

Northern Trust Global Investments Limited (“NTGIL”)

Form ADV Part 2A

50 Bank Street

Canary Wharf

London, E14 5NT, UK

+44 207 982 2000

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

March 29<sup>th</sup> 2018

This brochure provides information about the qualifications and business practices of Northern Trust Global Investments Limited (“NTGIL”). If you have any questions about the contents of this brochure, please contact your investment relationship manager or our corporate operator at +44 207 982 2000. 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.

Northern Trust Global Investments Limited, is a registered investment adviser with the SEC. Registration does not imply a certain level of skill or training.

Additional information about Northern Trust Global Investments Limited also is available on the SEC’s website at <http://www.adviserinfo.sec.gov/>

## Material Changes

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There have been no material changes to this brochure since our previous filing dated March 28<sup>th</sup> 2017.

This brochure provides information about the qualifications and business practices of Northern Trust Global Investments Limited. ("NTGIL"). If you have any questions about the contents of this brochure, please contact us at +44 207 982 2000 or email us at [AM\\_London\\_compliance@ntrs.com](mailto:AM_London_compliance@ntrs.com). 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.

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## Advisory Business

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Northern Trust Global Investments Limited (NTGIL), is a subsidiary of Northern Trust Management Services Limited, which is a subsidiary of Northern Trust International Banking Corporation, which is a subsidiary of The Northern Trust Company, which is a subsidiary under Northern Trust Corporation, a financial holding company and a publicly listed corporation (trading symbol NTRS). NTGIL's principal regulator is the Financial Conduct Authority (FCA) in the United Kingdom (UK), but NTGIL is also a US registered investment adviser with the SEC in the United States (US).

NTGIL provides passive and active investment advisory services for cash, fixed income and passive investment advisory services for equity portfolios and funds to institutional clients.

Our investment management services can be customized for clients with separately managed accounts to meet individual needs. Clients may impose restrictions on securities in a separately managed account.

As at December 31<sup>st</sup> 2017, NTGIL had assets under management (AUM) of:

<i><b>December 31, 2017</b></i>	
On a Discretionary basis	\$161,817,157,191
On a Non-discretionary basis	-
<b>Total</b>	<b>\$161,817,157,191</b>

## Fees and Compensation

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In general, all fees are based on assets under management and are negotiable. In addition, fees may be fixed or performance-based.

For many invoiced accounts, our management advisory fees are typically billed either one month or one quarter in arrears. For example: quarterly fees invoiced in September would be a percentage based on assets under management as of June month end for the billable months of July, August and September.

For certain fund accounts, the fee is typically part of the price of the fund and generally deducted directly from the fund either monthly or quarterly, depending on the fund's billing cycle.

For Securities Lending's cash collateral accounts fees are subject to the Securities Lending Authorisation Agreement with The Northern Trust Company, London branch (TNTC-LB) or Northern Trust Global Services Limited (NTGSL) as lending agent. TNTC-LB and NTGSL typically charge the clients' respective custody accounts in arrears. NTGIL is remunerated by its client TNTC-LB or NTGSL and these fees are negotiable but these are not additional costs to the client.

Notwithstanding the above, NTGIL may negotiate contracts with differing or modified fee arrangements than that described, including a minimum fee.

In addition to investment management advisory fees, clients may pay additional charges for value added services provided by affiliates, such as custodian fees for the safekeeping and reporting of managed assets.

Managed funds are subject to fund level charges that may include co-administration, fund accounting, custody, transfer agent, audit and legal fees as well as redemption fees, in addition to the investment management advisory fee. These fees are typically charged directly to the fund. These expenses may vary monthly and are incorporated in the fund's net asset value (NAV).

Finally, transaction costs, including broker costs, are generally included in security trades. Please see our discussion on Brokerage Practices.

NTGIL does not require the pre-payment of fees.

NTGIL and its supervised persons do not accept direct compensation for the sale of securities or other investment products.

## Performance-Based Fees

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NTGIL may enter into performance based fees arrangements with some types of clients. Generally, these fees are based on a share of capital gains or on capital appreciation of a client's assets during a designated period.

## Types of Clients

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NTGIL provides investment advisory services to banks and institutional clients (including, but not limited to, endowments, foundations, governmental agencies, corporations, public funds, pension trusts, profit-sharing plans and foreign government entities).

Minimum account size requirements vary based on the investment vehicle (fund vs. separately managed account), asset class (equity vs. fixed income) and strategy (passive vs. active). However, minimums may be waived under certain circumstances.

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

<i>Strategy</i>	<i>Method of Analysis</i>
<b>Passive Equity</b>	NTGIL relies on a suite of proprietary and vended applications to help in the construction and ongoing management of these portfolios. Additionally, NTGIL portfolio managers have an in-depth understanding of the construction rules for indexes and practical experience in the implications of index rule changes. We also have a formal relationship with most of the index providers through membership on their index advisory boards.
<b>Quantitative Management</b>	Quantitative tools are used to target specific investment objectives and exposures. These may include managing income, reducing volatility, generating outperformance, incorporating tax management and gaining exposure to specific risk factors, including high quality, high value, high dividend yield and low volatility. Several strategies are used to achieve these objectives, including tax-managed and proprietary index strategies, targeted factor-based strategies and quantitative active strategies across large-, mid- and small-capitalizations. Other uses may include alternative index, factor-based or propriety products providing access to U.S., developed and emerging markets.
<b>Active Fixed Income</b> <ul style="list-style-type: none"> <li>• Money market cash management</li> <li>• Enhanced cash</li> <li>• Ultra Short duration</li> <li>• Short duration</li> <li>• Intermediate duration</li> <li>• International</li> <li>• Securities Lending cash collateral</li> </ul>	NTGIL active fixed income incorporates both a top-down macro-economic view along with a bottom-up fundamental outlook. Northern Trust macro fixed income strategy committees generates proprietary environmental forecasts on key global metrics that guide the formulation of its active investment policy. The broad team of fixed income professionals reconciles these top-down macro views with bottom-up market inputs to develop tactical investment strategies. The closely aligned research, trading and portfolio management specialists continually monitor risk/reward relationships across sectors and issuers to identify attractive investment opportunities.
<b>Passive Fixed Income:</b>	NTGIL utilises passive fixed income to provide a diversified portfolio through stratified sampling with risk and return characteristics of the underlying benchmark. Because of the large size and diverse underlying holdings of the various fixed income indices, the team employs a sampling strategy to construct portfolios. The sampling process requires managing overweights and underweights of index members. Based on similar features of various constituents of the index, the team strives to build the optimal portfolio to replicate the benchmark while taking into account liquidity and the cost of trading.

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<b>Overlay Services</b>	NTGIL applies quantitative analysis methodologies in creating passively managed portfolios comprised of Exchange Traded Futures and Over the Counter Derivatives such as Foreign Exchange Forward contracts. NTGIL relies on a suite of proprietary and vended applications to help in the construction and ongoing management of these portfolios. The available strategies include a range of capitalization U.S equity markets as well as developed and emerging markets outside the United States.
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Although NTGIL employs these strategies to minimize risk, investment does involve risks including possible loss of principal. There is no guarantee that the investment objectives of any fund or strategy will be met. Risk controls and models do not promise any level of performance or guarantee against loss of principal.

### **General Risks**

The risks set forth below represent a general summary of the material risks involved in the investment strategies described above:

**Market Risk:** The value of equity or fixed income securities owned may decline, at times sharply and unpredictably, because of economic changes or other events that affect individual issuers or large portions of the market. It includes the risk that a particular style of investing, such as growth or value, may underperform other styles of investing or the market generally.

**Management Risk:** A strategy used by the investment advisory team may fail to produce the intended results.

**Portfolio Turnover Risk:** The portfolio manager may actively and frequently trade securities in an account to carry out its principal strategies. A high portfolio turnover may lead to increased expenses that may result in lower investment returns. High portfolio turnover may also result in higher short-term capital gains taxable to investors.

**Issuer Risk:** The value of a security may decline for a number of reasons, which directly relates to the issuer, such as management performance, financial advantage and reduced demand for the issuer's products or services.

**Market Sector Risk:** An investment strategy may result in significantly over or under exposure to certain industry or market sectors, which may cause an account's performance to be more or less sensitive to developments affecting those industries or sectors.

**Allocation Risk:** Asset classes in which the strategy seeks investment exposure can perform differently from each other at any given time so the strategy will be affected by its allocation among the various asset classes. If the strategy favors exposure to an asset class during a period when that class underperforms, performance may be hurt.

**Derivative Risk:** A small investment in derivatives could have a potentially large impact on the strategy's performance. The use of derivatives involves risks different from, or possibly greater than, the risks associated with investing directly in the underlying assets. Derivatives can be highly volatile,



illiquid and difficult to value, and there is the risk that changes in the value of a derivative held by the strategy will not correlate with the underlying instruments or the strategies of other investments.

**Operational Risk:** NTGIL relies on various affiliated and unaffiliated service providers. NTGIL and service providers may experience disruptions or operating errors that could negatively impact the client account. While service providers are required to have appropriate operational risk management policies and procedures, their methods of operational risk management may differ from NTI's in the setting of priorities, personnel and resources available or the effectiveness of relevant controls. NTI, through its monitoring and oversight of service providers, seeks to ensure that service providers take appropriate precautions to avoid and mitigate risks that could lead to disruptions and operating errors. It is not possible for NTI or the service providers to identify all of the operational risks that may affect an investment pool and client accounts or to develop processes and controls to completely eliminate or mitigate their occurrence or effects.

### Strategy Specific Risks

*The following risks are more specific to the each asset category of investing:*

#### Passive Equity

- **FOREIGN SECURITIES RISK** is the risk that investing in foreign (non-U.S.) securities may result in the investment experiencing more rapid and extreme changes in value than an investment exclusively in securities of U.S. companies, due to less liquid markets and adverse economic, political, diplomatic, financial and regulatory factors. Foreign governments also may impose limits on investment and repatriation and impose taxes. Any of these events could cause the value of the investment to decline. To the extent that the investment assets are concentrated in a single country or geographic region, the investments will be subject to the risks associated with that particular country or region.
- **SMALL AND MID CAP STOCK RISK** is the risk that stocks of smaller or mid-sized companies may be subject to more abrupt or erratic market movements than stocks of larger, more established companies. Small and mid-sized companies may have limited product lines or financial resources, or may be dependent upon a small or inexperienced management group, and their securities may trade less frequently and in lower volume than the securities of larger companies, which could lead to higher transaction costs. Generally the smaller the company size, the greater the risk.
- **EMERGING MARKET RISK.** Securities of issues located or doing substantial business in emerging markets are often subject to rapid and large changes in price. Emerging markets tend to be more volatile and less liquid than the market of more mature economies, and generally have less diverse and less mature economic structures and less stable political systems than those of developed countries.
- **STOCK MARKET RISK.** Investments in equity securities are subject to fluctuations in the stock market, which has periods of increasing and decreasing values.

### **Fixed Income**

- **INTEREST RATE/MATURITY RISK** is the risk that the value of the assets will decline because of rising interest rates. This risk is generally lower for assets that have shorter-weighted maturities. The magnitude of this decline will often be greater for longer-term fixed income securities than shorter-term fixed income securities.
- **CREDIT (OR DEFAULT) RISK** is the risk an issuer or guarantor of a fixed-income security, or a counterparty to a repurchase or other transaction, will be unwilling or unable to meet its payment or other financial obligations, adversely affecting the investment's value and returns. Changes in the credit rating of a debt security held could have a similar effect.
- **CALL RISK:** If a fixed income security is redeemed by the issuer before maturity, the portfolio may have to reinvest the proceeds in securities that pay a lower interest rate, which may decrease the client account's overall yield.
- **LIQUIDITY RISK:** Liquidity risk is the risk that the client's account may not be able to sell or buy a security or close out an investment contract at a favorable price or time. As a result, the client account may have to accept a lower price to sell a security, sell other securities to raise cash or give up an investment opportunity, any of which could have a negative effect on the account's performance.
- **HIGH YIELD SECURITIES RISK:** High yield securities tend to be more sensitive to economic conditions than higher-rated securities and generally involve more credit risk. The risk of loss due to default by an issuer of high yield securities is significantly greater than issuers of higher-rated securities because such securities are generally unsecured and are often subordinated to other creditors. An account may have difficulty disposing of certain high yield securities because there may be a thin trading market for such securities.

NTGIL does not recommend any particular types of securities.

### **Disciplinary Information**

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There are no material legal or disciplinary events involving NTGIL or any of its management team that should affect its advisory business or the integrity of its management.

## Other Financial Industry Activities and Affiliations

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NTGIL is not a registered broker-dealer and none of its management team are registered as representatives with its affiliated broker-dealer, Northern Trust Securities Inc. (NTSI) or Northern Trust Securities LLP (NTS LLP). NTSI, NTS LLP and NTGIL are subsidiaries of Northern Trust Corporation, the financial holding company of The Northern Trust Company.

NTGIL is not registered as a commodity pool operator (“CPO”) or a Commodity Trading Adviser (“CTA”) but our affiliate NTI is. As previously noted in the Advisory Business section, NTGIL is a subsidiary of The Northern Trust Company, an Illinois state **bank**, regulated by the Federal Reserve Bank. Additionally, The Northern Trust Company and its parent company, Northern Trust Corporation, are affiliated with Northern Trust Investments, Inc. (“NTI”). NTGIL may provide investment advice to any of these bank affiliates; additionally, these bank affiliates provide marketing services to NTGIL, including the referral of certain clients. NTGIL provides investment advice and may act as an investment adviser to these clients or as an investment adviser to the registered or unregistered funds in which these clients may invest.

Northern Trust Securities, Inc. (NTSI) is an affiliated **broker-dealer** as mentioned above. NTSI may receive compensation by executing trades on an agency basis as directed by clients of NTGIL for transition services. Additionally, NTSI may receive compensation by executing trades on an agency basis for the registered funds NTGIL advises. The registered funds have established procedures required by law (Investment Company Act of 1940) which are designed to address self-dealing conflicts of interest that may arise.

NTI is an affiliated investment adviser, registered under the Investment Advisers Act 1940 and is a subsidiary of Northern Trust Corporation. NTGIL may delegate to and receive investment advice from NTI. Advice given to one or more clients may differ from, and may conflict with advice made from NTI. NTGIL’s employees are required to act in the best interest of their clients and generally without knowledge of trading positions or other operations of its advisory affiliate.

NTI serves as the investment adviser for various investment companies registered under the Investment Company Act of 1940, unregistered bank common and collective funds and private funds, including hedge and private equity fund of funds. Specifically, NTI serves as the investment adviser to the following registered investment companies: Northern Funds, Northern Institutional Funds, FlexShares, Alpha Core Strategies Fund, and the Equity Long/Short Opportunities Fund. NTI also serves as investment adviser to the Northern Multi Manager Funds, The Diversified Funds, the Cayman Cash Reserves Fund, numerous private funds and numerous bank common and collective funds, for which NTI also serves as trustee. NTI and its affiliates may receive additional fees in connection with the management, administration, custody and accounting services provided to these Funds.

NTI also acts as the General Partner or managing member of private equity funds. These Delaware limited partnerships invest primarily in a mix of other funds. Clients of affiliates may be solicited to invest in these various limited partnerships.

NTGIL does not recommend or select other investment advisers for compensation.

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

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NTGIL has adopted a Code of Ethics that provides its employees with the framework and sets the expectations for business conduct. The Code of Ethics is designed to reinforce our reputation for integrity by placing the interests of clients first, while avoiding even the appearance of impropriety and to ensure compliance with federal securities laws. The Code of Ethics sets forth procedures and limitations that govern the personal securities transactions of our employees in accounts held in their own names as well as accounts in which they have indirect ownership. We, and our related persons and employees, may, under certain circumstances and consistent with the Code of Ethics, purchase or sell for our own accounts securities that we also recommend to clients.

All NTGIL employees are subject to the Code of Ethics. Compliance with the Code of Ethics is a condition of employment and requires quarterly affirmation by all employees. In general, the Code of Ethics contains various reporting, disclosure and approval requirements regarding an employee's personal securities transactions based on the nature of their business activities for NTGIL. All employees are required to report their personal securities transactions. Employees are also prohibited from participating in initial public offerings and must obtain approval before purchasing any privately offered securities. The Code of Ethics requires employees who have access to certain information to pre-clear personal securities transactions and imposes certain limitations on the timing of such transactions. NTGIL employees are also subject to The Northern Trust Corporate Standards of Conduct Policy, The Northern Trust Corporation Disclosure Policy and the Northern Trust Corporation Securities Transactions Policy and Procedure, which covers matters including compliance with the law, conflicts of interest, insider trading, outside activities and safeguarding confidential information. There is an established Ethics Committee to oversee compliance with the Code of Ethics.

To facilitate the monitoring of employee personal transactions, employees are required to disclose personal brokerage accounts to Compliance personnel. The Code of Ethics provides for the imposition of sanctions against employees who violate the Code.

NTGIL employees, under certain circumstances and consistent with the Code of Ethics, invest for their own account in investment pools for which NTGIL or its affiliates may also invest on behalf of client accounts. NTGIL employees may also participate directly or indirectly in unregistered investment pools.

Compliance personnel oversee the Code of Ethics' operation and review. Further, NTGIL has implemented procedures regarding political contributions, giving and receipt of gifts and entertainment and outside business activities. The intent of these procedures is to minimize the opportunity for conflicts to arise.

## Brokerage Practices

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Generally, NTGIL buys and sells securities for its clients' accounts on a discretionary basis, including the choice of brokers and the commission rates at which security transactions are applied. NTGIL must take all sufficient steps to obtain, when executing client orders, the best possible result for its clients taking into account relevant execution factors. When NTGIL selects a broker or dealer, NTGIL uses its best judgment to obtain the best overall terms available, considering all relevant factors. Such factors may include, but are not limited to: price; costs; speed and likelihood of execution; speed and likelihood of settlement; the size and nature of the order; whether continuing or for that specific transaction.

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

Where NTGIL or any of its affiliates who execute orders on NTGIL clients' behalf, clients will only pay an 'execution-only' rate and dealing commissions are not used to pay for research or other "softed" items. Where NTGIL values data or information, it will pay for this from its own resources.

### **Brokerage for Client Referrals**

NTGIL does not receive client referrals from broker-dealers.

### **Directed Brokerage**

Clients with separately managed accounts can direct NTGIL to place trades with a certain broker or dealer some or all of the time. However, the client may pay higher brokerage commissions or overall transactions costs on some or all of the trades executed because these trades may not be aggregated with others. NTGIL does not negotiate or monitor commission rates with such directed broker-dealers or evaluate the rates, nature, quality or value of any services or benefits a client may receive for such directed brokerage.

### **Trade Errors**

NTGIL has adopted policies and procedures for promptly identifying and resolving trade errors in a manner consistent with NTGIL's duty to its clients. Errors can result from a variety of situations. NTGIL determines the appropriate resolution on a case-by-case basis in light of the specific acts and circumstances of each trade error.

### **Aggregation of Orders**

Prior to execution, where appropriate, client orders are aggregated together to achieve a better overall execution. Although NTGIL will not enter into aggregated orders that it believes will materially disadvantage a client, there is the possibility that the effect of aggregation may work to the disadvantage of a client order. Order aggregation does not occur when the execution objectives of the client orders are different.

### **Trade Allocation**

NTGIL manages order allocations for client orders appropriately. Once executed, market executions are allocated to clients fairly and proportionately on a pro-rata basis. However, in situations where

particular allocations for a single portfolio would result in the holding being too small to be tradeable which would be regarded as uneconomic to the client, NTGIL will adopt an alternative allocation process.

## Review of Accounts

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Peer reviews of accounts are conducted with the participation of portfolio management, compliance and client servicing in an effort to ensure portfolios are managed equally and within guidelines that meet standard market and client expectations and investment objectives.

NTGIL conducts daily independent monitoring of accounts. If an exception is identified in post-trade transaction monitoring, a discussion with the portfolio manager occurs upon discovery. These exceptions are subject to oversight by the NT Asset Management EMEA Business Risk Committee (AM EMEA BRC).

Clients also have access, at a minimum, to a quarterly status report, which is generally either accessible online or mailed to the client. Depending on the information the client requests, these reports may include:

- A description of the assets held,
- The quantity and market value for each position,
- The account's market value,
- A transaction history,
- Interest and expense items, and
- Fee calculations.

In addition to the above, the report may provide additional supplemental information to the client.

Clients are also provided with information on associated costs and charges.

## Client Referrals and Other Compensation

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NTGIL does not receive economic benefits (sales awards or other prizes) from a non client for providing investment advice or advisory services to our clients.

Additionally, advisory or bank affiliates may receive indirect compensation for the referral of certain clients as discussed in the section Other Financial Industry Activities and Affiliations.

## Custody

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NTGIL's affiliates The Northern Trust Company, London branch (TNTC-LB) or Northern Trust Global Services Limited (NTGSL) has custody of client funds or securities for non-US clients and sends account statements to non-US clients. Non-US clients receive statements from TNTC-LB or NTGSL, their broker-

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dealer, bank or other qualified custodian, at least quarterly. Clients should carefully review these statements and compare them to the statements provided by NTGIL.

## Investment Discretion

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NTGIL accepts discretionary authority to manage securities on the behalf of clients pursuant to a signed investment management agreement. NTGIL's authority to perform actions may be subject to conditions imposed by statute, a fund offering document or client investment guidelines.

## Item 17      Voting Client Securities

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Northern Trust has adopted proxy voting policies and procedures (the "Proxy Voting Policy") for the voting of proxies on behalf of client accounts for which Northern Trust has voting discretion. Under the proxy voting policy, Northern Trust must vote the shares to reflect its clients' best interests.

A proxy committee comprised of senior Northern Trust investment and compliance officers has adopted certain proxy guidelines (the "Proxy Guidelines") concerning various corporate governance issues. The proxy committee is responsible for the content, interpretation and application of the proxy guidelines and may apply them with a measure of flexibility. Northern Trust has retained an independent third party (service firm) to review proxy proposals and to make voting recommendations to the proxy committee that are consistent with the proxy guidelines.

The proxy guidelines specify that Northern Trust will generally vote for or against various proxy proposals, based on certain specified criteria. For example, under the proxy guidelines Northern Trust will generally vote in favor of proposals to:

- Repeal existing classified boards and elect directors annually;
- Adopt a written majority voting or withhold policy (in situations in which a company has not previously adopted such a policy);
- Lower supermajority shareholder vote requirements for charter and bylaw amendments;
- Lower supermajority shareholder vote requirements for mergers and other business combinations;
- Increase common share authorizations for a stock split;
- Implement a reverse stock split; and
- Approve an ESOP or other broad based employee stock purchase or ownership plan, or increase authorized shares for existing plans.
- Adopt certain social and environmental issues regarding discrimination, disclosures of environmental impact, animal treatment and corporate sustainability, when appropriate.

The proxy guidelines also direct Northern Trust to generally vote against proposals to:

- Elect director nominees that sit on more than four public company boards, or, if the nominee is a CEO, more than two public company boards;
- Classify the board of directors;
- Require that poison pill plans be submitted for shareholder ratification;
- Adopt multi class exchange offers or multi class recapitalizations;
- Require a supermajority shareholder vote to approve mergers and other significant business combinations;
- Require a supermajority shareholder vote to approve charter and bylaw amendments; and
- Adopt certain social and environmental proposals deemed unwarranted by the company's board of directors.

In certain circumstances, the proxy guidelines stipulate that proxy proposals will be addressed case by case, including those regarding executive and director compensation plans, mergers and acquisitions, poison pills, a change in the company's state of incorporation, and an increase in authorized common stock.

Except as otherwise specified in the proxy voting policy, the proxy committee may vote proxies contrary to the service firm's recommendations if it determines that such action is in the best interests



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of Northern Trust's clients. In exercising its discretion, the proxy committee may take into account a variety of factors relating to the matter under consideration, the nature of the proposal and the company involved. As a result, the proxy committee may vote in favor of a proposal for one company and against it for another if, for example, the company's past history, the character and integrity of its management, the role of outside directors, and the company's record of producing performance for investors justifies a high degree of confidence in the company and the effect of the proposal on the investment's value. Similarly, poor past performance, uncertainties about management and future directions, and other factors may lead the proxy committee to conclude that particular proposals present unacceptable investment risks and should not be supported. The proxy committee also evaluates proposals in context. A particular proposal may be acceptable standing alone, but objectionable when part of an existing or proposed package. Special circumstances may also justify casting different votes for different clients for the same proxy vote.

Northern Trust may occasionally be subject to conflicts of interest in the voting of proxies due to business or personal relationships with people having an interest in the outcome of certain votes. For example, Northern Trust may provide trust, custody, investment management, brokerage, underwriting, banking and related services to accounts owned or controlled by companies whose management is soliciting proxies. Occasionally, Northern Trust may also have business or personal relationships with other proponents of proxy proposals, participants in proxy contests, corporate directors or candidates for directorships. Northern Trust may also be required to vote proxies for securities issued by Northern Trust Corporation or its affiliates or on matters in which Northern Trust has a direct financial interest, such as shareholder approval of a change in the advisory fees paid by a mutual fund advised by Northern Trust.

Northern Trust seeks to address such conflicts of interest through various measures, including the establishment, composition and authority of the proxy committee and the retention of the service firm to perform proxy review and vote recommendation functions. The proxy committee has the responsibility to determine whether a proxy vote involves a potential conflict of interest and how the conflict should be addressed in conformance with the proxy voting policy. The proxy committee may resolve such conflicts in any of a variety of ways, including:

- Voting in accordance with the service firm's proxy guideline-based recommendation;
- Voting in accordance with the recommendation of an independent fiduciary appointed for that purpose;
- Voting according to client direction by seeking instructions from the trust's board of trustees; or
- Voting under a mirror voting arrangement in which shares are voted in the same way and proportion as shares over which Northern Trust does not have voting discretion.

The method the proxy committee selects may vary depending on the facts and circumstances of each situation.

Northern Trust may choose not to vote proxies in certain situations or for certain clients. This may occur, for example, in situations where the exercise of voting rights could restrict the ability to freely trade the security in question (as is the case, for example, in certain foreign jurisdictions known as blocking markets). If the service firm does not provide recommendations for a particular proxy, the Proxy Committee may obtain recommendations from analysts at Northern Trust who review the issuer in question or the industry in general. The proxy committee will apply the proxy guidelines as discussed above to any such recommendation.

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The proxy voting policies, procedures and guidelines are available upon request by contacting NTGIL at:

Northern Trust Global Investments Limited  
50 Bank Street  
Canary Wharf  
London E14 5NT

In addition, a client may obtain information on how Northern Trust voted proxies on securities in the client's account by contacting their investment relationship manager.

## Item 18      Financial Information

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NTGIL has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

NTGIL does not require or solicit prepayment of fees by clients.