

# Presima Inc.

## Part 2A of Form ADV

### The Brochure

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Updated: January 5, 2017

This brochure provides information about the qualifications and business practices of Presima Inc. (“Presima”). If you have any questions about the contents of this brochure, please contact us at (514) 673-1375. 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. Registration as an investment adviser does not imply a certain level of skill or training.

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

## Material Changes

Presima's most recent annual update to Part 2A of Form ADV was made in October 2016. Presima's business activities have not changed materially since the time of that update.

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## Advisory Business

Presima is an institutional investment adviser located in Montreal, Canada specializing exclusively in the management of global listed real estate securities. Presima has been a legally incorporated company since April 8, 2004 under the laws of the Province of Quebec and has been registered with the SEC as an investment adviser since 2006. In June 2010, Presima became a subsidiary of NAB Asset Management Holdings Limited, the direct investment management arm of National Australia Bank Ltd. (ASX: NAB). Presima is primarily owned, directly or indirectly, by NWMH Sub Limited, NAB Asset Management Holdings Limited, and National Wealth Management Holdings Limited, all subsidiaries of NAB.

Presima manages its client's assets based on the individual needs of each client. At the onset of a client relationship, Presima identifies client-specific investment objectives and/or restrictions. Segregated account clients may impose reasonable restrictions on their account based on specific securities or security type, among others.

As of December 31, 2016 Presima managed a total of \$1,311 million on a discretionary basis on behalf of institutional clients, funds and trusts (Canadian, Australian and American), including segregated accounts and commingled funds. Presima's commingled funds for Canadian non-taxable and taxable institutional investors include the Global Real Estate Securities Concentrated

Fund and the Global Real Estate Securities Enhanced Yield Fund (collectively referred to herein as the “Funds”) and for Australian investors, the Presima Global Property Securities Concentrated Fund. The Global Real Estate Securities Value Fund is available to American and Canadian investors through segregated accounts, for non-taxable and taxable institutional investors. Presima also acts as a sub-advisor to a US-domiciled Collective Investment Trust (the “Trust”) and a US-domiciled fund which is a diversified, open-end management company as defined in the Investment Company Act of 1940 (“40 Act Fund”).

## **Fees and Compensation**

Presima charges its clients an asset-based fee. This fee is calculated as a percentage of assets under management at a fixed annual rate. Presima’s basic asset-based fees for segregated accounts are as follows: first \$25 million: 0.80%; next \$25 million: 0.65%; next \$100 million: 0.55%; above \$150 million: negotiable. Presima’s basic asset-based fees for the Funds and Trust are as follows: first \$10 million: 0.90%; next \$15 million: 0.75%; next \$25 million: 0.65%; next \$100 million: 0.55%; above \$150 million: negotiable. Asset-based fees can be adapted to various situations as well as in relation with the size of mandates. In addition, investors in the Funds and Trust bear certain expenses including the payment of all fees and expenses relating to its operation, including but not limited to the fees of the Trustee and Custodian, audit, legal, record keeping and administration fees and expenses, brokerage commissions and fees, the cost of research and data services, fees relating to the required regulatory filings by the Funds and Trust with securities regulatory authorities, including fees relating to continuous disclosure obligations and all fees payable to a statutory or regulatory authority and all expenses incurred by the Trustee, the Custodian or by Presima in respect of the Funds and Trust. Fee and expense information regarding pooled investment vehicles, including any of the Funds and Trust, are provided in each pooled vehicle’s offering documents or other governing documents. Prospective investors should refer to these documents for a full explanation of the fees and expenses to be incurred.

Fee invoicing is generally done at the end of each quarter (for that specific quarter – payable after the service is provided), and the asset-based fees are calculated on the average daily market value of the portfolio during the quarter.

Administration and custodial fees are subject to the size of the investment and the custodian selected. Clients will incur brokerage and other transaction costs. Please see the *Brokerage Practices* section of this brochure for additional information about brokerage.

If a client terminates the investment management agreement with Presima in the middle of a billing period, Presima will invoice the client for an amount that is pro-rated based on the number of days that the account was managed.

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

Presima does not charge any performance based fees.

## **Types of Clients**

Presima primarily provides investment advice to the following types of clients: pension and profit sharing plans, banks, thrift institutions, trusts, estates, charitable organizations and other corporations or business entities. In addition, Presima provides investment advice to the Funds, the 40 Act Fund and the Trust. US residents are not permitted to invest in the Funds, which are currently only open to Canadian investors. Presima's minimum size of investment for the Funds and Trust is \$5 million.

Presima's minimum size of investment for segregated accounts is \$25 million. We occasionally lower this minimum requirement according to client-specific circumstances and/or according to growth potential of the account. Presima may waive this minimum amount at its discretion.

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

Presima manages global real estate securities under the Global Real Estate Securities Concentrated Fund, the Global Real Estate Securities Enhanced Yield Fund and the Global Real Estate Securities Value Fund.

Presima provides investment advisory services to various clients and it may take action with respect to any of its clients that may differ from action taken for other clients. Presima has adopted policies and procedures that are reasonably designed to allocate investment opportunities among its clients in a fair and equitable manner over time in light of each client's investment strategy. Following are descriptions of Presima's primary investment strategies and the risks relevant to each.

### **Global Real Estate Securities Concentrated Fund**

The Global Real Estate Securities Concentrated Fund is available to American investors through segregated accounts, for non-taxable and taxable institutional investors, as well as through the Trust and 40 Act Fund for eligible investors. It is also available to Canadian investors through segregated accounts or the Funds, for non-taxable and taxable institutional investors and to Australian investors through segregated accounts or the Presima Global Property Securities Concentrated Fund, for non-taxable and taxable institutional investors.

The goal of the Global Real Estate Securities Concentrated Fund is to provide investors with a high conviction strategy that exploits what Presima believes to be its best ideas across regions, sectors and risk profiles. The strategy also offers investors a liquid and diversified global portfolio of securities. This strategy is driven by bottom-up research, with a top-down validation. The portfolio is constructed to exploit mispricings at the stock level while ensuring that there are no unintended risks in the portfolio's overall positioning. Its concentrated nature allows Presima to express its conviction in positions relative to traditional market indices. The Fund typically holds around 30-40 securities.

The Global Real Estate Securities Concentrated Fund's investment objective is to exceed the total return of the FTSE EPRA/NAREIT Developed Index by 200 to 300 basis points, annualized over

moving four-year periods. The expected added value relative to the FTSE EPRA/NAREIT Developed Index is denominated in U.S. dollars. There is no guarantee that this goal will be reached.

### **Global Real Estate Securities Enhanced Yield Fund**

The Global Real Estate Securities Enhanced Yield Fund is available to American investors through segregated accounts, for non-taxable and taxable institutional investors. It is also available to Canadian investors through segregated accounts or the Funds, for non-taxable and taxable institutional investors.

The goal of the Global Real Estate Securities Enhanced Yield Fund is to provide investors with a liquid and diversified portfolio of securities, with its primary focus on income returns and secondary focus on moderate capital appreciation. This portfolio invests in securities which have high-quality assets underpinning their income generation, combined with lower levels of leverage. This portfolio is built on an absolute basis targeting a yield and total return objective rather than a benchmark relative target. Given its income focus and lower exposure to development risk, the strategy is likely to observe a lower volatility relative to market indices, thereby having the benefit of reducing beta exposure during volatile markets. It may incorporate limited use of derivatives to further increase yield and reduce volatility. The Fund typically holds between 60-70 securities.

The Global Real Estate Securities Enhanced Yield Fund's goal is to provide a yield in excess of 400 basis points (four percent) annually and a total return of 700 basis points (seven percent) assessed over a 3-year moving average, in local currency. There is no guarantee that this goal will be reached.

### **Global Real Estate Securities Value Fund**

The Global Real Estate Securities Value Fund is available to American and Canadian investors through segregated accounts, for non-taxable and taxable institutional investors.

The Global Real Estate Securities Value Fund seeks to take advantage of pricing discrepancies between public and private real estate. The portfolio is constructed with global real estate stocks that are trading at what Presima believes to be meaningful discounts to their net asset value. The strategy relies on stocks closing that net asset value gap (capital return) as the primary driver of total return. A portion of the return is also expected to be derived from dividend income and long-term growth. The investment strategy aims to look beyond the "noise" of the listed markets to take a longer-term view focused on the value of the underlying real estate. With a "go anywhere" mandate, this strategy is populated with what Presima believes are discount stocks and is not bound to specific geographic or sector allocations nor to a benchmark. The Fund typically holds between 15-20 securities.

The Global Real Estate Securities Value Strategy's goal is to maximize total return, including dividends and income.

## **Investment approach, research and REIT-specific risks**

The investment approach of the Global Real Estate Securities Concentrated Fund, Global Real Estate Securities Enhanced Yield Fund and Global Real Estate Securities Value Fund are mainly based on fundamental bottom-up security selection, with a regard for geographic and sector diversification. A fundamental bottom-up approach to security selection focuses on individual companies' financials and their potential return as a means to sourcing investment ideas. Analysts and portfolio managers aim to gain a fundamental and extensive understanding of a company's balance sheet, income growth prospects and management team's competence and ability to execute the business strategy. In addition to typical information sources (media, financial reports, equity research, etc.), unique sources of information are sought via executive management meetings and asset visits of researched companies.

The real estate securities selected when developing the portfolios are traded on the exchanges of the Americas, Europe, Asia-Pacific and Emerging Markets. In addition to leveraging geographic diversity, Presima's sectorial diversification typically encompasses the following areas: office, retail, industrial, residential, healthcare, diversified, lodging/resorts, self-storage, industrial/office mixed, and specialty.

Investing in any securities involves risk of loss that clients should be prepared to bear. The primary risks of investing in real estate securities can be grouped under three categories. The first category is market risk. Investing in securities, regardless of the benchmark utilized, exposes a portfolio to rapid variations in the market value of these securities depending on events that may occur. For example, a market shock, a major correction in a sector correlated to global listed real estate or a variation of a key factor related to the financial risk, such as rising or falling interest rates, can affect a portfolio's value and risk.

The second category is fundamental risk. The fundamental risk can be described as the combination of all the risks related to a security's underlying assets. This includes the quality of management, the asset financing structure, the company leverage, the operating return on assets, credit availability, cap rates, the ESG components to only name a few.

The last category is liquidity risk. The ease of transacting a given security has an impact on its risk profile. An insufficient secondary market can prevent the quick and orderly purchase or liquidation of the security. The liquidity risk assessment is not absolute but relative. Thus, it is important to know the trading volume on a security in relation to the position held or desired in the portfolio.

## **Disciplinary Information**

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

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

Presima is a subsidiary of National Australia Bank Ltd., which provides the firm with operating capital, as appropriate. As discussed in the *Client Referrals and Other Compensation* section of this brochure, Presima has signed a referral agreement with nabSecurities, a related entity. Presima does not believe this relationship creates a conflict of interest as Presima's relationship with nabSecurities is limited to the aforementioned referral agreement. Presima does not use the brokerage services offered by nabSecurities.

Two of Presima's Australian clients are related entities but no preferential treatment is given to these clients and Presima does not believe these relationships create a conflict of interest.

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

Presima recommends that its clients invest in the Funds or the Trust that it manages/sub-manages. Presima benefits from clients investing in the Funds, the Trust or the 40 Act Fund since it receives an asset based investment management fee for such investment.

To avoid potential conflicts of interest involving personal trading, Presima has adopted a Code of Ethics and Professional Conduct (the "Code") as well as a number of policies and procedures. These notably include personal trading policies and procedures to prevent the misuse of material nonpublic information and avoid conflicts of interest that may arise when Presima's personnel and members of their family engage in securities transactions for their own account(s). Presima's Code, policies and procedures require, among other things, that employees:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets;
- Place the integrity of the investment profession, the interests of clients, and the interests of Presima above one's own personal interests;
- Adhere to the fundamental standard that you should not take inappropriate advantage of your position;
- To the extent practicable, avoid any actual or potential conflict of interest;
- Conduct all personal securities transactions in a manner consistent with the Code;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;

- Practice and encourage others to practice in a professional and ethical manner that will reflect credit on employees and the profession; and
- Comply with applicable provisions of the federal securities laws.

Presima's Code prohibits employees of Presima from trading securities in the investment universe of Presima.

Presima's Code prohibits directors, officers and employees of Presima from trading securities, either personally or on behalf of others, on the basis of material nonpublic information and communicating material nonpublic information to others in violation of the laws.

The Code also requires officers and employees of Presima to report at the time they are hired and on an annual basis thereafter, all securities accounts and "reportable securities" in which they have beneficial ownership.

Regarding gifts and entertainment, the firm prohibits receipt by or offering to directors, officers and employees of gifts, donations, services, benefits or favors that may create a situation of conflict of interest or the appearance of conflict of interest.

Presima will provide a copy of its Code to any client or prospective client or investor upon request.

## **Brokerage Practices**

In selecting a broker, Presima makes a good faith determination that the transaction fees are reasonable in comparison to the value of the services provided. Presima controls trading costs by ensuring that the choice of any executing broker is first motivated by "best execution" criteria. Settlement capacity and quality of research are also taken into consideration in the choice of brokers Presima accepts to do business with. As a result, explicit transaction fees may be higher than the lowest available.

In addition to execution, Presima receives research and other services from brokers, and these are sometimes paid for through "soft dollar" arrangements. When Presima utilizes client brokerage commissions to obtain research or other products or services it receives a benefit because it does not have to produce or pay for such research, products, or services. Presima may have an incentive to select broker-dealers based on its interest in receiving the research or other products or services, rather than on client's interest in receiving most favorable execution. Not all clients may benefit from every piece of research received. Certain clients may generate the commissions that are used to pay for research, products, or services that are used for the benefit of other clients. Presima's acceptance of research from brokers is done in accordance with the provisions of Section 28(e) of the Securities Exchange Act of 1934, as amended.

Research furnished by brokers may include, but is not limited to, information on the economy, industries, groups of securities, individual companies, statistical information, accounting and tax law interpretations, political developments, legal developments affecting portfolio securities,



technical market action, pricing and appraisal services, credit analysis, risk measurement analysis, performance analysis and analysis of corporate responsibility issues. Such research services are received primarily in the form of written reports, telephone contacts, and personal meetings with securities analysts. Presima maintains one formal commission sharing agreement with Citi and one with Merrill Lynch. Pursuant to these agreements, Presima executes transactions with these broker-dealers and a predetermined percentage of the commissions paid go to separate accounts used exclusively to pay for research services, which fall within the safe harbor of Section 28(e). Furthermore, Presima maintains informal soft dollar arrangements with all broker-dealers with which it does business whereby Presima receives proprietary research from the broker-dealers and access to company management. On at least a quarterly basis, Presima's Trading Committee convenes to review commissions paid to each broker-dealer and evaluates whether the commissions paid are appropriate in light of execution and services received from broker-dealers.

To ensure fair treatment for all of our clients and portfolios under management, and before placing orders, we aggregate the volumes being traded in a “securities basket approach”. Clients participating in a bunched order pay an average price and share proportionately in any transaction costs.

Presima monitors trading costs regularly to make sure that they remain at acceptable levels. At the end of each day, all trades are verified. We compare our execution prices with the VWAP (Volume Weighted Average Price), a ratio available on Bloomberg.

## **Review of Accounts**

Presima's personnel monitor client's accounts on a daily basis for reconciliation of transactions, compliance to the investment policy, and performance calculations. Reviews are performed by Portfolio Managers, Financial Analysts, the Trading and Operations Department, the Clients and Business Development Department and the Compliance Department.

Presima provides each client with a customized quarterly report providing information on its results and operations. Written quarterly reports normally include:

- A brief macroeconomic overview;
- An asset allocation overview;
- An attribution analysis;
- Performance analysis by region and country.

## **Client Referrals and Other Compensation**

In April 2015, Presima signed a referral agreement with nabSecurities, a US-based broker-dealer which is an affiliate of Presima (National Australia Bank Ltd. is the shareholder of nabSecurities and Presima). This referral agreement is limited to US institutional prospective clients. In the event that the prospective client engages the services of Presima, nabSecurities will provide a written disclosure advising the prospective client, among other things, of nabSecurities' relationship with Presima and the nature and extent of the compensation which nabSecurities will receive. In the event that the prospective client engages the services of Presima, Presima will pay

nabSecurities a percentage of the management fees which are billed to the client. Presima's relationship with nabSecurities is limited to the aforementioned referral agreement. Presima does not use the brokerage services offered by nabSecurities.

## **Custody**

All clients' accounts are held in custody by unaffiliated broker-dealers or banks. Account custodians send statements directly to the account owners on at least a quarterly basis. Investors in the Funds receive monthly statements from the custodian with net asset value. Investors should carefully review these statements, and should compare these statements to any account information provided by Presima.

## **Investment Discretion**

With respect to the Funds, the Trust, the 40 Act Fund and the segregated mandates, Presima has the authority to determine, without obtaining specific client consent, the securities and the amount of securities to be bought or sold under any specific mandate. The discretionary authority granted to Presima for separate account clients is evidenced in the investment advisory agreement that is executed by Presima and the client at the inception of the advisory relationship. The discretionary authority granted to Presima for the Funds, the Trust and the 40 Act Fund is evidenced in the offering documents and equivalent documentation. Segregated mandate clients can impose reasonable investment restrictions on the account as discussed in the *Advisory Business* section of this brochure. For the Funds, investors sign a subscription agreement to document the discretionary authority granted to Presima as investment adviser to the Fund. For the Trust, clients sign a collective fund custody agreement with the collective fund trustee which details Presima's discretionary authority.

## **Voting Client Securities**

Presima has adopted policies and procedures relating to proxy voting. Some of Presima's clients may elect to retain proxy voting authority themselves, in which case Presima will take no action other than to forward proxies that it inadvertently receives to the client. Clients who maintain proxy voting authority shall receive their proxies from their custodian. If a client has a question about a particular proxy he or she may contact Presima at the number listed on the cover page of this brochure.

For the Funds and the Trust, Presima will vote according to its policy, which requires Presima to vote in the best interests of its clients. Presima has engaged an independent third party proxy voting firm, ISS, to assist with proxy voting. In the event that Presima identifies a conflict of interest with respect to a proxy, the proxy will be voted according to the recommendation of the third party proxy voting firm.

Clients may request to receive, at no charge, a copy of Presima's proxy voting policies and procedures and/or a record of how proxies were voted on their behalf over the past 12 months.

Any participation requests in class action lawsuits are promptly reviewed by Presima. A cost/benefit analysis is completed in order to determine whether or not Presima should participate on behalf of the firm's clients. Said analysis is based on the same guidelines as Presima's proxy voting policies and procedures, in conjunction with a careful evaluation by the portfolio manager and/or financial analyst who cover the company.

## **Financial Information**

Presima has never filed for bankruptcy and is not aware if any financial condition that is expected to affect its ability to manage client accounts.