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and Compliance, US

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

**Item 2 — Material Changes**

This brochure which is dated May 10, 2018, replaces the previous version which was dated December 22, 2017. On May 4, 2018, our parent company, formerly BT Investment Management Limited, changed its name to Pendal Group Limited (“Pendal”).

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## **Item 4 - Advisory Business**

### ***A. JOHCM (USA) Inc. and the JOHCM Group***

JOHCM (USA) Inc. (“JOHCM USA”) was established in early 2013 to provide a US-based presence for the long established investment advisory business of J O Hambro Capital Management Limited (“JOHCM Ltd”). JOHCM USA is a wholly owned subsidiary of JOHCM Ltd., which is a company organized under the laws of England and Wales in 1993.

JOHCM Ltd. is also registered as an investment adviser with the Securities and Exchange Commission (the “SEC”) and provides investment advisory services similar to those provided by JOHCM USA to US institutional clients from its principal place of business in London, England. Since 2008, JOHCM Ltd. has serviced US clients solely from its London, UK Head Office. To provide a US based presence for the JOHCM Ltd., JOHCM USA was established in early 2013 as a wholly owned subsidiary with an office in New York City and in September 2014 opened a further office in Boston, MA. A third office was opened in November 2015 in Berwyn PA. JOHCM USA is now the home for our US-based investment teams that provide advisory services directly to clients and support the existing services to US clients that are already provided by JOHCM Ltd.

JOHCM Ltd. conducts its investment advisory business on a global basis, both directly and indirectly through its affiliates. In addition to JOHCM USA, JOHCM Ltd. wholly owns JOHCM (Singapore) Pte Ltd. (“JOHCM Singapore”). JOHCM Ltd. is in turn 100% owned by the holding company J O Hambro Capital Management Holdings Limited (“Holdings”). Presently, JOHCM USA, JOHCM Ltd., JOHCM Singapore and Holdings comprise the JOHCM Group.

To the extent allowed by law, arrangements among all members of JOHCM Group may take a variety of forms, including but not limited to dual employee, delegation, participating affiliate, sub-agency or other servicing arrangements. Certain directors, executive officers, portfolio managers and employees of one entity within the JOHCM Group may also serve as directors, executive officers, portfolio managers and employees of one or more other entities within the JOHCM Group. This practice is designed to make JOHCM Group’s global capabilities available to clients in a coherent and uninterrupted manner within the varying global framework. In these circumstances, the member of the JOHCM Group with which the client has its investment management agreement will remain fully responsible for the account from a legal and contractual perspective. No additional fees are charged for the affiliate’s services except as set forth in the investment management agreement.

Under a participating affiliate arrangement, JOHCM USA and JOHCM Ltd. may both use the services of JOHCM Singapore or appropriate personnel for investment advice and portfolio execution and trading in Asian markets without specific consent by the client, except to the extent specifically restricted by the client in or pursuant to its investment management agreement, or in compliance with applicable law. JOHCM Singapore is an entity which is regulated by the Monetary Authority of Singapore. JOHCM Singapore is not subject to regulation by the SEC. Please see Item 10 for additional details regarding the nature of the relationship between members of the JOHCM Group.

The JOHCM Group is indirectly wholly owned by Pandal Group Limited (“Pandal”), formerly BT Investment Management Limited. Pandal is listed on the Australian Securities Exchange (ASX code: PDL) and manages AUD\$99.0 billion as of March 31, 2018, (including assets managed by the JOHCM Group) for investors. Apart from our affiliation with Pandal, JOHCM Ltd. has been and remains an independently managed investment management boutique.

Discretionary assets under management for JOHCM USA as of March 31, 2018 were \$1,500.6 billion. Total assets under management, including both discretionary and non-discretionary assets under management, for JOHCM Group as of March 31, 2018 were \$42275.2 billion.

## ***B. JOHCM USA's Advisory Services***

The JOHCM Group specializes in providing discretionary investment advisory services across a diverse range of equity strategies. The JOHCM Group generally offers its investment advisory services through pooled vehicles (or investment funds) and to clients that establish separately managed accounts. JOHCM Group's origins in the mid-1990s were originally in specialist closed end equity investment vehicles. In 2001, JOHCM Group launched its first public equity strategies (UK Growth and Continental European) and this is the business which continues to this day.

JOHCM USA currently offers advisory services through pooled vehicles (or investment funds) and to clients that establish separately managed accounts (or segregated mandates). When advising clients that are investment funds, the investment advice JOHCM USA provides to such funds is dependent on and limited to the investment objectives of the respective fund as set forth in the entity's governing documents. Such investment advice is not based upon the individual needs of the investors in the fund. The information in this Brochure that describes or relates to the funds is qualified in its entirety by the offering documents of the respective entity. When providing investment services to segregated mandates, we will generally tailor our advisory services to the individual needs of such clients, including any specific guidelines or restrictions such clients may request.

We do not participate in wrap fee programs.

JOHCM USA in addition to these advisory services provides investor relations and business development services to JOHCM.

## ***C. JOHCM Group's approach to investment advisory services***

JOHCM USA shares the long established guiding philosophies of the wider JOHCM Group – we offer an alternative to the large, traditional investment management firms that have dominated the market for many years. We hire portfolio managers who are able to remain true to their own investment style. JOHCM Group has an excellent record of investment professional retention.

JOHCM Group, including JOHCM USA, has an entrepreneurial culture that aims to attract portfolio managers who have great confidence in their stock-picking skills. These are people who often have worked for major investment firms where they were bound to a corporate process, or restricted to core stock lists and set asset allocations. JOHCM Group's managers are free to invest - within agreed-upon portfolio construction criteria - where they choose.

JOHCM Group expects portfolio managers to deploy their proven and individual talents to their full extent for the benefit of our investors.

JOHCM Group's culture is investment-led. JOHCM Group portfolio managers vet new hires and mutual respect is the driver behind their exchange of ideas. JOHCM Group is protective of investment integrity. Talented portfolio managers join the JOHCM Group because they recognize that JOHCM Group cares about protecting their performance records via capacity discipline and is active in aligning their interests with those of investors and the firm.

The definition of success for many investment houses is to attract the largest possible amount of assets both generally and specifically in each offered strategy. Every time JOHCM Group launches a strategy, the portfolio manager determines the maximum amount of money that he or she is prepared to run in that strategy (including any investment funds and segregated mandates). Once any strategy reaches its predetermined size limit, it is closed to new investors, giving the portfolio manager the conditions in which they can deliver and sustain outperformance and stay focused on the interests of our clients.

Talented people, excellent research and hard work are every investment manager's stock in trade, but it requires more than just exceptional asset management skills to exceed benchmarks; it also takes a special environment where all the supporting conditions and incentives that portfolio managers need to outperform are in place - as indeed they are at JOHCM USA.

Unlike the larger investment houses, JOHCM USA's managers spend little time on office management and marketing-related activities. Being heavily involved in such matters does little to engender investment outperformance. By distancing managers from some of the peripheral activities associated with investment management and giving them the degree of scope and total support they need, we make our portfolio managers more accountable for the performance of the funds in their charge. Also, when portfolio managers have all they need to get results, they have no reason to move on and every reason to stay. All of the above coupled with our unceasing drive for outperformance, the self-imposed limits on strategy asset sizes and firmly committed portfolio managers, directly aligns our interests with those of our clients.

## Item 5 -Fees and Compensation

We generally offer two fee structures for clients: (i) an advisory fee based on a percentage of assets under management (or “management fee”) or (ii) a lower management fee plus an incentive fee based on whether we outperform the relevant benchmark. Management fees are typically paid quarterly in arrears and incentive fees are paid annually. With respect to clients that are investment funds, the custodian/trustee calculates the management fees, which are checked and approved by the JOHCM Ltd. finance department, prior to the custodian/trustee forwarding payment to JOHCM Ltd. With respect to segregated account clients, we invoice those clients for our services. Those clients may choose to instruct the custodian for the account to pay our fees or such funds may pay our fees directly.

A representative fee schedule for institutional segregated accounts is provided below, although it is expected that, from time to time, the fee charged following negotiation may differ from the illustrations below depending on the country in which the client is located and the nature, circumstances and requirements of the individual client. The client agreement will provide details for the termination of the agreement which will be as agreed with individual clients for segregated accounts. The management fee is paid whether or not the account is profitable in a given quarter. The detailed investment management agreement with the individual client will specify whether fees are deducted from the client account or are payable separately.

<u>Value of client’s Account</u>	<u>Management Fee (No Incentive Fee)</u>	<u>Management Fee (15% Incentive Fee)</u>
All Assets	105 basis points	85 basis points

In the foregoing illustration, where the client has elected to pay an incentive fee on its advisory account, we will be entitled to receive a management fee plus a performance based fee equal to 15% of the Relative Performance (as defined below) of the client’s account. “Relative Performance” means the excess of the account’s performance over the performance of the applicable index (for instance, the index for an International Small Companies mandate will typically be the MSCI All Country World ex-US Small Cap Index calculated on a geometric basis, less any underperformance carry forward).

JOHCM USA does not charge or receive compensation in connection with the sale of securities/private funds/mutual funds/or other investment products. However, certain of our employees accept compensation (also referred to as “commissions”) for the sale of securities/private funds/mutual funds/or other investment products. Accepting commissions gives rise to a conflict of interest in that it may give our employees an incentive to recommend investment products based on the compensation they will receive, rather than solely on a client’s needs.

## Other Expenses

As is usual for institutional segregated mandates, the client portfolio will bear the actual transactions

costs such as brokerage commission and transaction taxes. JOHCM USA does not provide custody services and these and the costs thereof are governed by the clients' own arrangements. In the case of investment funds, investors in those funds also bear other fees and expenses, including administration, audit and legal expenses.

"Item 12 – Brokerage Practices" describes the factors that JOHCM USA considers in selecting or recommending broker-dealers for transactions and determining the reasonableness of their compensation (e.g., commissions).



## **Item 6 - Performance based Fees and Side-by-Side Management**

Mandates managed by JOHCM USA may include both those where remuneration is based solely on a percentage of net asset value and others where, in addition, there is a performance fee element. A representative fee schedule is detailed in Item 5 above.

For any particular strategy, the relevant investment management team will typically have a mixture of mandates some with performance fees and some without. This has the potential for conflicts of interest including, for instance, trading for the different categories of account at different times or the unfair allocation of trades between performance fee and non-performance fee accounts. Performance-based fee arrangements may create an incentive for managers to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. JOHCM USA has implemented policies and procedure that are designed to address these potential conflicts of interest, including procedures for the fair allocation of trades and investment opportunities, be they buy or sell decisions or participation in IPOs or other corporate activities.

A fuller description of the types of conflicts that exist in our business and the procedures we have adopted to manage them is set out in Appendix A.

**Item 7—Types of Clients**

JOHCM USA seeks to provide investment advisory services on a segregated basis to US institutional investors, including banks or thrift institutions; pension and profit sharing plans; trusts, estates or charitable organizations; or other corporate entities. The normal minimum size for such segregated accounts is \$75 million

We also provide advisory and/or sub-advisory services to U.S registered investment companies, U.S. private investment funds and offshore (UK and Irish domiciled) open ended investment companies (UCITS funds).

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

### **Our Approach**

JOHCM USA follows the long established JOHCM Group approach and does not impose a house investment philosophy on our portfolio managers, but rather allows them to flourish in their own way. We offer them a chance to concentrate on pure fund management, by allowing them autonomy, accountability and ownership with strong operational support.

JOHCM Group built its business by hiring a series of investment teams from larger firms. These teams had developed their own investment philosophies and track records within their former firms before joining JOHCM Group – this is the approach we are also adopting for JOHCM USA. Without centralized research or committees, portfolio managers may apply their own individual philosophy to the strategies they manage and make their own decisions, within pre-agreed portfolio construction criteria.

JOHCM Group offer a range of different equity investment strategies, those offered by JOHCM USA which are summarized below, and those for JOHCM Ltd which are summarized in that adviser's Form ADV. This section concludes with risk factors which investors need to consider and details of our procedures for investment oversight.

### **Details of JOHCM USA Investment Strategies**

<b><i>Global &amp; International Equities</i></b>	<p><b>Global Smaller Companies</b> <i>Managed by: Thorsten Becker, Senior Portfolio Manager Arun Daniel, Senior Portfolio Manager Vincent Rivers, Senior Portfolio Manager</i></p> <p><b>Strategy description</b> The portfolio managers take a sector-based approach to the management of Global Small Companies. Applying their significant experience in global sector research and portfolio management, they collaborate to identify the future long-term winners throughout the globe. The portfolio is concentrated in best ideas, typically resulting in 45-70 positions. The typical market cap of individual holdings is US\$1 billion - US\$10 billion.</p> <p><b>Investment strategy</b> As a team the portfolio managers operate with independent, sector-specific investment processes developed through their significant experience in global sector research and portfolio management. They collaborate to identify cross-sector investment themes and trends, and work individually to develop investment ideas for their respective sectors. They then reconvene collectively to assess risk, conviction and to size positions appropriately</p> <p><b>Global Opportunities</b></p>
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*Managed by: Ben Leyland, Senior Portfolio Manager  
Robert Lancaster, Senior Portfolio Manager*

**Strategy description**

The Global Opportunities strategy is a high conviction, benchmark unconstrained stock picking strategy that invests in both developed and emerging markets. Experienced portfolio managers bring to bear the same investment philosophy and process that have established the UK Opportunities strategy, focusing on companies that are capable of producing compounding growth over the long term.

**Investment strategy**

- The managers aim to identify long term trends and themes and then find undervalued, high quality companies which benefit.
- The market persistently underestimates the value created by well-managed companies in growth areas reinvesting wisely.
- The managers believe their returns-based absolute valuation approach avoids momentum and relative valuation pitfalls.
- They have a strict "sell to zero" discipline: believing that the main risk is holding "bad" shares not missing out on "good" ones.

**International Small Companies**

*Managed by: Robert Cresci Senior Portfolio Manager*

**Strategy description**

The manager believes using a disciplined fundamental bottom-up research approach will generate profitable insights, resulting in a portfolio of high-quality, durable growth companies and superior risk-adjusted returns.

**Investment strategy**

The manager seeks to identify smaller companies that demonstrate the following positive characteristics:

- often niche players with little competition and high margins
- fast growing, flexible and responsive to change
- able to achieve incremental gains in market share
- success is strongly influenced by management

Key here from an investor's perspective is that stocks are often inefficiently priced because there is relatively little analyst coverage

**International Select (World ex USA – EAFE)**

*Managed by: Christopher Lees, Senior Portfolio Manager  
Nudgem Richyal, Senior Portfolio Manager*

	<p><b>Strategy description</b></p> <p>JOHCM International Select has been designed to offer investors a proposition of high conviction, benchmark unconstrained stock picking on a global ex USA (“EAFE”) basis. Its “4-Dimensional” investment process identifies what factor actually drives each stock; for example, stock specific idiosyncrasy, sector correlation, country correlation and how this changes over time.</p> <p><b>Investment strategy</b></p> <ul style="list-style-type: none"> <li>• The portfolio managers have a Growth at a Reasonable Price (GARP) investment philosophy, which is sometimes described as Core with a growth bias. They aim for consistency of returns, by exploiting multiple market anomalies/inefficiencies.</li> <li>• Growth and value disciplines are combined to help avoid the volatility that can occur in a single-style strategy, in an effort to obtain better risk-adjusted returns over the medium and long term</li> <li>• They use mean reversion and momentum as proven predictors of risk and return</li> <li>• They look for stocks, sectors and countries that have displayed long term underperformance (3 to 5 years) followed by short term outperformance (6 to 12 months).</li> <li>• They believe that markets are not efficient and correlations/betas change over time</li> <li>• They use a “4-Dimensional” investment process (stocks, sectors, countries, time/change) with factors weighted to what actually drives each share price.</li> </ul>
<i>US Equities</i>	<p><b>US Small Mid Cap</b></p> <p><i>Managed by: Thorsten Becker, Senior Portfolio Manager Arun Daniel, Senior Portfolio Manager Vincent Rivers, Senior Portfolio Manager</i></p> <p><b>Strategy description</b></p> <p>The portfolio managers take a sector-based approach to the management of US small and mid-cap companies. Applying their significant experience in global sector research and portfolio management, they collaborate to identify the future long-term winners of corporate America. The portfolio is concentrated in best ideas, typically resulting in 45-60 positions. The minimum market cap of individual holdings is US\$1 billion at purchase / maximum market cap US\$10 billion at purchase.</p> <p><b>Investment strategy</b></p> <p>As a team the portfolio managers operate with independent, sector-specific investment processes developed through their significant experience in global sector research and portfolio management. They collaborate to identify cross-</p>

	<p>sector investment themes and trends, and work individually to develop investment ideas for their respective sectors. They then reconvene collectively to assess risk, conviction and to size positions appropriately.</p>
<p><b>Asia ex Japan</b></p>	<p><b>Asia ex Japan</b>  <i>Managed by: Samir Mehta Senior Portfolio Manager</i>  <i>Cho Yu Kooi, Senior Portfolio Manager</i></p> <p><b>Strategy description</b>  The JOHCM Asia ex Japan strategy is a concentrated, benchmark agnostic, all cap portfolio. The portfolio is biased towards quality companies. The team uses a fundamental bottom-up approach to stock selection. Their investment style is low turnover and is of a long-term nature with a three year average holding period.</p> <p>The team aims to outperform the benchmark index for each strategy over a market cycle of four to five years. They aim to generate long-term capital returns provided by the economic and demographic growth of the region and in particular India and China.</p> <p><b>Investment strategy</b>  The team's investment philosophy is based on the following beliefs:</p> <ul style="list-style-type: none"> <li>• There are pricing inefficiencies in Asian stock markets. The greatest inefficiencies are at the individual stock level. This is, therefore, where they focus their investment resources, with approximately 70% of total value added expected to come from fundamental stock selection.</li> <li>• Value creation in a company is driven by long-term growth and the ability to generate returns above its cost of capital. They, therefore, focus on companies displaying long-term sustainable quality growth characteristics</li> <li>• Detailed analysis and regular interaction with company management is vital. The team's analysis gives them the conviction to take a long-term investment view, meaning that turnover is low.</li> </ul> <p>Asian markets are frequently driven by macroeconomic and political factors that are separate from stock-specific considerations. These markets have a history of giving high returns but also with high volatility. The team aims to blend their growth stock focus with cyclical exposure that is valuation-driven and based on top-down views. They may also use downside protection strategies in adverse market conditions. Approximately 30% of value added is expected to come from top-down views.</p>

<b>Emerging Markets Equities</b>	<p><b>Emerging Markets</b>  <i>Managed by: Emery Brewer, Senior Portfolio Manager  Dr. Ivo Kovachev, Senior Portfolio Manager</i></p> <p><b>Strategy description</b>  The Global Emerging Markets strategy draws on the stock picking skills of experienced investment managers, in order to identify fast-growing companies within emerging markets</p> <p><b>Investment strategy</b>  The portfolio managers follow a principally bottom-up, stock selection driven process that seeks to identify the most dynamic growth stocks within their investment universe. By making extensive use of screening tools and closely tracking corporate news flow, they aim to identify companies demonstrating strong and improving operational performance. They will look to find companies that have the potential to develop world class products or become industry leaders in local markets. In addition to strong fundamentals, the team considers market timeliness, as well as individual and relative valuations, when making investment decisions</p> <p><b>Emerging Markets Small Cap</b>  <i>Managed by: : Emery Brewer, Senior Portfolio Manager  Dr. Ivo Kovachev, Senior Portfolio Manager  Stephen Lew, Portfolio Manager</i></p> <p><b>Strategy description</b>  The Emerging Markets Small Cap strategy aims for long-term capital appreciation from investing in a portfolio of equity securities issued by small and mid-capitalization companies primarily located in emerging markets including frontier markets.</p> <p><b>Investment strategy</b>  The managers believe that all markets are subject to some inefficiency often driven by investors with short-term viewpoints. The strategy seeks opportunities to take advantage of persistent company and industry trends that other managers with a shorter-term focus may miss. The managers build the portfolio primarily from a bottom-up growth philosophy and individual stock selection process, but also consider top-down macroeconomic information in determining sector and country weightings in the portfolio.</p> <p><b>Global Emerging Markets Opportunities</b>  <i>Managed by: James Syme, Senior Portfolio Manager  Paul Wimborne, Senior Portfolio Manager</i></p>
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	<p><b>Strategy description</b></p> <p>The Global Emerging Markets Opportunities strategy aims to outperform its benchmark through a combination of top-down (country level) and bottom-up (stock level) active positions. The team believes in the importance of understanding the investment drivers and risks at the country level. They believe in only investing in companies that benefit from the top-down environment that they can foresee. They buy quality growth stocks at attractive valuations leading to a focused portfolio of 50-60 emerging markets stocks.</p> <p><b>Investment strategy</b></p> <p>Through an exhaustive monthly country allocation process that covers all 21 countries within the MSCI Emerging Markets Index, the team produces country allocation targets for each country within the index based on a five-factor analysis: Growth, Liquidity, Currency, Management/Politics and Valuation of the equity market. Complementing their top-down view is a stock selection process that focuses on identifying quality growth stocks trading on attractive valuations within the portfolio managers' favored countries. Over time, they expect that top-down and bottom-up decisions will each contribute 50% of total value added.</p>
<b>European Equities</b>	<p><b>European Concentrated Value</b></p> <p><i>Managed by: Robrecht Wouters, Senior Portfolio Manager</i>  <i>Luis Fananas, Portfolio Manager</i></p> <p><b>Strategy description</b></p> <p>This strategy is a large-cap, concentrated version of the JOHCM European Select Values strategy (ESV). The managers have a highly selective, valuation-oriented investment approach, which focuses on undervalued pan-European large-cap companies that generate high returns on capital. The managers' stock-picking approach is unconstrained by benchmark weightings and combines traditional 'value' investing (focusing on attractive valuations) and 'quality' characteristics, such as high return on capital employed.</p> <p>Portfolios will typically hold around 25 high conviction positions and are expected to exhibit a low portfolio turnover. The strategy will be expected to have sizeable sector biases, usually avoiding commodity-like industries and capital-intensive sectors such as financials.</p> <p><b>Investment strategy</b></p> <ul style="list-style-type: none"> <li>• Drawing upon their exhaustive analysis of individual stocks, the managers seek to find large-cap European stocks that they believe to be fundamentally undervalued in absolute terms (trading at a discount of 25+% to their intrinsic value)</li> <li>• The portfolio managers believe that, over time, value companies with high returns on capital employed and strong cash flow should outperform</li> </ul>



	<ul style="list-style-type: none"> <li>• In their view, a portfolio comprising quality companies, characterized by established and superior business models, and high conviction investment ideas provides greater potential for capital appreciation</li> </ul>
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## **Risk Factors**

### *Investment Approach*

All investments of these strategies risk the loss of capital. No guarantee or representation is made that the investment approach utilized on behalf of these strategies will be successful.

### *Market Risks*

The trading and investment strategies utilized are subject to market risk. Certain general market conditions – for example, a reduction in the volatility or pricing inefficiencies of the markets in which the strategy is active – could materially reduce the strategy’s profit potential.

### *Investments in Equity Securities*

Equity market risk is the risk that a particular stock, a fund, an industry, or stocks in general may fall in value. The value of an investment in the strategy will go up and down with the prices of the securities in which the strategy invests. The prices of stocks change in response to many factors, including the historical and prospective earnings of the issuer, the value of its assets, management decisions, decreased demand for an issuer’s products or services, increased production costs, general economic conditions, interest rates, currency exchange rates, investor perceptions and market liquidity. Common stock and similar equity securities generally represent the most junior position in an issuer’s capital structure and, as such, generally entitle holders to an interest in the assets of the issuer, if any, remaining after all more senior claims to such assets have been satisfied. Holders of common stock generally are entitled to dividends only if and to the extent declared by the governing body of the issuer out of income or other assets available after making interest, dividend and any other required payments on more senior securities of the issuer.

### *Investing in smaller or mid-capitalization equity securities*

Certain strategies invest in small and mid-capitalization companies. Such companies may be more vulnerable to adverse business or economic events than larger, more established companies. In particular, these small and mid-capitalization companies may have limited: (i) product lines, (ii) history of operations, (iii) ability to raise additional capital, (iv) access to markets and financial resources, and (v) may depend upon relatively small management groups. These factors may make them more susceptible to market pressures and, therefore, small and mid-capitalization stocks may be more volatile than those of larger companies

### *Illiquidity in Certain Markets*

The strategy may invest in securities that later become illiquid or otherwise restricted. The strategy might only be able to liquidate these positions at disadvantageous prices, should the portfolio manager determine, or it becomes necessary, to do so. For example, substantial

withdrawals from the strategy could require the strategy to liquidate its positions more rapidly than otherwise desired in order to obtain the cash necessary to fund the withdrawals. Illiquidity in certain markets could make it difficult for the strategy to liquidate positions on favorable terms, thereby resulting in losses or a decrease in the net asset value of the strategy.

### *International Investing*

Investing in securities of non-U.S. issuers, positions which generally are denominated in foreign currencies, and utilization of forward foreign currency contracts, involve both opportunities and risks not typically associated with investing in U.S. securities. These include: fluctuations in exchange rates of foreign currencies; possible imposition of exchange control regulation or currency restrictions that would prevent cash from being brought back to the United States; less public information with respect to issuers of securities; less governmental supervision of exchanges, securities brokers and issuers of securities; difficulties in obtaining and enforcing a judgment against a foreign issuer; different accounting, auditing and financial reporting standards; different settlement periods and trading practices; less liquidity and frequently greater price volatility in foreign markets than in the United States; imposition of foreign withholding and other taxes; and sometimes less advantageous legal, operational and financial protections applicable to foreign sub-custodial arrangements. The cost of investing in securities of non-U.S. issuers can be higher than the cost of investing in U.S. securities. Investments in securities denominated in foreign currencies also involve the additional cost of converting currencies upon the purchase and sale of securities.

### *Emerging Markets*

The securities markets of emerging countries are substantially smaller, less developed, less liquid and more volatile than the securities markets of the U.S. and other more developed countries. Disclosure and regulatory standards in many respects are less stringent than in the U.S. and other major markets. There also may be a lower level of monitoring and regulation of the markets and the activities of investors in certain less developed countries, and enforcement of existing regulations can be extremely limited. Emerging markets may have slower clearance and settlement procedures, higher transaction costs and investment restrictions that may restrict or delay trading. In addition, certain governments may require approval for, or otherwise restrict, the repatriation of investment income, capital or proceeds of sales of securities by foreign investors. War, governmental intervention, lack of capital, corruption, poor corporate management and limited resources are also common risks associated with investing in these markets. Sovereign debt may carry below investment grade credit ratings and be highly speculative. Defaults or restructurings of public and inter-bank indebtedness have occurred in several emerging markets, including Argentina, Brazil, Costa Rica, Ecuador, Indonesia, Malaysia, Mexico, Pakistan, Peru, Russia, South Korea, Vietnam, Thailand, Uruguay and Venezuela, as well as several African countries. There can be no assurance that foreign sovereign debt securities will not default or be subject to similar restructuring arrangements. Investments in securities of issuers located in emerging market countries can be more speculative than investments in securities of issuers located in developed countries and are subject to certain special risks. The political and economic structures in many of these countries may be in their infancy and developing rapidly, as such countries may lack the social, political and economic characteristics of more developed countries. Certain of these countries have in the past failed to recognize private property rights and have at times nationalized and expropriated the assets of

private companies. Some countries have inhibited the conversion of their currency to another. The currencies of certain emerging market countries have experienced devaluations relative to the U.S. dollar, and future devaluations may adversely affect the value of assets valued in such currencies. Many emerging markets have experienced substantial, and in some periods, extremely high, rates of inflation for many years. Continued inflation may adversely affect the economics and securities markets of such countries. In addition, unanticipated political or social developments may affect the value of investments in these countries. The small size, limited trading volume and relative inexperience of the securities markets in these countries may make an investment in such countries illiquid and more volatile than investments in more developed countries, and the strategy may be required to establish special custodial or other arrangements before making investment decisions in these countries. There may be little financial or accounting information available with respect to issuers located in these countries, and it may be difficult as a result to assess the value or prospects of an investment in such issuers.

#### *Foreign Custody Arrangements*

In addition to the general risks associated with international investing described above, maintaining assets in foreign countries involves generally higher costs and greater risks than those associated with similar U.S. investments, particularly in the case of assets maintained in less developed countries. The scope and range of custodial services offered in many foreign countries may be more limited than in the U.S. and, as a result, assets may be maintained with banks, brokers and other financial institutions offering more limited custody services, and possessing less experience, less developed procedures for safekeeping of assets, poorer capitalization, and greater risks of bankruptcy, insolvency and fraud, than would typically be the case in the U.S. Assets maintained in certain emerging foreign countries also may be subject to other types of risks that either are not present or less pronounced in the U.S. and other more established markets, including political and economic risks (including nationalization of foreign bank deposits or other assets, and poor political and economic infrastructure and stability), commercial and credit risks (including poorly developed and regulated banks and financial systems), liquidity risks (including restrictions on repatriation and convertibility of currencies), legal and regulatory risks (including risks relating to evolving and/or undeveloped legal systems and regulatory frameworks) and operational risks (including risks relating to maintenance of shareholder title, clearing and settlement procedures and market transparency).

#### *Transactions on Non-U.S. Exchanges*

Transactions on non-U.S. exchanges are not regulated by U.S. governmental agencies, such as the SEC. Some non-U.S. exchanges, in contrast to exchanges in the United States, may be “principals markets” similar to forward 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 with whom the strategy enters into a transaction may in effect take the opposite side of trades made for the strategy. Because some non-U.S. exchanges generally lack a clearinghouse system such as that utilized by exchanges in the United States, market disruptions may be more likely to occur on non-U.S. exchanges.

#### *Currency Risk*

The value of foreign securities is affected by changes in currency rates, foreign tax laws (including withholding tax), government policies (in this country or abroad), relations between

nations and trading, settlement, custodial and other operational risks. An increase in the strength of the U.S. dollar relative to other currencies may cause the value of investments to decline. Certain foreign currencies may be particularly volatile, and foreign governments may intervene in the currency markets causing a decline in value or liquidity in foreign holdings, whose value is tied to the affected foreign currency. In addition, costs will be incurred in connection with conversions between various currencies.

### **Investment Oversight**

JOHCM provides our fund managers with a working environment that enables them to focus on alpha generation. Our fund managers have their own individual philosophies and employ their own investment styles. Adherence to investment restrictions is ultimately the fund manager's responsibility within pre-defined criteria. When a new strategy is established the fund managers work with Sandy Black, Investment Director, to agree the portfolio construction and liquidity guidelines that the portfolio is to be managed within. In order to monitor their portfolios, fund managers use live valuation spreadsheets alongside the embedded Bloomberg PORT function, which provides them with intra-day relative stock and sector positioning. They also have access to a number of portfolio analytical tools:

- Statpro (performance attribution)
- Style Research (portfolio style bias)
- Citigroup's Risk Attribution Model (macro factor exposure, ex ante risk)
- Bloomberg PORT (VaR, stress tests)
- Analytics (trade level performance decomposition)
- MSCI IVA (independent ESG research)

Sandy Black chairs a quarterly portfolio review with the fund manager(s) of each strategy to ensure adherence to the applicable parameters (including adherence to all stated portfolio construction rules). In doing so he also performs a comprehensive review of all aspects of performance and risk using detailed outputs from the systems listed above, as well as proprietary liquidity analytics. The detailed outputs used in the portfolio reviews are provided by the Performance Team, led by Neville Anklesaria and the Risk Team, led by Steve Alexander, with both in attendance.

### ***Investment guideline and restriction monitoring***

In addition to this "investment oversight" our Group Compliance team, based in our Group headquarters in London, monitor compliance with formal investment restrictions be they those prescribed by the regulations applicable to a particular fund e.g. 40 Act rules, or the particular restrictions agreed with a segregated client and included in the written agreement with that client. This monitoring includes all mandates managed by JOHCM USA. These restrictions are coded into the order management system which is a common system (Bloomberg's AIM system) used by the Company and the rest of the JOHCM Group. They run on both a pre and a post trade basis

and provide an alert to the order originator and to the Group Compliance team of potential violations. All alerts are followed up by Compliance on a daily basis.

**Item 9 - Disciplinary Information**

There are no legal, regulatory or disciplinary events which are material to a client's or prospective client's evaluation of the JOHCM USA business or the integrity of JOHCM USA management.

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

JOHCM Group's sole business activity is investment management

JOHCM USA is a wholly owned subsidiary of JOHCM Ltd, a company organized under the laws of the England & Wales. JOHCM Ltd is authorized and regulated by the UK Financial Conduct Authority and is also registered as an investment adviser with the SEC and provides similar investment advisory services to US institutional investors from its principal place of business in London, England. Further details on JOHCM Ltd are set out in its Form ADV, which is available on the SEC's website.

JOHCM USA makes use of a number of common systems and control mechanisms operated by its parent company, JOHCM Ltd in London. These include fund management decision support tools and order management systems, the execution of trades by the Group Central Dealing Desk, Middle and Back Office support coordinated by the team at JOHCM Ltd in London. Oversight and further control is exercised by the JOHCM USA Risk Committee which is supported both in relation to investment risk by the Group Investment Director (as described in item 8 above) and also by the Group Compliance team, the head of which also acts as Chief Compliance Officer for JOHCM USA and oversees the compliance policies and procedures adopted by JOHCM USA.

JOHCM USA (along with JOHCM Ltd) has a "participating affiliate" relationship with JOHCM Singapore, a company organized under the laws of Singapore and regulated by the Monetary Authority of Singapore. Generally, a participating affiliate relationship permits registered advisers to access the investment offerings, investment management capabilities and related services, including personnel of unregistered affiliates under prescribed conditions. Presently, JOHCM USA uses JOHCM Singapore's services for investment management capabilities relating to the International Select strategy and for execution and trading in Asian markets. The participating affiliate relationship is maintained according to applicable laws and the related SEC Staff guidance.

The JOHCM Group is wholly owned by Pandal Group Limited ("Pandal"), formerly BT Investment Management Limited, a leading Australian fund manager, based in Sydney. Although wholly owned, the JOHCM Group is managed independently from Pandal. Pandal operates a boutique model across a broad range of investment products including Australian equities, fixed income and cash. Pandal is listed on the Australian Securities Exchange, having been floated in December 2007. At September 30<sup>th</sup>, 2017 Pandal reported assets under management totaling AUD\$95.8 billion, including assets managed by JOHCM.

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

Subject to the personal trading rules described in further detail below, employees may personally invest in the same securities that are recommended to clients and they may own securities of issuers whose securities are subsequently recommended to clients. Employees may buy or sell a specific security for their own account based on personal investment considerations, which they do not deem appropriate to buy or sell for a particular client or clients. This presents potential conflicts of interest and the risk that our personnel may put their personal interests ahead of our clients' interests. We mitigate this risk and these conflicts through our personal trading rules, which are part of our code of ethics and generally described below.

All employees of the JOHCM Group, including all employees of JOHCM USA and other persons who provide services to JOHCM USA, are subject to a common set of Personal Trading Rules ("Code of Ethics"). The content of these comply with the requirements applicable to investment advisers registered under the US Investment Advisers Act of 1940, as amended.

The main elements of our rules in this area are:

1. Compliance with the personal trading rules is part of the individual's contract of employment.
2. Prior approval for all trades must be sought from the compliance officer (subject to certain industry standard exemptions, e.g., open ended funds not managed by the JOHCM Group).
3. Trading is not permitted where such trading would be on the basis of insider information or might be considered market abuse.
4. Trading is not permitted where such trading would conflict with client trade activity.
5. Copies of trade confirmations must be provided to compliance for all executed trades.
6. Individuals confirm details of all trades to compliance every 3 months.
7. Details of all personal holdings provided to Group Compliance annually.

A copy of our Code of Ethics is available on request.



## Item 12 — Brokerage Practices

### JOHCM GROUP ORDER EXECUTION ARRANGEMENTS

JOHCM USA aims to take all reasonable steps to obtain, when executing orders, the best possible results for our clients (“best execution”). Our approach is described in our “Order Execution Policy,” which is summarized below.

This document provides details about that Order Execution Policy for the clients of JOHCM. Your normal contact at JOHCM will be very pleased to discuss our execution arrangements with you if you wish.

#### Order Execution – Context

JOHCM are discretionary managers and the investment management agreements with our clients in almost all cases give full discretion to the designated portfolio managers to make investment decisions on behalf of the particular client portfolio, subject to the investment restrictions stipulated in the investment management agreements,.

The execution of client orders is carried out by a central trading desk, staffed by full time trading professionals. To provide timely execution in all time zones in which we invest clients’ portfolios, the trading desk is made up of traders from across the JOHCM offices in London, Singapore, and Boston, USA.

The separation between investment management decisions and execution of orders means that our fund managers can concentrate on idea generation and portfolio construction, leaving order execution to our trading desk. This separation also provides a built-in control for managing conflicts of interest. In particular, fund managers are not allowed to dictate the choice of broker, trading venue or counterparty to be used.

#### Order Execution – Obtaining the best possible result

Our obligation to our clients as a registered investment adviser under the Investment Advisers Act of 1940, as amended, as well as under the FCA rules is to “take all sufficient steps to obtain the best possible result for our clients, taking into account the *execution factors*. The relative importance of these factors must be determined by reference to the *execution criteria* and to the requirement to determine the best possible result in terms of the total consideration”.

#### Execution factors

The *execution factors* are defined as

- Price (e.g. the price at which the order is executed)
- Costs (e.g. commissions, taxes, exchange and account fees)
- Speed of execution (i.e. the time it takes to transmit an order to a broker or the market and how quickly the order is completed)
- Likelihood of execution

- Likelihood of settlement
- Size of order
- Nature of order
- any other consideration relevant to the execution of the order

### **Execution Criteria**

JOHCM is required to consider the following criteria when determining the relative importance of the execution factors:

- the characteristics of the client, including the categorization of the client as retail or professional;
- the characteristics of the client order;
- the characteristics of the financial instruments that are the subject of that order;
- the characteristics of the execution venues to which that order can be directed.

The following additional considerations may also have an impact on the relative importance of the execution factors to JOHCM:

- Liquidity of the financial instrument
- Potential market impact
- Investment strategy of the client's portfolio
- Portfolio manager's instructions in respect of a specific order
- Rationale for the transaction
- Any specific client instructions (see further below)
- Market conditions

Whilst price and costs will generally be the most important of the execution factors to JOHCM, the other execution factors mentioned above will also play an important role in determining the venue, method of execution and trading strategy to be applied to a particular order, depending on the circumstances.

## **Order Execution – Selection Processes**

### ***Execution venues and methods***

The characteristics of the financial instrument and the order, and the available execution venues will all have a significant impact on the choice of venue, execution method and trading strategy and the relative importance of the execution factors. JOHCM's approach to determining the relative importance of the execution factors in relation to the different classes of financial instrument relevant to your portfolio is covered in the section below.

### ***Strategy selection***

When an order has been received by the trading desk, as a first step, the trader may discuss the rationale for the transaction, any particular execution factors which should be given precedence (e.g. based on the rationale for the trade and/or the fund manager's knowledge of market conditions), the trading strategy which should be adopted with the fund manager who has generated the order and any specific instructions e.g. regarding timing or price limit.

The liquidity profile of a stock will usually be the trader's first consideration, and will generally determine the approach to execution chosen for a particular share. We explain below our approach to execution in relation to different levels of liquidity.

### *High Liquidity*

Where the instrument is highly liquid, price and speed are normally the most important execution factors. Orders where liquidity is not an issue will normally be executed shortly after receipt by the trading desk. Where the market on which the instrument is traded is mainstream and accessible, the trader will consider algo ('low touch') trading as the most appropriate method, because it is the most cost effective, and depending on the strategy chosen, will ensure a speedy execution.

Where an algo is used, the precise result achieved will depend on the trading strategy of the algo chosen and any parameters set by the JOHCM trader.

Speed will not be important for limit orders (from fund managers or clients) at prices away from the current market level, or where a deliberate decision has been made by either the fund manager or trader to stage the implementation of the order over a longer period of time. In these cases a "high touch" approach rather than an algo is likely to be used. This involves placing the trade with the selected broker via electronic media, and following up over the telephone if needed to discuss execution strategy.

For very large orders compared to the market, which could impact the market price if not carefully managed, the trader may also consider high touch trading.

JOHCM may also execute trades directly in liquid listed equities, e.g. on an Multilateral Trading Facility ("MTF") or other trading platform of which it is a member or with an Systematic Internaliser ("SI"). JOHCM will not usually execute transactions directly with counterparties unless the counterparty is acting as an SI in the security concerned.

### *Medium Liquidity*

Where an instrument displays moderate liquidity, JOHCM traders are only likely to use a broker algo for instruments towards the upper end of this liquidity class. A trader may also consider using an algo in any of the following circumstances: where the order is small relative to available liquidity, where it is important to minimize the risk of information leakage or where anonymity is required, to minimize market impact, to maximize liquidity across all trading venues and/or to ensure a speedy execution.

On the whole, price and speed will also be the most important execution factors. Where the use of algorithmic trading is not appropriate, JOHCM traders will first of all look for natural liquidity and use a high touch approach.

### *Low Liquidity*

Where a share is illiquid, the most important factor will be likelihood of execution. The trader will first of all look to see where the natural liquidity is in the stock by looking at broker

Indications Of Interest (“IOI”) or obtaining an indication of recent flow from house brokers for the stock. If the trader matches with a broker IOI, they will try to agree the price at mid-market. The trader will also look to specialist brokers. Certain brokers may be more active in certain markets or industry sectors, and therefore able to provide a superior execution service for a particular security.

Trades in illiquid stocks are likely to have a greater market impact, and so a high touch approach may be adopted, where natural liquidity cannot be accessed.

#### *Other factors*

When executing orders in any liquidity class, JOHCM traders will also consider market conditions, for instance where there has been or there is expected to be a significant economic or political announcement or event which could impact price, liquidity or market volatility. The trader will want to minimize the impact of the market event on the price achieved and so this could have an impact on the timing or the speed at which the order is executed.

#### *JOHCM’s approach to crossing trades between clients*

The aim of crossing trades is to obtain a better price for each portfolio than would have been achieved in the market. All cross trades undertaken by JOHCM for clients are sent to a broker for execution and executed at mid-price at the time the trade is executed. The broker will charge an administrative fee for arranging the transaction which will generally be lower than normal commission rates.

Except as provided in the rest of this paragraph, JOHCM traders will seek to cross trades between client portfolios whenever they receive an order to sell a security from one or more client portfolios and at the same time receive an order to buy the same security for one or more other client portfolios. JOHCM will not seek to cross trades where one or more of the client portfolios involved is subject to regulatory requirements which prohibit such trades or prevent JOHCM from crossing the transactions using its normal practice set out above.

#### ***Broker selection***

Transactions may only be undertaken with approved counterparties and brokers or on approved trading venues. A summary of the broker and trading venue approval process applied by JOHCM is provided further below.

The JOHCM approved broker and counterparty list comprises a mixture of large integrated investment banks and smaller country specific or niche firms as well as trading platforms. The large firms typically provide a full range of trading services across regions. The smaller firms are typically used to achieve best execution in particular markets or securities. Our aim in selecting counterparties, brokers and trading venues is to ensure that we have a sufficient number to allow us to access available liquidity and volume of trades in order to provide effective execution for our clients.

A list of the brokers on whom JOHCM places significant reliance for execution and a list of the trading venues and counterparties is maintained by JOHCM.

There are a number of factors which will impact our choice of broker for a particular order, these include whether the broker has indicated that they have access to the stock (e.g. through an indication of interest (“IOI”) or from other direct communications), whether the broker has been active recently in the stock or whether the broker is a specialist in the relevant industry (all these factors are an indication of the likelihood of execution), whether we have any concerns over a particular broker’s financial stability or the effectiveness of a broker’s settlement systems or arrangements (which would impact the likelihood of settlement) and for more bespoke instruments, whether the client has been set up with a particular broker at the time of the order.

Similar factors will impact our choice of counterparty or venue when we are executing directly. However, the displayed prices and commissions or venue fees charged will be the main factor, all other things being equal.

We may also need to choose between execution on a trading venue or placing the order with a broker. This will be relevant where there is a direct match with another participant in an MFT of which we are a member. This choice will be dependent on the extent to which we want to minimize market impact, the price at which we believe we could execute elsewhere based on available liquidity on other venues, explicit costs (e.g. broker commissions versus venue fees), and implicit costs (e.g. as a result of executing later rather than sooner, volatility or market events).

### **Review of the Order Execution Policy**

We monitor the effectiveness of our order execution arrangements and policy on a regular basis and the Best Execution Committee carries out a formal review at least annually and whenever there is a material change. A material change is one that affects our ability to continue to obtain the best possible result for clients.

### ***Execution Quality Monitoring***

We use a transaction cost analysis (“TCA”) system provided by Bloomberg, which is fully integrated with our order management system, to monitor execution achieved. Execution quality monitoring using this system is undertaken separately by the central trading desk and by Compliance across all asset classes. Execution outcomes are analyzed against execution quality benchmarks selected according to the asset class and type of execution. Appropriate thresholds have been set against these benchmarks for each execution type and reports are run in order to identify outliers and trends which are reviewed and investigated.

### **Effect of Client Instructions**

Where a client provides specific instructions to JOHCM in respect of the execution of an order, this may have an impact on the extent to which we are able to follow our order execution process.

When we act in accordance with a client’s instructions, we will still owe a duty of best execution to you in respect of the order, but that duty will be modified to the extent that your instructions prevent us from taking the steps we have designed and implemented in order to achieve best

execution.

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JOHCM may effect transactions with or through the agency of another person with whom JOHCM has arrangements under which that party will from time to time provide to or procure for JOHCM goods, services or other benefits, such as research and advisory services, the nature of which must be such that their provision will assist in the provision of investment services to clients and for which no direct payment is made but instead JOHCM undertakes to place business with that party. Any such arrangements shall provide for best execution and will fall within the safe harbor for fiduciaries' use of soft dollar payments established by Section 28(e) of the Securities Exchange Act of 1934, as amended (the "1934 Act").

JOHCM will not retain the benefit of any commission rebate (repayment of a cash commission made by a broker or dealer to JOHCM) paid or payable from any such broker or dealer in respect of any business placed with such broker or dealer by JOHCM for or on behalf of a client. Any such commission rebate received from any such broker or dealer will be paid to the client without delay by JOHCM.

### **Item 13- Review of Accounts**

Client portfolios are subject to frequent review by the portfolio manager responsible for the individual account. They are assisted in ensuring compliance with the investment restrictions contained in the client agreement by automated pre and post trade checking of those restrictions which are coded into our order management system, Bloomberg AIM. These provide an alert to the portfolio manager and / or the dealer of potential violations. The system also provides a notification to compliance of these intraday items and an overnight re-evaluation of the restrictions to reflect end of day valuations. All exceptions and alerts are followed up on a daily basis by our Compliance team.

All portfolios are also subject to JOHCM USA's investment oversight procedures, the details of which are summarized in Item 8, above.

#### Client reporting

We aim to provide excellent client servicing to our institutional client base. The goal of what we do is to not only deliver timely and accurate client reporting but also to be seen as a trusted advisor to our clients.

We offer all of our clients the opportunity to speak to our portfolio managers on a quarterly basis via conference call and to participate in annual one-to-one meetings. We make extensive use of our internet site, where the majority of information can be easily accessed and downloaded.

In addition, our Client Service team is always available to respond to day to day queries.

#### **Item 14 — Client Referrals and Other Compensation**

The only source of compensation for JOHCM USA are the client fees JOHCM USA receives for the investment management services it provides, as described in this brochure. JOHCM USA currently does not provide compensation for client referrals.



**Item 15 — Custody**

Custody of the assets and cash in client portfolios managed and advised by JOHCM USA is always the responsibility of independent third party custodians who are appointed by the individual client or fund entity.

## **Item 16 — Investment Discretion**

JOHCM USA has discretionary authority to manage accounts on behalf of its clients or those delegated to it by its parent company, JOHCM Ltd, on behalf of JOHCM Ltd.'s clients. The scope and limits on this discretionary authority are laid down in written investment management agreements agreed with clients before the mandate is established and which are subject to regular review.

We endeavor to ensure that all mandates for a particular strategy have similar limits on authority to ensure, as far as is possible, having regard to individual client wishes, that each investment team manages all the monies which are entrusted to them in a similar style.

## **Item 17 - Voting Client Securities**

JOHCM USA may have the authority to vote the proxies of its clients. JOHCM USA has established procedures to ensure that all proxies that are received are properly distributed and voted on a timely basis. After careful analysis, a voting decision is made by the portfolio manager for the particular account and an authorized individual will submit the proxy vote. Once the proxy has been voted, it will be recorded and stored. These records will contain the proxy statements received on behalf of the client, the record of votes cast on behalf of the client, any documents prepared by the adviser that were material to making a decision on how to vote, or that memorialized the basis for the decision, and records of the client's requests for proxy voting information and any written response.

JOHCM USA understands the importance of voting proxies and will seek in all cases to vote proxies in the best interest of its client. Should a conflict of interest arise between JOHCM USA's interests and those of a client, JOHCM USA will arrange a discussion with such client to review the proxy voting materials and the conflict and will obtain the client's consent before voting. If JOHCM USA is not able to obtain the client's consent, JOHCM USA shall take reasonable steps to ensure, and must be able to demonstrate that those steps resulted in a decision to vote the proxies in the best interests of the client.

Clients may obtain a copy of our proxy voting policy or information regarding this proxy voting policy, including how JOHCM USA voted on specific proxies.

## **Item 18 — Financial Information**

JOHCM USA does not require prepayment of fees for its investment management services and does not have financial commitments that impair its ability to meet contractual or fiduciary duties to its clients. Accordingly there is no requirement to disclose financial information about the firm in this brochure.

**Item 19 — Requirements for State-Registered Advisers**

Not Applicable.

## **Appendix A — Conflicts of Interest**

The summary below sets out the types of Conflicts of Interest which may arise within JOHCM USA and the way in which they are managed.

### **General**

JOHCM USA and its UK-based parent company, JOHCM Ltd act as discretionary investment manager for a number of separate public and private funds and segregated institutional accounts. The investment mandates for these clients are such that a particular investment will be suitable for inclusion in a number of different portfolios.

Each portfolio is managed by a named senior portfolio manager and deputy. It is a key part of JOHCM Group's investment philosophy that these investment teams have the freedom, subject to agreed mandate restrictions, to make their own investment decisions.

Subject to any particular size or other constraints such as risk appetite contained in client mandates the proposed participation in an investment will be in proportion to the relative size of the portfolios managed by that investment team. However a different investment team may make different decisions or make similar decisions at different times in respect of the same investment.

### **Ownership and Group Relationships**

JOHCM USA is a wholly owned subsidiary of JOHCM Ltd. JOHCM USA makes use of a number of group wide services, including trade execution, middle office functions, investment oversight and compliance oversight. In this way the portfolio managers employed by JOHCM USA operate and support their clients in exactly the same way as their colleagues employed by JOHCM Ltd in London. No conflicts arise from these basic arrangements which are designed to provide a quality service to our clients.

JOHCM Ltd is itself a wholly owned subsidiary of Pental, an Australian listed investment management group, headquartered in Sydney, Australia. JOHCM Group operates as a stand-alone boutique within the Pental Group. Neither JOHCM USA nor JOHCM Ltd transacts any business for clients with Pental. No conflicts thus arise from our ownership structure.

### **Basis of remuneration**

The basis of JOHCM USA's remuneration, which is recorded in the investment management agreements with individual clients, may be different for different types of client portfolios. The percentage rate for the annual management charge is not the same for all accounts and in many cases, there will also be a performance fee payable which may be calculated on differing bases for different types of portfolios e.g. pooled fund or segregated.

The remuneration of the individual portfolio managers is a combination of some or all of a salary, a share of performance fees earned by the firm from the portfolios they manage or the

bonus pool of the particular business unit, and that which derives from their equity interest in JOHCM Group.

This remuneration schedule creates a potential conflict of interest because a portfolio manager may allocate more favorable trades to those accounts which pay higher fees in order to benefit themselves. To mitigate this risk JOHCM Group has an investment oversight process which is the responsibility of JOHCM's Investment Director, Sandy Black. Although portfolio structure and security selection is the responsibility of portfolio managers, formal peer group review meetings are held quarterly for each strategy. These are attended by the portfolio managers and the performance team and chaired by the Investment Director. At each meeting, performance between accounts with the same mandate is compared, and discrepancies challenged. Fund/account performance versus peers is also reviewed. The key contributors to performance by security and by market cap group are assessed.

In addition the remuneration of individual group employees is overseen by the Group Remuneration Committee.

### **Investment in Funds Managed by JOHCM Group**

Our employees, including the portfolio managers and traders, are permitted to invest in funds managed by JOHCM Group (PM Funds). This may create conflicts of interest, as the portfolio managers would have an incentive to favor the PM Funds by, for example, directing their best investment ideas to the PM Funds or allocating trades in favor of the PM Funds to the disadvantage of other accounts. They may also have an incentive to dedicate more time and attention to the PM Funds to give them better execution and brokerage commissions than our other clients. To mitigate this risk JOHCM Group has an investment oversight process which is the responsibility of JOHCM's Investment Director, Sandy Black. [See "Basis of Remuneration" above for a description of review process undertaken to mitigate this conflict]

### **Confidentiality of Information**

JOHCM Group operates a "need to know" approach and complies with all applicable laws in respect of the handling of confidential and price sensitive information in relation to its clients and their investment portfolios. Whilst the group is too small to operate any formal Chinese wall arrangements, access to confidential information is restricted to those who have a proper requirement for the information consistent with the legitimate interest of the client or the relevant part of the JOHCM Group.

### **Inside Information**

If employees are in receipt of inside information, JOHCM Group's policy requires that staff report it to Group Compliance which will result in a restriction on further trading in the securities of the relevant company.

### **Employee Personal Dealing**

All employees are subject to JOHCM Group's Employee Dealing Rules which places clear parameters on how and when they may deal in securities for their own account and their immediate family and include regular reporting of personal transactions and holdings.

### **Gifts & Entertainment**

The giving and receiving of gifts or entertainment are subject to JOHCM Group's policy which is designed to ensure that staff do not offer or give, solicit or accept in the course of normal business any inducement which is likely to create a conflict of interest.

### **Disclosure**

In certain circumstances, where a conflict of interest remains, we will seek the relevant client's consent to allow us to act ensuring that the client has enough information to allow it to make an informed decision.

### **Declining to Act**

Where we determine we are not able to manage the conflict in any other way, we may decline to act for the client.