



J. SAFRA SARASIN



Firm Brochure / Form ADV Part 2A

J. Safra Sarasin Asset Management (North America) Ltd

October 12, 2018



Firm Brochure / Form ADV Part 2A

J. Safra Sarasin Asset Management (North America) Ltd

Rue de la Corraterie 4
CH-1204 Geneva
Switzerland
Tel. +41 (0)58 317 64 00
Fax +41 (0)58 317 64 49

www.jsafrasarasin.com/northamerica

SEC no.: 801-112502
IARD/CRD no.: 292433

Item 1: Cover Page

This Form ADV Part 2A disclosure brochure (the “**Brochure**”) provides information about the qualifications and business practices of J. Safra Sarasin Asset Management (North America) Ltd (“**JSSAMNA**”, “**us**” or “**we**”). If you have any questions about the contents of this Brochure, please contact us at +41 (0)58 317 64 00 and/or jssamna@jsafrasarasin.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “**SEC**”) or by any state securities authority.

Additional information about us is also available on the SEC’s website at www.adviserinfo.sec.gov.

Please note that registration with the SEC as a registered investment adviser does not imply a certain level of skill or training.

The information in this Brochure is current as of the date indicated above and is subject to change at our discretion. We will provide you annually with a copy of our updated Brochure or a summary of material changes from the Brochure previously provided to you. In addition, you may also obtain a copy of our current Brochure at any time free of charge via the above-mentioned telephone number or e-mail address.

Item 2: Material Changes

This item contains a summary of the material changes that JSSAMNA has made to the initial version of its Brochure dated 25 January 2018 when filing the Brochure with the SEC in order to obtain registration approval as a SEC-registered investment adviser:

Item 15: Custody was updated to provide more information about:

- BJSS being viewed as a “Qualified Custodian” when acting as custodian bank of clients assets for which we provide investment advisory services; and
- JSSNMA having retained Deloitte SA, Switzerland, as independent public accountant in order to prepare an annual internal control report as well as (surprise) examination regarding client funds and securities held by the Qualified Custodian in accordance with Rule 206(4)-2 of the US Investment Advisers Act of 1940.

This Brochure also contains certain non-material changes.

Furthermore, JSSAMNA now also offers a wrap fee program to its clients, the details of which are contained in our Wrap Fee Program Brochure. If you are interested in the wrap fee program, you may obtain a copy of said brochure at any time free of charge by contacting us via telephone or e-mail.



Item 3: Table of Contents

Item 1: Cover Page	1
Item 2: Material Changes	1
Item 3: Table of Contents	2
Item 4: Advisory Business	3
Item 5: Fees and Compensation	4
Item 6: Performance-Based Fees and Side-by-Side Management	4
Item 7: Types of Clients	5
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	5
Item 9: Disciplinary Information	6
Item 10: Other Financial Industry Activities and Affiliations	6
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	8
Item 12: Brokerage Practices	8
Item 13: Review of Accounts	9
Item 14: Client Referrals and Other Compensation	10
Item 15: Custody	10
Item 16: Investment Discretion	10
Item 17: Voting Client Securities (Proxy Voting)	10
Item 18: Financial Information	11



Item 4: Advisory Business

About J. Safra Sarasin Asset Management (North America) Ltd (“JSSAMNA”, “us” or “we”)

JSSAMNA is a corporation organized under the laws of Switzerland with its head office and place of business in Geneva, Switzerland. We provide investment advisory services mainly to individuals, trusts, estates, charitable organizations and small corporations or similar small business entities residing in, or organized under the laws of, the United States of America (the “US”). JSSAMNA may, in certain limited cases, also advise other clients, such as US citizens resident outside the US.

We are a wholly owned subsidiary of J. Safra Sarasin Holding Ltd, Basel, Switzerland (“JSSH”). JSSH is indirectly owned via intermediate holding companies by members of the Joseph Y. Safra family with the indirect control over the voting rights vested in Mr. Joseph Y. Safra.

Please refer to the supplement of this Brochure (ADV Form Part 2B) to learn more about JSSAMNA’s key personnel.

About our investment advisory services

We specialize in tailored investment advisory services to high net worth clients and offer both discretionary asset management services as well as non-discretionary investment advisory services. In doing so, we will make recommendations based on your investment profile and objectives.

Our investment advisory services may cover a variety of asset classes in US and international markets, including cash in various currencies, equity and debt securities, mutual funds, fiduciary deposits, certain derivatives and (physical) precious metals. Depending on your investment profile and objectives, we may also consider other types of investments.

We are not registered as a broker-dealer with the SEC or any other US or non-US regulatory authority. Accordingly, we do not provide any brokerage services.

Discretionary Mandate

If you wish to have your assets managed on a discretionary basis, you must enter into a Discretionary Asset

Management Agreement (the “**Discretionary Mandate**”) with JSSAMNA. Under a Discretionary Mandate, we will manage your assets on a fully discretionary basis in line with the agreed investment strategy, taking into account your investment profile and objectives. We will be solely responsible for defining the asset allocation, making the underlying investments in your discretionary portfolio covered by the Discretionary Mandate and periodically review and adjust the discretionary portfolio in response to economic, political or market conditions.

We allow investment restrictions such as those related to specific securities, certain types of securities or industries. Any such restrictions imposed by you on our Discretionary Mandate may cause the selected investment strategy to differ in performance and risk profile from the unmodified mandate developed by our investment team, which may be used by other clients of JSSAMNA.

Advisory Mandate

If you wish to have your assets managed on a non-discretionary basis, you must enter into a Non-Discretionary Investment Advisory Agreement (the “**Advisory Mandate**”) with JSSAMNA. Under the Advisory Mandate, we will provide you with our investment views and recommendations upon request and in accordance with your investment profile and objectives. We may also periodically contact you and offer recommendations that we consider suitable and appropriate for you.

In contrast to the Discretionary Mandate, you will be solely responsible for making all investment decisions and we will not have any discretionary authority over your assets. We will furthermore not provide continuous and regular supervision of your non-discretionary portfolio covered by the Advisory Mandate and will not be responsible for proactively updating any previous investment views and recommendations in response to economic, political or market conditions.

For Advisory Mandates, we generally do not permit any investment restrictions as any restrictions in your non-discretionary portfolio would be self-imposed and controlled by you.

Assets under management

As of end of September 2018, we provided investment advice advisory services for USD 50.9 million in assets



under management, of which USD 26.4 million are in Discretionary Mandates and none USD 24.5 million are in Advisory Mandates.

Item 5: Fees and Compensation

Advisory Fee

For our investment advisory services, we are compensated on the basis of an investment advisory fee (the “**Advisory Fee**”) calculated at the end of each calendar quarter (31 March, 30 June, 30 September, 31 December) as a percentage of the entire assets (including cash) held in the client account(s) of the custodian bank that are covered by either the Discretionary Mandate or Advisory Mandate.

For our Discretionary Mandate and Advisory Mandate, the Advisory Fee is an annual rate of **1%** of your entire assets (including cash) in the mandate, subject to a minimum quarterly Advisory Fee of **CHF 5,000**.

We reserve the right to waive, discount, increase or otherwise negotiate our Advisory Fees.

Calculation and charging of the Advisory Fee

If Bank J. Safra Sarasin Ltd in Basel, Switzerland (“**BJSS**”), or another affiliate of JSSAMNA selected by you (together with BJSS the “**Affiliated Custodian**”), acts as custodian bank, the Advisory Fee will be calculated in Swiss francs based on the Affiliated Custodian’s market valuation of all of the assets (including cash) held in the client account(s) with the Affiliated Custodian that are covered by either the Discretionary Mandate or Advisory Mandate at the end of each calendar month during the quarter for which the Advisory Fee is charged. The Advisory Fee will be charged in arrears at the end of the quarter in your reference currency to your client account(s) with the Affiliated Custodian. In case the Discretionary Mandate or Advisory Mandate is terminated, the Advisory Fee for the entire last calendar month is charged in full. If your reference currency is not Swiss francs, then the debiting of the Advisory Fee will result in a foreign exchange transaction. The Affiliated Custodian will be compensated for effecting such a foreign exchange transaction.

In case of a non-affiliated custodian bank, the Advisory Fee will generally also be calculated by such custodian

bank’s market valuation of all of the assets (including cash) held in the account(s) with the selected non-affiliated custodian bank that are covered by either the Discretionary Mandate or Advisory Mandate. With respect to the charging of the Advisory Fee, we will discuss and agree on the debiting arrangement for the Advisory Fee with you and the non-affiliated custodian bank.

Other expenses

Our Advisory Fees do not include custodian bank fees, fees for trade settlement, foreign currency exchange transactions, brokerage commissions, wire transfer or any other fees or taxes (e.g. value added tax, Swiss stamp duty) imposed by the custodian bank, broker-dealers or other service providers. Our Advisory Fees also do not include any management or other fees charged by funds or issuers of other financial instruments you may be invested in. Depending on the services you request from the custodian bank or other service providers, you may additionally be charged for special services such as US tax reporting or reclaiming of withholding taxes. **All these fees will reduce the overall return of the investment advisory portfolio(s) covered by either the Discretionary Mandate or Advisory Mandate.**

Management fees to affiliates

If we or you invest in collective investment vehicles and similar products managed by an affiliate of JSSAMNA, that affiliate may be economically benefited through the receipt of a management fee for such products. We will not share such fees.

No other compensation

We do not accept any compensation for any sale of any financial instruments, referral of prospective clients or have any other type of revenue-sharing arrangement with another party unless disclosed otherwise. In addition, we do also not charge any transaction-based fees or fees for transmitting orders to broker-dealers for execution.

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

We do not charge performance-based fees.

Our policies and procedures aim to ensure that investment advisory portfolios are treated fairly and equitably



over time. Any investment decisions for such portfolios are made with specific reference to the individual investment profile and objective of each client. We may therefore give investment advice or exercise investment responsibility or take other actions for clients that may differ from the advice given, or the timing and nature of actions taken, for other clients. Investment results for different portfolios, including portfolios that are generally managed in a similar style, may also differ as a result of these considerations. Some clients may not participate at all in some investments in which other clients participate, or may participate to a different degree or at a different time.

Item 7: Types of Clients

As specified under Item 4, we provide investment advisory services to mainly high net worth individuals, trusts, estates, charitable organizations and small corporations or similar business entities who are residing in the US, or organized under US laws. We may, in certain limited cases, also advise other clients.

We consider that a minimum Discretionary Mandate or Advisory Mandate value of USD 2,000,000 allows for most efficient management and sufficient diversification. Investment advisory mandates with smaller values may be accepted based on specific circumstances and we may aggregate investment advisory mandates that have family, corporate or other relationships at our discretion.

We reserve the right to terminate your participation in a Discretionary Mandate or Advisory Mandate if the investment amount falls below the minimum value as described above. Under normal circumstances, we will not do so if such decrease in value is attributable to the performance of your Discretionary and/or Advisory Mandate.

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

Our investment team defines several investment strategies that are appropriate to different degrees of risk. All investments carry a risk of loss. The investment strategy you select must reflect the risk of loss you are willing to bear. The higher the expected returns you may have, the

greater the risk you could lose. We consider various factors to select the most suitable investment strategy for you. These factors could evolve over time and may change your risk tolerance, investment profile and objective as well as the investment strategy selected by you.

A conservative investment strategy may allow you to seek a modest level of losses and returns, while accepting low risk and low fluctuation to your initial principal. This strategy may not generate significant income and may not keep pace with inflation.

An aggressive or growth-oriented investment strategy may allow you to maximize returns over time, but require you to accept a very high level of risk and fluctuation to your initial principal. Aggressive investors may lose most or all of the initial principal invested.

In between, a balanced investment strategy may expose your initial principal to moderate risk and return expectation. However, all or a portion of your initial principal could still be lost.

It is of highest importance that we apply sound methods of analysis and investment strategy to your investment advisory mandate. Our investment team periodically organizes an investment committee, where investment views are formulated and translated into asset allocation decisions. We take into consideration economic, political and market factors, such as gross domestic product, inflation, short and long-term interest rates. The asset allocation decisions may impact each risk profile and their related investment strategies.

Our investment strategies and investment advice involve financial instruments with varying risk degrees, from lower risk (e.g. cash and high quality debt securities) to higher risk investments (e.g. equity securities). Currency allocation, country exposure and sector weighting are key elements, which may substantially change the risk of any investment. We generally allocate a higher portion of low risk financial instruments to conservative strategies, while growth strategies will be more exposed to riskier financial instruments.

In a broad perspective, we tend to invest in companies benefitting from strong balance sheets, stable earnings and efficient management for a long-term period. We



avoid most of the time micro-cap securities, unstable countries, leverage and businesses that we do not understand. We do not engage in “day trading”, “high frequency trading” or any excessive trading generally regarded as “churning”.

We regularly monitor your discretionary portfolio and usually review its asset allocation, typically on a monthly basis, but not less frequently than quarterly. We may engage in more financial instrument transactions on behalf of clients during any particular quarter depending on market conditions or changes in client investment strategy.

Generally speaking, all investments are subject to a risk of financial loss that you should be prepared to bear. You must understand the factors that can potentially lead to such loss. Example of common risk types may include, without limitation:

- Market risk: prices in any investment can go up and down rapidly and unpredictably, caused by macroeconomic factors, such as economic developments, changes in interest rates, political changes, and other catastrophic events;
- Interest rate risk: debt securities can fluctuate in value as interest rates change. Central banks may change interest rates at various times during the business cycle, which may affect corporate debt's income and performance. Also, debt securities with longer maturity will typically be more sensitive to changes in interest rates compared to similar ones with a shorter maturity;
- Credit risk: credit risk is associated with the uncertainty in an issuer's ability to meet its obligation to pay interest and/or principal, or even go bankrupt (sometimes referred to as solvency risk);
- Liquidity risk: due to low trading volume, you could be exposed to the risk of not being able to sell, or buy, a specific financial instrument. This generally happens with companies having a small market capitalization or debt security during period of stress; for instance, debt securities rated below investment grade, also called “high yield bonds”, offer better yield, but are generally more volatile and less liquid than other debt securities;
- Foreign exchange risk or currency risk: this risk generally arises from the change in value of one currency against another. Currency exchange rates can be

extremely volatile, especially during times of political or economic unrest, or as a result of actions taken by central banks. The risk depends on which level your investment advisory portfolio will be allocated to your reference currency versus another;

- Foreign/Emerging markets risk: foreign/emerging markets are affected by global economic factors and generally do not have the level of market efficiency and strict standards in accounting and securities regulation than in developed countries. Some foreign/emerging markets may also have less trading volume, which may make it more difficult to sell a financial instrument. You must understand that investing in foreign/emerging markets come with much greater risk due to political instability, domestic problems and currency volatility and may trigger larger and more frequent price changes in the short term; and
- Concentration risk: we usually describe concentration risk when the allocation to a market segment or a company is higher than others. This could be related to a country, a company, an industry or any specific financial instruments invested. The concentration risk may lead to an increased risk (or opportunity) for additional loss (or profit).

Item 9: Disciplinary Information

As of the date of this Brochure, there is no disciplinary information to report.

Item 10: Other Financial Industry Activities and Affiliations

General comment

As described under Item 4, JSSAMNA is a wholly owned subsidiary of JSSH. JSSH also owns BJSS, a Swiss bank licensed and supervised by the Swiss Financial Market Supervisory Authority FINMA with its principal office in Basel, Switzerland. BJSS provides banking and investment services for private and institutional clients in Switzerland and abroad. Neither JSSH nor BJSS are registered with the SEC as a broker-dealer or investment adviser or with any other US regulatory authority. As part of the JSSH Group, JSSAMNA is subject to the consolidated supervision of the JSSH Group.



While JSSAMNA and other entities of the JSSH Group do not share any staff, our Chairman also serves as director and/or executive manager of BJSS and other entities of the JSSH Group.

JSSAMNA is a member of the Swiss Association of Asset Managers (SAAM), which is a Swiss self-regulatory organization (SRO) supervised by the Swiss Financial Market Supervisory Authority FINMA in the context of combating money laundering and the financing of terrorism.

Material relationships with affiliated entities

There are various forms of arrangements between JSSAMNA and its affiliates as described further below, some of which inherently involve material conflicts of interest. Before utilizing the services described below, you should understand these arrangements and the conflicts they pose. While we generally believe that BJSS and other affiliates identified below provide services of comparable quality and, to the extent applicable, at comparable prices to other market participants, we do not independently evaluate, and we do not represent, whether that is or remains the case. Furthermore, JSSAMNA requires its affiliates to limit the use of any information to the purpose for which it was provided and to keep them confidential in accordance with applicable laws and regulations. More details are available in our Privacy Notice.

- Custody and banking services: you may select BJSS or one of certain other affiliates of JSSAMNA as custodian bank for assets covered by our investment advisory services. Depending on your country of residence and the Affiliated Custodian, you may obtain limited complementary banking services from the Affiliated Custodian as permitted under the local requirements in your home jurisdiction. The fees for the Affiliated Custodian's services may be more or less favorable than those that may be obtained from non-affiliated third-parties. We are not party to any of the Affiliated Custodian's services and do not receive compensation in relation to these arrangements. While our Advisory Fees will be deducted directly from your account(s) with the Affiliated Custodian, we do not have custody of your assets. You will furthermore receive periodic account statements for your investment advisory portfolio directly from the Affiliated Custodian. In addition, the Affiliated Custodian may charge fees for effecting foreign ex-

change transactions or other services, which are charged in addition to any custodial fees.

- Execution services: for your investment advisory portfolio, JSSAMNA will, consistent with our duty of best execution, route securities orders to either Safra Securities LLC ("**Safra Securities**"), an affiliate that is registered as a broker-dealer with the SEC and a member of the US Financial Industry Regulatory Authority (FINRA) or other broker-dealers as disclosed further in Item 12 below. Fees charged to JSSAMNA by Safra Securities will be passed through and charged to you except for brokerage commissions that may be charged for certain non-US securities by third party brokers used by Safra Securities that will be charged to you directly as part of the purchase price of the security. The fees for Safra Securities' services may be more or less favorable than those that may be obtained from non-affiliated third-parties. We do not receive compensation in relation to this arrangement.
- Cash/Currency accounts: cash investments in various currencies in your investment advisory portfolio are held with the Affiliated Custodian as custodian bank and you are therefore exposed to the credit risk of the Affiliated Custodian. Moreover, if you hold cash or assets denominated in multiple currencies, you will be exposed to fluctuating exchange rates between and among those currencies.
- Fiduciary deposits: unless instructed otherwise by you, fiduciary deposit investments in your investment advisory portfolio will be placed via the Affiliated Custodian in their own name, but at your risk with the Affiliated Custodian's recommended fiduciary counterparties at the point of time of the investment. The fiduciary counterparties are generally affiliates of the Affiliated Custodian and such placements are therefore exposed to the credit risk of such affiliates as well as the Affiliated Custodian itself. We, and the Affiliated Custodian, have a financial incentive to make such fiduciary deposit investments with such affiliates.
- Derivatives: over-the-counter derivative investments in your investment advisory portfolio such as foreign exchange forwards will be placed with the Affiliated Custodian and you are therefore exposed to the credit risk of the Affiliated Custodian. The Affiliated Custodian charges fees in connection with such



transactions, and accordingly we have a conflict of interest in selecting the Affiliated Custodian.

- Precious metals: precious metal investments in your investment advisory portfolio are held with the Affiliated Custodian as custodian bank. In case that precious metal investments are not held in physical form, you are exposed to the credit risk of the Affiliated Custodian.
- Research and joint investment meetings: in addition to research obtained by non-affiliated entities, JSSAMNA may obtain research reports prepared by BJSS and participate in periodic investment meetings in order to share macroeconomic views, asset allocation and investment ideas. We are not required to follow or agree with these views and ideas of BJSS, and our investment team has the discretion to take positions for your investment advisory portfolio that deviate from the ones taken by BJSS.
- Shared premises: JSSAMNA and BJSS are located in the same building and we share office space and common areas. However, our own workspace and documents storage room stay physically segregated from those of BJSS and any information related to current, former and prospective clients are kept confidential. Appropriate access controls are enforced to comply with this rule.
- Corporate support services: BJSS provides various support services that are generally unrelated to our investment advisory services to you such as facility management, IT and telephone infrastructure, human resources, mailing services, controlling or legal support.

Relationships with unaffiliated entities

Instead of an Affiliated Custodian, you may select a non-affiliated custodian bank to provide custodial and other services. If you select a non-affiliated custodian bank, we will work with this custodian bank to ensure that you receive periodic account statements for your investment advisory portfolio directly from the custodian bank.

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

We have adopted a Code of Ethics which sets forth standards of business conduct that apply to all our employees, reflect our fiduciary obligations to act in your

best interest, and addresses prevention of any conflict of interest associated with the personal trading activities of our employees and certain members of their families. All of them must periodically submit specific reports which reflect their current personal securities holdings, as well as their most recent securities transactions. Our Chief Compliance Officer reviews these reports on a regular basis and ensures our employees or certain members of their families do not take inappropriate advantage of their positions in relation to your investment advisory portfolio.

We also have policies and procedures that are designed to prevent the misuse of material and non-public information which may become available to us via you or other means. Our employees are prohibited from using such information for you, their benefit or the benefit of third parties.

Any employee who fails to respect the provisions of the Code of Ethics can be subject to sanctions, which may include verbal warnings, suspension of personal trading rights, disgorgement of profits and, in most severe cases, the possibility of dismissal or to be reported to the relevant authorities.

We can provide you with a copy of our Code of Ethics upon request.

Item 12: Brokerage Practices

Broker-dealer selection

We have an obligation to seek “best execution” for client transactions. Best execution generally refers to the execution of transactions in such a manner that the total costs or proceeds in each transaction are the most favorable under the circumstances. The SEC defines best execution as “best qualitative execution” and not merely the lowest possible execution cost. When evaluating the quality of execution provided by our selected broker-dealers, we will review the following factors:

- On the broker-dealer’s side: financial strength, markets coverage, settlement efficiency, quality of communication, level of commission vs. peers and ability to maintain confidentiality.



- On the custodian bank's side: ability to settle trades with a delivery-against-payment model with the broker-dealer.

JSSAMNA normally uses the following two broker-dealers:

As disclosed in Item 10 above, we have selected Safra Securities, an affiliated broker-dealer for securities execution services because we believe that Safra Securities offers an attractive platform for our business model while, at the same time, Safra Securities meets the above-mentioned "best quality execution" criteria.

We have furthermore selected Robert W. Baird & Co. Incorporated ("**Baird**"), a non-affiliated entity that is registered as a broker-dealer with the SEC and a member of the US Financial Industry Regulatory Authority (FINRA) for securities execution services. Through its international network and 24 hour trading desk, Baird offers next to competitive commissions in particular real-time access during European and Asian market hours. As part of JSSAMNA's arrangement with Baird, we also obtain access to Baird's proprietary research as an additional channel of independent research.

We will periodically review the arrangements with Safra Securities and Baird. In addition, we reserve the right to use other firms, in addition to or in place of, Safra Securities and Baird, as we deem warranted.

Research and other soft dollar benefits

We did not select Safra Securities and Baird, and will generally not in the future select any other broker-dealer, for securities transactions based upon a soft commission or soft dollar arrangement.

We receive third party research via Safra Securities as well as proprietary research prepared by Baird and BJSS, including periodically and publically available newsletters as well as access to their research platform. These materials are provided to us free of charge, i.e. do not result in a different level of commissions or fees charged, and not subject any transaction volume directed to a particular broker-dealer. We do not consider the provision of research or other services when evaluating execution services.

Directed brokerage

As explained above, we use Safra Securities and Baird for execution of client transactions. We do not permit clients to direct or use any other specific broker-dealers for any client transactions. Not all investment advisers do this. As a result, we may not be able to achieve the most favorable execution and this practice may increase your transaction costs, such as by the charge of a brokerage commission for transactions in certain non-US securities. However, we believe that in consideration of the "best qualitative execution" criteria described above, the selected broker-dealer and settlement process with the custodian bank provide for the most favorable result for you over time.

Trade aggregation and/or allocation of investment opportunities

We may aggregate or pool trade orders to buy or sell financial securities in a way to seek the most favorable execution and to lower brokerage commissions. All affected investment advisory portfolios will receive the same average execution price. We endeavor to allocate executed trades and/or investment opportunities on a fair and equitable basis, without favoring any portfolio or client. In cases when an order is partially completed, we will allocate both the traded financial instruments and related external broker's commissions on a pro rata basis.

We cannot guarantee the equal participation of each client in every investment opportunity or every transaction. In certain instances such as the limited availability of publicly traded securities or over-subscribed public offerings, it may not be possible to allocate a transaction pro rata, especially if clients have materially different sized portfolios or if post-trade allocation becomes substantially different from pre-trade allocation due to minimum round lots not reached. In those cases, we randomly allocate executed trades.

Item 13: Review of Accounts

After entering into a business relationship with us, each client and investment advisory portfolio is assigned to a Client Relationship Manager.

With respect to Discretionary Mandates, our investment team regularly monitors your discretionary portfolio, typi-



cally on a monthly basis but not less frequently than quarterly. Each review generally includes consideration of the following matters:

- compliance with agreed investment strategy, i.e. asset allocation, investment restriction, product suitability;
- consistency of your investment objectives with your risk profile; and
- any conflicts of interest that may exist.

In addition, the appointed Client Relationship Manager reviews the investment objectives for all assigned investment advisory portfolios on an annual basis.

Apart from the regular monthly statement provided by the custodian bank, we inform you as often as agreed, but no less frequently than annually, about the performance and the balance of your investment advisory portfolio.

Item 14: Client Referrals and Other Compensation

We may from time to time refer clients to or receive referrals from other entities of the JSSH Group, but we do not receive or pay any remuneration for such referrals.

Occasionally, we may enter into an arrangement with a non-affiliated solicitor who may refer prospective clients to us for compensation. Any referral fee is generally calculated based on a percentage of assets under management of the referred investment advisory portfolio, or of the fees that we earn on those assets, and will be disclosed to referred prospective clients before entering into a business relationship with us. Any referral fee paid to a solicitor will not result in any increase of the generally applicable Advisory Fee or any additional charges to you.

Item 15: Custody

We do not have direct custody of any client assets. As specified under Item 10, you may choose BJSS, certain other affiliates of JSSAMNA, or a non-affiliated custodian bank as custodian. You should carefully review the accuracy of any account statement sent by your custodian bank. We will work with your custodian bank to ensure that account statements are directly sent to you.

Where BJSS acts as custodian bank of client assets for which we provide investment advisory services, BJSS is viewed as a "Qualified Custodian" and subject to certain requirements as defined in Rule 206(4)-2 of the US Investment Advisers Act of 1940 (the "**Custody Rule**"). BJSS will send quarterly (or more frequent) account statements directly to clients. Furthermore, and in accordance with the Custody Rule, JSSAMNA has an internal control report prepared by an independent public accountant on an annual basis who in addition also conducts a (surprise) examination regarding client funds and securities held by the Qualified Custodian once a calendar year. We have retained Deloitte SA, Switzerland, as independent public accountant. Upon request, you may request from us a copy of the internal control report prepared by Deloitte SA, Switzerland.

Item 16: Investment Discretion

Based on a Discretionary Mandate and power of attorney for the management of assets granted by you on the discretionary portfolio held at the custodian bank, we will have full discretionary authority to manage your discretionary portfolio, including the authority to purchase or sell any financial instrument in accordance with the agreed investment strategy. In addition, we may be granted authority to instruct your custodian bank to debit and pay our quarterly Advisory Fees.

We allow investment restrictions such as those related to specific securities, certain types of securities or industries. Any such restrictions imposed by you on our Discretionary Mandate may cause the selected investment strategy to differ in performance and risk profile from the unmodified mandate developed by our investment team, which may be used by other clients of JSSAMNA.

Item 17: Voting Client Securities (Proxy Voting)

JSSAMNA does not accept proxy voting responsibility for securities held in your non-discretionary portfolio. You must arrange for any corporate action information or proxy voting directly with your custodian bank.

With respect to any discretionary portfolio, and subject to us having received the necessary information from the



custodian bank in time, we will exercise our investment judgement for corporate actions such as tender or exchange offers, subscription rights, option and conversion rights or redemption rights. For all other votes, such as voting for directors, you remain solely responsible. Furthermore, we will not advise you on or make any elections with respect to reorganizations, bankruptcy proceedings or class action lawsuits involving an issuer of financial instruments held in your investment advisory portfolio. You must arrange for any such information to be obtained directly from your custodian bank.

Upon request, you may obtain a copy of our proxy voting policy and procedures related to your investment advisory portfolio.

Item 18: Financial Information

We are in sound financial standing and do not have any condition reasonably likely to impair our ability to meet our contractual commitments to you.

J. Safra Sarasin Asset Management (North America) Ltd

Rue de la Corraterie 4

CH-1204 Geneva

Switzerland

Tel. +41 (0)58 317 64 00

Fax +41 (0)58 317 64 49

www.jsafrasarasin.com/northamerica