

# BNP Paribas Investment Partners Singapore Limited

## Part 2A of Form ADV The Brochure

20 Collyer Quay #08-01  
Singapore 049319  
<http://www.bnpparibas-ip.com.sg>

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This brochure provides information about the qualifications and business practices of BNP Paribas Investment Partners Singapore Limited (“BNPP IP Singapore”). If you have any questions about the contents of this brochure, please contact us at (65) 6210 3960. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about BNPP IP Singapore is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Summary of Material Changes**

On July 21, 2010, the U.S. Securities and Exchange Commission (the "SEC") unanimously adopted changes to Form ADV, Part 2. The new Form ADV, Part 2, also known as the "Brochure", requires disclosure on distinct topics, and answers must be presented in the order of the items in the form, using the headings in the form. Our goal is to provide you with easy-to-understand "plain-English disclosure," using an easy-to-read format and definite, concrete, everyday words.

Our current Form ADV, Part 2 will be available to our existing and prospective clients 24 hours a day through the SEC's Investment Adviser Public Disclosure website. Additionally, we will annually and within 120 days of the end of our fiscal year, provide you either: (i) a copy of our Form ADV, Part 2 that includes or is accompanied by a summary of material changes; or (ii) a summary of material changes that includes an offer to provide a copy of the current Form ADV, Part 2.

We urge you to carefully review all subsequent summaries of material changes, as they will contain important information about any significant changes to our advisory services, fee structure, business practices, conflicts of interest, and disciplinary history.

### **Material Changes:**

Since our initial filing on January 29, 2012 we have made the following material changes to our Form ADV Part 2A:

- Our Form ADV Part 2A has been revised to reflect updated information pertaining to our assets under management as of the end of our most recent fiscal year.
- Our Form ADV Part 2A has been revised to provide updates to the investment teams and strategies managed by our firm.

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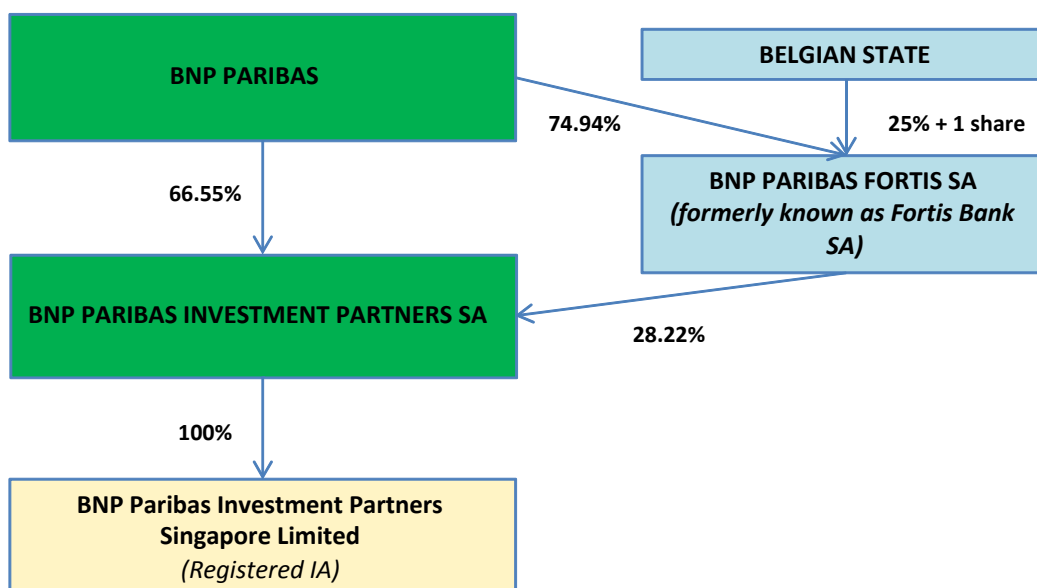
## Advisory Business

BNP Paribas Investment Partners Singapore Limited (“BNPP IP Singapore”) is part of a BNP Paribas Investment Partners (“BNPP IP”), the global brand name for the asset management services of BNP Paribas. (“BNPP”). BNPP IP is part of BNPP’s Investment Solutions division. BNPP is a publicly owned bank organized in France engaged in global financial activities. BNPP IP is one of the major players in the investment management industry with a presence in many of the world’s major financial centers and assets under management and advisory totaling approximately \$663 billion (as at 31 December 2012) for clients in over 70 countries across the globe.

While part of a global investment management business, the focus of this brochure is limited to the activities of BNPP IP Singapore. BNPP IP Singapore is a Singapore corporation which maintains a Capital Markets Services License with the Monetary Authority of Singapore. BNPP IP Singapore is registered with the U.S. Securities and Exchange Commission (“SEC”) as an investment adviser.

As of 31 December 2012, BNPP IP Singapore has assets under management of approximately \$2.49 billion. BNPP IP Singapore’s clients may include central banks, employee pension funds, insurance companies, endowments, foundations, hospitals, corporations, commercial banks and mutual funds for which we act as a sub-adviser.

As illustrated in the organizational chart below, BNPP IP Singapore is wholly owned by BNP Paribas Investment Partners S.A., which is owned by, among others, BNPP with a 66.55% interest and BNP Paribas Fortis SA (formerly known as Fortis Bank SA) (“BNPP Fortis”) with a 28.22% interest. BNPP owns 74.94% of BNPP Fortis. The government of Belgium owns 25% plus one share of BNPP Fortis.



BNPP IP Singapore manages long-only fixed income portfolios. BNPP IP Singapore may also act as manager for separate institutional accounts which employ alternative investment strategies such as foreign exchange strategies. BNPP IP Singapore offers a variety of fee schedules for its investment products, as detailed below, which may include both management and performance fees, where appropriate. For each investment product, clients receive individualized investment advisory services tailored to their particular investment objectives and guidelines.

## Fees and Compensation

BNPP IP Singapore manages portfolios of fixed-income securities for institutional clients including investment companies, state and government entities and charitable organizations. Where permitted by our clients, in connection with the management of fixed income portfolios we also manage exposure to foreign currencies.

Our standard fees are generally as follows (per annum):

Product/Sub-Product Group	Product	Fee Schedule
Multi-Sector	Global Aggregate	25bps on first \$250M 20bps on next \$250M 15bps thereafter
Multi-Sector	U.S. Core/ Intermediate Core	25bps on first \$250M 20bps on next \$250M 15bps thereafter
Multi-Sector	Asian	25bps on first \$250M 20bps on next \$250M 15bps thereafter
Government	Global Sovereign	25bps on first \$250M 20bps on next \$250M 15bps thereafter
Government	U.S. Governments	20bps on first \$250M 15bps on next \$250M 10bps thereafter
Government: Inflation-Linked	Global ILB	25bps on first \$250M 20bps on next \$250M 15bps thereafter
Government: Inflation-Linked	U.S. TIPS	20bps on first \$250M 15bps on next \$250M 10bps thereafter
Short Duration – Libor Strategies	AAA Libor Plus	20bps on first \$250M 15bps on next \$250M 10bps thereafter
Short Duration – No Credit	U.S. Short Duration	20 bps on first \$250M 15 bps on next \$250M 10 bps thereafter
Short Duration – No Credit	Global Short Duration	25 bps on first \$250M 20 bps on next \$250M 15 bps thereafter

Short Duration – With Credit	Global SD w/Credit	25 bps on first \$250M 20 bps on next \$250M 15 bps thereafter
Short Duration – With Credit	U.S.; SD w/Credit	20bps on first \$250M 15bps on next \$250M 10bps thereafter
Short Duration – With Credit	U.S. Short-Intermediate	20bps on first \$250M 15bps on next \$250M 10bps thereafter
Mortgages	Mortgage index	25bps on first \$250M 20bps on next \$250M 15bps thereafter
Alpha Strategies	Multi-Strategy	60bps on all assets 20% performance share
Alpha Strategies	Currency Overlay	25bps on first \$250M 20bps on next \$250M 15bps thereafter 20% performance share
Alpha Strategies	Currency Alpha	50bps on all assets 20% performance share
Alpha Strategies	Mortgage Alpha	50bps on all assets 20% performance share

Our standard fees may be negotiated in connection with certain mandates and/or modified for portfolios that have special investment constraints or unusual reporting, clearance, or other administrative requirements or unique characteristics. BNPP IP Singapore may impose a minimum fee for starting or maintaining an account.

Certain clients may have a portion of their separate account assets invested in commingled vehicles for which BNPP IP Singapore may be an adviser or sub-adviser.

Fees are generally payable quarterly, (although monthly, semi-annual and annual payment periods are also used) and are generally based upon the market value of funds managed as of the end of the preceding calendar quarter or on the average market value of funds managed within the calendar quarter. All client fees are paid in arrears.

BNPP IP Singapore's fees are exclusive of brokerage commissions, transaction costs and other related costs and expenses which shall be incurred by the client. Such costs are in addition to BNPP IP Singapore's fees and BNPP IP Singapore does not receive any portion of these costs. Please refer to the section entitled "*Brokerage Practices*" below for further information regarding the factors that BNPP IP Singapore considers in selecting and recommending broker-dealers for client transactions and determining the reasonableness of their compensation.

Our investment management agreements may be terminated by us or by our clients, subject to applicable notice provisions contained in the contracts.

## **Performance Based Fees and Side-by-Side Management**

Performance based fees are fees based on a share of capital gains on or capital appreciation of the assets of a client. Performance fees are in effect for certain clients of BNPP IP Singapore.

It should be noted that an adviser charging performance fees to some accounts faces certain conflicts because the adviser can potentially receive greater fees from its accounts having a performance-based compensation structure than from those accounts it charges a fee unrelated to performance (e.g., an asset-based fee). As a result, the adviser may have an incentive to direct the best investment ideas to, or to allocate or sequence trades in favor of, the account that pays a performance fee. BNPP IP Singapore is required to treat its clients fairly in relation to such conflicts of interest and will make decisions for client portfolios in accordance with its fiduciary responsibilities. Consistent with this fiduciary duty, BNPP IP Singapore's trading procedures seek to ensure that all clients are treated fairly and equitably and that no client account is advantaged or disadvantaged over another.

As mentioned in the section entitled "*Fees and Compensation*" above, certain clients may have a portion of their separate account assets invested in commingled vehicles for which BNPP IP Singapore may be an adviser or sub-adviser. Recommendations to these clients to use these affiliated commingled vehicles are made solely to enhance overall investment returns, to improve investment offerings, and to allow clients to participate in certain investment opportunities that would otherwise not be available or economic on a separate account basis. BNPP IP Singapore places assets of its clients in such vehicles only if the client authorizes such use and receives the offering documents for those investments. Fees charged by BNPP IP Singapore are specified in a client's investment management agreement.

## **Types of Clients**

BNPP IP Singapore may provide customized investment management services to institutional clients, including but not limited to, investment companies, state and government entities and charitable organizations.

As discretionary manager, we review the specific circumstances, current investments and investment goals of each client. In order to assure an appropriate fit with the management style chosen, BNPP IP Singapore reserves the right to review each prospective client as to investment profile.

We generally impose a US\$100 million account minimum for investment management services. BNPP IP Singapore may negotiate minimum asset size on a case by case basis.

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

BNPP IP Singapore houses an investment team dedicated to the management of Asian fixed income securities.

### *Asian Fixed Income*

The Fixed Income team's investment philosophy is based upon the following beliefs:

- i) Systematic use of multiple alpha strategies delivers consistent returns
- ii) Blending qualitative analysis and quantitative models yield superior results
- iii) Specialized, accountable and incentivized managers make better decisions
- iv) Management of risk
- v) Constant innovation keeps investment professionals ahead of the curve

Our clients' portfolios are managed by a team of investment professionals. Investment decisions are made by product heads, portfolio managers and analysts focusing on generating alpha according to their specific expertise. All decisions are made to balance the expected return outcome with the assessed risk of the position, in the context of the risk parameters of each client's portfolio. Positions may be strategic and of a long term nature, or tactical to take advantage of short term anomalies.

Periodically, the investment team reviews and establishes target levels of incremental return for each portfolio. Concurrently, consideration of the client's return objectives and the market environment is undertaken in an effort to provide the appropriate scaling of off-benchmark exposures required to meet the targeted incremental return.

We aim to achieve targeted incremental returns from active management by seeking opportunities within the Asian fixed income markets and foreign exchange markets. Portfolio managers use a three-step process for identifying investment opportunities. The process combines judgmental and quantitative approaches to capture relative value at the asset class and individual security level. We believe that the drivers of fixed income markets can be grouped into three broad categories; Macroeconomic (such as growth or inflation indicators, monetary and fiscal policies etc), Valuation (typically comparing current pricing against historical experience and relative to other fixed income markets or asset classes) and Sentiment (indicators of market sentiment, positioning and risk appetite). This Macroeconomic Valuation and Sentiment (MVS) framework is applied to all judgmental investment decisions. This three step process guides all investment decisions.

The investment approach centers on taking a series of diversified, often uncorrelated positions that balance currency and interest-rate risks around specified performance benchmarks. Asian fixed-income portfolios are constructed using sovereign debt, corporate bonds and currencies and, guidelines permitting, derivatives.



We use futures and various other derivatives (such as interest rate swaps, credit default swaps and currency forwards) in the management of fixed-income portfolios, where eligible. These instruments are used to take or hedge existing positions and as a substitute for the cash market when the synthetic alternatives are deemed more efficient. The use of derivatives in portfolios is only when permitted by the client's guidelines and is always consistent with the terms of such guidelines.

### *General*

BNPP IP Singapore's portfolio managers are charged with the responsibility of monitoring the economic research of outside firms. Included among these firms are counterparties with whom BNPP IP Singapore regularly transacts securities business. Also included are independent research and consulting firms from whom BNPP IP Singapore purchases economic research. All charges for research are borne by BNPP IP Singapore and as described in further detail in the section entitled "*Brokerage Practices*" below, there are no "soft dollar" arrangements whereby transactions in client portfolios are used through commissions or dealing spreads to pay for research materials.

BNPP IP Singapore employs a wide range of tools, models and procedures to monitor and manage risk. Some are proprietary, while others are purchased from vendors. We strive to choose the best tool for the job, and without regard to whether it is developed internally or externally. The tools and software packages utilised by BNPP IP Singapore in addition to proprietary systems include but are not limited to: RiskMetrics<sup>TM</sup> and Thinkfolio. Risk management is carried out by the investment teams themselves as they seek to achieve the client's investment objectives as well as by various independent internal risk management teams, who ensure that operational and investment compliance are maintained.

External data sources relied upon include data and reports distributed or published by the major external counterparties, which are further supplemented by meetings and conversations with the research professionals themselves. Other important research is obtained from a number of academic sources, specialist research organizations, and professional journals.

All investing involves a risk of loss and the investment strategy offered by BNPP IP Singapore could lose money over short or even long periods. No guarantee or representation is made that any of the investment programs offered by BNPP IP Singapore will achieve its investment objective. The description contained below is a brief overview of different investment risks related to BNPP IP Singapore's advisory services:

*Investing in securities is inherently risky.* An investment in individual securities or in a portfolio of securities could lose money. BNPP IP Singapore cannot give any guarantee that it will achieve its investment objectives or that any client will receive a return on or of its investment.

*Market Risk.* The investments may be subject to price volatility due to factors such as interest sensitivity, market perception, and creditworthiness of issuer and market liquidity. Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Different parts of the market can react differently to these

developments. The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the value of the market as a whole.

*Debt Securities Risk.* Debt securities, such as notes and bonds, are subject to credit risk and interest rate risk. Credit risk is the possibility that an issuer of an instrument will be unable to make interest payments or repay principal when due. Changes in the financial strength of an issuer or changes in the credit rating of a security may affect its value. Interest rate risk is the risk that interest rates may increase, which tends to reduce the resale value of certain debt securities, including U.S. Government obligations.

*Government Obligations Risk.* If a government-sponsored entity is unable to meet its obligations, the performance of a portfolio that holds securities of the entity will be adversely impacted.

*Mortgage- and Asset-Backed Securities Risk.* Mortgage- and Asset-Backed securities risk includes Market Risk, Interest Rate Risk, Credit Risk, Prepayment Risk (*i.e.*, homeowners whose mortgages collateralize the securities held by certain portfolios may be able to prepay principal due on these mortgages, which could cause such portfolios to reinvest the proceeds at lower yields) as well as the risk that the structure of certain mortgage-backed securities may make their reaction to interest rates and other factors difficult to predict, making their prices very volatile. Under certain adverse market conditions, mortgage- and asset-backed securities may have more limited liquidity than usual.

*Issuer Risk.* The value of a security may decline for a number of reasons, which directly relate to the issuer, such as management performance, financial leverage, decline in the value of investments held by the issuer, increase in the operational and/or financing cost of the issuer, and reduced demand for the issuer's goods and services.

*Credit and Counterparty Risk.* There is a risk that issuers or counterparts will default and fail to repay principal and interest in a timely manner or do not fulfill their obligations and commitments. If the rating of an issue, issuer or a counterpart is downgraded this may cause the value of the related assets to fall. The severity of the risk varies depending on the quality of the issuer or counterparty. The assets can be partly invested in securities issued by corporate entities, bank, financial institution and/or public sector and this poses a higher risk than investment in government securities.

*Industry or Sector Emphasis Risk.* Investing a substantial portion of assets in related industries or sectors may have greater risks because companies in these industries or sectors may share common characteristics and may react similarly to market developments.

*Non-Diversification Risk.* Non-diversified portfolios have the ability to take larger positions in a smaller number of issuers than a diversified portfolio, which makes a non-diversified portfolio more susceptible to financial, economic or market events impacting such issuers, and a non-diversified portfolio's share price may be more volatile than the share price of a diversified portfolio.

*Management Risk.* Management risk means that your investment varies with the success and failure of BNPP IP Singapore's investment strategies and its analysis and determination of portfolio securities.

*Mutual Fund and ETF Trading Risk.* Where permitted by a client's investment guidelines, BNPP IP Singapore's portfolio managers may invest in mutual funds that are either open-end or closed-end investment companies as well as ETFs. ETFs are investment companies that are bought and sold on a national securities exchange. Unlike mutual funds, ETFs do not necessarily trade at the net asset values of their underlying securities, which means an ETF could potentially trade above or below the value of the underlying portfolios. As such, trading in ETFs is subject to (without limitation) similar risks as those of the listed stocks. Additionally, because ETFs trade like stocks on exchanges, they are subject to trading and commission costs unlike mutual funds. Also, both mutual funds and ETFs have management fees that are part of their costs.

*REIT Securities Risk.* The performance of mortgage REITs depends on the performance of the portfolio investments of the REIT in real estate and/or mortgages. Mortgage REITs may be affected by the quality of any credit extended and by special tax rules that apply to certain investments in securitized pools of mortgages.

*Currency Risk.* Investments in foreign securities involve exposure to fluctuations in foreign currency exchange rates. Such fluctuations may reduce the value of a client's investment in a foreign security.

*Emerging Markets Risk.* Emerging markets may have obsolete financial systems and volatile currencies, and may be more sensitive than more mature markets to a variety of economic factors. Emerging market securities also may be less liquid than securities of more developed countries and could be difficult to sell, particularly during a market downturn.

*Foreign Investment Risk.* Foreign securities may be subject to more risks than domestic investments. These additional risks may potentially include lower liquidity, greater price volatility and risks related to adverse political, regulatory, market or economic developments. Foreign companies may also be subject to significantly higher levels of taxation than domestic companies, including potentially confiscatory levels of taxation, thereby reducing the earnings potential of such foreign companies.

## **Disciplinary Information**

BNPP IP Singapore and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

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

BNPP IP Singapore is a subsidiary of BNPP, a publicly owned bank organized in France engaged in global activities. Since BNPP IP Singapore is a subsidiary of a global financial organization, it has arrangements with companies that are under common control of BNPP. The description below

provides an overview of relationships with other businesses affiliated with BNPP IP Singapore that are considered material to its advisory business.

BNP Paribas Investment Partners. As part of a global strategy, BNPP's asset management division has been branded as BNP Paribas Investment Partners. BNPP IP includes those various asset managers which comprise BNPP's asset management business line. A list of the individual BNPP IP asset managers is available upon request. BNPP IP is not itself an investment adviser registered with the SEC; rather, clients will directly contract with individual asset management firms that may be regulated in the U.S. or in jurisdictions external to the U.S.

BNPP IP Singapore has arrangements that are material to its advisory business with the following BNPP IP investment advisers that are registered with the SEC:

- i) Fischer Francis Trees & Watts Inc.
- ii) Fischer Francis Trees & Watts UK Ltd.

Please note that Fischer Francis Trees & Watts Inc. is registered as a commodity pool operator and a commodity trading advisor with the U.S. Commodity Futures Trading Commission and is a member of the National Futures Association.

BNPP IP Singapore may from time to time enter into business relationships with other BNPP IP companies as a sub-manager for client portfolios or funds for which another BNPP IP company acts as manager. From time to time prospective clients may be directly introduced to BNPP IP Singapore by other BNPP IP companies. In such instances, BNPP IP Singapore and the relevant BNPP IP company will negotiate fee sharing arrangements on a case by case basis.

Certain persons who provide services to us may be employed by or also provide services to affiliates of BNPP IP Singapore. For example, our Chief Compliance Officer is also the Chief Compliance Officer of BNP Paribas Asset Management, Inc., BNP Paribas Investment Partners UK Ltd, Fischer Francis Trees & Watts UK Ltd, and FFTW, Inc.

BNPP IP Singapore shares office space with certain other BNPP IP companies in compliance with applicable regulation and with the appropriate supervision of legal and compliance personnel. BNPP IP Singapore has adopted strict policies and procedures to ensure protection of confidential information relating to its clients. The informational barriers procedures apply to all employees of each affiliated investment adviser. All employees must take all reasonable steps to protect confidential information and to restrict its flow to any other investment adviser or any employee of any other adviser. All employees are required to read and certify compliance with these procedures.

Outsourcing. BNPP IP Singapore operates as an investment center and as such outsources a number of its support and operational functions to other entities within BNPP. In particular, services in respect of Tax, Compliance, Legal / Company Secretarial, Human Resources, Facilities, Business Continuity, IT, Risk, Permanent Control (Operational Risk), are provided on a shared platform for various BNPP IP companies within the region. Such provision of services is undertaken in compliance with applicable regulation and the appropriate supervision of compliance personnel.

BNP Paribas. BNPP, its affiliates and their directors, partners, trustees, members, officers and employees are engaged in businesses and have interests which may conflict with the business activities of BNPP IP Singapore. These activities and interests include potential multiple advisory, transactional and financial and other interests in securities, instruments and companies.

As previously noted above, BNPP is a full service financial services institution and a major participant in global financial markets. As such, it acts as an investor, investment banker, research provider, investment manager, financier, adviser, market maker, trader, prime broker, lender, agent and principal, and has other direct and indirect interests, in the global fixed income, currency, commodity, and other markets in which BNPP IP Singapore directly and indirectly invests on behalf of client portfolios. BNPP IP Singapore will make decisions for client portfolios in accordance with its fiduciary responsibilities; however, the potential business relationships, fees, compensation and other benefits to BNPP may, in certain cases, give rise to certain potential conflicts of interest. BNPP IP Singapore will use its best efforts to minimize the potential for conflicts of interest arising due to its relationship with BNPP and has policies and procedures in place to ensure that its clients' interests are prioritized.

As a global financial institution, BNPP's business includes brokerage and capital market activities both domestically and in foreign jurisdictions. As such it carries out routine broker dealer and investment banking functions in compliance with local laws and regulations. Notwithstanding, BNPP IP Singapore does not act as broker or principal in the purchase of securities for transactions with its clients.

BNPP IP Singapore and its affiliates, under common control by BNPP, may invest their capital for their own account in co-mingled investment vehicles for which BNPP IP Singapore provides investment management services. In such cases, BNPP IP Singapore and its affiliates maintain policies to prevent conflicts of interest harmful to its clients.

Certain persons providing services to BNPP IP Singapore may be employed by or also providing services to BNPP IP Singapore's affiliates under common control by BNPP. Any such provision of services would be undertaken in compliance with applicable regulation and the appropriate supervision of compliance personnel.

Other Conflicts of Interest. As discussed in the section entitled "*Performance Based Fees and Side-by-Side Management*" above, BNPP IP Singapore may recommend that certain clients invest in co-mingled vehicles for which it acts as investment adviser or sub-adviser or for which another BNPP IP company acts as investment adviser or sub-adviser. Recommendations to these clients to use these affiliated commingled vehicles are made solely to enhance overall investment returns, to improve investment offerings, and to allow clients to participate in certain investment opportunities that would otherwise not be available or economic on a separate account basis. BNPP IP Singapore places assets of its clients in such vehicles only if the client authorizes such use and receives the offering documents for those investments. Fees charged by BNPP IP Singapore are specified in a client's investment management agreement.

BNPP IP Singapore and its respective officers and employees act and continue to act as investment advisers and managers for multiple clients, and may choose to act as investors on their

own behalf, notwithstanding that BNPP IP Singapore has directly or indirectly material interests or relationships which may involve conflicts or potential conflicts with BNPP IP Singapore's duty to its clients.

BNPP IP Singapore's officers, directors, and employees may be asked to serve as directors, advisers, or in other forms of participation in other companies or organizations, some of which may be affiliates of BNPP IP Singapore under common control by BNPP. Since such commitments can involve substantial responsibilities and potential conflicts of interest or the appearance of such conflicts, prior approvals of the respective department head and Singapore Compliance must be sought before accepting such a position and compliance personnel must be advised of all such appointments.

BNPP IP Singapore is required to treat its clients fairly in relation to such conflicts of interest or material interests as described above. BNPP IP Singapore proposes to do this by ensuring that it has adequate policies and procedures to protect its client interests and by drawing its clients' attention to the possibility of such conflicts. Such policies and procedures include, but are not limited to BNPP IP Singapore's Code of Ethics, personal trading policies, trade aggregation and allocation policies, policies governing outside business activities and gifts and entertainment, as well as informational barriers policy.

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

BNPP IP Singapore has adopted a Code of Ethics which mandates high standards of business conduct and professionalism and establishes rules of conduct for its employees. BNPP IP Singapore's Code of Ethics is intended, among other things, to ensure that personal investing activities by BNPP IP Singapore's employees are consistent with BNPP IP Singapore's fiduciary duty to its clients. The Code of Ethics requires employees to obtain pre-approval for certain transactions, including but not limited to, equity transactions, derivatives transactions, bonds transactions, exchange traded futures and options contracts, acquisitions in initial public offerings or any instruments of a similar nature. Additionally, BNPP IP Singapore's employees must adhere to other personal investment policies which are specifically described in the Code of Ethics. BNPP IP Singapore's employees may own securities which may be or could be held for clients. BNPP IP Singapore's policy is that all employee transactions in any securities which are also eligible for client accounts must be specifically approved in advance by his/her line manager and Singapore Compliance. The Code prohibits BNPP IP Singapore's employees from trading on material nonpublic information. All of BNPP IP Singapore's employees are required to provide Personal Holdings Reports on a periodic basis.

BNPP IP Singapore will provide a copy of its Code of Ethics to any client or prospective client upon request.

As described above, upon prior approval from his/her line manager and Singapore Compliance, from time to time BNPP IP Singapore's employees may buy and sell securities for themselves that are also recommended to clients. In such instances, transactions may not be in amounts that will have a material effect upon the price or trading volume of a particular security and are always

subject to the prohibition from trading on nonpublic information. Employees may not buy or sell securities for their own personal accounts where their decision is substantially derived, in whole or in part, by reason of their association with BNPP IP Singapore unless the information is also available to the investing public on reasonable inquiry. Employees are required to disclose individual security transactions on a periodic basis to BNPP IP Singapore.

BNPP IP Singapore is subject to significant conflicts of interest when making investment decisions for clients, and such conflicts can affect its objectivity. There is a financial interest to recommend products or services offered by other companies that are under common control. By conducting business with companies affiliated with us, we are able to increase the overall profitability for the parent company. For more information, see paragraph “Affiliated Transactions” in section entitled “Brokerage Practices”. For information on affiliates of BNPP IP Singapore under common control by BNPP and a description of the conflicts of interest see section entitled “*Other Financial Industry Activities and Affiliations.*”

## **Brokerage Practices**

Counterparty Selection. For BNPP IP Singapore, the bodies authorized to approve, decline or remove counterparties/brokers on the authorized Global Counterparty List (“GCL”) are the Global Counterparty Committee (“GCC”) and/or one of the Regional Broker Committees (“RBCs”) as appropriate. RBCs benefit from a delegated authority from GCC to leverage local knowledge and relationships in respect of the approval of DVP (delivery versus payment) brokers only. GCC has the authority to overturn RBCs’ decisions.

The objective for GCC/RBCs is to examine all elements of the risk/reward matrix to determine the appropriateness of each counterparty or broker for inclusion on the approved list. Particular focus is given to the creditworthiness, operational efficiency, best execution capabilities and relationship value of the counterparty.

Proposals of new counterparties/brokers need to be supported by both the Chief Investment Officer of the relevant business line as well as the appropriate Head of Dealing in BNPP IP. For each new proposal, a fully completed application form is required, detailing the business case, legal entity, contact details etc. For Counterparty relationships, Credit Risk must also perform a risk analysis commensurate with the anticipated risk profile.

GCC has minimum counterparty rating standards which can only be changed upwards for counterparties. In the event of a split rating the lowest rating will be used. OTC transactions must be documented under an ISDA plus a Credit Support Annex where possible. DVP brokers are not subject to the same level of scrutiny in consideration of the short term and relatively benign nature of the product being traded. However, GCC and RBCs are required to consider the integrity of the operating and settlement environment of the DVP activity as well as the creditworthiness of the counterparty/broker.

Temporary dealing may be approved on a one-off basis subject to Straight Through Processing (“STP”) compatibility where liquidity or best execution demands require it.

Where a counterparty or broker is specified by a client as a preferred entity then even if this name is not on the GCL, it can be approved for use in respect of this client only. This approval is subject to the very strict understanding that this requirement must be documented in writing by the client with a clear statement to the effect that the client understands that it takes full responsibility for this selection.

*Best Execution.* All transactions executed in over-the-counter markets are executed on a net price basis with a dealer acting as principal. All trades are executed with established securities dealers in the GCL, selected in a manner consistent with seeking best execution. No concessions on prices are made to any dealer by reason of services performed or offered to be performed, or goods supplied or offered to be supplied. In addition to the gross dealing price, BNPP IP Singapore takes into account the level of charges, mark up or mark down made by the counterparty and the creditworthiness of the counterparty.

*Affiliated Transactions.* As a matter of policy, BNPP IP Singapore does not engage in principal transactions, transactions with affiliates under common control by BNPP, cross trading or agency cross transactions. Any exceptions to this policy must be approved in advance by BNPP IP Singapore's Chief Compliance Officer. Further, most clients do not allow BNPP IP Singapore to enter into such affiliated transactions in respect of their investments. As such, BNPP IP Singapore has voluntarily implemented a prohibition on effecting transactions on behalf of client accounts with BNPP or its affiliates. BNPP IP Singapore does not effect transactions with BNPP as a dealer, unless specifically instructed by the client. Where BNPP IP Singapore proposes to effect a transaction where BNPP participates as a member of the counterparty syndicate, BNPP IP Singapore will inform its clients. Similarly, prior to purchasing newly issued securities in which BNPP participates as a member of the offering syndicate, BNPP IP Singapore informs its clients in their investment management agreements of its affiliation with BNPP and seeks authorization to purchase new issue securities on its behalf from syndicates in which BNPP is a manager provided that:

- i) such transactions are effected on normal arm's length commercial terms;
- ii) BNPP IP Singapore has determined the transactions are in the best interests of the client; and
- iii) BNPP IP Singapore purchases the securities from a syndicate member other than BNPP.

BNPP IP Singapore acknowledges that, although transactions shall not be executed through BNPP, in the normal course BNPP may receive remuneration as a manager of the syndicate. Any exceptions to this policy must be authorized in writing by BNPP IP Singapore's clients.

*Soft Dollars.* In addition to minimizing direct transaction costs such as commissions and bid/offer spreads, BNPP IP Singapore attempts to minimize indirect cost factors such as market impact and trade settlement costs. Highly liquid markets in which reliable pricing information is available may enable execution of large orders with a single dealer in a manner that minimizes market impact. At its own expense, BNPP IP Singapore utilizes sources of information such as inter-broker trading platforms and other electronic trading resources, which provide a transparent view



of where market prices are at any moment. BNPP IP Singapore's portfolio managers utilize all available information in support of the price discovery process.

To minimize transaction cost and obtain best executions, BNPP IP Singapore prohibits soft-dollar arrangements to avoid any potential conflicts of interest. BNPP IP Singapore bears the cost of any additional research and does not direct any trading activity in lieu of payment for research or other resources.

Affiliates of BNPP IP Singapore, under common control as a result of BNPP's ownership interest in their respective organizations, may adopt differing policies, subject to applicable law and regulation, and choose to utilize soft dollar arrangements if deemed to be beneficial to their clients' interests.

As specified above, BNPP IP Singapore prohibits soft dollar arrangements as a matter of policy.

*Trade Aggregation and Trade Allocation.* As an adviser and fiduciary to our clients, BNPP IP Singapore places its clients' interests first and foremost. Consistent with this fiduciary duty, BNPP IP Singapore's trading procedures seek to ensure that all clients are treated fairly and equitably and that no client account is advantaged or disadvantaged over another. In furtherance of this policy, when the same securities are purchased or sold for one or more of BNPP IP Singapore's client accounts, BNPP IP Singapore's general policy is to, when possible, purchase or sell the securities as a block transaction, and to allocate such securities or proceeds for the participating accounts at the price paid per unit allocated.

In allocating the securities, the principles employed are 1) allocation of each investment decision to each individual account shall be broadly determined with respect to the investment guidelines and investment policy applying to each individual account; 2) dealing for different clients in the same security and at the same time shall be aggregated and traded as a block to the extent possible; and 3) each aggregate allocation shall be allocated at the unit price paid to all participating accounts. Aggregated transactions are allocated fairly and equitably among eligible clients in such a way that no client account is favored with respect to the selection of securities or timing of purchase or sale of securities over another account.

## **Review of Accounts**

BNPP IP Singapore assigns a portfolio manager with supervisory responsibility for each client portfolio. The selection and trading of positions are generated by the specialist portfolio managers and for each account these ideas and positions are implemented by a portfolio manager who monitors account objectives and guidelines, as well as communicating with each client on a continuous basis.

For those accounts managed by BNPP IP Singapore, compliance personnel provide an independent check of all client portfolios' compliance with their respective investment guidelines. The primary tool used for pre and post-compliance checks in Singapore is Sentinel, a Latentzero Fidessa product. Sentinel enables Compliance to monitor any pre and post-trade breaches and to notify relevant parties in a timely manner for action. Post trade controls are performed daily on Sentinel which performs a check using the updated prices for that day taking into account intra-

day asset movements. Any breaches identified are notified immediately to the portfolio managers and to Singapore Compliance. Any breaches not rectified within internal or client requirements are escalated to senior management.

Client portfolio and transaction records are maintained using computerized accounting systems especially designed for fixed-income portfolios. Information on all trades is provided to clients upon request. BNPP IP Singapore provides clients with a review of account holdings and/or performance results on a quarterly basis, although other schedules may be arranged.

Standard reports typically cover the following:

- i) investment returns for the portfolio and its performance benchmark for up to ten years or since inception, whichever is shorter;
- ii) a summary of market developments, portfolio activity and current investment strategy;
- iii) a listing of portfolio assets; and
- iv) a compilation of all transactions.

## **Client Referrals and Other Compensation**

From time to time, BNPP IP Singapore may enter into arrangements with individuals and organizations pursuant to which each has agreed to introduce BNPP IP Singapore to certain U.S. and non-U.S. clients who may be interested in BNPP IP Singapore's investment management services. These individuals and organizations are employed as consultants and advisers to BNPP IP Singapore in connection with the marketing of BNPP IP Singapore's investment management services. Compensation may vary for each consultant. In such cases, pursuant to Rule 206 (4)-3 of the SEC Rules under the Investment Advisors Act of 1940, where cash payments are made for solicitation, BNPP IP Singapore would implement a written agreement binding the solicitor to comply with the 1940 Act and Rules and requiring delivery to the client of (a) Part 2 of BNPP IP Singapore's Form ADV and (b) a written fee sharing disclosure statement meeting the requirements of the Rule.

## **Custody**

Custody is defined as any legal or actual ability by BNPP IP Singapore to access client funds or securities. Since all client funds and securities are maintained with a qualified custodian, BNPP IP Singapore does not take physical possession nor does it have the authority to take possession of client assets. However, under the current SEC rules, BNPP IP Singapore is deemed to have custody of certain client assets solely by virtue of the fact that the qualified custodian is a member of the larger BNPP group. Therefore, we urge all of our clients to carefully review and compare their quarterly reviews of account holdings and/or performance results received from us to those they receive from their custodian. Should you notice any discrepancies, please notify us and/or your custodian as soon as possible.

BNPP IP Singapore has implemented policies and procedures to govern those instances where the custodian of a client is a related person of BNPP IP Singapore (i.e. a person directly or indirectly

controlling or controlled by BNPP IP Singapore or a person under common control with BNPP IP Singapore). In accordance with those policies and procedures, BNPP IP Singapore maintains a copy of the internal control report (SAS 70 or equivalent document) of the related person and prepares an internal memorandum to evidence that the related person is operationally independent of BNPP IP Singapore. The related person is operationally independent of BNPP IP Singapore if the following four criteria are satisfied and no other circumstances can reasonably be expected to compromise the operational independence of the related person:

- i) client assets in the custody of the related person may not be subject to the claims of BNPP IP Singapore's creditors;
- ii) BNPP IP Singapore's personnel may not have custody, possession, or access to client assets, or the power to dispose of client assets to third parties for the benefit of BNPP IP Singapore or the related person, or otherwise have the opportunity to misappropriate client assets;
- iii) BNPP IP Singapore's personnel and personnel of the related person who have access to advisory client assets are not under common supervision; and
- iv) BNPP IP Singapore's personnel may not hold any position with the related person or share premises with the related person.

## **Investment Discretion**

BNPP IP Singapore typically manages client accounts on a discretionary basis, subject to the restrictions that have been provided by clients. These investment guidelines are established with each of BNPP IP Singapore's clients, stipulating various limits governing the management of each portfolio, including eligible securities and maximum commitments. Within the guidelines, BNPP IP Singapore may execute trades without further authority. Trades are executed with those dealers or other financial institutions which, in BNPP IP Singapore's judgment, offer the most favorable terms for its clients. Fixed-income securities are traded predominantly with dealers at net prices without commissions. When BNPP IP Singapore utilizes brokerage services, such as for exchange-traded futures contracts, the reasonableness of the commission paid to brokers is evaluated on basis of the amount of commissions in relation to the execution services rendered. Clients of BNPP IP Singapore may specify a subset of dealers or financial intermediaries in its guidelines which may be utilized for its portfolio, or similarly provide a minimum credit rating to which BNPP IP Singapore must adhere in selecting a dealer or financial intermediary.

## **Voting Client Securities**

BNPP IP Singapore defers to its clients in the vote of proxies and confers with them before exercising any proxy vote (if any). Typically, fixed income investments by their nature do not require any vote of proxies.

## **Financial Information**

BNPP IP Singapore has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.