



# Charlemagne Capital

## ADV PART 2A

CHARLEMAGNE CAPITAL (UK) LIMITED

ORGANISATION ID: 137637

Address: 39 St James's Street, London SW1A 1JD

Telephone: 442075182100

Contact email: [compliancegroup@charlemagnecapital.com](mailto:compliancegroup@charlemagnecapital.com)

Group website: [www.charlemagnecapital.com](http://www.charlemagnecapital.com)

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This brochure provides information about the qualifications and business practices of Charlemagne Capital (UK) Limited. If you have any questions about the contents of this brochure, please contact us at 442075182100 or [compliancegroup@charlemagnecapital.com](mailto:compliancegroup@charlemagnecapital.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration with the SEC does not imply a certain level of skill or training.

Additional information about Charlemagne Capital (UK) Limited is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **2. Material Changes**

This Brochure has been revised since last filed on 27 March 2015 to reflect that, as applicable, CCUK may enter into client referral arrangements, which will be structured to comply with Rule 206(4)-3 under the Advisers Act.

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#### 4. Advisory Business

The Charlemagne Capital Group (the “Group”) is an independent investment management group. Shares in Charlemagne Capital Limited (“CCL”), the Group’s Cayman Islands parent, are publicly held and were admitted to trading on the AIM market of the London Stock Exchange in April 2006. CCL is the 100% owner of Charlemagne Capital (UK) Limited (“CCUK”) and its sister company Charlemagne Capital (IOM) Limited (“CCIOM”).

CCUK, based in London, provides investment advice and marketing services, CCIOM, based in the Isle of Man, provides investment management services for the Group. CCUK is typically appointed via an internal delegation agreement for the provision of investment advice to CCIOM in respect of the Group’s clients.

CCUK was incorporated in 1995 and is regulated by the UK Financial Conduct Authority, FRN 172999, and is authorised to undertake activities as dictated by its ‘Scope of Permissions’ as well as being registered as an investment adviser in the United States with the SEC under Section 203(c) of the Investment Advisers Act of 1940, as amended (the “Advisers Act”). CCIOM is also registered as an investment adviser with the SEC.

The Group’s principal activity is investment management in global emerging markets, providing a range of investment management and advisory services in respect of mutual funds, specialist funds, private equity vehicles, institutional pooled and segregated portfolios.

CCUK does not provide services to retail investors.

Advisory services provided are tailored according to the needs of each of the Group’s clients and as specified by each investment mandate and where applicable as set out in a fund’s offering document or a segregated account’s investment guidelines.

CCUK does not participate in wrap fee programs.

As of 31 December 2014, the Group managed the following client assets:

Discretionary basis:                    USD 2,247,948,512

Non-discretionary basis:            None

## **5. Fees and Compensation**

CCUK is generally paid a fee equal to a specified percentage of the assets of a client's portfolio. CCIOM additionally receives a performance fee from some, but not all clients. Fees are agreed with each client and vary between clients.

CCUK appoints sub-distributors for the purpose of introducing potential investors into client funds via a contract which defines a fee rebate payable to the sub-distributor.

CCIOM charges only investment management fees and, where relevant, performance fees. In addition, CCUK charges fees in respect of corporate services associated with the investment management mandate in relation to a small number of private equity vehicles.

Client fees are charged as set out in the relevant investment management agreement or offering memorandum.

Clients are not required to pay fees in advance.

None of CCUK's supervised persons accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

## **6. Performance Based Fees and Side-By-Side Management**

CCUK charges a performance-based fee to certain clients. Some clients are charged performance fees in relation to some, but not all accounts.

Performance-based compensation could create an incentive for CCUK to make investments that are riskier or more speculative than would be the case in the absence of the performance-based compensation. In addition, the performance on which performance-based compensation is calculated will include unrealized appreciation and depreciation of investments that may not ultimately be realized.

Where portfolios are managed in accordance with the same strategy, strict controls are in place to ensure that all portfolios are managed, and in particular that all investment decisions are applied, equitably without regard to charging structure. CCUK has in place a written policy on the allocation of aggregated orders that is consistently applied.

## **7. Types of Clients**

CCUK provides investment advice and investment management services to a range of mutual funds, a pension/profit sharing plan client (but not the plan participants) and other financial institutions. It does not provide advice or other services directly to retail investors, though its institutional clients may deal direct with retail investors.

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

The Group manages client assets using a bottom-up stockpicking process that relies on intensive, on-the-ground qualitative research and disciplined, price-focused financial modelling. This investment process draws heavily upon the experience and expertise of the Group's portfolio advisers and analysts within CCUK.

The Group manages only emerging market assets using a variety of investment strategies designed to meet the needs of its clients. Most strategies are equity-based, though there may be some exposure to property and bonds. Equity strategies include a range of UCITS compliant long-only mutual funds as well as a long/short hedge fund. The Group also manages pooled and segregated accounts for institutional clients. Strategies may be global, regional or country-specific.

Investing in emerging markets involves risks that clients should be prepared to bear. Detailed information is generally given in the relevant prospectus or investment management agreement. Investors are however exposed to the following risks.

Administrative Risk is the risk that the operational structures and procedures put in place to ensure adherence to an investment mandate fail. The Compliance Department monitors this using daily reports that detail any potential breaches. All breaches are monitored closely and followed up systematically. Order generation, execution and settlement are segregated functions. Any order generated is processed and checked for compliance, availability and liquidity issues. An analyst within CCUK then reviews and agrees an order before it is passed to the dealer based within CCIOM who then executes the trade. The Settlements department within CCIOM, later performs a reconciliation of instruction and execution.

Market Risk is the risk that unforeseen developments in the financial markets or elsewhere have a negative impact on investment performance, as a result of speed, severity or other factor. Members of the investment team review market conditions on a regular basis to assess whether any changes are required to stock price targets or portfolio construction.

Portfolio risk concerns portfolio construction and the likely variability of the return generated by the portfolio, often with respect to a stated benchmark. This is the responsibility of the Group's Head of Portfolio Risk within CCUK.



## **9. Disciplinary Information**

There are no legal or disciplinary events that are material to the evaluation of CCUK's advisory business or the integrity of CCUK's management.

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

CCUK's sister company, CCIOM, typically appoints CCUK to provide investment advice via an internal delegation agreement.

CCIOM, based in the Isle of Man, provides investment management services for the Group.

CCIOM was incorporated in 1996 and is licensed by the Isle of Man Financial Supervision Commission as well as being registered as an investment adviser in the United States with the SEC under Section 203(c) of the Investment Advisers Act of 1940, as amended (the "Advisers Act").

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

CCUK's Compliance Manual (the "Manual") governs the personal securities transactions of its personnel and also sets out the Code of Ethics. Clients or prospective clients may contact the Compliance Department via e-mail ([compliancegroup@charlemagnecapital.com](mailto:compliancegroup@charlemagnecapital.com)) or telephone (441624640200) to request a copy of the relevant Manual content.

CCUK restricts its personnel from trading in securities that are being considered for purchase or sale for a client and requires personnel to obtain pre-clearance of securities transactions and the reporting of personal securities holdings and transactions periodically. If a member of personnel wishes to purchase or sell stock held by any of CCUK's clients, a clear time separation must be demonstrated between any dealing on behalf of the client and the trade by the member of personnel before approval will be considered. The best interest of the client always takes precedence.

The Manual contains other provisions required by Rule 204A-1 under the Advisers Act. The Manual describes the fiduciary obligations of CCUK and its personnel, and requires CCUK's personnel to comply with applicable federal securities laws and to report any violations of the Manual to CCUK's Chief Compliance Officer.

## 12. Brokerage Practices

### a) Broker Selection

CCUK does not execute client orders, this is the responsibility of CCIOM.

- CCIOM maintains the list of approved brokers.
- CCIOM uses only the brokers on this list, which it reviews regularly.
- CCIOM requires its counterparties to be creditworthy and approves brokers on this basis.
- Broker exposure is monitored.
- CCIOM operates a system of transaction cost analysis to assess broker performance and may target commissions with selected brokers.
- In determining which broker to use for a specific trade, CCIOM operates a policy of best execution, taking into account such factors as price, order size, likelihood of execution and settlement, speed and costs. Where CCIOM executes orders in shares of less liquid companies, the ability to execute the order in the required volume is often the key factor determining execution. In practice this may mean that only a single broker is capable of delivering the required volume.

### b) Soft-Dollar Arrangements

CCUK does not undertake any soft-dollar arrangements. Any incidental research or other services received from brokers is used for the benefit of all clients.

### c) Brokerage for Client Referrals

CCUK does not consider client referrals from brokers when selecting brokers.

### d) Directed Brokerage

CCUK does not accept directed brokerage. If any client recommends the use of a specific broker, that broker will only be used if such use is consistent with the policy of best execution.

### e) Trade Aggregation

CCUK aggregates trades for the benefit of its clients. Aggregated trades are allocated according to a policy that aims to be equitable for all clients. Allocation is determined before trading. Own account trades are not aggregated with client trades unless clients are not disadvantaged.

### **13. Review of Accounts**

#### **a) Client Account Reviews**

CCUK, together with the portfolio advisers within CCIOM, continuously monitor and review client portfolios as part of an effective investment management process.

#### **b) Client Reports**

Institutional clients generally receive monthly, quarterly and/or annual written performance reports; the frequency and nature of any reporting usually forms part of the relevant investment management agreement.

Regular monthly reporting is available for mutual funds.

#### **14. Client Referrals and Other Compensation**

To the extent that CCUK makes cash payments to third-party solicitors for client referrals, CCUK ensures that each such solicitor has entered into a written agreement with CCUK pursuant to which the solicitor provides each prospective client with a copy of CCUK's Form ADV Part 2A, and a disclosure document setting forth the terms of the solicitation arrangement, including the nature of the relationship between the solicitor and CCUK and any fees to be paid to the solicitor. Where applicable, cash payments for client solicitations are structured to comply fully with the requirements of Rule 206(4)-3 under the Advisers Act and related SEC staff interpretations.

CCUK does not comply with the Advisers Act requirements regarding cash payments for client solicitations with respect to its non-U.S. Clients.

## **15. Custody**

CCUK does not take custody of the assets belonging to any funds.

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## **16. Investment Discretion**

Levels of investment discretion are clearly defined in the investment management agreement with the client. CCUK generally manages client assets on a discretionary basis. Clients may impose restrictions, limitations or other requirements.



## **17. Voting Client Securities**

CCUK has adopted Proxy Voting Policies and Procedures that are designed to ensure that CCUK votes proxies with respect to client securities in the best interests of its clients.

CCUK has appointed a third party proxy administrator, to assist it in coordinating and voting proxies with respect to client securities.

CCUK also identifies and acts appropriately upon identification of any conflicts between CCUK or CCIOM and its clients or between clients of CCUK or CCIOM.

Clients may obtain a copy of CCUK's Proxy Voting Policies and Procedures and information about how CCUK voted a client's proxies upon request to the Compliance Department via telephone: (441624640200) or e-mail ([compliancegroup@charlemagnecapital.com](mailto:compliancegroup@charlemagnecapital.com)).

## **18. Financial Information**

CCUK does not suffer any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.