcredit	100.00%	100.00%
CRV Distribuidora de Títulos e Valores Mobiliários S.A. (CRV DTVM)	“Administradora” of Investment Funds	100.00%	100.00%
Santander Corretora de Câmbio e Valores Mobiliários S.A. (Santander CCVM)	Broker-Dealer	99.99%	100.00%
Santander Brasil Advisory Services S.A. (SB Advisory)	Investment Advisory Services Company to high net-worth individuals	96.52%	96.52%
Santander Participações S.A. (Santander Participações)	Holding Company	100.00%	100.00%
Webmotors S.A.	Other Activities	-	100.00%
Santander Getnet Serviços para Meios de Pagamento S.A. (Santander Getnet)	Other Activities	50.00%	50.00%
Sancap Investimentos e Participações S.A. (Sancap)	Holding Company	100.00%	100.00%
MS Participações Societárias S.A. (MS Participações)	Holding Company	99,97%	99,97%
Mantiq Investimentos Ltda. (Mantiq)	Asset Manager	100.00%	100.00%
Santander Brasil, Establecimiento Financiero de Credito S.A.	Financial	100.00%	100.00%
Santos Energia Participações S.A.	Holding Company	100.00%	100.00%
Santander Capitalização S.A. (Santander Capitalização)	Capitalization	-	100.00%
Santander S.A. Serviços Técnicos, Administrativos e de Corretagem de Seguros (Santander Serviços)		60.65%	60.65%

The Firm may, from time to time, cause its clients to use the brokerage services of an affiliated broker-dealer (such as Santander Corretora de Cambio e Valores S.A. or Santander Investment Securities Inc.)

consistent with the Firm's best execution obligations. The use of an affiliated broker-dealer may involve material conflicts of interest, as the Firm may have an incentive to benefit an affiliate to the disadvantage of the Firm's clients. The Firm may have incentive to direct trades to affiliated broker-dealers even though they may charge higher commissions or provide inferior pricing or executions than unaffiliated broker-dealers. To address these conflicts of interest, the Firm has adopted a policy of treating clients fairly in connection with brokerage and has adopted best execution and broker approval procedures (as described below under the heading "Brokerage Practices—Selecting Broker-Dealers"). The Firm reviews such practices periodically for assurance that the brokerage was directed for appropriate reasons and with only the interests of the client in mind.

The Firm may purchase certificates of deposits or other monetary instruments distributed by Banco Santander (Brasil) S.A. on behalf of its clients and may execute such orders through affiliated broker-dealers. Such purchases are at an arms-length basis. As a non-US investment adviser, such transactions are not subject to the requirements of Section 206(3) of the US Advisers Act of 1940 with respect to non-US clients. To the extent the Firm accepts US clients and enters into such transactions on their behalf, it will comply with Section 206(3).

The Firm has entered into service level agreements with Banco Santander (Brasil) S.A., its parent company, and with CRV Distribuidora de Títulos e Valores Mobiliários S.A., Santander Seguros S.A. (Brazil), Santander Asset Management Luxembourg S.A., Santander Asset Management S.A. SGIIC (Spain), Santander Asset Management Chile S.A., and Santander Gestión de Activos S.A. de C.V. (Mexico), all of which are affiliated with the Firm, pursuant to which the Firm provides discretionary and non-discretionary advisory services as sub-advisor. In addition, pursuant to these agreements, the Firm provides certain marketing and relationship management services to Banco Santander (Brasil) S.A. Additionally, the Firm has entered into an expense sharing agreement with Santander Asset Management S.A. SGIIC (Spain) for expenses relating to shared office space, personnel and other services.

Additionally, some of the Firm's directors may serve in the future on the board of directors of the pooled investment vehicles that the Firm manages.

The Firm also receives the support services from Banco Santander (Brasil) S.A., including the following services: legal, auditing, insurance brokerage, business continuity planning, information technology and operations.

Except for the Firm's Chief Executive Office, none of the supervised persons of the Firm is an officer, partner, director or employee of any of the Firm's affiliates. The Firm's supervised persons who provide investment advisory services to U.S. clients do not communicate with directors, officers or employees of the Firm's affiliates concerning the investment advice to be given by the Firm to such clients before such advice is being disseminated. All supervised persons of the Firm (e.g., certain employees working in the middle or back-office) who (i) have access to nonpublic information regarding any of the US clients' securities transactions or securities holdings or (ii) are involved in making securities recommendations to US clients or who have access to such recommendations are "access persons" (as such term is defined for purposes of the US Investment Advisers Act of 1940) (each an "Access Person") and subject to the Firm's US Code of Ethics' securities reporting (as described below).

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

### **A. *Code of Ethics***

As a non-US investment adviser, the Firm is not subject with respect to its non-US clients to the requirement of Rule 204A-1 under the US Investment Advisers Act of 1940 to establish and maintain a code of ethics that meet particular criteria. However, the Firm adopted with respect to its US clients a code of ethics in accordance with Rule 204A-1 (the “US Code of Ethics”).

In addition, the Firm has adopted a code of ethics in accordance with Brazilian law that applies to all employees of the Banco Santander Brasil Group (the “Brazilian Code of Ethics”, and together with the US Code of Ethics, the “Codes of Ethics”). A copy of each of the Firm’s Codes of Ethics will be provided to any client or prospective client upon request. Each of the Codes of Ethics is signed upon admission of each employee of the Firm. The compliance department of the Firm promotes classroom training for all new employees in addition to controlling the implementation of online courses that are mandatory for all employees of the Firm.

The Firm’s Codes of Ethics provide guidelines for establishing respectful and transparent relationships between the Firm and its customers, employees, shareholders, partners and society. It contains guiding principles regarding professional responsibility, personal ethics, confidentiality, conflicts of interest, personal investments, social responsibility, and other topics relevant to employee conduct. The US Code of Ethics also provide for internal transaction and holdings reports by Access Persons in accordance with Rule 204A-1.

A copy of the Firm’s Brazilian Code of Ethics is available at: <http://www.ri.santander.com.br/>

### **B. *Recommendations of Securities to Clients***

The Firm recommends to clients securities of issuers in which the Firm’s employees may have an interest. A conflict of interest may arise by which an employee may have an incentive to place a client in such a security in order to indirectly benefit the performance of the security, although the Firm expects that such an effect would likely occur only rarely. To mitigate or address such conflict of interest, the Firm has adopted a policy of placing client interests before those of the Firm or its personnel and has implemented the Codes of Ethics described above in this Item.

The Firm or its affiliates may, as principals, enter into securities transactions with clients. Although the Firm does not currently expect to engage in this practice frequently (except with respect to trades in fixed income securities as described below), clients may seek certain investment strategies under which the practice may occur. The Firm would have a conflict of interest in connection with any such transaction, and may be motivated to choose to engage in such a transaction rather than seeking a more appropriate third party, as it or its affiliates may receive economic benefits from being on the other side of such transaction. The Firm would also have an incentive to value any such asset in a manner favorable to it or its affiliate, and unfavorable to the client. To mitigate or address such conflict of interest, the Firm has adopted a policy of placing client interests before those of the Firm or its personnel, has implemented the code of ethics described above in this Item, and has adopted objective valuation procedures. In addition, to the extent the Firm accepts US clients, it will comply with the disclosure and

consent requirements for principal transactions pursuant to Section 206(3) of the US Investment Advisers Act of 1940.

The Firm may encounter similar conflicts of interest in connection with client transactions and, to mitigate or address such conflicts, will generally follow policies and procedures similar to those described above. For example, the Firm may advise a client to invest in another fund that the Firm advises. In such a case, as the Firm or its affiliate would receive fees and may receive other benefits from that investment, the Firm has an incentive to place clients in such investments. Where a conflict of interest is expected to arise, senior personnel will typically be consulted, and the Firm will also review such transactions over time and consider additional policies or procedures, or improvements to existing policies and procedures.

The Firm currently engages in trades in Brazilian fixed income securities between Banco Santander Brasil S.A. (the parent company) and fund clients. This type of trading poses a potential conflict of interest as it is a form of principal trading. The Firm addresses this potential conflict of interest by trading in accordance with the respective fund's investment policy and abiding by the policies and procedures discussed above. However, as a non-US adviser, these transactions are not subject to the requirement set out in Section 206(3) of the US Investment Advisers Act of 1940 with respect to non-US clients. To the extent the Firm accepts US clients that engage in such fixed income securities transactions, it will comply with Section 206(3).

### **C. *Personal Trading***

The Firm's Brazilian Code of Ethics states that personal trading, excess indebtedness or holding speculative stock may be detrimental to an employee's professional activities, and steps should be taken to preclude any personal high-risk circumstances from having an impact on any analyses, decisions or professional advisory services on behalf of Santander.

## **Brokerage Practices**

### **A. *Selecting Broker-Dealers***

The Firm typically works with pre-approved broker-dealers and routinely recommends broker-dealers. In order to avoid concentration in one specific broker-dealer, as a general matter, broker fees per broker-dealer are limited each month. For certain trading such as derivatives and fixed income bonds, the Firm rotates the approved broker-dealer on a periodic (such as monthly) basis.

The following criteria are considered when selecting broker-dealers, although not every factor will play a role in every selection: (i) broker soundness; (ii) assessment of the shareholder structure of the broker; (iii) cross-check if the broker has been involved in a violation of investment-related regulations; (iv) statuses (i.e., research of the disciplinary history of the broker); (v) analysis of the balance sheets; position in the industry rankings; (vi) assessment of the broker's reputational risk; (vii) asset liquidity for over-the-counter derivatives; and (viii) quality of trade and execution and research quality, if applicable.

The Firm may use research, research-related products and other brokerage services on a "soft dollar" commission basis. These products and services are generally paid through trading commissions charged by the broker to clients for executing such client's transactions. Conflicts of interest may arise to the

extent that the Firm uses brokers for access to research or soft dollars as the Firm would otherwise incur expenses to assemble the information ourselves. To mitigate this risk, the Firm only enters into a soft dollar arrangement if the Firm determines in good faith that the commission paid is reasonable in relation to the value of the execution and research services provided and provides lawful and appropriate assistance to the Firm in performance of its investment decision-making responsibilities. The Firm believes that it is able to negotiate costs for client transactions that are competitive and consistent with its policy to seek best execution. To the extent the Firm accepts US clients or advises funds that have US investors, the Firm intends that such research services generally will be eligible under the Section 28(e) safe harbor of the US Securities Exchange Act of 1934, and that non-eligible expenses would be paid by the Firm.

In case of non-discretionary investment advice, the Firm allows clients to direct brokerage (i.e., to choose the broker regardless of the Firm's view of such broker). In case of such directed brokerage, the Firm may be unable to achieve most favorable execution of client transactions, and this practice may cost clients more money. Clients should be aware that not all investment advisers allow clients to direct brokerage.

**B. *Aggregation of Securities for Multiple Client Accounts***

The Firm may, but is not required to, aggregate a trade among multiple accounts for which such trade is determined by the Firm to be an appropriate trade. The determination as to whether a trade is appropriate is based on various factors such as suitability, consistency with investment guidelines and available cash in the account. In the case of aggregation of securities for multiple client accounts, the Firm allocates the trades based on the same average price and the credit and liquidity risk limits for each client. Clients are ranked by a specific risk grade that automatically determines the trade allocation to each client. Based on this risk ranking, the Firm monitors daily and over time the Firm's trade allocation compliance.

**Review of Accounts**

The Firm's portfolio managers typically conduct monthly meetings with the chief executive officer of the Firm and representatives of its management department where the performance of the funds, changes regarding the general investment mandate and the client's satisfaction are reviewed. Any other issues that arise in between these monthly reviews are addressed with the support of the relevant department.

In many cases, portfolio investors receive a monthly written report. This report contains detailed information of the portfolio, such as descriptions of transactions, performance, composition and diversification of the portfolio's assets, proceeds, expenses and other charges.

**Client Referrals and Other Compensation**

Except for the rebate fee received in connection with the Firm's fund of funds business (as described under "Fees and Compensation" above), the Firm does not receive any economic benefit from third

parties that are not clients for providing advisory services. The Firm also does not compensate third parties for client referrals.

### **Custody**

As a non-US investment adviser, the Firm is not subject to the custody rule, Rule 206(4)-2 under the US Investment Advisers Act of 1940 with respect to its non-US clients. To the extent the Firm accepts US clients, it will comply with that rule.

### **Investment Discretion**

Mutual funds and managed portfolios are typically managed on a discretionary basis. In regard of investment funds and managed portfolios, the respective client and the Firm mutually define a tailored investment strategy that contains specific limits and restrictions. The Firm informs each investor from the beginning of the negotiation process up until launch of the product that any investment is at the investor's risk.

### **Voting Client Securities**

As a non-US investment adviser, the Firm is not subject to the proxy voting Rule 206(4)-6 under the US Investment Advisers Act of 1940 with respect to non-US clients. To the extent the Firm accepts US clients and has or accepts authority to vote securities held by US client, the Firm will comply with that rule.

With respect to its current US clients, the Firm does not have authority to vote securities held by such US clients. Such US clients will not receive their proxies and other solicitations directly from the Firm and should not contact the Firm about a particular solicitation.

The Firm has adopted a proxy voting policy in accordance with Brazilian law (the "Brazilian Proxy Voting Policy") to ensure that portfolio managers may exercise voting rights in their own discretion at general shareholder meetings as a representative of the clients. This Brazilian Proxy Voting Policy is guided by loyalty to the interests of clients and shareholders in advised funds. The portfolio manager responsible for a particular client will seek to defend the rights of the client and shareholders in advised funds and employ all care and diligence required by the respective circumstances. By voting in shareholder assemblies representing clients, the Firm seeks to vote on resolutions that, in its view, allow the recovery of assets that are part of the portfolios of the clients. The Firm's Brazilian Proxy Voting Policy is available at [www.santanderasset.com.br](http://www.santanderasset.com.br).

### **Financial Information**

Not applicable.

### **Requirements for State-Registered Advisers**

Not applicable.