

# **CEDAR ROCK CAPITAL LIMITED**

110 Wigmore Street  
London W1U 3RW  
United Kingdom

TEL: (011) 44 20 7563 1100

FAX: (011) 44 20 7563 1111

EMAIL : [moreinfo@cedarrockcapital.com](mailto:moreinfo@cedarrockcapital.com)

[www.cedarrockcapital.com](http://www.cedarrockcapital.com)

## **BROCHURE**

### **PART 2A**

**January 12, 2016**

#### **ITEM 1: COVER PAGE**

This brochure provides information about the qualifications and business practices of Cedar Rock Capital Limited. If you have any questions about the contents of this brochure, please contact us at (011) 44 20 7563 1100 and/or [moreinfo@cedarrockcapital.com](mailto:moreinfo@cedarrockcapital.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.

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

Whilst Cedar Rock Capital Limited is registered as an investment adviser with the Securities and Exchange Commission pursuant to the Investment Advisers Act of 1940, as amended, it does not comply with the Advisers Act with regard to its non-US clients. Registration with the SEC does not imply a certain level of skills or training.

## ITEM 2: MATERIAL CHANGES

This brochure has been updated since the last annual update which took place on January 12, 2015 with the following material changes:

**Item 4:** Updated figures for Client Assets under Management.

**Item 11:** Amendments to Cedar Rock's Code of Ethics.

ITEM 3: TABLE OF CONTENTS
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## ITEM 4: ADVISORY BUSINESS

### A. General Description of Advisory Firm

Cedar Rock Capital Limited (or “Cedar Rock”) is a company which was incorporated in the United Kingdom on June 20, 2002. Cedar Rock commenced business in December 2002. Cedar Rock’s registered address is 20-22 Bedford Row, London WC1R 4JS, United Kingdom and its principal place of business is 110 Wigmore Street, London W1U 3RW, United Kingdom. Cedar Rock has been registered as an investment adviser with the SEC since November 4, 2002 and with the Financial Conduct Authority in the United Kingdom (“FCA”) since November 14, 2002. Cedar Rock was founded by Andy Brown, who is its principal owner and sole controller. Andy Brown is also Cedar Rock’s Chief Executive Officer (“CEO”) and Chief Investment Officer (“CIO”).

### B. Description of Advisory Services

Cedar Rock provides advisory services on a discretionary basis to: (i) a Cedar Rock sponsored private investment fund that is offered to U.S. and non-U.S. investors (but not to investors in the European Economic Area) (the “Onshore Fund”); (ii) certain other pooled investment vehicles domiciled in Ireland and offered solely to non-US investors (the “Offshore Funds”) (together, the Onshore Fund and the Offshore Funds, the “Cedar Rock Funds”); and institutional clients with separately managed accounts. Cedar Rock’s investment advice is limited to a long-only, global equity strategy. Andy Brown originally conceived this investment strategy in, and solely managed it from, 1996, whilst employed at Morgan Stanley Investment Management in London, UK, where it was marketed as the Global Franchise strategy by Morgan Stanley to institutional and private clients. Cedar Rock has offered the same investment strategy since it commenced business in 2002. Cedar Rock does not offer any other strategies.

### C. Availability of Tailored Services for Individual Clients

Cedar Rock does not generally tailor its advisory services to the individual needs of clients. Accordingly, Cedar Rock does not manage portfolios for clients that seek to impose restrictions on investing in certain securities which Cedar Rock believes may form part of its investable universe. However, where a client is subject to specific restrictions (e.g., portfolio diversification requirements), Cedar Rock may tailor its services in accordance with such restrictions on a case by case basis if such restrictions will not materially alter its investment strategy and approach.

An investor or prospective investor in the Onshore Fund should refer to the confidential private offering memorandum, limited liability company agreement and other governing documents of the Onshore Fund for more complete information about the investment objectives and investment restrictions applicable to the Onshore Fund.

There is no assurance that any client account's investment objectives will be achieved.

Cedar Rock does not enter into "side letters" or similar agreements with investors in the Cedar Rock Funds granting the investor certain specific rights, benefits, or privileges that are not made available to investors generally.

#### **D. Wrap Fee Programs**

Cedar Rock does not participate in wrap fee programs.

#### **E. Client Assets Under Management**

As of December 31, 2015, Cedar Rock managed the following client assets:

Non-Discretionary Client Assets:	US\$ 0
Discretionary Client Assets:	<u>US\$ 11,656,743,606</u>
Total Assets under Management:	<u>US\$ 11,656,743,606</u>

Cedar Rock may in the future provide advisory services, either in a discretionary or non-discretionary basis, to other pooled investment vehicles and/or separately managed accounts.

### **ITEM 5: FEES AND COMPENSATION**

**A. Advisory Fees and Compensation** - Cedar Rock charges its clients an investment management fee of one per cent. (1%) per annum of the value of the client account. The investment management fees are calculated and charged to clients either quarterly or monthly in arrears based on the value of the assets in the client account (including net unrealized appreciation or depreciation of investments and cash, cash equivalents and accrued interest) on the last day of the quarter or month.

If a new client account is established during a quarter or month, as applicable, or a client makes an addition to its account during a quarter or month, the investment management fee will be prorated for the number of days remaining in the quarter or month. If a client's investment management agreement is terminated or a withdrawal is made from a client account during a quarter or month, the fee payable to Cedar Rock will be calculated based on the value of the assets on the termination date or withdrawal date and prorated for the number of days during the quarter or month in which such amount was in the account.

Cedar Rock has in the past extended lower fee terms to certain clients based upon, inter alia, their previous business relationship with the principals of Cedar Rock. Cedar Rock does not currently negotiate fees.

Cedar Rock does not charge any performance based fees or receive any performance based allocations.

## **B. Payment of Fees**

Cedar Rock charges its investment management fee each month to the Cedar Rock Funds. Cedar Rock bills its separate account clients quarterly or monthly, as applicable, for fees incurred. Cedar Rock does not allow its separate account clients to elect that Cedar Rock deducts its fee directly from their account. Fees are generally calculated as at the last business day of each quarter or month, as applicable, and are billed and payable in arrears.

## **C. Other Fees and Expenses**

In addition to paying investment management fees, clients of Cedar Rock are typically responsible for all costs and expenses incurred in connection with the investments in their accounts, including custodial charges, brokerage commissions; interest expenses; taxes, duties and other governmental charges; transfer and registration fees or similar expenses; costs associated with foreign exchange transactions; other portfolio expenses; and costs, expenses and fees associated with products or services that may be necessary or incidental to such investments or accounts. In addition to the expenses set forth above, each of the Cedar Rock Funds also pays legal fees, research fees and expenses, fees charged by accountants, attorneys, auditors and administrators for their professional services and other expenses including related to the relevant Cedar Rock Fund as described in greater detail in the Cedar Rock Fund's offering documents. Client assets may be also invested in money market mutual funds or other registered investment companies ("External Funds"). In these cases, the client will bear its pro rata share of the investment management fee and other fees and expenses of the External Fund, which are in addition to the investment management fee paid to Cedar Rock.

Item 12 below titled "**Brokerage Practices**" describes the factors Cedar Rock considers in selecting or recommending broker-dealers and determining the reasonableness of their compensation.

**D.** Cedar Rock's clients do not pay fees in advance.

## **E. Transaction based compensation**

Neither Cedar Rock nor any of its supervised persons will receive any form of compensation as broker or agent for the sale of securities or other investment products by any client account.

## ITEM 6: PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As disclosed in **Item 5.B - Payment of Fees** above, Cedar Rock does not charge any performance based fees or receive any performance based allocation. However, certain client accounts may have higher asset-based fees than other accounts. When Cedar Rock and its investment personnel manage more than one client account, a potential exists for one client account to be favored over another client account. Cedar Rock and its investment personnel have a greater incentive to favor client accounts that pay Cedar Rock the higher fees.

### *Side by Side Management*

Cedar Rock has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including accounts with multiple fee arrangements, and the allocation of investment opportunities. Cedar Rock will, as a policy, allocate all investment opportunities among its clients in a manner that it considers fair and equitable to all clients, considering all factors potentially applicable to each client. Among the factors that may be considered by Cedar Rock in allocating trades among client accounts are Cedar Rock's target percentages for that stock in reference to the client account's total asset value, investment policies, guidelines or restrictions applicable to each specific client, available liquidity and timing of cash flows. Cedar Rock's procedures also require that, to the extent orders are aggregated, the client orders are price-averaged as further described in **Item 12(b)**. Finally, Cedar Rock's procedures also require the objective allocation for limited opportunities (such as initial public offerings) to ensure fair and equitable allocation among accounts. These areas are monitored by Cedar Rock's Chief Compliance Officer.

## ITEM 7: TYPES OF CLIENTS

### *Types of Clients*

As noted under **Item 4** above, Cedar Rock provides discretionary advisory services to the Cedar Rock Funds and to clients with separate accounts. Cedar Rock's clients and the investors in the Cedar Rock Funds may include high net worth individuals, endowments, foundations, estates, trusts, family offices, pension and profit sharing plans and other business entities.

Currently, only the Onshore Fund is offered in the U.S., and the Offshore Funds are exclusively offered from outside the U.S. solely to non-U.S. investors. The Onshore Fund is offered exclusively to investors who qualify as "accredited investors" as defined in Regulation D under the Securities Act of 1933, as amended, and "qualified purchasers" as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended (the "Investment Company Act"), and is therefore not required to register as an investment company under the Investment Company Act in reliance upon certain exemptions available to funds whose securities are not publicly offered.

### ***Minimum Investment Requirements and Minimum Holding Requirements***

Generally, investors must invest a minimum dollar amount of US\$ 5,000,000 and maintain a minimum account balance of US\$ 3,000,000 in the Onshore Fund, subject to waiver, reduction or change in the sole discretion of the Onshore Fund's Manager.

Cedar Rock generally requires that a client invests a minimum of \$50,000,000 to open a separate account. However, Cedar Rock may accept a lesser initial investment in its sole discretion.

## **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **A. Methods of Analysis and Investment Strategies**

Cedar Rock utilizes a single investment strategy, which is a long-only, unleveraged, global equity strategy. Cedar Rock specializes in seeking out high-quality businesses in which to invest for its clients. Cedar Rock defines quality as the ability of a business to sustain a high unleveraged return on its capital. Cedar Rock does not seek to minimize volatility relative to any sectoral, national, regional or global index of equity market performance. The investment strategy does not place any restriction on Cedar Rock's ability to invest any portion of its clients' accounts assets in a single country or industry sector.

Cedar Rock utilizes fundamental research to identify investment candidates. Cedar Rock utilizes a variety of information sources for its research, including specialist databases, company reports and websites, stockbrokers' equity research and the press. Cedar Rock generally visits and analyses its target investee companies.

Cedar Rock's investment strategy consists primarily of long positions in publicly traded equity securities listed on the world's stock exchanges. While Cedar Rock expects to invest primarily in quoted equities, a client may receive securities other than quoted equities through corporate actions involving its existing holdings. These securities could include preferred shares, debt securities convertible into such equity securities and other instruments issued by such issuer. The risks associated with these types of securities are discussed below.

**This investment strategy and method of operation involves the risk of loss to clients and clients should be prepared to bear the loss of their entire investment.**

### **B. Material Risks Related to Investment Strategies**

#### ***Equity Securities***

Equities are a volatile asset class suitable only for clients with a tolerance for wide fluctuations in the market value of their investments. The market price of equity securities may be affected by international events or market factors such as economic or industry cycles or broad declines



in stock market prices, or by conditions affecting specific issuers, such as changes in earnings forecasts. Multinational companies earn revenues and incur expenses in multiple currencies. Currency fluctuations can affect a multinational company's financial performance and/or competitive position. Investing in companies with small and medium-sized market capitalizations may involve greater risk than investing in larger companies, and their share prices can fluctuate dramatically in a short period of time. Small and mid-cap companies may be more susceptible to setbacks or downturns than larger companies and may experience higher rates of bankruptcy or other failures. In addition, the shares of a small or mid-cap company may be thinly traded.

### ***Bonds***

As is the case for equities, the prices of bonds are volatile. The traded price of a bond may be more or less than its nominal value. A bond may be at risk of being called by its issuer; or a bond's issuer may be unable to pay the contractual interest or principal on the bond. Furthermore, the rate of price increases in the general economy may diminish the inflation-adjusted returns associated with a bond. For some bonds there may be a restricted market and it may be difficult to deal in them or to obtain reliable information about their value.

### ***Warrants***

A warrant is a time-limited right to subscribe for shares or bonds at a particular price and is exercisable against the issuer of the warrants. The issuer of the warrants may be the original issuer of the underlying securities or a third party issuer that has set aside a pool of the underlying securities to cover its obligations under the warrants (i.e., covered warrants). Each warrant is a contract between the warrant issuer and the holder. The holder is therefore exposed to the risk that the issuer will not perform its obligations under the warrant. The price of the warrants will be affected by the risk factors that can affect the price of the underlying securities to which the warrant relates. Warrant prices can be volatile. A relatively small movement in the price of the underlying security results in a disproportionately large movement, unfavorable or favorable, in the price of the warrant.

### ***Non-U.S. Securities and Foreign Currency Exposure***

Foreign securities, foreign currencies, and securities issued by U.S. entities with substantial foreign operations can involve additional risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign currencies; withholding or other taxes; trading, settlement, custodial, and other operational risks; and the less stringent investor protection and disclosure standards of some foreign markets. All of these factors can make foreign investments, especially those in emerging markets, more volatile and potentially less liquid than US investments. In addition, foreign markets can perform differently from the U.S. market. A substantial portion of securities in Cedar Rock's client accounts may be denominated in currencies other than the US dollar and as Cedar Rock does not currently employ hedging techniques, the value of the client account can be significantly affected by currency movements.

### ***Concentration***

As set out above, the investment strategy does not place any restriction on Cedar Rock's ability to invest any portion of its clients' accounts assets in a single country or industry sector. Additionally due to the specific investment criteria that Cedar Rock employs in its investment strategy, Cedar Rock generally limits its clients' portfolios to 15 to 30 securities. Client portfolios may therefore be concentrated in a single country or industry. Consequently, where a loss arises in relation to a particular security, country or sector, this may result in a proportionately greater loss to a client than if the client's portfolio comprised a larger number of securities and/or such securities were more diversified across countries or industry sectors.

## **C. Material Risks Associated With Types of Securities that are Primarily Recommended**

### ***Investment in the Onshore Fund***

An investment in the Onshore Fund may be deemed to be speculative and is not intended as a complete investment program. The Onshore Fund is designed for sophisticated investors who are able to bear a substantial loss of their entire capital commitment.

### ***Liquidity of the Onshore Fund***

The Onshore Fund may invest in securities for which there is limited liquidity. There are no secondary markets for interests in the Onshore Fund and none are expected to develop.

### ***Custodian Insolvency***

The Onshore Fund may be at risk of its custodian entering into an insolvency procedure. During such a proceeding (which may last many years), the use of assets held by or on behalf of the custodian may be restricted. During such a proceeding, the Onshore Fund may be an unsecured creditor in relation to certain assets, and accordingly may be unable to recover such assets from the insolvent estate of the custodian in full or at all.

### ***Valuations***

Where Cedar Rock is involved in the valuation of client portfolios, potential for conflicts of interest arise as Cedar Rock is also remunerated by reference to the net asset value of its clients' portfolios. The valuation of Cedar Rock's clients' portfolios is carried out by their appointed custodians, and each such custodian is independent from Cedar Rock. Cedar Rock reconciles such custodian valuations to its own internal valuations. Cedar Rock pursues a policy of independence with respect to the valuation of client portfolios, such that under no circumstances will Cedar Rock provide valuations for individual assets. Client portfolios are always valued utilising inputs obtained from independent third party pricing sources, and additionally for the Funds, in accordance with the valuation principles set out in the Funds' offering documents.

## ITEM 9: DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Cedar Rock and its principals have not been involved in any material legal or disciplinary events required to be disclosed in response to this item.

## ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

### A. Registered Broker-Dealers

Neither Cedar Rock nor any of its management persons are registered as a broker-dealer or a registered representative of a broker-dealer. In addition, Cedar Rock and its management persons are not affiliated with any broker-dealer.

### B. Registered Futures Commission Merchants, Commodity Pool Operators and Commodity Trading Advisers

Neither Cedar Rock nor any of its management persons are registered as a registered futures commission merchant, commodity pool operator or a commodity trading adviser.

### C. Material Relationships or Arrangements with Industry Participants

Joy-Isabelle Besse is a director of and the Chief Compliance Officer ("CCO") and Money Laundering Reporting Officer of Cedar Rock. David Miller is a director of Cedar Rock. The principal business of Joy-Isabelle Besse and David Miller is Meteora Partners LLP ("Meteora LLP"), a UK based firm that provides book keeping, financial reporting, compliance, personnel and other administrative support services to investment firms, including Cedar Rock. Joy-Isabelle Besse and David Miller provide their services as executive officers to Cedar Rock pursuant to a commercial contract between Meteora LLP and Cedar Rock, which does not set any limit on the amount of time that they will devote to Cedar Rock. Joy-Isabelle Besse is also a director of (i) Cedar Rock Capital Management Limited, Cedar Rock's wholly owned Irish subsidiary which serves as the managing member of an Irish domiciled common contractual fund managed by Cedar Rock (the "CC Fund") and (ii) an Irish domiciled fund established as an undertaking for collective investment in transferable securities ("UCITS") pursuant to European Communities UCITS Regulations and managed by Cedar Rock (the "UCITS Fund").

Together the CCF Fund and the UCITS Fund are referred to as the Offshore Funds under **Item 4.B - Description of Advisory Services** above.

Cedar Rock's wholly owned subsidiary, Cedar Rock Capital LLC, is the Manager of the Onshore Fund. The Managing Members of Cedar Rock Capital LLC are also the principals of Meteora Partners LLC which provides administrative support services to the Onshore Fund. Meteora Partners LLC fees are paid by Cedar Rock and not by the Onshore Fund.

D. Cedar Rock does not recommend or select other investment advisors for its clients.

<b>ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS &amp; PERSONAL TRADING</b>
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**A. Code of Ethics**

Cedar Rock has adopted a Code of Ethics under Rule 204A-1 of the Advisers Act (the "Code") expressing Cedar Rock's commitment to ethical conduct. Cedar Rock's Code describes its fiduciary duties and responsibilities to its clients, and sets forth, amongst other things, Cedar Rock's policies in respect of (i) personal securities transactions, (ii) gifts & business entertainment and (iii) outside affiliations & political and governmental activities of its employees<sup>1</sup>. The Code obligates Cedar Rock and its employees to put the interests of Cedar Rock's clients before its own interests and to act honestly and in good faith in all respects in its dealings with clients. All of Cedar Rock's employees are also required to comply with applicable federal securities laws. All potential conflicts and violations of the Code must be promptly reported to Cedar Rock's CCO. All employees must acknowledge the terms of the Code annually, or as amended.

Among other requirements, the Code generally prohibits Cedar Rock employees from buying or selling any security held in or contemplated for Cedar Rock's client accounts, but does permit employees to invest in interests of the Cedar Rock Funds. Additionally, subject to limited exceptions set out in the Code, the Code requires all employees to seek prior approval from the

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<sup>1</sup> The term "employees" includes "relevant persons" (i.e., any of the following (a) a director, partner or equivalent, manager, employee or appointed representative of Cedar Rock, and (b) any other natural person, including persons operating under an outsourcing arrangement, whose services are placed at the disposal and under the control of Cedar Rock and who is involved in the provision by Cedar Rock of regulated activities as defined by the FCA) and "access persons" (i.e., a supervised person who has access to non-public information regarding a client's purchase or sale of securities, who is involved in making securities recommendations to clients or who has access to such recommendations that are non-public; a "supervised person" means a director or officer (or other person occupying a similar status or performing similar functions), employee and any other person who provides advice on behalf of Cedar Rock and is subject to Cedar Rock's supervision and control.)

CCO (or one or more designees) for their personal securities transactions, including investments in the Cedar Rock Funds. Employees are also required to provide broker confirmations of each personal securities transaction in which they engage and a quarterly certification relating to such transactions, as well as disclose their holdings on an annual basis.

The CCO (or a designee) monitors all personal securities transactions by Cedar Rock employees in order to ascertain any pattern of conduct which may evidence conflicts or potential conflicts with the principles and objectives of the Code, or other inappropriate behavior. In an effort to prevent inappropriate securities transactions by employees, Cedar Rock will maintain a list of restricted securities. Employees are strictly prohibited from trading on their own behalf in such restricted securities without obtaining the prior written approval of the CCO.

Cedar Rock, in the course of its investment management and other activities, may come into possession of confidential or material nonpublic information about issuers, including issuers in which Cedar Rock has invested or seeks to invest on behalf of clients. Cedar Rock is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is a client. Cedar Rock maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that Cedar Rock is meeting its obligations to clients and remains in compliance with applicable law. In certain circumstances, Cedar Rock may possess certain confidential or material, nonpublic information that, if disclosed, might be material to a decision to buy, sell or hold a security, but Cedar Rock will be prohibited from communicating such information to the client or using such information for the client's benefit. In such circumstances, Cedar Rock will have no responsibility or liability to the client for not disclosing such information to the client (or the fact that Cedar Rock possesses such information), or not using such information for the client's benefit, as a result of following Cedar Rock's policies and procedures designed to provide reasonable assurances that it is complying with applicable law.

Clients or prospective clients may obtain a copy of the Code of Ethics by contacting Joy-Isabelle Besse (Chief Compliance Officer) by email at [joy.besse@meteorapartners.com](mailto:joy.besse@meteorapartners.com) or by telephone at (011) 44 20 7434 1234.

## **B. Client Transactions in Securities where Advisor has Material Financial Interest**

Cedar Rock's wholly owned U.S. subsidiary, Cedar Rock Capital LLC, acts as the manager of the Onshore Fund (the "Manager") into which Cedar Rock solicits client investments. The Onshore Fund is a private fund organized as a Delaware limited liability company.

The Manager has designated Cedar Rock as the recipient of the monthly investment management fee payable to it by the Onshore Fund. The investment management fee is generally the same for the Onshore Fund as for Cedar Rock's other client accounts, and therefore does not create a material incentive for Cedar Rock to recommend securities to clients

based on its own financial interests. Cedar Rock may waive the investment management fee for its employees who invest into the private fund.

Remuneration and bonus arrangements for all employees of Cedar Rock are carefully considered to ensure that conflicts do not inadvertently arise through targets that inappropriately incentivise staff to behave in a manner that disadvantages the interests of a client in favor of Cedar Rock or of other clients. Bonuses, if any, are calculated according to the general business results of Cedar Rock and are not linked directly to the performance of a particular client account.

Please refer to **Item 16 – Investment Discretion** below for disclosures relating to cross transactions.

### **C. Investing in Securities Recommended to Clients**

Cedar Rock’s employees or related persons may invest in the Cedar Rock Funds. From time to time, Cedar Rock may recommend that a separate account client close the separate account and invest in a private fund managed by Cedar Rock to the extent such account, as a result of market movements and/or withdrawals, becomes too small to manage separately. Conversely, Cedar Rock may recommend that an investor in a private fund transfer its investment to a separate managed account if such investment becomes large enough to merit a separate account.

**D.** Cedar Rock does not trade securities for its own account, including engaging in principal transactions (see **Cross Transactions** under **Item 16 – Investment Discretion** below). As discussed under **A. Code of Ethics** above, Cedar Rock employees are prohibited from buying or selling securities for themselves that Cedar Rock buys or sells for client accounts.

## **ITEM 12: BROKERAGE PRACTICES**

### **A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions**

Unless otherwise provided in an investment management agreement with a particular client, Cedar Rock possesses the same discretion to determine the broker or dealer to be used for each securities transaction for each client account.

In selecting brokers or dealers to execute transactions, Cedar Rock seeks to obtain best execution by considering a number of factors including, but not limited to, costs, speed, likelihood of settlement, the market impact of the order, any research or investment management-related services provided by such brokers or dealers and such other factors as Cedar Rock considers

relevant to the execution of the order; however, Cedar Rock need not solicit competitive bids from broker-dealers and does not have an obligation to seek the lowest available commission cost. Where it utilizes full-service brokers, it is not Cedar Rock's practice to systematically negotiate "execution only" commission rates, thus a client may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate.

### ***Research and Other Soft Dollar Benefits***

Cedar Rock receives research from certain broker-dealers in connection with client securities transactions. This is known as a "soft dollar" relationship. Cedar Rock limits the use of "soft dollars" to obtain research and brokerage services in compliance with the FCA Rules and as permitted under the safe harbor of Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)").

Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from brokers on order execution; and certain proxy services. Research services used by Cedar Rock during its most recent financial year included research reports, financial newsletters, attendance at certain seminars and conferences, discussions with research analysts and advice from brokers on order execution.

Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an investment manager and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations. Brokerage services used by Cedar Rock during its most recent financial year included services related to the execution, clearing and settlement of securities transactions and functions incidental thereto, trading software operated by a broker-dealer to route orders, software used to transmit orders, clearance and settlement in connection with a trade, post trade matching of trade information and trade affirmations.

As disclosed above, Cedar Rock may cause clients to pay commissions higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), resulting in higher transaction costs for clients. The use of client commissions to obtain research

and brokerage products and services raises conflicts of interest. For example, Cedar Rock will not have to pay for the products and services itself. This creates an incentive for Cedar Rock to select or recommend a broker-dealer based on its interest in receiving those products and services.

Research and brokerage services obtained by the use of commissions arising from the client's portfolio transactions may be used by Cedar Rock in its other investment activities, including for the benefit of other client accounts. Cedar Rock does not seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

Cedar Rock has entered into "client commission agreements" pursuant to which Cedar Rock may execute transactions through a broker-dealer and request that the broker-dealer allocate a portion of the commissions or commission credits to another firm that provides research to Cedar Rock.

In order to manage the conflicts of interest inherent in its brokerage practices, Cedar Rock has adopted the following policies:

- (i) Cedar Rock limits the use of "soft dollars" under client commission arrangements to those products and services that are permitted under the safe harbor of Section 28(e), the FCA rules and applicable regulatory interpretations; and
- (ii) Cedar Rock's brokerage policies are disclosed to clients in writing prior to the provision of Cedar Rock's services, generally as part of the investment management agreement or the applicable offering memorandum. In addition, Cedar Rock provides to its clients at least once a year or in relation to such other periods as its clients may reasonably require, a report on its use of broker commissions.

#### ***Broker Client Referrals***

Cedar Rock does not select broker-dealers based on whether Cedar Rock receives client referrals from such broker-dealer.

#### ***Directed Brokerage***

Cedar Rock does not have directed brokerage arrangements with clients.

### **B. Order Aggregation**

Where possible, Cedar Rock will aggregate orders for clients for the purchase or sale of the same security using the same executing broker. Such aggregation may enable Cedar Rock to obtain for clients a more favorable price or a better commission rate based upon the volume of a particular transaction. Nevertheless, there may be circumstances when aggregation works to the disadvantage of a client but is done to provide equitable treatment to all clients. Cedar Rock aggregates client orders where it reasonably believes that this is in clients' overall best interests



or to provide equitable treatment. Where it is intended to aggregate orders for clients, this will be disclosed in the relevant client investment management agreements or offering memoranda.

Where it aggregates orders across client accounts, Cedar Rock will pre-allocate the securities across the aggregated client accounts before the transaction is effected, specifying the participating client accounts and method of allocation among accounts. After the trade is executed, securities are promptly allocated to client accounts in accordance with pre-allocation. Adjustments or changes may be made under certain circumstances, such as to avoid odd lots or excessively small allocations. If the order at a particular broker is filled at several different prices, through multiple trades, generally all such participating accounts will receive the volume-weighted average price and pay the average commission, subject to odd lots, rounding, and market practice. If an aggregated order is only partially filled, Cedar Rock's procedures provide that the securities or proceeds are to be allocated in a manner deemed fair and equitable to clients.

### **ITEM 13: REVIEW OF ACCOUNTS**

#### **A. Frequency and Nature of Review**

Each client account is generally reviewed daily by Andy Brown, the Chief Investment Officer ("CIO") for weightings of individual positions, performance and adherence to investment policies.

Client accounts are also reviewed monthly on a sample basis for adherence to investment restrictions by compliance staff under the supervision of the CCO.

#### **B. Factor Prompting a Non-Periodic Review of Accounts**

Significant market events affecting the prices of one or more securities in client accounts may trigger reviews of client accounts on other than a periodic basis.

#### **C. Content and Frequency of Regular Account Reports**

Each client that is a separate account will receive reports in accordance with what is specified in their individual investment management agreement. Generally, clients will receive a monthly written summary of their account's performance, and key highlights of trading activity. Such reports may be delivered electronically to the client in accordance with the client's agreement with Cedar Rock.

Investors in the Cedar Rock Funds receive reports pursuant to the terms of each fund's offering documents. These reports generally include a monthly performance report from Cedar Rock,

monthly unaudited statements of account, annual audited financial statements (within 120 days after the financial year end for the Onshore Fund), and annual tax reports.

#### ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

##### A. Economic Benefits Received from Non-Clients for Providing Services to Clients

As discussed in **Item 12 – Brokerage Practices** Cedar Rock receives certain research or other products or services from broker-dealers through “soft-dollar” arrangements. These “soft-dollar” arrangements create an incentive for Cedar Rock to select or recommend broker-dealers based on Cedar Rock’s interest in receiving the research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by Cedar Rock on behalf of its clients. Please see **Item 12 – Brokerage Practices** for further information on Cedar Rock’s “soft-dollar” practices, including Cedar Rock’s procedures for addressing conflicts of interest that arise from such practices.

Cedar Rock does not receive any economic benefit from any person who is not a client for providing investment advice or other advisory services to Cedar Rock’s clients, other than from broker-dealers in the form of soft dollars as described above.

Cedar Rock and its affiliates do not compensate any person for client referrals.

**B.** Cedar Rock does not directly or indirectly compensate any person who is not its supervised person for client referrals.

#### ITEM 15: CUSTODY

Cedar Rock does not have physical custody of any client assets. Cedar Rock may be deemed to have constructive custody of the assets of the Onshore Fund as a result of its authority over the Onshore Fund.

It is Cedar Rock’s policy to cause the Onshore Fund to be audited annually and distribute audited financial statements, prepared in accordance with US generally accepted accounting principles (“US GAAP”), to investors no later than 120 days after the end of each fiscal year. In addition, upon the final liquidation of the Onshore Fund, Cedar Rock will obtain a final audit and distribute audited financial statements prepared in accordance with US GAAP with respect to the Onshore Fund to all investors promptly upon completion of such audit.

## ITEM 16: INVESTMENT DISCRETION

Cedar Rock provides investment advisory services on a discretionary basis to clients. Please see **Item 4 – Advisory Business** for a description of certain limitations clients may place on Cedar Rock’s discretionary authority.

Prior to assuming full discretion in managing a client’s assets in a separate managed account, Cedar Rock enters into an investment management agreement that sets forth the scope of Cedar Rock’s discretion.

Unless otherwise instructed or directed by a discretionary client, Cedar Rock has the authority to determine (i) the securities to be purchased and sold for the client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines) and (ii) the amount of securities to be purchased or sold for the client account. Because of the differences in client investment objectives and strategies and other criteria as set out below, there may be differences among clients in invested positions and securities held.

Cedar Rock’s Chief Investment Officer, Andy Brown, submits an allocation statement to Cedar Rock’s trading desk describing the allocation of securities to (or from) client accounts for each trade/order submitted. Andy Brown may consider the following factors, among others, in allocating securities among clients: (i) client investment guidelines; (ii) restrictions placed on a client’s portfolio by the client or by applicable law; (iii) size of the client account; (iv) existing size and average cost of the security in the client’s account; and (v) account liquidity and timing of cash flows. Cedar Rock’s policy is to allocate investment opportunities to eligible client accounts based on Andy Brown’s target percentage for that stock in reference to the client account’s total asset value.

### ***Cross Transactions***

Cedar Rock has in the past and may again in the future effect cross transactions between discretionary client accounts, except as otherwise noted below. Cross transactions enable Cedar Rock to effect a trade between two clients for the same security at a set price, thereby possibly avoiding an unfavorable price movement that may be created through entrance into the market and saving commission costs for both accounts. Cross transactions include rebalancing transactions that are undertaken so that, after withdrawals or contributions have occurred, the portfolio compositions of similarly managed accounts remain substantially similar.

Cedar Rock has a potentially conflicting division of loyalties and responsibilities regarding both parties to cross transactions. Cross transactions are effected at “execution only” rates and therefore do not generate soft dollars for Cedar Rock. Cross transactions between client accounts are not permitted if they would constitute “principal trades” or trades for which Cedar Rock or its affiliates are compensated as a broker unless client consent has been obtained based

upon written disclosure to the client of the capacity in which Cedar Rock or its affiliates will act. It is Cedar Rock's current policy not to enter into principal trades.

In addition, cross transactions are not permitted for benefit plan or other similar accounts that are subject to ERISA.

### ***Trading Error Policy***

Cedar Rock's trading error policy requires that, to the extent that trading errors occurs, they are corrected as soon as practicable and in a manner consistent with Cedar Rock's fiduciary duties to impacted clients so as to ensure that such clients are not treated unfairly as a result of trading errors. As soon as a trading error is suspected, the CCO should be alerted immediately, who will review the facts and determine an appropriate course of action consistent with Cedar Rock's trading error policy. The CCO has discretion to resolve a particular error in a manner other than specified in Cedar Rock's procedures. Cedar Rock is responsible for its own errors and not the errors of other persons, including third party brokers and custodians, unless otherwise expressly agreed to by Cedar Rock. Notwithstanding the previous sentence, unless otherwise agreed to between Cedar Rock and the client, Cedar Rock is generally not responsible for its own trade errors other than for gross negligence, willful misconduct or violation of applicable laws. Broker-dealers are not permitted to assume responsibility for trading error losses caused by Cedar Rock.

## **ITEM 17: VOTING CLIENT SECURITIES**

### **A. Policies and Procedures Relating to Authority to Vote Client Securities**

To the extent Cedar Rock has been delegated proxy voting authority on behalf of its clients, Cedar Rock complies with its Proxy Voting Policies and Procedures (the "Procedures") that are designed to ensure that Cedar Rock votes proxies with respect to client securities in the best interests of its clients. The Procedures also require that Cedar Rock identify any conflicts of interest between Cedar Rock and its clients. If a material conflict exists, Cedar Rock will determine whether voting in accordance with the voting guidelines and factors described in the Procedures is in the best interests of the client or take some other appropriate action.

Cedar Rock will generally vote in favor of routine corporate housekeeping proposals such as the election of directors where no corporate governance issues are implicated, the reappointment of auditors or increases or reclassification of common stock. Generally, Cedar Rock will vote against proposals that make it more difficult to replace members of a board of directors, or that cause management to be too heavily represented on the board or introduce cumulative voting, unequal voting rights and create supermajority voting. For all other proposals, Cedar Rock will determine whether a proposal is in the best interests of its clients and may take into account, among others, the following factors: whether the proposal was recommended by management and Cedar Rock's opinion of management; whether the

proposal acts to entrench existing management; whether the proposal fairly compensates management for past and future performance; and whether the proposal is likely to strengthen the issuer's business franchise and therefore benefit its shareholders over a time frame that is relevant for Cedar Rock's clients' portfolios.

Clients may obtain a copy of Cedar Rock's Procedures and information about how it voted a client's proxies by contacting Cedar Rock's investment managers who are Andy Brown ([andy.brown@cedarrocapital.com](mailto:andy.brown@cedarrocapital.com)) and Mark Husson ([mark.husson@cedarrocapital.com](mailto:mark.husson@cedarrocapital.com)).

**B.** Currently, Cedar Rock has been delegated authority to vote all Client securities.

<b>ITEM 18: FINANCIAL INFORMATION</b>
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This Item is not applicable.