

**Part 2A of Form ADV: Firm *Brochure*, dated June 18, 2014**

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*This brochure provides information about the qualifications and business practices of Intrinsic Value Investors (IVI) LLP ("IVI" or the "Firm"). If you have any questions about the contents of this brochure, please contact us at 020 7566 1210 or <http://www.ivinvestors.com>. 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 IVI is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

## **Item 2 - Material Changes**

This Brochure, dated June 18, 2014, discusses only specific material changes that are made to the Brochure since the last update to our brochure, dated April 29, 2013.

There are no material changes to note at this time.

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## **Item 4 - Our Advisory Business**

Intrinsic Value Investors (IVI) LLP ("IVI" or the "Firm") is a London-based private investment management firm whose investment focus is on the preservation and long-term growth of our clients' capital by taking advantage of inherent market inefficiencies. IVI's client portfolios will ordinarily be invested in European listed equity securities.

IVI believes that this dual objective can best be met by a portfolio containing the securities of between 10 and 100 different issuers - a number allowing for sufficient diversification to minimize individual issuer risk but at the same time also sufficient focus fully to capitalize on the performance of strong conviction ideas. Our investment strategy is further discussed in Item 8 below.

IVI does not employ other investment strategies.

IVI currently manages on a discretionary basis approximately \$1.8 billion as of the date of this Brochure. The Firm was established in July 2005 under UK law and is owned by Adriaan de Mol van Otterloo, individually, and in trust for Mr de Mol van Otterloo's family, Julian Gould and Graeme Hastings.

The Firm provides discretionary investment management for a pooled investment vehicle, the IVI Umbrella Fund plc, and its sole sub-fund IVI European Fund (the "Fund") and segregated accounts, both foreign and domestic (the Fund and other entities or persons advised by IVI hereinafter the "Client" or collectively the "Clients"). IVI generally does not tailor its advice to the individual needs of Clients, although the Firm is flexible with Clients in segregated accounts.

Clients investing in the IVI European Fund are required to invest a minimum amount of €10,000 in the Euro Share Class and £10,000 in the Pound Sterling Share Class at the inception of their relationship with the Fund. The minimum amount for a segregated account is generally \$50 million for institutions and \$25 million for family offices. The Firm may increase and/or waive this requirement in its sole discretion.

## **Item 5 - Fees and Compensation**

### **Item 6 – Performance-based Fees and Side-by-Side Management**

IVI generally receives a management fee based on assets under management under the following schedule:

- |                           |       |
|---------------------------|-------|
| • IVI European Fund       | 1.25% |
| • IVI Segregated Accounts | 1.00% |

IVI typically does not normally charge performance fees. However, there may be instances where institutional investors in segregated accounts are charged performance fees.

IVI's fees are generally not negotiable.

Fees are included in the NAV calculation and are deducted from the IVI European Fund on a monthly basis. Fees for segregated accounts are invoiced quarterly.

Fund investors may also expect to pay custodian and administrator fees in connection with the Fund as well as incur brokerage and other transaction costs, discussed in Item 12 below.

Clients of segregated accounts are in charge of the administration of their own accounts and are not charged these fees by IVI.

## **Item 7 - Types of Clients**

IVI's Clients consist of a collective investment vehicle and segregated accounts on behalf of institutions, pension plans, endowments and high net worth individuals.

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

IVI's investment strategy is to take advantage of inherent market inefficiencies, as we simply do not believe that the European securities markets are perfectly efficient at all times. On the contrary, at any given point in time we would fully expect these markets to offer the fundamental investor abundant opportunity to construct a satisfactorily diversified portfolio of securities trading well below their actual ultimate intrinsic value. Further, it is our belief that by virtue of rigorous and intensive proprietary fundamental analysis we will be able to identify such undervalued securities in order to purchase them for our Clients to hold until such a time as the market has repriced them up to our estimate of their intrinsic value.

### **Process**

IVI's investment objective is the preservation and long-term growth of our Clients' capital. We estimate that this dual objective can best be met by a portfolio containing the securities of between 10 and 100 different issuers - a number allowing for sufficient diversification to minimize individual issuer risk but at the same time also sufficient focus fully to capitalize on the performance of strong conviction ideas.

The initial selection and subsequent day-to-day management of the Fund's holdings works as follows:

- **New idea generation and evaluation**

New ideas for investment can arise from a large number of sources including company meetings and press releases, financial and trade newspapers, periodicals and newsletters, broker research and, of course, our own personal contacts, experience and observations.

When we come across a situation in which there appears to us a reasonably substantial chance that the market may be significantly under-valuing a particular security, we focus on it in greater detail in order to be sure that we fully understand the issuer's business model and the economics of its industry.

Once we are comfortable on these points, we will then attempt to determine the security's intrinsic value via an in-depth analysis comprising considerations of the issuer's discounted cash flows, franchise value, over-the-cycle earnings power, liquidation value and/or private market value.

Assuming that the results of this analysis still suggest to us that the security represents good value, it is at this stage that we would look to set up a meeting with the company's management in order to sense-check the key assumptions underpinning our valuation work.

- **Stock selection and portfolio management**

Securities that our full evaluation process suggests to us are trading at a significant discount to their intrinsic value (and we would normally target a discount of at least 40% at the time of purchase) are then added to our portfolio, subject to a number of other factors. These would include a consideration of the ownership structure and potential strategic value of the issuer, any forms of signaling by management (e.g. insider transactions or stock issuance/buy-

backs), the strength of the management team and its track record with respect to capital allocation and corporate governance.

Once we are, however, fully confident that a security under analysis offers better overall value than at least one other already held in the portfolio then the latter is sold to finance the purchase of the former. This new holding will then remain in the Fund until either the market eventually reprices it in line with our view of its intrinsic value (a process that investors should be aware can take a number of years) or until such a time as we find something even cheaper to replace it within the Fund.

- **Rationale behind our approach**

A long-term, fundamental approach gives us the best chance of delivering superior performance to our Clients - it is how we have always invested and, moreover, we believe it is the only rational approach to investment.

Further, a long-term, fundamental approach also confers certain inherent benefits:

1. The cheaper a security is in relation to a thoughtful and thorough assessment of its intrinsic value at the time of purchase, the lower should be the investor's risk of permanent capital loss should his analysis prove in some way flawed or the broader asset class fall from favor with the investment community at any stage
2. The longer a portfolio's average holding period (and, in this case, it is between 3 and 5 years), the lower its annual turnover and hence costs borne by its investors
3. Finally, since we are explicitly not attempting to replicate the performance of any particular index, to hold any more than 100 securities in the Fund or to hold on to our Clients' capital irrespective of the availability or otherwise of appropriate investment opportunities, portfolio risk should be minimized since there is simply no need for us to hold securities for which we struggle to identify any real absolute upside and/or whose business models offer only very limited visibility.

It should be noted that investing in securities involves a risk of loss as well as gain, which Clients should be prepared to bear. Past performance is not a guide to the future and prices of investments may rise as well as fall. Investors may not get back the full amount invested. Investing in IVI's European equity portfolios involve general risks – market risk, volatility, foreign exchange market risk, emerging markets risks – that are comprehensively disclosed in the Fund's offering memorandum.

## **Item 9 - Disciplinary Information**

IVI has no material legal, regulatory or disciplinary events to disclose. This information has also been submitted to the Securities and Exchange Commission as Section 11 of IVI's Form ADV, Part IA, and can be verified at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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

IVI generally does not receive compensation directly or indirectly or maintain a business relationship with any third party that creates a material conflict of interest. However, IVI is the investment adviser to the IVI European Fund and segregated accounts, which may create a potential conflict of interest between the Firm and the best interests of each of its Clients. IVI has written policies and procedures, such as allocation and best execution, which are designed to manage, monitor and mitigate any such potential or actual conflict.

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

IVI has adopted a compliance manual that includes a Code of Ethics (the "Code"), which sets forth standards of business conduct for the Firm and its Supervised Persons (all employees, Access Persons and others designated by IVI's Chief Compliance Officer ("CCO")). The Code is based on the principle that the Firm and its Supervised Persons have a fiduciary duty to act in the best interests of IVI's Clients.

The duties of Supervised Persons under the Code are summarised below:

Supervised Persons are required to submit to the CCO an initial and annual report listing their securities holdings and a quarterly report of transactions. All personal securities transactions, other than those specifically exempted by the Code, are preapproved by the CCO or his delegate.

The Code sets forth record keeping requirements and the responsibilities of the CCO with respect to review of personal securities transactions, personal holdings and trading reports and monitoring compliance with the Code. The Code also outlines policies for sanctioning Supervised Persons who violate the Code.

Supervised Persons are also subject to restrictions on participating in initial public offerings and private placements and the right of the Firm to require them to disgorge any profits from a transaction deemed, after the event, to conflict with Client interests.

Supervised persons must comply with federal securities laws, certify that they have read and understand the Code and report any violations of the Code to the CCO. The Code sets forth limitations on Supervised Persons receiving gifts from third parties. Supervised Persons may not solicit gifts from any party with whom we conduct or could conduct business.

Supervised Persons are prohibited from trading either in their personal accounts or Client accounts on the basis of material non-public information.

## **Item 12 - Brokerage Practices**

### *Broker Selection Policy*

IVI generally assumes responsibility for selecting brokers and dealers for the execution of securities transactions recommended on behalf of its Fund or segregated accounts. The Firm is not affiliated with any broker/dealers and does not execute securities transactions as a principal. Accordingly, the Firm selects unaffiliated third-party broker/dealers to execute all Client transactions although, as permitted by applicable law and described in more detail below.

In selecting brokers, the Firm takes all reasonable steps to obtain the best possible result ("best execution") for Clients when executing an order. The best possible result is not limited to execution price but can also be determined by:

- Quality of execution
- Availability and quality of research products and services
- The nature and character of the relevant markets on which the transactions will be executed
- Access to company management
- The broker's execution experience, integrity and credit-worthiness
- Operational efficiency

Research services may include information or analysis relating to companies, sectors, countries and other services that may assist the Firm in its investment decision. The Firm may consider the availability and quality of research products and services provided by a broker in selecting which brokers to use in executing Client orders. The Firm ordinarily reviews its active broker list on a periodic basis and assesses each broker on a combination of factors including those listed above. Where issues arise or expectations are not met the Firm may review the relationship and the services being provided.

Any brokerage and research services furnished by brokers through which the Firm effects securities transactions may be used by the Firm in advising other Clients and the Fund and not necessarily the same investment portfolio.

IVI generally does not enter into commission sharing arrangements. Should IVI enter into any such arrangements, it will be consistent with Section 28(e) of the Securities Exchange Act of 1934, which permits the use of "soft dollars" in certain circumstances.

IVI may elect to cross transactions internally. This will usually be for the purpose of reducing transaction costs or rebalancing Client investment portfolios. This normally occurs where inflows from one Client coincide with outflows from another Client for which the Firm also acts as an adviser. In the event that the Firm causes one Client to purchase securities from or sell securities to another Client, the Firm uses its best efforts to mitigate potential conflicts of interest by causing the transaction to occur at the then prevailing market price of the applicable securities and by considering the interests of all Clients that are parties to the transaction. The Firm will use unaffiliated third-party brokers to facilitate these cross transactions at market price.

#### *Allocation of Investment Opportunities*

IVI endeavors to act in a manner that it considers fair, reasonable and equitable in allocating investment opportunities among its Clients. When the Firm determines that it would be appropriate and feasible for more than one Client to participate in an investment opportunity, the Firm may place combined orders for all such Clients simultaneously and, if the order is not filled at the same price, the Firm will average the prices paid over a particular trading day or such longer period consistent with the accumulation or disposition of a particular position. Similarly, if an order is placed on behalf of more than one Client and the order cannot be fully executed under prevailing market conditions, the Firm may allocate the trade execution among different Clients on a basis that the Firm deems equitable. This is normally achieved by pro-rating actual trade executions among Clients in accordance with the total number of shares outstanding on each Client's order and rounding such executions to reflect minimum trading sizes, minimum allocations necessary to avoid undue costs being realized by Clients (such as transaction and foreign exchange costs triggered by certain allocations having a *de minimis* value) and efficiencies inherent in trade reporting. Situations may occur where a Client could be disadvantaged because they participated in the aggregate order.

The Firm anticipates that the substantial majority of its trade executions will be allocated between Clients in a pro-rata manner. Where the Firm determines that this pro rata allocation methodology may not be in a Client's best interest or the best interests of all Clients, the Firm may, in its reasonable discretion, make an adjustment to the pro-rata allocation.

### **Item 13 - Review of Accounts**

IVI provides investment advice to the IVI European Fund as well as segregated accounts. IVI's fund managers and operations staff are responsible for monitoring performance and execution purchases and sales on behalf of the Fund and segregated accounts. The fund



managers review the portfolio on a daily basis and the operations staff reconcile the accounts on a daily basis.

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

IVI does not directly or indirectly compensate any third party for Client referrals or other economic benefit.

## **Item 15 - Custody**

IVI is not authorized by the UK Financial Services Authority to hold Client assets. Under Rule 206(4)-2 of the Advisers Act, IVI has “custody” of Client funds and securities solely as a consequence of the Firm’s authority to authorize deductions from IVI European Fund to pay IVI’s management fees. Typically, investors in the IVI European Fund receive quarterly statements from State Street.

## **Item 16 – Investment Discretion**

As investment adviser to the Client portfolios, IVI is granted the discretionary authority in the relevant organizational documents and/or investment management agreements to determine which securities and the amounts of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular Client account.

When selecting securities and determining amounts, IVI observes the investment policies, limitations and restrictions of the Clients for which it advises. Investment guidelines and restrictions must be provided to IVI European Fund in writing.

## **Item 17 - Voting Client Securities**

The Firm understands its fiduciary duty when assessing proxy voting responsibilities on behalf of its Clients. The Firm also recognizes the need to exercise its proxy voting obligations with a view of enhancing its Clients' long term investment values. The Firm believes that both are generally compatible with good corporate governance as this generally provides the best operating environment for each underlying portfolio company to cope with competitive commercial pressures. To help achieve its objectives, it is IVI’s policy, subject to the considerations described below, to use its best efforts to vote proxies arising on all shares held on behalf of its Clients.

The Firm has a commitment to evaluate and vote proxy issues in the best interests of its Clients. The Firm will generally vote proxy proposals, amendments, consents or resolutions relating to Client securities, including interests in private investment funds, if any, (collectively, “proxies”) in accordance with the following guidelines:

- Consistent with our fundamental analysis, the Firm will generally support a current management initiative if our view of the Issuer’s management is favorable;
- The Firm will generally vote against management if there is a clear conflict between the Issuer’s management and shareholder interest;

- In some cases, even if the Firm supports an Issuer's management, there may be some corporate governance issues that the Firm believes should be subject to shareholder approval; and
- The Firm may abstain from voting proxies when it is determined that the cost of voting the proxy exceeds the expected benefit to our Clients.
- The Firm may abstain from voting proxies in companies listed on markets where market convention for 'share blocking' could limit the Firm's ability to manage the holding of shares in the Clients' best interests.

Generally, all proxies are evaluated and voted on a case-by-case basis, considering each of the relevant factors set forth above. The Firm, in all cases, will vote for any proposals that we believe will be most advantageous to our Clients.

Given IVI's position that the inherent risks associated with voting in a share blocking country may outweigh the benefits of voting, IVI will generally abstain from votes in a share blocking country unless a Client specifically requests in writing that IVI vote on an issue. In such case, IVI will vote only those shares held in that Client's portfolio and will abstain from voting shares of the security held by other Clients. The Client whose shares are voted recognizes it will be subject to any regulations or limitations placed on those shares.

Although highly unlikely, there could be an occasion when a conflict may arise between the interest of the Client/s and the interest of the Firm. IVI will always strive to address such a conflict in the best interests of the Client/s. If a perceived material conflict of interest arises in connection with a proxy vote, IVI may resolve such conflict either by delegating the voting decision back to the Client/s or the Firm may inform the Client/s of the perceived conflict and obtain consent to vote the proxy as recommended by the Firm.

IVI does not take positions outside of the portfolios it manages and therefore does not anticipate a situation where there would be a conflict between maximizing investment returns for Clients and the interests of the Firm or its Supervised Persons. In fact, as shareholders in IVI European Fund the interests of the owners and staff of the Firm are fully aligned with those of its Clients. In the highly unlikely event that such a situation should arise, the management team will review and evaluate the proxy proposal and the circumstances surrounding the conflict to determine the vote, which will be in the best interests of the Client. IVI's management team may also determine whether the conflict of interest will be disclosed to Clients and whether to obtain their consent prior to voting. Records of IVI's Proxy Voting Policy and voting history are available from the Firm upon request.

## **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide certain financial information or disclosures about IVI's financial condition. IVI has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients, and has not been the subject of a bankruptcy proceeding.