

Macquarie



**FORM ADV PART 2A: FIRM
BROCHURE**

Macquarie Investment Management
Limited
(MIML)

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This brochure provides information about the qualifications and business practices of Macquarie Investment Management Limited. If you have any questions about the contents of this brochure, please contact us at +61 2 8237 3333. 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 Macquarie Investment Management Limited is also available on the SEC's website at www.adviserinfo.sec.gov.

Registering as an investment adviser does not imply any certain level of skill or training. The oral and written communications of an investment adviser provide you with information about which you determine to hire or retain an adviser.

Item 2: Material Changes

This Brochure dated June 29, 2017 is an updated document which replaces our previous Brochure which was dated June 30, 2016. It is prepared according to recently amended requirements and rules of the Securities and Exchange Commission ("SEC").

We have updated our Form ADV and this Brochure to reflect changes to our advisory business and regulatory requirements.

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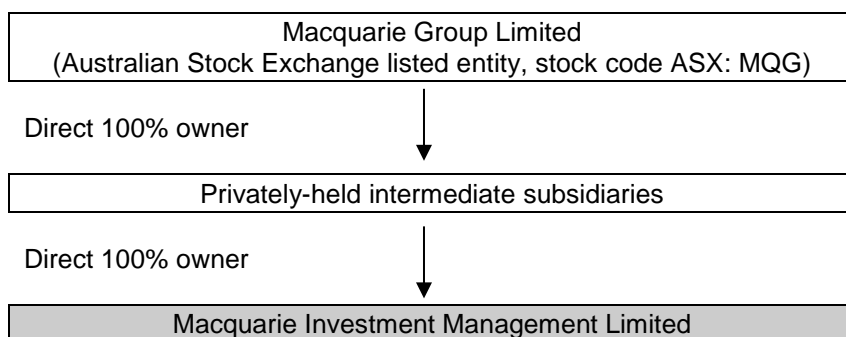
Item 4: Advisory Business

A. Advisory Firm

Macquarie Investment Management Limited ("MIML"), the Registered Investment Advisor, was established on 13 November 1984 as a company limited by shares. It is incorporated and domiciled in Australia. MIML was also registered with the U.S. Securities and Exchange Commission on 1 February 2006.

MIML is a full-spectrum investment manager, managing investments across a broad range of asset classes for a diverse set of clients, including public and private superannuation funds, insurance companies, government bodies, corporate treasuries, master trusts and individuals. MIML has an Australian Financial Services License (AFS License No: 237492) which authorises the entity to, among other things, provide financial product advice, act as the trustee and manager of managed investment schemes and deal in financial products.

MIML is ultimately owned by Macquarie Group Limited, the ultimate parent of the Macquarie Group, a multi-national financial services company, via the following holding structure:



B. Advisory Services Provided

MIML provides portfolio management and investment advisory services for clients located in jurisdictions globally where MIML is authorized to provide such services or are exempt from such authorization. MIML's services are provided across a number of asset classes, including:

- Australian, international and regional equities and equity securities
- Australian and international fixed income
- Cash
- Currencies

MIML's services may be provided in connection with separately managed accounts or pooled funds, including pooled funds established or sponsored by MIML.

C. Tailored Advisory Services

Advisory services are tailored to the specific needs of the client. These arrangements, and any relevant restrictions, are outlined in the agreement entered into between MIML and each client.

D. Wrap Fee Programs

MIML does not participate in wrap fee programs.

E. Regulatory Assets under Management

MIML provides continuous and regular supervisory and management services to a portfolio of client assets. The amount of regulatory assets under management ("AUM") as at 31 March 2017 is:

	U.S. Dollar Amount
Discretionary:	\$ 1,140,010,200
Non-Discretionary:	\$ -
Total:	\$ 1,140,010,200

Item 5: Fees and Compensation

A. Compensation

MIML does not have a basic fee schedule. Fee rates are negotiable and may vary depending on a number of factors, including the size and nature of the mandate and the nature of the services provided. Fees may comprise management fees (either a fixed dollar amount or a percentage of gross or net assets under management) and performance fees. The specific fee arrangements, including the amount, timing, and basis of calculation is determined through negotiations with the client and documented in a written agreement.

B. Payment of Fees

The time at which fees are payable is negotiated with the client. In general, management fees are payable monthly or quarterly in arrears. Performance fees are payable on outperformance above an agreed benchmark, and may be subject to a high watermark. The written agreement with the client generally provides that the client may terminate the agreement under specific circumstances without the payment of any penalty, upon giving notice to MIML.

C. Other fees

No additional fees are paid to MIML by clients in connection with advisory service provided.

D. Payment of Fees in Advance

Clients are not permitted to pay fees in advance of advisory services being provided.

E. Compensation for Sale of Securities or Other Investment Products

Neither MIML nor any of its supervised persons receives any compensation for the sale of securities or other investment products. All forms of compensation are outlined in Item 5.A.

Item 6: Performance-Based Fees and Side-By-Side Management

MIML does charge performance-based fees on certain accounts. MIML access persons may manage accounts that are charged both a performance-based fee and accounts that are charged another type of fee.

MIML is aware that Performance based fees have the potential to cause a conflict of interest by creating an incentive to favour accounts charging such fees over accounts charging asset-based fees. MIML's Best Execution and Fair Allocation policies address such potential conflicts of interest by prohibiting the Portfolio Manager from unfairly favouring one account over another.

These policies, which apply equally to accounts that charge asset-based fees and those that are charged performance-based fees, generally require allocations of investment opportunities to be considered for all eligible funds, taking into account the differing AUM levels, limits and risk profiles.

Item 7: Types of Clients

MIML generally provides investment advisory services to the following types of clients:

- Banks or thrift institutions;
- Pension and profit sharing plans;
- Trust, estate or charitable organizations;
- Corporations/business entities;
- Individuals

MIML's clients may also include governments, government agencies, international organizations, educational institutions and pooled investment vehicles.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

A. Methods of Analysis and Investment Strategies

MIML's security analysis methods include charting, fundamental and technical analysis.

The main sources of information used by MIML are financial newspapers and magazines, interviews of corporate officers and facilities tours, financial research reports and materials prepared by others, publications and ratings issued by corporate rating services, periodic and annual reports, prospectuses and other filings with the Securities and Exchange Commission and similar foreign organizations, company press releases and other publicly available information considered useful by MIML. In addition to those sources enumerated, MIML also utilizes various additional sources of information to evaluate the investment merits of particular investments, including private placement memoranda prepared by commercial and investment banks, independent credit analysis and market research prepared by banks and brokers, data and statistics published by various bodies and any other due diligence materials appropriate for the nature of the prospective investment.

B. & C. Risk of Loss

The following is an outline of the material risks associated with the significant investment strategies and methods of analysis used by MIML. MIML's risk management objective is to deliver risk/return outcomes in line with its clients' expectations.

Volatility risk - The price of an investment may go up and down by a material amount, even over a short period of time. Recently, markets have fallen and have become more volatile; indeed volatility in some markets is at very high levels. Investing in such highly volatile conditions implies a greater level of risk for investors than an investment in a more stable market.

Investment manager risk refers to the risk that MIML's investment style will not achieve its risk and return objectives, or that it will produce returns that do not compare favourably against its peers or stated performance fee hurdle, or that MIML will not implement the strategy correctly.

Concentration risk is the risk that poor performance in a group of stocks common to a particular region, industry, or other grouping, will significantly affect the performance of the investments or investment strategy recommended by MIML.

Leverage risk arises due to a portfolio's ability to borrow or 'gear'. Gearing provides investors with an exposure greater than the value of their investment, potentially magnifying the gains or losses incurred by

a portfolio. Accordingly, any event which adversely affects the value of an investment by a fund may be magnified to the extent a portfolio is leveraged or geared. The cumulative effect of the use of leverage by a fund in a market that moves adversely to a portfolio's investments could result in a substantial loss to a portfolio, which would be greater than if the investments were not leveraged. There is no guarantee that gearing will result in superior returns to the investor, nor that the value of an investor's holding in a portfolio will not decline as a result.

Basis risk arises when the terms and specifications of a derivative contract do not precisely match those of the asset being hedged. Mismatches typically relate to hedging stock-level equity exposures with market-level derivatives. Hedging can also reduce a fund's potential to profit from moves in the underlying asset being hedged.

Turnover risk is the risk that due to the active nature of the strategy of a portfolio, the turnover rate of a portfolio is expected to be substantial, and may involve correspondingly high transactional costs that are borne by the portfolio.

Foreign investment risk - This risk exposes the investments of a portfolio to a range of macroeconomic factors which are unique to the country of investment/operation, and may include factors such as political instability, differing tax or legal rulings and potentially rapid changes in asset prices (particularly for emerging economies).

Emerging market risk refers to the potential for the fund to invest in securities which are listed on the exchanges of emerging economies, as well as investing in companies which are located or have operations within such markets. Emerging markets are typically more volatile than developed markets and may expose a fund to issues such as heightened political unrest, sovereign intervention, securities whose valuations fluctuate widely and the potential for domestic economic management to impact on the viability of property-based operations within that market.

Currency hedging risk is the risk that currency hedging transactions do not completely remove the currency risk between the investments' underlying currency exposures and the currency in which the shareholder's shares are denominated. Currency hedging transactions will affect the returns of shares such that the shares do not perform in the same manner as if the investments were left unhedged.

Counterparty risk is the risk of loss due to a counterparty not honouring a financial commitment. Counterparties may include equity brokers, brokers of exchange traded futures, clearing brokers for exchange traded futures, foreign exchange counterparties, and swap counterparties. In particular, a Prime Broker may provide a fund with margin financing, clearing, settlement, stock borrowing, foreign exchange, custodial and broking services. Accordingly, a portfolio may have significant exposure to the credit worthiness of its Prime Broker and its affiliates.

Liquidity risk exists when particular investments are difficult to purchase or sell, preventing a fund from closing out its position or rebalancing within a timely period and at a fair price. While every effort is made for a fund to be able to meet all redemption requests, prevailing market conditions may result in the inability to meet all redemption requests when they are received.

Investment objective risk is the risk that an investor's objectives will not be met by their choice of investments. One measure of risk in an investment is the volatility of returns; the greater the volatility, the more likely that returns will differ from those expected. Investments in equity securities and derivatives are traditionally towards the higher end of the risk-return spectrum. This may lead to fluctuations in the unit price and/or amounts distributed to unit holders, including fluctuation over the period between a redemption request being made and the time of redemption.

Derivatives risk. Derivatives are leveraged instruments that are used to obtain or reduce market exposures. As the market value of derivatives is variable, gains or losses can be incurred and can be greater than positions in unleveraged instruments. A fund may utilize derivatives in order to achieve its investment objective.

Equities market risk. A portfolio is exposed to changes in the value of its investments due to equity market risk. This may result in volatility of the share price, and may also result in the loss of principal. Factors that drive changes in share prices include changing profitability of a company or the industry sector in which it participates, general economic cycles, volume of share issuance, investor demand levels, business confidence and government and central bank policies.

Item 9: Disciplinary Information

A. Criminal or Civil Action

In June 2016, the Australian Securities and Investments Commission (ASIC) initiated civil proceedings in the Supreme Court of NSW, Australia against Macquarie Investment Management Limited (MIML). MIML and ASIC filed joint court submissions relating to an agreed settlement over MIML's role as Responsible Entity of one of the van Eyk Blueprint Funds, van Eyk Blueprint International Shares Fund (VBI). VBI was one of the Blueprint series of funds of which van Eyk Research Pty Limited (van Eyk, now in liquidation) was investment manager.

The settlement relates to a 2012 decision, by van Eyk as manager, for VBI to invest in a fund managed by a company called Artefact.

MIML was appointed Responsible Entity of the van Eyk Blueprint funds in 2003.

On 1 August 2014, after MIML learned that Artefact, contrary to its investment mandate, had invested in an illiquid investment, MIML suspended applications and redemptions from VBI and the three diversified van Eyk Blueprint funds which had invested in VBI.

MIML then terminated the relevant van Eyk funds, returning to investors all of the liquid assets in the funds, and put significant resources into realising the remaining illiquid assets of the funds for investors.

By April 2015 MIML had already returned to investors approximately 89% of funds in the VBI fund, with the balance of these proceeds last month being returned to VBI investors, resulting in a 102.2% return on VBI's unit value at termination.

Following this significant recovery action by Macquarie, the entire \$30 million which van Eyk decided that VBI invest in Artefact in 2012 has now been returned to investors.

ASIC and MIML agreed in the settlement that, as Responsible Entity, MIML did not exercise sufficient care and diligence in relation to van Eyk's decision to invest in Artefact, the ongoing monitoring of van Eyk in relation to Artefact, and VBI's liquidity.

MIML further notes ASIC's acknowledgement of the efforts made by MIML to have investors' funds repaid. This matter arose within MIML's non-core outsourced Responsible Entity business which MIML is no longer pursuing.

As announced by ASIC on 24 August 2016, the Supreme Court of New South Wales found that MIML contravened the Corporations Act by failing to comply with its duties as a responsible entity of the van Eyk Blueprint International Shares Fund (VBI Fund).

The Court made declarations of contravention and ordered that MIML pay a civil pecuniary penalty of \$400,000, as well as \$200,000 for ASIC's legal costs.

The decision comes as a result of civil penalty proceedings brought by ASIC against MIML in June 2016. MIML admitted the contraventions and the parties filed a Statement of Agreed Facts and joint submissions as to the appropriate penalty.

The Court found that MIML failed to comply with its duties as a responsible entity by:

- failing to exercise the degree of care and diligence that a reasonable person would exercise if they were in MIML's position with respect to 3 investments totalling \$30m into Cayman Islands based fund Artefact Partners Global Opportunities Fund (Artefact), between 6 July to 30 October 2012;
- allowing members to redeem or withdraw units from the VBI Fund when it was illiquid in contravention of the Corporations Act between 15 June 2013 to 9 September 2013; and
- failing to make adequate and timely enquiries in relation to van Eyk's monitoring of the VBI Fund's investment in Artefact between 18 February 2013 and 21 July 2014 (including not making adequate and timely enquiries as to why a full redemption from Artefact had not been paid between 1 January 2014 to 21 July 2014).

B. Administrative Proceedings before a Regulatory Agency

There are no such proceedings with respect to MIML or any of its management persons.

C. Proceedings before a Self-Regulatory Agency

There are no such proceedings with respect to MIML or any of its management persons.

Item 10: Other Financial Industry Activity and Affiliations

A. & B. Other Registrations

Neither MIML nor any of its management persons are registered, or have an application pending to register, as a broker-dealer, a futures commission merchant, a commodity pool operator a commodity trading advisor, or a registered representative or associated person of the foregoing entities.

C. Affiliations

MIML is an indirectly wholly owned subsidiary of Macquarie Bank Limited ("MBL"), an Australian banking institution. MBL is wholly owned by Macquarie Group Limited ("MGL"), an Australian provider of banking, financial, advisory, investment and fund management services.

MIML has been an entity used in Macquarie Asset Management, a business division of the Macquarie Group. Macquarie Asset Management's global investment advisory business comprises investment professionals located in Australia (operating through MIML, Macquarie Investment Management Global Limited, Macquarie Capital Investment Management (Australia) Limited, MQ Specialist Investment Management Limited), in the USA (operating through Macquarie Capital Investment Management LLC, Macquarie Investment Management Business Trust.), in the United Kingdom (operating through Macquarie Bank International Limited), and in Hong Kong (operating through Macquarie Funds Management Hong Kong Limited).

MIML's related parties include Macquarie Capital (USA) Inc., a U.S registered broker-dealer and member of FINRA that may offer securities in the pooled investment vehicles that MIML sponsors and/or advises.

Refer to Item 11 B., C. & D: Potential Conflicts of Interest, for a description of material conflicts potentially created by these relationships and how such conflicts are addressed by MIML.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. Code of Ethics

All officers and employees of MIML are subject to the provisions contained in MIML's Code of Ethics ("Code"), which includes a Personal Investments Policy, Gift and Entertainment Policy, Conflict of Interest Policy and Code of Conduct Policy. These policies are designed to mitigate actual or potential conflicts of interest. The Code outlines MIML's policies and procedures regarding standards of conduct, personal investment transactions, and handling of material, non-public information.

MIML imposes restrictions on the ability of its employees and their supervised persons to invest in securities that may be recommended or traded in MIML's client accounts. This policy currently applies to most securities transactions (including transactions in equity or debt securities, municipal bonds, exchange-traded securities, securities indices, derivatives of securities and similar instruments).

Pursuant to this policy, employees are required to pre-clear all of their personal securities transactions in securities that are not exempt from the policy. Employees must also receive prior approval before purchasing any securities in a private placement or pursuant to an initial public offering. Further, employees must receive prior approval to serve on a board of a publicly traded company or to engage in certain other outside activities that may conflict with MIML's obligations to its clients.

Employees are subject to a -day holding period between purchases and sales, or sales and purchases in the same securities.

Any employee who violates this policy may be subject to disciplinary actions, including possible dismissal. In addition, any securities transactions executed in violation of this policy, such as short-term trading or trading during blackout periods, may subject the employee to sanctions, ranging from warnings and trading privilege suspensions to financial penalties, including but not limited to, unwinding the trade and/or disgorging the profits as well as additional disciplinary action. Violations and suspected violations of criminal laws will be reported to the appropriate authorities as required by applicable laws and regulations.

If an employee possesses non-public price-sensitive information about or affecting a financial product, or the issuer of any financial product, that employee is prohibited from buying or selling such financial product, or advising or procuring any other person to buy or sell such financial product.

A copy of the Code will be provided to any client or prospective client upon request.

B., C. & D. Potential Conflicts of Interest

MIML's ultimate parent is MGL, a multi-national financial services company. Therefore, MIML is affiliated with a number of entities that may provide, and/or may engage in commercial banking, insurance, brokerage, investment banking, financial advisory, broker-dealer activities (including sales and trading), hedge funds, real estate and private equity investing, in addition to the provision of investment management services to institutional and individual investors. Since MGL, its affiliates, directors, officers, and employees (the "Macquarie Group") are engaged in businesses and have interests other than managing asset management accounts, such other activities may involve real, potential or apparent conflicts of interests. These interests and activities include potential advisory, transactional and financial activities and other interests in securities and companies that may be directly or indirectly purchased or sold by MIML for its clients' advisory accounts. These are considerations of which advisory clients should be aware and which may cause conflicts that could be to the disadvantage of MIML's advisory clients. Present and future activities of the Macquarie Group, in addition to those described herein, may also result in conflicts of interest that may be disadvantageous to MIML's clients.

MIML has established policies, procedures and disclosures designed to address conflicts of interest arising between advisory accounts and the Macquarie Group's businesses. It is MIML's policy that its personnel involved in decision making for advisory accounts must act in the best interests of their advisory clients and generally without knowledge of the interests of proprietary trading and other operations of the Macquarie Group and/or personnel of the Macquarie Group. Where advisory personnel do know of conflicts or potential conflicts among advisory accounts or between advisory accounts and the Macquarie Group and/or personnel of the Macquarie Group, it is MIML's policy to disclose the existence of such conflicts or potential conflicts in general form through this Form ADV or directly to clients.

MIML (i) has related parties that may act as principal, broker or agent in connection with securities transactions with or for clients (ii) may recommend that clients buy or sell securities in which MIML or another affiliate has a financial interest; and (iii) may buy and sell for its own account securities that it recommends to clients.

MIML may enter into arrangements with affiliates and third party service providers to perform various administrative, back-office and other services relating to client accounts. Such service providers may be located in the US or in non-US jurisdictions.

MIML acts as a fiduciary with respect to its asset management activities and owes its clients a duty of undivided loyalty. As a fiduciary, MIML is required to act solely in the best interests of the clients whose assets it manages. On occasion, other entities within the Macquarie Group may have engagements and responsibilities which could give the appearance of a conflict with MIML's duty of loyalty. To minimize these conflicts, as a general matter, MIML's employees associated with the investment process (including portfolio managers, research analysts and traders) have no contact with employees of the Macquarie Group outside of the Macquarie Asset Management (one of 5 operating groups within Macquarie Group) regarding specific clients, business matters or initiatives, unless permissible by internal procedures, or approved by MIML's Compliance.

The Macquarie Group is a major participant in global financial markets and it acts as an investor, investment banker, investment manager, financier, advisor, market maker, trader, lender, agent and principal in the global fixed income, currency, equity and other markets in which MIML's advisory accounts directly and indirectly invest. As permitted by, and in conformity with applicable laws and regulations, MIML's advisory accounts will invest in, engage in transactions with, make voting decisions with respect to, or obtain services from entities for which the Macquarie Group performs or seeks to perform banking or other services. Additionally, it is likely that MIML's advisory accounts will undertake transactions in securities in which the Macquarie Group makes a market or otherwise has direct or indirect interests. MIML makes decisions for its clients in accordance with its fiduciary obligations as manager of its advisory accounts. As noted below, however, certain activities of the Macquarie Group may have a negative or detrimental effect on advisory accounts of MIML.

MIML may take investment positions in securities in which other clients or related persons within MGL have different investment positions. There may be instances in which MIML is purchasing or selling for its client accounts securities in which the Macquarie Group is undertaking the same or differing strategy. Prices, availability, liquidity and terms of the investments may be negatively impacted by the Macquarie Group's activities and the transactions for MIML's clients may, as a result, be less favorable. The investment results for MIML's clients may differ from the results achieved by the Macquarie Group and other clients of the Macquarie Group. In addition, results among MIML clients may differ. For a summary of the restriction of the flow of certain information between MIML and other parts of the Firm, please see "Information Barriers and Confidentiality" below. As noted, MIML makes decisions for its clients in accordance with its fiduciary obligations as manager of its advisory accounts; independent of what decisions may be made by or in other parts of the Macquarie Group.

The investment activities of the Macquarie Group may limit the investment opportunities for MIML's client accounts. This may occur in certain regulated industries, listed equities market, private equity markets, emerging markets, and in certain futures and derivative transactions where restrictions may be imposed upon the aggregate amount of investment by affiliated investors. MIML may voluntarily limit transactions for client accounts or limit the amount of voting securities purchased for client accounts, or waive voting rights for certain securities held in client accounts, which may limit positions, in order to avoid circumstances which, in the view of MIML, would require aggregation of such client account positions with investments elsewhere in the Macquarie Group that would approach or exceed certain ownership thresholds.

MIML may engage in security transactions with brokers who coincidentally sell shares of registered investment companies advised by MIML, provided that it reasonably believes that the broker will provide best execution. There are no quid pro quo arrangements or agreements in place with these brokers. However, trading with these brokers may raise the appearance of a conflict of interest.

MGL may from time to time in its sole discretion invest in one or more Client Accounts with no obligation to invest in any or all Client Accounts. MGL may also engage MIML to manage proprietary money in accounts or funds that are separate from Client Accounts ("MGL proprietary accounts"). MIML may buy, sell, or hold securities or other instruments for MGL proprietary accounts while entering into different investment decisions for one or more Client Accounts.

Information Barriers & Confidentiality

The Macquarie Group may come into possession of confidential, material non-public information particularly in connection with its commercial and investment banking activities. The Macquarie Group, including MIML, has internal procedures in place intended to limit the potential flow of any such non-public information. Should MIML come into possession of material, non-public information, MIML has procedures that prohibit trading activities based on such information by MIML for its clients and by MIML employees. MIML may not use material, non-public information obtained from any division of the Macquarie Group when making investment decisions for its clients. As a result of these procedures and prohibitions, client accounts may be precluded from purchasing or selling certain securities, which could have a detrimental effect on one or more client accounts. There may be instances where members of MIML's senior management who are not involved in the investment process may be privy to material, non-public information about transactions or securities due to discussions with senior personnel from other departments within the Macquarie Group. However, when in possession of material, non-public information, such members of senior management may not participate or use that information to influence trading decisions or securities; nor may they pass that information along to personnel within MIML involved in the investment process (e.g. portfolio managers, research analysts and traders).

There may also be periods during which MIML may not initiate or recommend certain types of transactions, or may otherwise restrict or limit its advice given to clients in certain securities issued by or related to companies that the Macquarie Group is performing banking or other services, or companies in which the Macquarie Group has a proprietary position. As a result, client accounts may be precluded from purchasing or selling certain securities, which could have a detrimental effect on one or more client accounts.

Trading with an Affiliate/New Issues

Currently, the only compensation received by MIML for effecting securities transactions for clients is its advisory fees. Related persons of MIML may receive brokerage commissions, commission equivalents, spread and other fees in connection with brokerage services provided. See Item 12 for more details. MIML may purchase, on behalf of its clients, securities in which an affiliate of MIML serves as lead underwriter or co-manager of an underwriting syndicate or member of an underwriting syndicate. In these cases, the purchase is generally made from a party unaffiliated with MIML, but MIML's affiliate may

nevertheless benefit from such transactions, including in circumstances where the syndicate of which MIML's affiliate is a member is experiencing difficulty in effectuating the distribution of the new issues.

While MIML acts solely in the best interests of its clients, these circumstances may give rise to the appearance of a conflict of interest; even though the transactions are effectuated in compliance with applicable regulations (see "Agency Transactions" below). MIML may have a potentially conflicting division of responsibilities to both parties to a cross transaction. Additionally, regulatory requirements applicable to MIML's related persons may restrict MIML from investing in certain securities for its clients. This may affect potential returns on clients' accounts and a client not advised by MIML may not be subject to some of these restrictions.

MIML clients may utilize custodians unaffiliated with MIML and such custodians may, in turn, hire affiliates of MIML as sub-custodians in certain jurisdictions. In such circumstances, MIML affiliates may effect certain transactions on behalf of MIML clients (e.g. foreign exchange transactions, corporate actions). These circumstances may give rise to the appearance of conflicts of interest. MIML has developed policies and procedures to monitor such circumstances. In the event a MIML client hires its own custodian, MIML will work with such client to avoid conflicts of interest in connection with its custodian engaging MIML affiliates as sub-custodians.

Agency Transactions

MIML is a related person of various broker-dealers through which it may effect agency transactions. MIML has procedures reasonably designed to ensure that agency transactions executed with these related broker-dealers acting as agent comply with applicable law and regulations. If any client portfolio transaction is executed with related broker-dealers, the broker-dealers may charge a commission in connection with these transactions; however, the commissions do not exceed the usual and customary commission that the broker-dealers would charge their own customers. As a general matter, MIML can execute agency transactions on behalf of clients with related broker-dealers only if MIML has determined in good faith that the client will receive best execution in the transaction, and only in compliance with applicable law and regulations, MIML's policies and procedures, and in accordance with the consent of clients to these kinds of transactions. Executing transactions with affiliates of MIML presents conflicts of interest, including that MIML affiliates will earn fees with regard to such transactions.

Proprietary Account Trading

In accordance with the Macquarie Group's policy, MIML may invest and manage proprietary capital in certain products and strategies also managed by MIML for clients; these investments may be hedged against market risk, while client assets may not be so hedged. The portfolio management and trading of the proprietary capital investment as well as any associated hedge activity is undertaken in accordance with MIML policies and procedures. Proprietary capital may not perform the same as similarly managed client accounts for a variety of reasons, including regulatory restrictions on the type and amount of securities in which the proprietary capital may be invested, differential credit and financing terms, as well as any hedging transactions. While MIML acts solely in the best interests of its clients, these circumstances may give rise to the appearance of a conflict of interest.

MIML maintains various policies regarding Code of Conduct, Personal Dealing, Gifts and Entertainment, Personal Conflicts of Interest and Conflicts of Interest generally that are designed to mitigate actual or potential conflicts of interest. Copies of these policies are available upon request.

MIML imposes restrictions on the ability of its employees and their supervised persons to invest in securities that may be recommended or traded in MIML's client accounts. This policy currently applies

to most securities transactions (including transactions in equity or debt securities, municipal bonds, exchange-traded securities, securities indices, derivatives of securities and similar instruments) and mutual fund transactions (including transactions in closed end mutual funds, excluding money market funds and other mutual funds specifically designed for short-term investment).

Pursuant to this policy, employees are required to pre-clear all of their personal securities transactions in securities that are not exempt from the policy. Employees must also receive prior approval before purchasing any securities in a private placement or pursuant to an initial public offering. Further, employees must receive prior approval to serve on a board of a publicly traded company or to engage in certain other outside activities that may conflict with MIML's obligations to its clients.

Item 12: Brokerage Practices

Selection of Broker-dealers

MIML's ability to determine the securities bought and sold as well as the amount bought and sold is limited by the investment objectives of the client and the diversification and other requirements of the mandate agreed with the client and documented in the client agreement.

When selecting brokers and dealers to execute transactions, MIML will consider several different factors, including, among others, a broker's and dealer's quality of execution (for example, accurate and timely execution, clearance and error/dispute resolution); reputation, financial strength and stability of the party; ability to execute block trading and block positioning capabilities; willingness to execute difficult transactions; willingness and ability to commit capital; access to underwritten offerings and secondary markets; ongoing reliability; overall costs of a trade (net price paid or received); nature of the security and the available market makers; desired timing of the transaction and size of trade; confidentiality of trading activity; market intelligence regarding trading activity and the value of research and brokerage services provided. Consistent with MIML's policy to seek best execution, there may be occasions where MIML uses a broker or dealer that charges a higher transaction price if MIML determines in good faith that the amount of such cost is reasonable in relation to the value of the product and/or service provided by the executing broker. As a result of considering these multiple factors, MIML may pay a broker or dealer a higher transaction price than the amount that would be charged by another broker and dealer to execute the same transaction.

The services furnished by a broker may benefit MIML in rendering investment advisory services to all of its clients. MIML may pay a broker a commission in excess of that which another broker might have charged for effecting the same transaction, in recognition of the value of the brokerage or research services provided by the broker. Soft dollars means research or other benefits (products or services) provided to MIML by a broker (dealer) as a result of commissions generated from financial transactions executed by the broker for client accounts or funds managed by MIML. As MIML operates in a number of jurisdictions globally, MIML's soft dollar principles is based on the CFA Institute Soft Dollar Standards – Guidance for Ethical Practices Involving Client Brokerage, the FSC Guidance Note No. 10.00 – Brokerage Arrangements, U.S Safe Harbor requirements under Section 28(e) of the Securities and Exchange Commission Act, the Hong Kong Securities and Futures Commission Code of Conduct (Section 13.1 – 13.4).

Client Referrals

MIML does not engage in broker referral activities, but has related persons that do engage in these activities.

Directed Brokerage

Clients may direct MIML to use specific broker-dealers. If a client directs MIML to use a specific broker-dealer, it may lose any discounts that MIML may negotiate on aggregated transactions, it may pay higher transaction costs or brokerage commissions and MIML may be unable to achieve the most favorable execution. Directing MIML to use a particular broker-dealer might also affect the timing of a client's transaction. There may be times when MIML may not trade with a client's directed broker-dealer until all non-directed brokerage orders are completed.

Item 13: Review of Accounts

Equity Portfolios

In some instances the clients in equity portfolios receive daily performance, NAV's and portfolio listings but typically this information is provided monthly. Portfolio reports detailing performance, attribution, market review etc. are distributed at least quarterly but more often monthly.

Equity portfolios are rebalanced and reviewed by the portfolio managers on a weekly basis and monitored by the dealing team daily. The rebalance requires the portfolios to be run through the portfolio construction process which includes rerunning the quantitative models for the quant based portfolios or analysts reviewing their stocks for the fundamental portfolios. In addition to the weekly rebalancing meetings, the portfolios are monitored on a daily basis by an independent risk and compliance team. The independent team ensures the portfolios are managed within their stated guidelines.

Equity portfolios are also reviewed monthly by the portfolio managers and reviewed by the head of the equities team. In the event the portfolios are underperforming then additional internal reporting may be required to explain the underperformance in detail and any changes made to the process.

Fixed Income and Currency Portfolios

Fixed Income and Currency portfolios are monitored daily by the portfolio managers. The team has a weekly portfolio managers meeting to share market information and discuss current positions taken. Each sub-team also has weekly team meetings to discuss in detail the specific positions held. Each morning, the team has an informal portfolio update with performance and attribution figures circulated to senior management. If any unusual performance is detected, it will be investigated. The independent risk management and compliance team monitors all portfolios on a daily basis to ensure the portfolios are managed within their stated guidelines.

MIML provides regular reports to clients in MFIC portfolios, at least each quarter but usually each month. The reports include a review of the market and the performance of the account compared to the stated benchmark. Additional reports are provided as requested.

Item 14: Client Referrals and Other Compensation

A. Other Compensation

MIML does not receive any economic benefit from anyone who is not a client in relation to the provision of investment advisory services to its clients.

B. Compensation for Client Referrals

From time to time, MIML may pay fees for client referrals as permitted by Section 206(4)-3 of the Advisers Act. These fees typically involve the payment of a portion of the asset based investment management fee and/or performance fee paid to MIML by the client. Other related party investment advisers may similarly compensate persons for clients referred to them. MIML does not receive such compensation.

An affiliate of MIML, Macquarie Services, leverages the purchasing demand of the Macquarie Group and its portfolio businesses to negotiate agreements with unaffiliated vendors such as insurance companies,

employee benefit companies and office supply companies. The terms of these agreements aim to provide better pricing and service levels than each portfolio business could typically obtain on its own. Management, of each of the portfolio businesses, evaluate each vendor offer based on its own merits relative to other options in the marketplace and makes its own decision as to whether to participate. When a company participates, Macquarie Services may, subject to certain conditions, be able to receive a commission or rebate from the vendor. Such rebates are typically calculated as a percentage of company spendings (typically 2% to 5%, depending on vendor, product and whether the company entering into the contract is a new or existing customer).

Item 15: Custody

MIML does not currently maintain custody of any client assets. However MIML's affiliated entity is providing custody service.

Item 16: Investment Discretion

Generally, MIML is retained on a discretionary basis and authorized to make the determinations in accordance with clients' specified investment objectives without client consultation or consent before a transaction is effected.

Before assuming discretionary authority, MIML requires a client to enter into a written investment management agreement with MIML. Any limitations on MIML's discretion in the case of a particular client will be agreed in advance and set forth in the investment management agreement between MIML and such client. For registered investment companies, MIML's authority to trade may also be limited by certain federal securities and tax laws.

Item 17: Voting Client Securities

MIML has adopted proxy voting policies and procedures contained in its Proxy Voting Policy (the "Policy") to address how MIML will vote proxies, if applicable, for its clients. The Policy seeks to ensure that, if applicable, MIML votes proxies (or similar instruments) in the best interest of its clients, including when there may be material conflicts of interest in voting proxies. For this purpose, "best interest" means in the best economic interest of each client or account and its shareholders, as investors, without regard to any self-interest which MIML, its management or affiliates might have in a particular voting matter or any interest which its clients' shareholders may have other than their economic interest, in common, as investors.

Clients may obtain a copy of MIML's Proxy Voting Policy, or, if applicable, information regarding how MIML voted proxies, upon request.

Item 18: Financial Information

A. Financial Conditions

MIML does not have custody of client funds or securities, nor does it permit prepayment of fees. MIML is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitment to its clients.

B. Bankruptcy

MIML has never been the subject of a bankruptcy petition.