

EDGBASTON INVESTMENT PARTNERS LLP  
FORM ADV PART 2A BROCHURE

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This brochure provides information about the qualifications and business practices of Edgbaston Investment Partners LLP (“Edgbaston”). If you have any questions about the contents of this brochure, please contact Edgbaston’s Chief Compliance Officer, Matthew Myles, on +44 (0)20 7258-3170 or via email to [mmyles@edgbastonip.com](mailto:mmyles@edgbastonip.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”), any other state or federal regulatory authority, any foreign regulatory authority or any self-regulatory body. Additional information about Edgbaston is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) or on Edgbaston’s website at [www.edgbastonip.com](http://www.edgbastonip.com).

Edgbaston is a registered investment adviser. Any reference to or use of the terms “registered investment adviser” or “registered”, does not imply that Edgbaston, or any person associated with Edgbaston, has achieved a certain level of skill or training. Investors invested in Edgbaston’s commingled funds (referred to as “Unitholders”) and potential investors should rely only on the information contained in this document or in documents that Edgbaston has specifically provided. Edgbaston has not authorized any third party to provide information in connection with its investment program or investment operations.

**Item 2. Material Changes**

Edgbaston is filing this submission as part of its annual update of information. The last annual update of Edgbaston’s Form ADV brochure took place in June 2016. Since the last annual update, James Marshall, formerly an Investment Manager, decided to leave the investment industry to pursue a career in teaching. Corrin Davis, formerly Head of Client Service and Business Development at Edgbaston, departed to pursue new challenges. Christian O’Kelly joined Edgbaston as an Investment Manager in November 2016 and Charlotte Gould joined the Client Service and Business Development Group in September 2016.

Effective October 2016, Edgbaston no longer operates a U.S. office in Houston, Texas. Previously, this office had provided marketing and client service support to North American clients and consultants. These services continue to be provided by Edgbaston’s Client Service and Business Development Group in London who

are available during U.K. business hours and for much of the U.S. business day. Edgbaston's investment team is available for meetings in London and on regular trips through the U.S.

An other-than-annual update of Edgbaston's Form ADV brochure took place in November 2016 to reflect the changes detailed above. No other changes requiring an other-than-annual updating amendment of information have occurred since.

### ITEM 3. TABLE OF CONTENTS

ITEM 2.	MATERIAL CHANGES.....	1
ITEM 3.	TABLE OF CONTENTS .....	3
ITEM 4.	ADVISORY BUSINESS .....	4
ITEM 5.	FEES AND COMPENSATION .....	5
ITEM 6.	PERFORMANCE-BASED FEES AND SIDE BY SIDE MANAGEMENT .....	6
ITEM 7.	TYPES OF CLIENTS.....	6
ITEM 8.	METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS .....	8
ITEM 9.	DISCIPLINARY INFORMATION .....	12
ITEM 10.	OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS.....	12
ITEM 11.	CODE OF ETHICS; PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING .....	14
ITEM 12.	BROKERAGE PRACTICES .....	14
ITEM 13.	REVIEW OF ACCOUNTS.....	16
ITEM 14.	CLIENT REFERRALS AND OTHER COMPENSATION.....	17
ITEM 15.	CUSTODY .....	17
ITEM 16.	INVESTMENT DISCRETION.....	20
ITEM 17.	VOTING CLIENT SECURITIES .....	20
ITEM 18.	FINANCIAL INFORMATION .....	22

## Item 4. Advisory Business

### *History and Firm Structure*

Edgbaston Investment Partners Limited (“EIP Ltd”) was established in 2008 as a private investment management company and adviser to private funds specializing in publicly traded Asia-Pacific ex-Japan equity investments, principally on behalf of investors domiciled in the United States.

On April 1, 2016, EIP Ltd contributed its Asia-Pacific ex-Japan equity investment management business to Edgbaston Partners LLP (“EP LLP”) (formed in September 2015) in exchange for a partnership interest in EP LLP. Following the contribution, EIP Ltd changed its name to Edgbaston Partners Limited (“EP Ltd”) and EP LLP changed its name to Edgbaston Investment Partners LLP (“EIP LLP”). All of EIP Ltd’s staff, including all investment managers and members of its operations and administration groups, became employees or members (hereafter, referred to collectively as “Staff”) of EIP LLP. In connection with this transaction, EIP LLP succeeded to EIP Ltd’s SEC registration. Unless otherwise stated, references to “Edgbaston” are deemed to refer to EP Ltd prior to April 1, 2016 and EIP LLP from April 1, 2016.

### *Edgbaston’s Organization Chart*



\*“Staff” includes current and former employees and members of Edgbaston Investment Partners LLP and their families, where applicable.

\*\*The Designated Members of Edgbaston Investment Partners LLP are Charu Fernando, Matthew Myles and Sarah Nichols.

EP Ltd is owned by current and former Staff and their families (50.1% of the share capital) and Silchester Partners Limited (“SP Ltd”) (49.9% of the share capital). Stephen Butt, the Chairman of SP Ltd, and his family own a majority of the shares in SP Ltd. Charu Fernando, the Chairman of EIP LLP’s Executive Committee and Chief Investment Officer, and her family own a majority of the Staff shares in EP Ltd. Sarah Nichols and Matthew Myles, Executive Committee members of EIP LLP, and their families where applicable,

own over 10% of the Staff shares in EP Ltd. Further information on Edgbaston's relationship with Silchester is included in Item 10.

EIP LLP is a UK incorporated entity which is authorised and regulated by the Financial Conduct Authority (the "FCA") in the United Kingdom ("UK") and registered with the SEC in the United States ("US"). It acts as the investment manager for two commingled funds, the Edgbaston Asian Equity Trust (the "US Fund") and the Edgbaston Asian Equity (Jersey) Trust (the "Jersey Fund"). EIP LLP is managed by an Executive Committee of four people, three of whom are active in the business. Eligible Members of EIP LLP can appoint or remove individuals from the Executive Committee by way of Ordinary Resolution. Current Eligible Members are Charu Fernando, Matthew Myles, Sarah Nichols and EP Ltd. Under the terms of the EIP LLP Partnership Agreement, EP Ltd has the right to appoint two of the four Executive Committee members.

EIP LLP has two wholly owned subsidiaries, Edgbaston Investment Partners, Inc. ("EIP Inc.") and Edgbaston Investment Partners (Jersey) Limited ("EIP Jersey"). EIP Inc. is a US incorporated entity which acts as the tax matters partner for the US Fund, Edgbaston's US domiciled commingled fund for US domiciled Unitholders. EIP Jersey, a Jersey incorporated entity, acts as the manager of the Jersey Fund, Edgbaston's Jersey domiciled commingled fund for non-US domiciled Unitholders. EIP Jersey is licensed to conduct Class U (manager) funds services for the Jersey Fund, pursuant to Jersey Financial Services Law. In that role, it is responsible for certain management, registrar and administrative functions. EIP Jersey has delegated day-to-day responsibility for portfolio and risk management functions to EIP LLP. EIP Jersey is authorised and regulated by the Jersey Financial Services Commission ("JFSC") exclusively.

Edgbaston would be pleased to answer any questions that any Unitholder or prospective investor may have on its ownership structure, industry affiliations or direct and indirect beneficial owners.

As of June 1, 2017, Edgbaston had US\$2.5 billion of assets under management. Edgbaston does not manage any assets on a non-discretionary basis and does not participate in any wrap fee programs. Further, at this time, Edgbaston does not anticipate managing any separate accounts.

#### *Types of Services that Edgbaston Provides to Clients*

Edgbaston provides discretionary investment management services to two privately offered commingled funds (together, the "Funds" or the "Clients" (see Item 7 for further information on Edgbaston's types of clients)). Edgbaston's service utilizes a wide range of analytical, research, portfolio implementation and administrative skills. Edgbaston specializes in investing in publicly traded equity securities using a bottom up value investment approach. Edgbaston does not provide financial planning, quantitative planning or market timing services to Clients. Edgbaston does not further customise or modify its investment program based on individual Unitholder needs. Unitholders in Edgbaston's commingled funds are not permitted to impose restrictions on investing in certain securities or types of securities.

#### **Item 5. Fees and Compensation**

Edgbaston provides discretionary investment management services to Unitholders in the Funds on the following fee scale:

First US\$25,000,000	1.25%
Next US\$25,000,000	1.10%
Thereafter	1.00%

Management fees paid by each Unitholder invested in the Funds are based upon the market value of the units held by the Unitholder rather than the value of the Fund itself. Management fees are normally payable monthly in arrears, although the actual timing of fee payments will depend on the underlying legal domicile of a Fund and the terms of its operating agreements. For the US Fund, management fees are paid via the redemption of part of the units held by each Unitholder in a Fund on a monthly basis. For the Jersey Fund, Edgbaston is paid a management fee out of the assets of the fund on a monthly basis. Those Unitholders benefitting from the tiered fee scale above will have additional units in the Jersey Fund purchased on their behalf using the value of the difference calculated by subtracting the actual management fees computed and the management fees computed based on the above fee scale. Unitholders will incur other transaction costs as described fully in the offering memorandum / prospectus of each of Edgbaston's Funds. No other additional fees or expenses are charged.

The Funds pay their own direct trading expenses, clearing fees, and other exchange fees and charges. Direct trading expenses include brokerage commissions related to trade execution, "bid-ask" spreads on securities trading, mark-ups, registration and transfer fees, regulatory and governmental charges and duties, and other fees and expenses relating to investments. The Funds are obligated to pay all income and other taxes related to their underlying investments. In addition, the Funds would be required to reimburse Edgbaston, or the third party service providers to the Funds, for legal expenses incurred to protect the Unitholders that Edgbaston determines are not routine (e.g., extraordinary legal expenses such as those incurred in connection with litigation to protect or promote the investment rights or obligations of the Funds (as applicable) and legal or accounting expenses incurred in connection with reclaiming foreign withholding taxes) and that are not borne by Edgbaston.

Edgbaston pays for the costs of third party research directly out of its own financial resources. Edgbaston does not pay "soft dollar" commissions and/or receive "soft dollar" benefits from brokers.

Edgbaston pays all routine legal, audit and accounting fees related to the Funds and the ongoing offering of units as well as annual audit fees and tax return expenses (if any). Edgbaston pays any fees payable to the custodian, trustee, fund administrator, manager, auditor, tax advisor and other similar service providers of the Funds. Edgbaston has paid all expenses incurred in connection with the organization and the formation of the Funds and will pay all costs associated with the ongoing issuance of the units of these Funds to the extent that it remains the appointed investment manager. The Funds are not required to raise a minimum amount in order to defray these costs and expenses. The Funds are not required to reimburse Edgbaston in the event that the investment management fees are insufficient to cover the expenses borne by Edgbaston.

#### **Item 6. Performance-Based Fees and Side by Side Management**

Edgbaston does not charge performance based fees to its Clients or to any Unitholders. All fees are charged on an *ad valorem* basis. Edgbaston Staff (current and former) and their related parties are invested in the Funds. These Staff (current and former) and related parties invest on the same terms and pay the same fees as other unaffiliated Unitholders in the Funds. No fees are waived.

#### **Item 7. Types of Clients**

Edgbaston makes investments on behalf of the Funds for the benefit of the underlying Unitholders in each respective Fund. Units in Edgbaston's US Fund are sold only to Unitholders that qualify as "**accredited investors**" and "**qualified purchasers**" under applicable US federal securities laws. Units in Edgbaston's Jersey Fund are sold only to Unitholders that qualify as "**expert investors**" under applicable Jersey securities laws.

An investment in units of a Fund involves the risk of loss. Edgbaston, in its capacity as investment manager, is responsible for reviewing and managing the holdings of each Fund based on the results of its research activities, and for making appropriate recommendations to satisfy the respective investment goals of the Funds. Additional information is available in the respective Agreement and Declaration of Trust, Private Offering Memorandum and Subscription Agreement of the US Fund and the Prospectus and Subscription Agreement of the Jersey Fund (hereafter, referred to collectively as the “**Governing Documents**”).

#### *Conditions for Managing Accounts*

Subject to the Governing Documents, the minimum initial subscription for Units in a Fund is US\$5 million. The minimum additional investment for units in a Fund is US\$250,000. Edgbaston can, in its sole discretion, accept or reject, in whole or in part, any investment or impose conditions or restrictions on such investment, such as increasing or decreasing the amount of the minimum investment or requiring a Unitholder to establish a temporary account with the custodian of the Funds and wire funds to that account prior to an applicable dealing day. Subject to the Governing Documents, Unitholders can redeem all or part of their units in a Fund on any dealing day by providing Edgbaston with written notice at least twenty (20) business days prior to the dealing day upon which the redemption is to be effective. Certain documentation must also be returned at least eighteen (18) business days prior to such dealing day. Subject to the Governing Documents, a redemption must equal or exceed US\$100,000. Following any such redemption, a Unitholder must maintain units with a minimum market value of US\$1 million.

#### *Transition Accounts*

Edgbaston has the discretion to direct Unitholders making cash contributions to or redemptions from the Funds to use transition accounts. Transition accounts are temporary custody accounts that are opened under a Fund’s general legal structure. They are used to facilitate large subscriptions and withdrawals. The transition account structure allows Edgbaston to invest cash contributions outside of a Fund’s direct assets or to liquidate holdings outside of a Fund’s direct assets (and therefore avoid impacting existing investors or remaining investors, as the case may be). By investing new cash flows or liquidating the securities separately, the incoming or outgoing investors bear their own market risk during the investment or redemption period (usually one month but this can be longer depending on market conditions), as well as their own dealing costs. Edgbaston believes that these procedures safeguard the benefits of commingled investing for all participants and represent a fair and equitable way of accommodating periodic subscriptions and withdrawals. Prospective investors should refer to the specific provisions of the Governing Documents for a complete discussion of transition accounts and the risks involved therein.

#### *Sideletter Agreements*

Edgbaston will consider entering into a sideletter agreement only when rules governing the investment by a specific Unitholder (such as state law or the governing documents related to such Unitholder) in a Fund require a specific variation, provided that such change is not expected to materially impact Edgbaston, other service providers to the Funds or other Unitholders. Even in those instances, it is Edgbaston’s policy not to agree to any sideletter or other similar agreements that grant any Unitholder or group of Unitholders preferential rights with respect to the payment or timing of redemptions, indemnification, access to holdings data, or information on Edgbaston’s trading activity. Edgbaston will provide a summary of all sideletter agreements currently in effect upon the written request of a current or prospective Unitholder. Edgbaston will also provide a summary of all sideletter agreements on an annual basis when the Funds’ audited financial statements are distributed.

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

### *Investment Strategy and Analysis*

Edgbaston provides discretionary investment management services to Clients according to a clear investment strategy. The investment objective is to achieve long-term growth primarily by investing in a diversified portfolio of equity securities of companies located in any country in the Asia-Pacific region, excluding Japan. As many companies have multinational operations, a company's location is determined by factors such as (i) its jurisdiction of incorporation, (ii) the location of its head office, primary market, significant sources of revenues, income or the location of its assets, or (iii) its classification as determined by various market indices. To achieve its objectives, Edgbaston seeks to invest in a portfolio of securities that, in its opinion, possess fundamental investment value.

Edgbaston believes that securities with low market price to earnings, cash flow, asset value or sales ratios or strong dividends typically, but not necessarily, possess fundamental investment value. Investments meeting the above criteria are identified by Edgbaston in part through the use of database screens. Edgbaston carries out financial analysis on prospective investments and reviews their underlying business strengths and weaknesses, their plans, and their management. Investments that appear attractive according to Edgbaston's criteria will constitute a high proportion of each Client portfolio.

When allocating investments among individual countries, the prime determinant for Edgbaston is the attraction of the individual security investments (a "**bottom up**" approach). Macroeconomic features are considered as they affect individual companies. Nonetheless, Edgbaston seeks to retain a reasonable diversification of investments across countries and industries and, consequently, will incur exposure to foreign currencies.

Due to restrictions on direct investments by foreign entities in certain foreign countries, investments in other investment companies may be the most practical or only manner in which each Fund can obtain certain securities. Accordingly, each Fund can, subject to its investment restrictions and in the sole discretion of Edgbaston, invest a portion of its assets in US and foreign investment companies. It should be noted, however, that such investments can (i) involve the payment of premiums above the net asset value of such issuers' portfolio securities, (ii) be constrained by market availability, and (iii) with respect to foreign funds, be considered passive foreign investment companies for federal income tax purposes. As a shareholder in such an investment company, a Fund would bear its pro rata share of that company's expenses. Edgbaston's investment guidelines prohibit such investments from becoming a major part of a Client's investment portfolio.

Edgbaston has established investment parameters as to the amount each Client's portfolio can be invested in, including but not limited to, securities with particular characteristics, individual securities, and the securities of companies located in particular countries. These investment guidelines are outlined more fully in the Fund Governing Documents. An investment in units of a Fund involves the risk of loss that Unitholders should be prepared to bear.

### *Types of Investments*

Edgbaston will invest in developed, emerging and frontier markets. Edgbaston is permitted to utilize a wide range of equity instruments in attempting to achieve its investment objectives, including both common and



preferred stocks, special classes of shares available only to foreign persons in markets which restrict the ownership of certain classes of equity to nationals or residents of the country, convertible preferred stocks, convertible investment grade instruments, depository receipts, and to a limited extent, options and warrants on equity securities. Edgbaston is also permitted to invest in physical currencies and spot currency contracts.

Subject to the Funds' investment guidelines, Edgbaston can invest in (i) non-exchange traded securities including private placements and securities subject to transfer restrictions under Rule 144A or Regulation S of the Securities Act of 1933 or otherwise commit to acquire securities on a forward commitment basis, and (ii) unregistered and bearer securities. Edgbaston does not invest in futures or options on futures. Edgbaston can, however, invest in, hold, and purchase, or otherwise acquire rights, stock options, stock coupons, warrants, and other similar investments issued, sold, or distributed by a portfolio holding as part of a corporate action or other similar transaction. Edgbaston can purchase the securities of issuers during an initial public or secondary offering of securities. Companies involved in initial public or secondary offerings of securities typically have short operating and trading histories and generally are less established. The prices of securities issued as part of initial public or secondary offerings traditionally have been quite volatile. Edgbaston may be required to agree to certain transferability restrictions as a precondition for participating in these types of security offerings.

#### *Frequency of Trading*

As of May 31, 2017, the average annual turnover of securities within Edgbaston Client portfolios since inception was 19% per annum. Edgbaston makes investment decisions on when to sell a security solely based on its investment criteria and does not take into account tax considerations. In other words, Edgbaston does not engage in “**tax loss harvesting**” strategies.

#### *Material Risks*

There are a number of material risks associated with the Funds and the strategies employed by the Funds. These include, but are not limited to, the following matters. Further information on investment risks is disclosed in the Fund Governing Documents.

- *Concentration in Asian Securities.* Edgbaston concentrates its investments in equity securities of companies located in Asian countries. Consequently, Edgbaston portfolios may be more volatile than those that do not share this geographic concentration. The value of portfolio investments may vary in response to political and economic factors affecting companies in Asia.

Securities in Asian countries are generally denominated and quoted in the local country's currency. Generally, these currencies are fully convertible and transferable based on floating exchange rates into all readily convertible currencies without administrative or legal restrictions for both non-residents and residents of the respective Asian country. Some monetary authorities have periodically been unwilling to allow certain currencies to freely fluctuate in price and may periodically and at length intervene in foreign currency markets. The value of assets measured in U.S. Dollars may be affected favorably or unfavorably by fluctuations in the value of the particular currency relative to the U.S. Dollar.

- *Market Exposure.* Subject to the Funds' investment guidelines, Edgbaston invests on a regional basis in developed, emerging and frontier markets. Investors are therefore subject to: (i) currency exchange-rate risk; (ii) the possible imposition of withholding, income, capital gains or excise taxes; (iii) the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements

and little, or potentially biased, government supervision and regulation; (iv) financial, economic and political risks, including expropriation, currency exchange control and potential restrictions on foreign investment and repatriation of capital; and (v) global market turmoil.

- *Options.* Edgbaston may acquire options for a Client's account as part of a corporate action or other similar transaction. Investing in options can provide a greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a decline in the value of the underlying asset relative to the strike price, the passage of time, changes in the market's perception as to the future price behavior of the underlying asset, or any combination thereof. In the case of a purchase of an option, the risk of loss of an investor's entire investment in the option (i.e. the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires.
- *Warrants.* Edgbaston may acquire equity warrants for a Client's account as part of a corporate action or other similar transaction. Equity warrants are securities that give the holder the right, but not the obligation, to subscribe for newly created equity issues of the issuing company or a related company at a fixed price either on a certain date or during a set period. Changes in the value of a warrant do not necessarily correspond to changes in the value of its underlying security. The price of a warrant may be more volatile than the price of its underlying security, and a warrant may offer greater potential for capital appreciation as well as capital loss. Warrants do not entitle a holder to dividends or voting rights with respect to the underlying security and do not represent any rights in the assets of the issuing company. A warrant ceases to have value if it is not exercised prior to its expiration date. These factors can make warrants more speculative than other types of investments.
- *Emerging and Frontier Market Securities.* Edgbaston purchases the securities of issuers located in emerging and frontier markets. Holders of emerging and frontier market securities are subject to additional risks, including potential periods of illiquidity, increased price volatility, the volatility of emerging and frontier market exchanges due to smaller market capitalization, evolving clearance and settlement procedures, potential restrictions on foreign investment, security transfer and the repatriation of investment income and capital. The currencies in which emerging and frontier market securities are issued may experience significant declines against the US dollar, either as a result of market pressures, or government devaluation. Trading in emerging and frontier market currencies may be subject to governmental or significant administrative restrictions or only tradable with certain approved counterparties. Approved counterparties are typically sub-custodians or sub-agents appointed by a custodian. These factors may result in higher spreads being paid when the currencies associated with emerging and frontier market securities are traded. Inflation in emerging and frontier markets has historically been in excess of inflation in more established countries, increasing negative pressures on emerging and frontier market economies and markets.
- *Hong Kong Stock Connect.* The Hong Kong Stock Connect ("Stock Connect") is a securities trading and clearing linked program with an aim to achieve mutual stock market access between mainland China and Hong Kong. Edgbaston can invest in the People's Republic of China ("PRC") A-Share market through the "Northbound Trading Link" of Stock Connect. Stock connect is in its infancy and so there is potential for uncertainty in terms of the functioning of its systems, the application of its governing rules and regulations, and its long term suitability. Further, Stock Connect is subject to quota limitations and PRC regulations also require that in the event that it wishes to sell certain China A-Shares, Edgbaston must transfer those shares to the respective accounts of its brokers before the market opens on the day of selling. If the shares are not in place before that deadline, they will not be permissible to sell on that

trading day. All of these factors, in addition to several of the factors outlined in the “*Emerging and Frontier Market Securities*” section above, could adversely impact Edgbaston’s ability to access the PRC market and prevent it from effectively pursuing its investment strategy.

- *Price Fluctuations.* Prices of equity securities and other instruments are highly volatile. Prices are affected by a wide variety of complex and difficult-to-predict factors, including, but not limited to, supply of money, inflation, weather and climatic conditions, changing supply and demand relationships, governmental activities and regulations, political and economic events and prevailing psychological characteristics of the marketplace. These same factors also can affect the securities markets adversely.
- *Position Limits.* Market regulatory authorities may, from time to time, establish limits as to the maximum number of shares that Edgbaston and any associated entities may hold or control in particular securities of a company without requiring the investment adviser to make an offer to purchase all the outstanding shares of the company or obtaining a regulatory waiver to hold a larger position. Market regulatory authorities may also assess additional income, capital gain and withholding taxes in these situations. All accounts controlled by Edgbaston and any associated entities may be combined for these purposes. Trading decisions of Edgbaston and such associated entities may have to be modified such that a further position in a given company is not acquired or that positions held by a Client would have to be liquidated to avoid exceeding such limits or that such limits may, in fact, be exceeded. This may influence the overall return to Clients.
- *Illiquidity.* Subject to the Funds’ investment guidelines, Edgbaston may purchase investment instruments that later become illiquid or otherwise restricted. These positions may only be able to be liquidated at disadvantageous prices. The decision to hold or liquidate such securities is at Edgbaston’s sole discretion. Although many of the securities that Edgbaston may acquire may be traded on public exchanges, each exchange typically has the right to suspend or limit trading in the securities which it lists. Suspensions could render it difficult or impossible for Edgbaston to liquidate any or all of its positions and could thereby expose Unitholders to losses.
- *Transactions on Non-US Exchanges.* Edgbaston engages in trading on markets outside the US. Transactions on non-US exchanges are not regulated by US governmental agencies. Some non-US exchanges, in contrast to exchanges in the US, may be “**principals markets**” in which responsibility for performance is only that of the principal with whom a trader has entered into a transaction, and not of an exchange or clearing corporation. In some cases, a broker may in effect take the opposite side of trades. Because some non-US exchanges generally lack a clearinghouse system, market disruptions may be more likely to occur and, in extreme circumstances such as the failure of a broker or other counterparty, the settlement of security trades may be delayed or cancelled. To minimize the risk of broker or counterparty default and subsequent loss, Edgbaston will normally arrange for security purchases and sales to be settled on a “**delivery versus payment**” basis, although in some frontier market countries, trading in this manner is not available. Where this is the case, Edgbaston ensures that trades placed in these markets do not exceed the limits of its insurance coverage. Edgbaston does not utilize the services of any prime brokers.
- *Investment Approach.* There is no guarantee that the investment approach, techniques, or strategies utilized by Edgbaston will be successful or profitable. All investments risk the loss of capital. Furthermore, there can be no assurance that the specific trading strategies utilized for the Clients will produce profitable results.
- *Credit Risk.* Securities trading in Asia-Pacific ex-Japan equities is subject to the risk that the brokers and counterparties with which, and the exchanges on which, the trades are executed or positions are carried

may default. The default by an exchange, clearinghouse or counterparty could result in material losses. Certain markets require all securities to be held in a central securities depository and, in certain cases, the depository may be owned by a foreign government or government body and not be supported by a national network of well capitalized financial institutions. The default of such government or depository, or the failure of such depository to maintain suitable and sufficient procedures to mitigate against theft or loss, could result in material losses.

#### **Item 9. Disciplinary Information**

There have been no material criminal, civil, regulatory, business, or administrative proceedings against Edgbaston or any of its Staff or associated entities.

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

Edgbaston is not affiliated with any banks, broker dealers or custodians.

Please see Item 4 for a detailed description of Edgbaston's ownership structure with an organization chart. EIP LLP is an independent, limited liability partnership that is primarily owned and controlled by its working Staff (and their families, where applicable). EP Ltd has provided 100% of EIP LLP's regulatory capital and holds 99.4% of its aggregate capital. The remaining 0.6% of EIP LLP's aggregate capital is held by its Designated Members.

EP Ltd has two classes of shares. Edgbaston Staff (current and former and their families, where applicable) own 100% of the Class B shares which represents 50.1% of its issued share capital and 90.1% of its voting rights. Silchester Partners Limited ("SP Ltd") owns 100% of EP Ltd's Class A shares which represents 49.9% of its issued share capital and 9.9% of its voting rights. SP Ltd is a member of Silchester International Investors LLP ("SII LLP"), a UK based investment manager registered with the SEC as an investment adviser (SEC file number: 801-49530).

Except in the case of restricted matters that could materially impact the rights of minority shareholders, SP Ltd has agreed to limit its voting rights on any resolution proposed at any general meeting of all EP Ltd shareholders to a maximum of 9.9% of the voting rights capable of being cast at such general meeting. Significant differences also exist between the rights provided to each class of shares. EP Ltd Class B shareholders are entitled, in perpetuity:

- To name and dismiss a majority of EP Ltd's board of directors and appoint its chairman; and,
- To exercise day to day management and control over EP Ltd's business including exercising control over issues related to EIP LLP's day to day investment management business and operations.

Timothy Linehan sits on the Board of EP Ltd in the capacity of Non-Executive Director and on the Executive Committee of EIP LLP as a non-working member appointed by EP Ltd, with limited influence in the day to day management of Edgbaston's operations and business. Timothy Linehan is a Senior Partner, Chief Compliance Officer and Head of Operations at SII LLP, as well as a Director of SP Ltd (as described in Edgbaston's Form ADV Part 2B Brochure Supplement). Other than Timothy Linehan in his capacity as SP Ltd's nominee on the board of EP Ltd and EP Ltd's current designated representative in EIP LLP's Executive Committee, there is no overlap in directors, senior management, investment and portfolio managers, working members or other employee positions between SP Ltd, SII LLP, EP Ltd and EIP LLP. Edgbaston's Executive Committee discussions are limited to its partnership operations, not including particular investments made

or to be made by EIP LLP on behalf of the Funds. These are discussed only by Edgbaston Staff. Timothy Linehan is not involved, directly or indirectly, in the day to day activities of EP Ltd or EIP LLP.

SII LLP employees and members, SP Ltd and its shareholders and former employees and their related parties have invested in Edgbaston's Funds. SP Ltd is eligible to receive dividends from EP Ltd as the result of its equity holding.

SP Ltd maintains direct and indirect investments in a number of other regulated investment management firms. Edgbaston does not have any direct business relationships with these firms and, as a result, has not described them in its regulatory filings. Further information on these other investment management firms is disclosed in Silchester's ADV Part 1 and ADV Part 2. Silchester's CRD Number is 110987. Alternatively, information is available from Timothy Linehan ([tlinehan@silchester.com](mailto:tlinehan@silchester.com)).

**Subsidiary – General Partner:**

Edgbaston, through its wholly owned US subsidiary EIP Inc., serves as tax matters partner for the Edgbaston Asian Equity Trust, a Fund that is legally considered to be a Delaware statutory trust, but is treated as a partnership for US income tax purposes. EIP Inc. also serves as the agent for service of process for Edgbaston with respect to certain regulatory and tax filings, including the SEC, the US Department of Labour and the US Internal Revenue Service, as well as state blue sky or limited offering notices.

**Privacy Considerations:**

Edgbaston is committed to maintaining the confidentiality, integrity and security of personal information provided by Unitholders. Personal information may be obtained in a number of ways, such as during the application process for units in a Fund or on-going communications between Edgbaston and its Unitholders. All information obtained is treated as confidential unless the Unitholder has otherwise made the information public, such as its relationship with Edgbaston or investment in a Fund. Edgbaston generally exercises the same care dealing with personal information obtained from its Unitholders that Edgbaston uses in dealing with its own internal confidential information.

Edgbaston protects personal information provided by Unitholders in a number of ways. Edgbaston Staff are subject to policies reasonably designed to protect Unitholder confidentiality. Edgbaston takes reasonable measures to dispose of personal information to protect against unintended access and use. Edgbaston has adopted various procedures to implement its policy and reviews to monitor and ensure the policy is observed, implemented properly and amended or updated as appropriate. Edgbaston attempts to ensure that its systems are secure and applies password protections, firewalls, encryption technologies, and other mechanisms that are suitable and sufficient based on the size and nature of its business to guard confidential Unitholder information. Select physical and procedural safeguards have been established to guard Unitholder information. Former employees are also prohibited from disclosing non-public personal information to any person or entity.

Edgbaston may use data obtained from Clients for the purpose of communicating information about its investment products. Edgbaston may also provide information concerning Clients to firms that assist Edgbaston in servicing its Clients. This helps to ensure that all Unitholders are given an appropriate level of service. Information concerning Clients may also be passed to regulatory authorities or law enforcement officials who have jurisdiction over Edgbaston, as otherwise required by applicable law and regulations, or if reasonably required to prevent fraud and unauthorized transaction. On at least an annual basis, Edgbaston provides copies of its privacy policy to its Unitholders. Unitholders can request a copy of the current privacy policy at any time by contacting Edgbaston's Client Services representatives (at [clients@edgbastonip.com](mailto:clients@edgbastonip.com)).

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

Edgbaston has adopted a Code of Ethics in accordance with Rule 204A-1 of the Investment Advisers Act of 1940. The Code of Ethics sets forth Edgbaston's business conduct in its capacity as a fiduciary for its Clients and establishes standards of conduct for its supervised personnel. The Code of Ethics was developed with the view that Edgbaston is, and wishes to remain, closely aligned with the interests of its Clients and underlying Unitholders. Among the topics covered in the Code are: prohibitions on insider trading, conflicts of interest, personal securities transactions by Edgbaston's personnel, and confidentiality of Unitholder information. Edgbaston will provide a copy of its Code to any Unitholder or prospective investor upon request and without charge. To obtain a copy of Edgbaston's Code, please contact Edgbaston's Chief Compliance Officer (Matthew Myles on +44 (0)207 258-3170 or via email at [mmyles@edgbastonip.com](mailto:mmyles@edgbastonip.com)).

### **Participation or Interest in Client Transactions:**

Edgbaston established each of its Funds and pays for the ongoing costs of operating these Funds, including custody, fund administration, legal, tax accounting, annual audit, and reporting fees. Edgbaston derives fees from each Unitholder based upon the market value of each Unitholder's Units in the Funds. Edgbaston Staff, shareholders and their related parties have invested in the Funds. For US income tax purposes, EIP Inc. serves as the tax matters partner of Edgbaston's US Fund.

Currently, Edgbaston maintains a wait list for investment in the Funds. The wait list remains open to both existing Unitholders and prospective Unitholders. To encourage alignment, Edgbaston is supportive of its Staff, related parties and shareholders investing in the Funds (for these purposes, "related party" refers to the immediate family of Edgbaston Staff and "shareholder" refers to those with an interest in EP Ltd (such interest held either directly, or indirectly through an interest in SP Ltd)). Whilst those parties invest on the same terms and pay the same fees as external parties, they do not need to join the wait list to make a contribution to the Funds. For further information on the wait list, please contact Edgbaston's client services representatives ([clients@edgbastonip.com](mailto:clients@edgbastonip.com)).

### **Personal Account Trading Policies:**

Edgbaston Staff can trade securities for their own accounts in accordance with Edgbaston's Code of Ethics and the procedures set forth therein. As of June 1, 2017, no Edgbaston Staff held any securities in their personal account which the Funds are invested in. Further, as of that date, no security appearing in a Staff personal trading account featured in Edgbaston's investable universe. Edgbaston's procedures prohibit Edgbaston from favouring accounts in which it, its associated entities, or its/their employees, members, principals or directors have a direct or indirect financial interest over the accounts of Edgbaston's Clients. Certain agents and other independent contractors may be subject to differing restricted trading procedures. Edgbaston Staff are prohibited from acting as the directors of any publicly traded companies that may form part of a Client portfolio.

### **Determination of Type, Number and Timing of Transactions:**

Other than as specified by the Funds' investment guidelines, Edgbaston has sole authority to determine, without obtaining specific consent, the amount and specific securities to be bought and sold for each account.

## **Item 12. Brokerage Practices**

### **Brokerage Selection and Commission Issues:**

Edgbaston selects brokers to be used in purchasing or selling securities and for executing trades in its sole discretion. Edgbaston is not affiliated with any broker. Edgbaston selects brokers to execute all transactions although, as permitted by applicable law and described in more detail below, Edgbaston may from time to time direct the purchase or sale of equity securities or currencies as part of transactions not requiring the use of a broker.

Under FCA and SEC rules, Edgbaston is obligated to seek “best execution” on all security transactions. In selecting brokers, Edgbaston seeks the best combination of price and quality of execution services, after considering factors that may impact the transaction.

Commission cost factors include, but are not limited to, the particular expertise of the broker with respect to the size or type of transaction, the commission rates charged, the nature and character of the relevant markets on which the transactions will be executed, and the broker’s execution experience, integrity, credit-worthiness, financial responsibility and operational efficiency. Edgbaston may determine to pay broker commissions or mark-ups in excess of that which another broker might have charged for effecting the same transaction in recognition of the execution services provided by the broker. Commission rates generally are subject to periodic reappraisal.

To facilitate Unitholder subscriptions and redemptions and to minimize liquidity risks, Edgbaston utilizes program or block trades. Program and block trades involve directing a broker to trade a large number of securities at a specific point in the day (for example, at market open or close) or over the course of part or all of the trading day. The broker may also be asked to guarantee that a specific price can be obtained for the security purchases or sales (for example, the volume weighted average price of each security during the trading day, the opening price or the closing price of the security). Additional charges or increased spreads may be payable to facilitate these program or block trades.

Subject to the Employee Retirement Income Security Act (“ERISA”) or other applicable laws, to reduce transaction costs, rebalance investment portfolios or for other reasons, Edgbaston may from time to time, to the extent permitted by law, cause the two commingled funds for which it acts as the discretionary investment manager to enter into cross transactions. This normally occurs where inflows into one commingled fund coincide with outflows from the other commingled fund. Edgbaston does not act in an agency capacity or receive any additional compensation, directly or indirectly, in connection with such cross transactions. In the event that Edgbaston causes a fund to purchase securities from or sell securities to such other commingled fund, Edgbaston aims to mitigate potential conflicts of interest by causing such transaction to ordinarily occur at the then prevailing market price of the applicable securities and by considering the interests of both commingled funds, including whether either fund is disfavored by the transaction. Edgbaston may use brokers to facilitate these cross transactions and/or may execute such cross transactions “off-exchange” through Northern Trust without using a broker. No commissions are paid when the cross trades are executed “off-exchange”. Edgbaston will provide a Unitholder with details of its crossing activities on a quarterly basis on written request.

Edgbaston does not participate in commission recapture or directed brokerage arrangements and Unitholders are not permitted to direct Edgbaston to use or allocate commissions from any broker. Edgbaston does not share, directly or indirectly, in any of the revenues generated by the Funds’ brokerage transactions.

**Soft Dollar Considerations:**

Edgbaston does not pay “soft dollar” commissions and/or receive “soft dollar” benefits from brokers. These services are paid for by Edgbaston out of its own financial resources.

**Allocation of Investment Opportunities:**

Edgbaston endeavours to act in a manner that it considers fair, reasonable and equitable in allocating investment opportunities. Other than as set forth in the Governing Documents and its Code of Ethics, Edgbaston is under no specific obligations or requirements concerning the allocation of time, effort or investment opportunities or any restrictions on the nature of timing of investments.

As stated above, subject to ERISA and other applicable laws, to reduce transaction costs, rebalance the Funds' portfolio or for other reasons, Edgbaston may cause the two commingled funds for which it acts as the discretionary investment manager to enter into cross transactions. This normally occurs where inflows into one commingled fund coincide with outflows from the other commingled fund. Edgbaston does not act in an agency capacity or receive any additional compensation, directly or indirectly, in connection with such transactions. In the event that Edgbaston causes the Fund to purchase securities from or sell securities to such other commingled fund, Edgbaston aims to mitigate potential conflicts of interest by causing such transaction to ordinarily occur at the then prevailing market price of the applicable securities and by considering the interests of both commingled funds, including whether either fund is disfavored by the transaction.

Subject to the restrictions set out in Edgbaston's Code of Ethics, its Staff can buy and sell securities for their own account and/or the accounts of others. Such trading may be similar to, or different from, the investment strategies pursued on behalf of the Funds.

When Edgbaston determines that it would be appropriate for both commingled funds to participate in an investment opportunity, it seeks to execute orders on an equitable basis. If Edgbaston has determined to invest at the same time for more than one of the commingled funds, it may place combined orders simultaneously and if any order is not filled at the same price, it will average the prices paid. Similarly, if an order on behalf of more than one account cannot be fully executed under prevailing market conditions, Edgbaston may allocate the instruments traded among the commingled funds on a basis which it considers equitable. This is normally achieved by pro-rating actual trade executions in accordance with the total number of shares outstanding on each order and rounding such executions to reflect minimum trading sizes, minimum allocations necessary to avoid undue costs being realized (such as transaction and foreign exchange costs resulting from smaller allocations) and efficiencies inherent in trade reporting. Where Edgbaston elects to participate in initial public or secondary offerings, governmental privatizations or other similar events, all allocations are done on a strict pro rata basis taking into account minimum trading sizes and other regulatory restrictions. Situations may occur where a Fund could be disadvantaged because of the investment activities conducted by Edgbaston for the other Fund.

Edgbaston anticipates that the substantial majority of its trade executions will be allocated in a pro-rata manner. In circumstances where Edgbaston determines that this pro rata allocation methodology may not be in the best interest of a commingled fund, it may, in its reasonable discretion, make an adjustment to the pro-rata allocation. This may occur where there is insufficient cash on hand to settle an allocated order or satisfy certain future commitments. This may also occur if an overdraft occurs as a result of accepting a commitment to purchase the allocated securities or unnecessary costs or charges related to trading or settlement will be suffered. In these situations, Edgbaston will use its reasonable judgment to determine an allocation methodology. In other situations, a larger allocation of shares may be made if, for example, an additional allocation is required to clear negative cash balances or to raise funds to satisfy future commitments.

**Item 13. Review of Accounts****Reviews and Reviewers:**



All Funds are kept under daily review by at least one member of Edgbaston's Portfolio Implementation Committee (comprising Charu Fernando, Chief Investment Officer, Sarah Nichols, Senior Portfolio Manager, Geraldine Arrigoni, Investment Manager and Sally Lockey, Investment Manager) both for price and changes in fundamentals affecting the securities. The Portfolio Implementation Committee meets weekly to review all portfolios on a formal basis. All reviewers are equally responsible for ensuring that accounts are maintained in line with Edgbaston's policies and are equally responsible for all accounts.

**Frequency of Regular Reports to Clients:**

Unitholders receive a monthly valuation report showing selected information about their investments in the Funds directly from Northern Trust. Such reports are ordinarily distributed on or before the fifth business day of each calendar month. Unitholders also receive audited financial statements for the Funds on an annual basis and a monthly fact sheet detailing certain of the Funds' investment holdings and selected performance information, as well as other items of interest, along with a more detailed investment letter on a quarterly basis.

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

Edgbaston does not receive any compensation or other economic benefit from any persons or firms for providing investment management services beyond the investment management fee as described above. Edgbaston does not compensate any persons for referrals. As a result, this item is not applicable.

**Item 15. Custody**

Northern Trust acts as the custodian, fund administrator and custodial trustee (where required) for the US Fund. Unlike most privately offered collective investment funds which generally are organised as limited partnerships or limited liability companies, the US Fund is organised as a Delaware statutory trust. This type of fund calls for a specific custodial trustee and Delaware trustee to be appointed. With respect to the US Fund, Northern Trust has been appointed as custodial trustee and an indirect wholly owned subsidiary of Northern Trust has been appointed as Delaware trustee. The Jersey Fund is an unregulated collective investment scheme for the purposes of the Financial Services and Markets Act 2000 in the UK that is legally structured as a Jersey domiciled unit trust. Northern Trust has been appointed as the depositary, Crestbridge Corporate Trustees Limited has been appointed as the trustee and Crestbridge Fund Administrators Limited has been appointed as the Jersey based administrator. Northern Trust acts in certain other capacities, as detailed more fully below.

Edgbaston does not act as custodian or depositary for or hold any Client moneys or assets. Northern Trust is solely responsible for the custody and safekeeping of the Funds' assets, performs certain administrative functions for the Funds at the direction of Edgbaston in accordance with the Governing Documents and provides certain recordkeeping and accounting services to the Funds, including the calculation of the Net Asset Value of the Funds and its units on a monthly (or more frequent) basis, and the distribution of valuation statements directly to the Unitholders. Edgbaston pays Northern Trust's fees related to the services Northern Trust performs on behalf of the Funds and the Unitholders. Northern Trust acts as the principal counterparty to the Fund's spot currency contracts and provides certain foreign exchange calculation and trade services in accordance with various agreements with Edgbaston. Edgbaston does not require Northern Trust to provide collateral to support unrealized gains related to the Fund's currency contracts.

**Valuation of the Funds:**

Edgbaston has appointed Northern Trust as custodian/depositary for the Funds. Northern Trust also performs certain administrative functions. In this capacity, it acts as an administrator, registrar and transfer

agent pursuant to the relevant Administration Agreement; with responsibility for the day to day administration of the relevant Fund's affairs. The responsibilities of Northern Trust include fund accounting, calculation of the Net Asset Value per unit, and the preparation of the relevant Fund's annual reports.

Edgbaston provides a review of the valuations of the Funds as of each valuation date and is ultimately responsible for the valuation of each Fund. This may be regarded as a conflict of interest; a conflict which Edgbaston considers is adequately managed. Prior to the finalisation of the Net Asset Value of the Funds, Edgbaston's review ensures, inter alia, that the valuation methodology used by Northern Trust is consistent with the valuation methodologies set out in the valuation summary document (available on request) and the Governing Documents of the Funds.

The Net Asset Value of the Funds and the calculation of the Net Asset Value of each Unit of the Funds are determined in US dollars by Northern Trust as of the last business day of each month. The Net Asset Value of each of the Funds equals the aggregate value of the units of each Fund. For these purposes, the Net Asset Value of a Fund equals the aggregate value of the assets of the Fund, less its total liabilities (including accrued liabilities, irrespective of whether such liabilities may in fact ever be paid). The Net Asset Value of a Fund is determined under the accrual method of accounting in accordance with US generally accepted accounting principles. The Net Asset Value of any units held by a Unitholder as of a valuation date is equal to the Net Asset Value of the Fund as of a valuation multiplied by the percentage interest corresponding to such Unitholder as of the valuation date.

Northern Trust is required to independently assign valuations to portfolio investments for the purposes of determining the Net Asset Value of each of the Funds and the Net Asset Value of the Unit of each Fund. Securities which are listed or traded on any generally recognized securities exchange are valued at their closing price as is customarily ascertained by the respective primary exchange on which the security is traded and disseminated by quotation services such as WM/Reuters or Bloomberg or published in recognized newspapers such as *The Wall Street Journal* and the *Financial Times*. If no sale has been reported for that day or if the primary exchange was not open on that day, the last published sale price or the last recorded bid price, whichever is more recent, is used, unless Northern Trust believes the value obtained does not fairly indicate the actual market value. In these cases, Northern Trust may rely on a value provided from a reputable broker, investment banker, or investment manager (including Edgbaston).

Securities traded only in the over-the-counter market are valued at the mid-point between the closing representative bid and asked prices as reported by such securities' reporting system. Other over-the-counter securities are valued at the mid-point between the last current bid and asked prices determined in accordance with quotations obtained from a reputable broker, investment banker or investment manager (including Edgbaston). Northern Trust may also use any other method of valuation which is or which becomes generally accepted practice for valuing collective investment vehicles or which is or becomes permitted by the Codification of Financial Reporting Policies promulgated by the SEC.

For purposes of determining the value of the Funds' securities, Northern Trust may rely upon reports printed in any newspaper of general circulation or in any other newspaper Northern Trust deems appropriate, or in any financial periodical or industry-recognized quotation service, or in the records of any securities exchange, as sufficient evidence of sale, bid and asked prices, and over-the-counter quotations. Other securities or assets which otherwise cannot be valued under the preceding provisions are valued on the basis of data obtained from the best available sources, including employees of Northern Trust, brokers or dealers who deal in or are familiar with the type of investment involved, or other qualified appraisers including Edgbaston, or by reference to the market value of similar investments for which a market value is readily ascertainable. If, on the date as of which any valuation is being made, the exchange or market herein designated for the valuation

of any given asset is not open for business, the valuation of such asset is determined as of the last preceding date on which such exchange or market was open for business. Northern Trust does not ordinarily use models when determining the value of an asset due to the listed nature of the majority of the assets concerned. Where a model is used, the methodology would be reviewed and agreed by Edgbaston.

Notwithstanding the foregoing, if the securities to be valued constitute a block that, in the judgment of Edgbaston, could not be liquidated in a reasonable time without depressing or inflating the market, or restrictions upon marketability exist with respect to such securities, Edgbaston may direct Northern Trust to assign securities a different value than that calculated above; provided that such block shall not be valued at a unit value in excess of the quoted market price of such securities. The foregoing valuations also may be modified by Edgbaston, with the consent of Northern Trust, in its sole discretion, if and to the extent Edgbaston shall determine that such modifications are advisable to reflect other factors affecting the value of assets (see details of the 'challenge procedure' below).

Edgbaston reviews the value of each individual asset, using pricing sources independent of those used by Northern Trust, where available. Where discrepancies arise, Edgbaston cannot arbitrarily override, Northern Trust's valuations. If Edgbaston believes that Northern Trust has mis-valued a given security, Northern Trust requires Edgbaston to follow an established 'challenge procedure'. Edgbaston provides a written letter of direction advising Northern Trust of the discrepancy and support for an alternate market price/exchange rate. Northern Trust will consider the challenge over the subsequent 24 hour period and compare the proposed price and/or exchange rate to other independent pricing sources and its own internal valuations. If Northern Trust determines that the proposed price and/or exchange rate is valid, Northern Trust will change the market price/exchange rate used in the valuation of the Funds' Net Asset Value. If the proposed price/and or exchange rate is not determined to be valid, the original price and/or exchange rate used in the valuation will stand unless Edgbaston issues a written letter of direction to the contrary.

As an example, Edgbaston has previously challenged the price on an Indian security which is subject to foreign ownership limits. When the security is at its foreign ownership limit the market charges a premium on any purchases of the security. The premium has ranged from 0% - 15% whilst it has been tracked by Edgbaston. If the foreign owner sells the security whilst it is at its foreign ownership limit, the premium on the date of sale is returned with the sale proceeds. The price listed on the stock exchange does not include any aspect of the premium paid by foreign shareholders resulting in a discrepancy between what the security is valued at and a fair indication of the actual price that would need to be paid to acquire the security. If the security moved back from its foreign ownership limit and a premium was no longer applied the usual pricing procedures would take place.

Edgbaston's Portfolio Implementation Committee ("PIC") have no involvement in the valuation or 'challenge procedure' process. Any support for an alternate market price/exchange rate provided by Edgbaston to Northern Trust is derived from a source which is independent to PIC. In those instances, Edgbaston fully documents its rationale and provides substantiating information to Northern Trust. Edgbaston is satisfied that its Staff are not in a position to exercise inappropriate influence over the valuation function. Further information on the internal controls which ring-fence the valuation process from the undue influence of the PIC members is available on request. Edgbaston informs clients via its monthly Fact Sheet of the percentage of the investment program that has been subject to pricing challenges as of the most recent valuation date. The Fact Sheet is distributed within ten (10) business days of month-end.

When approved, Northern Trust is responsible for preparing the Funds' participant reports and Unitholder statements. Statements are provided on a monthly basis. As with the Funds' valuations, Edgbaston reviews the reports prior to their transmittal to Unitholders. Once approved, the reports are sent directly by Northern

Trust to the Unitholder. Unitholders should carefully review such reports. Edgbaston does not have any opportunity to 'alter' or 'adjust' Unitholder valuations.

From time to time, Edgbaston may receive notice of class action claims from Northern Trust. Where Edgbaston believes that it is cost effective, Edgbaston may work with Northern Trust to pursue claims on behalf of the Funds. Edgbaston does not actively participate in class actions and would not normally expect to engage counsel to pursue class action claims.

#### **Item 16. Investment Discretion**

Edgbaston accepts discretionary authority to manage securities accounts, as provided in the advisory agreements it enters into with clients. Other than as specified by the Funds' investment guidelines, Edgbaston has sole authority to determine, without obtaining specific consent, the amount of and specific securities to be bought and sold.

#### **Error Correction Considerations:**

On rare occasions, an error may be made with respect to a transaction. For example, a security or other financial instrument (such as a spot currency contract) may be erroneously purchased or sold, a Client account's investment guidelines may be inadvertently breached, or a security may be tendered in error as part of a corporate action. When it bears legal responsibility for correcting the error, Edgbaston seeks to place the Client in a substantially similar position as the Client would have been in had the error not occurred. In certain circumstances, Edgbaston may be required to obtain the consent of its insurers, regulators (which may include, but are not limited to the UK FCA, the SEC, and the US Department of Labor), an independent fiduciary acting on behalf of its Clients, and/or its Clients before resolving an error. Obtaining these consents or correcting the error may result in, among other items, delays in placing the Client in a substantially similar position as it would have been had the error not occurred, in the payment of compensatory amounts (these payments may, in certain circumstances, be paid over a period of years if Edgbaston has insufficient funds available to reimburse the impacted Client), and/or the suspension of the calculation of a Client's Net Asset Value.

#### **Item 17. Voting Client Securities**

Edgbaston considers it to be of paramount importance when assessing proxy voting responsibilities on behalf of its Clients to recognize the fiduciary responsibility it assumes in acting as investment manager. In that capacity, Edgbaston has sole discretion for its Clients' proxy voting decision making. Edgbaston also recognizes the need to exercise its proxy voting obligations with a view to enhancing its Clients' long term investment values. Edgbaston believes that both are generally compatible with good corporate governance as they provide the best operating environment for each underlying portfolio company to cope with competitive commercial pressures. To help achieve its objectives, it is Edgbaston's policy, subject to the considerations described below, to use its commercially reasonable efforts to vote proxies arising on all shares held on behalf of its Clients.

Standard issues typically arise at Annual General Meetings ("AGMs") or Ordinary General Meetings ("OGMs"). Standard issues include items of a routine nature such as the presentation of financial statements to shareholders, approval of routine executive compensation or incentive plans, approval of financial statements by shareholders, election of directors and approval of directors' fees, election of auditors and approval of audit fees, and declaration of dividends.

Material issues arise at Extraordinary General Meetings (“EGMs”), Special General Meetings (“SGMs”), OGMs or AGMs. Material issues include items that relate to corporate governance matters; changes in a company's country of incorporation; mergers and other corporate restructurings; anti-takeover provisions such as staggered boards, poison pills, or supermajority provisions; changes to capital structures including increases and decreases of capital and preferred stock issuance; material stock option, management compensation or incentive plan issues; and social and corporate responsibility considerations. Edgbaston also considers standard issues to be material issues when it has knowledge that a potential conflict of interest with management is present. These situations can arise where Edgbaston manages a portfolio company's US retirement plan assets, a portfolio company or one of its affiliated entities is also a brokerage counterparty to a Client security or foreign currency transaction, or where the person responsible for overseeing investments at a client that is invested in one of the Funds is also a director or officer of a portfolio company that would materially benefit from any executive compensation or incentive scheme subject to shareholder vote. Please note, however, that Edgbaston may not be aware of the roles performed for portfolio companies by underlying Unitholders or similar equity interests in Edgbaston's other privately offered commingled Fund. Unitholders are requested to notify Edgbaston of any known affiliations with publicly traded companies that could fall within Edgbaston's investment universe. Unitholders should notify Edgbaston if they are actively involved in the financial services industry or affiliated or employed by an investment bank, broker dealer, custodian or asset management firm.

Northern Trust acts as the custodian/depositary of the Funds and holds all securities, cash and other assets owned by the Funds for the benefit of their Unitholders. Northern Trust has outsourced certain of its proxy processing responsibilities to Broadridge, a leading provider of proxy voting and corporate governance services. Broadridge principally provides Edgbaston with meeting notification and ballot delivery services, agenda summaries, and vote instruction processing services. All of these services are delivered to Edgbaston via an interface provided by ISS. In addition to the basic services provided by Broadridge, ISS provides Edgbaston with more bespoke proxy voting services including detailed agenda content and original source documents, translation services, power of attorney maintenance, recordkeeping and custom reports. Background research is prepared by Glass Lewis Europe Limited (“Glass Lewis”), an independent provider of global governance services. Meeting notifications are provided according to an established service level agreement in place between Northern Trust and Broadridge and one in place between Northern Trust and Edgbaston. Edgbaston does not outsource any part of its proxy voting decision making process to Broadridge, ISS, Glass Lewis or Northern Trust.

Following receipt of proxy voting materials from Broadridge, ISS and Glass Lewis, Edgbaston administration staff prepares a package of material for review by a member of PIC for review. The package includes details of the resolutions published by the company, any translations (if the documents have not been published in English), background research prepared by Glass Lewis, and the deadline for the response. One PIC member is able to decide on standard items but material items and votes against management recommendations require two PIC members to approve the course of action. Once the action is approved, the Investment Manager's administration team processes and verifies the proxy vote electronically using ISS's proprietary system.

In certain circumstances, Edgbaston may be unable to vote a specific proxy including (but not limited to) when Northern Trust or Broadridge does not provide a voting service in a given market, because Northern Trust or its agent, in error, does not process a proxy or provide sufficient notice of a vote, or because an error is committed by any party involved in the proxy voting or registration process. Edgbaston may also refrain from voting if for example it is considering liquidating a position (as shares may be blocked when proxies are submitted), where the costs of voting a specific proxy outweigh the economic benefit that Edgbaston believes would be derived by the Client, where a specific class of shares does not carry voting rights with respect to a

given issue subject to shareholder vote, or where re-registration of the shares into the Client's (rather than Northern Trust's nominee's) name may (or may reasonably be expected to) result in a violation of local privacy laws or adversely impact the Client's economic interests.

Clients are advised that when voting proxies in certain Asian markets, Edgbaston may be constrained by certain country or portfolio company specific issues. For example, some companies in the portfolio impose voting caps on the maximum number of proxy votes that any single outside shareholder may control. Others require all board issues to be resolved by a show of hands, rather than a poll. As all of Edgbaston's Client shares may be held by one nominee, these restrictions have the effect of substantially limiting the impact of any proxies cast. Furthermore, some companies in the portfolio may restrict investment managers (such as Edgbaston) from voting proxies where disclosures of Client holdings have not been made on a timely basis or in a format required under their articles of incorporation.

Additional information on Edgbaston's proxy voting and corporate governance policies can be found in the Stewardship Code Statement on Edgbaston's website ([www.edgbastonip.com](http://www.edgbastonip.com)). Clients may receive a quarterly summary of proxies voted or not voted and issues raised at meetings held by portfolio companies, by contacting Edgbaston's Client Services representatives ([clients@edgbastonip.com](mailto:clients@edgbastonip.com)) and asking to be included on the quarterly proxy voting distribution list.

**Item 18. Financial information**

This item is not applicable.

**EDGBASTON INVESTMENT PARTNERS LLP**  
**FORM ADV PART 2B BROCHURE SUPPLEMENT**

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

SEC Number: 801-71397

CRD Number: 148364

June 1, 2017

This brochure supplement provides information on the personnel listed and supplements Edgbaston's Form ADV Part 2A. You should have received a copy of Edgbaston's Form ADV Part 2A. Please contact Edgbaston's Chief Compliance Officer, Matthew Myles, on +44 (0)20 7258-3170 or via email to [mmyles@edgbastonip.com](mailto:mmyles@edgbastonip.com) if you did not receive Edgbaston's Form ADV Part 2A or if you have any questions about the contents of this supplement.

A summary of the education and business background (covering ten years from the date stated above) of relevant personnel is set out below. Certain employees and members perform more than one key function. This may be considered a conflict of interest. Edgbaston considers that a degree of functional overlap is inevitable in an organization which is primarily owned and controlled by its working employees and members (of which there are less than 15). Edgbaston is comfortable that its policies, procedures and supervisory controls and oversight are such that these arrangements do not distract the business from delivering a high quality investment program.

Additional information is available from Edgbaston's Chief Compliance Officer ([mmyles@edgbastonip.com](mailto:mmyles@edgbastonip.com)) and/or Edgbaston's client services representatives ([clients@edgbastonip.com](mailto:clients@edgbastonip.com)). Additional information is also available on the SEC's website at [www.adviserinfo@sec.gov](http://www.adviserinfo@sec.gov).

Charu Lata Fernando  
Sarah Jane Nichols  
Sally Mason Lockey  
Geraldine Chantal Arrigoni  
Christian Michael O'Kelly  
Matthew Paul Myles  
Timothy John Linehan

Name: Charu Lata Fernando  
Date of Birth: 1963

Education and Degree: (1) University of Calgary, Canada  
Bachelor of Commerce

(2) University of Warwick, UK  
MA in Industrial Relations

Business Background: Edgbaston Investment Partners LLP; 2016 to present  
Member of Executive Committee, Partner, Chairman and Chief Investment Officer

Edgbaston Partners Limited; 2008 to present  
Director

Pyrford International; 1987 to 2008

Disciplinary Information: No disciplinary information to disclose.

Other Business Activities: None.

Additional Compensation: No additional economic benefit received from third parties for providing advisory services.

Supervision: Supervised by Edgbaston's Executive Committee (*Matthew Paul Myles, Chief Operating Officer and Chief Compliance Officer, Sarah Jane Nichols, Head of Research and Senior Portfolio Manager and Timothy John Linehan, Executive Committee Member, please contact +44 (0)20 7258-3170*).

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Name: Sarah Jane Nichols  
Date of Birth: 1974

Education and Degree: (1) Christ Church College, Oxford University, UK  
BA Honors Degree in Philosophy, Politics, and Economics

(2) University of Nottingham, UK  
MSc in Economics and Development Economics

Business Background: Edgbaston Investment Partners LLP; 2016 to present  
Member of Executive Committee, Partner, Head of Research, Senior Portfolio Manager

Edgbaston Partners Limited; 2008 to present  
Director

UBS; 2007 to 2008



Disciplinary Information: No disciplinary information to disclose.

Other Business Activities: None.

Additional Compensation: No additional economic benefit received from third parties for providing advisory services.

Supervision: Supervised by Edgbaston's Executive Committee (*Charu Lata Fernando, Chairman and Chief Investment Officer, Matthew Paul Myles, Chief Operating Officer and Chief Compliance Officer and Timothy John Linehan, Executive Committee Member, please contact +44 (0)20 7258-3170*).

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Name: Sally Mason Lockey  
Date of Birth: 1985

Education and Degree: University of Leeds, UK  
BSc Honours Physics with Astrophysics

Business Background: Edgbaston Investment Partners LLP; 2016 to present  
Investment Manager

Edgbaston Partners Limited; 2008 to 2016

Disciplinary Information: No disciplinary information to disclose.

Other Business Activities: None.

Additional Compensation: No additional economic benefit received from third parties for providing advisory services.

Supervision: Supervised by Charu Lata Fernando (*Chairman and Chief Investment Officer, please contact +44 (0)20 7258-3170*).

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Name: Geraldine Chantal Arrigoni  
Date of Birth: 1976

Education and Degree: Cardiff, University of Wales  
BSc Mathematics

Business Background: Edgbaston Investment Partners LLP; 2016 to present  
Investment Manager

Edgbaston Partners Limited; 2013 to 2016

Pyrford International; 2003 to 2013

Disciplinary Information: No disciplinary information to disclose.

Other Business Activities: None.

Additional Compensation: No additional economic benefit received from third parties for providing advisory services.

Supervision: Supervised by Charu Lata Fernando (*Chairman and Chief Investment Officer, please contact +44 (0)20 7258-3170*).

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Name: Christian Michael O'Kelly  
Date of Birth: 1988

Education and Degree: University of Bath, UK  
BSc Business Administration

Business Background: Edgbaston Investment Partners LLP; 2016 to present  
Investment Manager

Eight Investment Partners, 2014 to 2016

Macquarie Group, 2014

Gap years, 2012 to 2014

Marathon Asset Management, 2010 to 2012

Disciplinary Information: No disciplinary information to disclose.

Other Business Activities: None.

Additional Compensation: No additional economic benefit received from third parties for providing advisory services.

Supervision: Supervised by Charu Lata Fernando (*Chairman and Chief Investment Officer, please contact +44 (0)20 7258-3170*).

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Name: Matthew Paul Myles  
Date of Birth: 1976

Education and Degree: University of Teesside, UK  
BSc Business Quantitative Methods

Business Background: Edgbaston Investment Partners LLP; 2016 to present  
Member of Executive Committee, Partner, Chief Operating Officer, Chief Compliance Officer

Edgbaston Partners Limited; 2008 to present  
Director

UBS Wealth Management; 2007 to 2008

Disciplinary Information: No disciplinary information to disclose.

Other Business Activities: None.

Additional Compensation: No additional economic benefit received from third parties for providing advisory services.

Supervision: Supervised by Edgbaston's Executive Committee (*Charu Lata Fernando, Chairman and Chief Investment Officer, Sarah Jane Nichols, Head of Research and Senior Portfolio Manager and Timothy John Linehan, Executive Committee Member, please contact +44 (0)20 7258-3170*).

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Name: Timothy John Linehan  
Date of Birth: 1970

Education and Degree: University of Notre Dame, USA  
BA in Accounting

Business Background: Silchester International Investors LLP; 2010 to present  
Member of Supervisory Group  
Chief Compliance Officer and Head of Operations  
Member of Silchester International Investors LLP

Silchester Capital Limited; 2016 to present  
Director; 2016 to present

Silchester Partners Limited; 2003 to present  
Chief Compliance Officer and Head of Operations; 2003 to 2010  
Director; 2011 to present

Silchester International Investors, Inc.  
Client Services Manager / Legal and Compliance; 1997 to 2003

Highclere International Investors LLP; 2011 to present  
Non-Executive Member of Supervisory Group

Highclere Investment Management Limited; 2006 to present  
Non-Executive Director

Sanderson Asset Management LLP; 2013 to present  
Non-Executive Member of Supervisory Group

Sanderson Partners Limited; 2006 to present  
Non-Executive Director

Edgbaston Investment Partners LLP; 2016 to present  
Non-Executive Member of Executive Committee

Edgbaston Partners Limited; 2008 to present  
Non-Executive Director

Kiltearn Partners LLP; 2011 to present  
Non-Executive Member of Supervisory Group

Kiltearn Limited; 2011 to present  
Non-Executive Director

Cape Ann Asset Management Limited; 2015 to present  
Non-Executive Director

Disciplinary Information: No disciplinary information to disclose.

Other Business Activities: None.

Additional Compensation: No additional economic benefit from third parties for providing advisory services.

Supervision: Supervised by Edgbaston's Executive Committee (*Charu Lata Fernando, Chairman and Chief Investment Officer, Matthew Paul Myles, Chief Operating Officer and Chief Compliance Officer and Sarah Nichols, Head of Research and Senior Portfolio Manager, please contact +44 (0)20 7258-3170*).