

**Item 1 – Cover Page**



**Seafarer Capital Partners, LLC  
Form ADV Part 2A – Disclosure Brochure  
October 8, 2019**

1100 Larkspur Landing Circle, Suite 375  
Larkspur, CA 94939

Phone: +1 (415) 578-9080  
Email: [contact@seafarerfunds.com](mailto:contact@seafarerfunds.com)  
Website: [www.seafarerfunds.com](http://www.seafarerfunds.com)

This brochure provides information about the qualifications and business practices of Seafarer Capital Partners, LLC ("Seafarer," the "Firm," or the "Adviser"). If you have any questions about the contents of this brochure, please contact us via phone at (415) 578-9080, or via email at [contact@seafarerfunds.com](mailto:contact@seafarerfunds.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 Seafarer is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Seafarer is registered as an investment adviser under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Please note: such registration does not imply a certain level of skill or training.

## **Item 2 – Material Changes**

The Material Changes section of this brochure will be included as part of the brochure's next annual update in 2020.

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#### **Item 4 – Advisory Business**

Seafarer was founded in 2011 as a Delaware limited liability company. Seafarer was founded by Andrew Foster and Michelle Foster, who serve as the Firm’s Chief Investment Officer and Chief Executive Officer, respectively.

The Firm is wholly owned by its founders and employees. The principal owner is the Andrew Theodore Foster and Michelle Marie Foster Revocable Living Trust, which is owned and controlled by Andrew Foster and Michelle Foster.

Seafarer has no affiliated organizations or subsidiaries.

Seafarer provides continuous investment management services to client portfolios based on each client’s individual investment objectives, guidelines and/or restrictions, within the framework of the Firm’s investment approach (described below).

Seafarer’s primary business is to manage investment portfolios for institutional clients. Seafarer’s institutional clients include two U.S.-registered investment companies (“mutual funds”), each a series of the Financial Investors Trust, an open-end, management investment company organized as a Delaware Statutory Trust.

Seafarer may act either as the adviser or as the sub-adviser to its clients’ investment portfolios.

Seafarer currently advises two mutual funds registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”), the Seafarer Overseas Growth and Income Fund (SFGIX/SIGIX) and the Seafarer Overseas Value Fund (SFVLX/SIVLX) (each a “Fund” and collectively the “Funds”).

Seafarer currently offers two investment strategies, a “growth and income” strategy, utilized by the Seafarer Overseas Growth and Income Fund, and a “value” strategy, utilized by the Seafarer Overseas Value Fund.

#### *Growth and Income Strategy*

Seafarer’s “growth and income” strategy operates by investing in a range of securities and asset classes from markets around the world. The strategy’s geographic focus pertains to overseas securities markets, particularly those typically considered “emerging” or “frontier” markets, although the strategy may occasionally utilize securities originating from selected “developed” markets as well. Such markets include, but are not limited to, those found in the countries of Africa, East and South Asia, Emerging Europe, Latin America, and the Middle East.

Asset classes include publicly-listed common and preferred equities, corporate debt and convertible bonds, sovereign debt, short-term currency-related contracts, short-term U.S. government securities, and other cash-like instruments. The strategy may invest in securities denominated in U.S. dollars or in foreign currencies.

The strategy seeks to provide long-term capital appreciation along with some current income; it also seeks to mitigate adverse volatility in returns.

Portfolios managed using this strategy are generally comprised of securities identified through an individual security selection process based on fundamental research. The strategy invests predominantly in the securities of companies that the Adviser believes are capable of producing sustained growth over long periods of time, while simultaneously paying substantial and growing dividends.

The strategy's intent is to offer investors a relatively stable means of participating in developing countries' growth prospects, while attempting to mitigate adverse volatility in returns.

The strategy may invest in the securities of issuers from developing countries that include, but are not limited to:

*Africa:* Botswana, Ghana, Kenya, Mauritius, Morocco, Nigeria, Tunisia, South Africa, and Zimbabwe

*East and South Asia:* Bangladesh, China, India, Indonesia, Malaysia, Pakistan, Philippines, South Korea, Sri Lanka, Taiwan, Thailand, and Vietnam

*Emerging Europe:* Bosnia and Herzegovina, Bulgaria, Croatia, Czech Republic, Estonia, Georgia, Greece, Hungary, Lithuania, Kazakhstan, Poland, Romania, Russia, Serbia, Slovenia, Turkey, and Ukraine

*Latin America:* Argentina, Brazil, Chile, Colombia, Jamaica, Mexico, Peru, and Trinidad and Tobago

*Middle East:* Bahrain, Egypt, Jordan, Kuwait, Lebanon, Oman, Palestine, Qatar, Saudi Arabia, and United Arab Emirates

The strategy may also invest in the securities of issuers from selected foreign developed countries, which in the Firm's opinion have significant economic and financial linkages to developing countries. Such countries include, but are not limited to, Australia, Hong Kong, Ireland, Israel, Japan, New Zealand, Singapore and the United Kingdom.

#### *Value Strategy*

Seafarer's "value" strategy operates by investing in a range of securities and asset classes from markets around the world. Asset classes include publicly-listed common and preferred equities, corporate debt, short-term currency-related contracts, short-term U.S. government securities, and other cash-like instruments. The strategy may invest in securities denominated in U.S. dollars or in foreign currencies.

A portfolio managed using this strategy will generally be comprised of securities identified through an individual security selection process based on fundamental research. The Adviser employs a "value" style of investing for this strategy. A "value" style of investing emphasizes investing in companies that currently have low or depressed valuations, but which also have the prospect of achieving improved valuations in the future. This strategy seeks to produce a minimum long-term rate of return by investing in securities priced at a discount to the Adviser's estimates of their intrinsic value.

The strategy's geographic focus pertains to overseas securities markets, particularly those typically

described as “emerging” or “frontier” markets. The strategy invests primarily in companies located in, and securities issued by the governments of, such markets. The strategy may invest in the securities of issuers from developing countries that include, but are not limited to:

*Africa:* Botswana, Ghana, Kenya, Mauritius, Morocco, Nigeria, Tunisia, South Africa, and Zimbabwe

*East and South Asia:* Bangladesh, China, India, Indonesia, Malaysia, Pakistan, Philippines, South Korea, Sri Lanka, Taiwan, Thailand, and Vietnam

*Emerging Europe:* Bosnia and Herzegovina, Bulgaria, Croatia, Czech Republic, Estonia, Georgia, Greece, Hungary, Lithuania, Kazakhstan, Poland, Romania, Russia, Serbia, Slovenia, Turkey, and Ukraine

*Latin America:* Argentina, Brazil, Chile, Colombia, Jamaica, Mexico, Peru, and Trinidad and Tobago

*Middle East:* Bahrain, Egypt, Jordan, Kuwait, Lebanon, Oman, Palestine, Qatar, Saudi Arabia, and United Arab Emirates

The strategy may also invest in the securities of issuers from selected foreign developed countries, which in the Firm’s opinion have significant economic and financial linkages to developing countries. Such countries include, but are not limited to, Hong Kong and Singapore.

#### *Client Accounts*

Seafarer manages client accounts on a discretionary basis. Seafarer manages each Fund in accordance with its written investment objectives, strategies and guidelines, as disclosed in the Funds’ registration statement. Seafarer manages other advisory clients’ assets based on the individual needs of the client, which are stated in the written investment objectives and guidelines set forth in the client’s advisory agreement or other agreement.

Seafarer cannot guarantee or assure clients that their investment objective(s) will be achieved. Seafarer does not guarantee the future performance of any client's account, or any specific level of performance, or the success of any investment decision or strategy that the Firm may use, or the success of the overall management of any account. Seafarer does not guarantee any client portfolio against loss. The investment decisions that Seafarer makes for client accounts are subject to various market, currency, economic, political and business risks, and the risk that investment decisions will not always be profitable. Many of those risks are discussed in Item 8 (“Methods of Analysis, Investment Strategies and Risk of Loss”), which all prospective clients should review carefully before deciding to engage Seafarer’s services.

Since Seafarer’s investment services focus on foreign securities markets, and emerging markets in particular, the services may not constitute a complete or balanced investment program. They should represent only part of an investor’s portfolio.

Seafarer from time to time publishes market commentaries on its website and through email subscriptions, and also makes this information available through various social media platforms. These

materials are for educational purposes only and should not be construed as investment advice.

Seafarer does not participate in wrap fee programs.

As of October 8, 2019, Seafarer managed \$1.5 billion in client assets on a discretionary basis. The Firm does not advise any client assets for which it does not have discretionary authority.

## **Item 5 – Fees and Compensation**

### *Management Fees: The Funds*

For each Fund, Seafarer is compensated by fees paid pursuant to a written investment advisory agreement with the Financial Investors Trust. Seafarer's management fee is calculated as a percentage of each Fund's pro rata share of the Funds' combined average daily net assets. The fee is accrued by each Fund daily and is payable monthly in arrears. Seafarer's management fee for each Fund is stated in the Funds' Prospectus.

For each Fund, the Firm has contractually agreed to waive a portion of its fees and reimburse certain other expenses to limit the Fund's total annual operating expenses (inclusive of acquired fund fees and expenses, and exclusive of brokerage expenses, interest expenses, taxes and extraordinary expenses) to the level for each of the Fund's shares classes set forth in the Fund's Prospectus (the "Expense Limitation Agreement"). The Firm is entitled to reimbursement of fees waived or expenses reimbursed under the Expense Limitation Agreement under certain circumstances identified in the Funds' Prospectus.

### *Management Fees: Other Clients*

Before providing services to a client, Seafarer will enter into a written investment advisory agreement with the client setting forth the specific manner for charging management fees. Management fees are negotiated with each client, and will therefore vary from client to client.

Management fees vary by client based on the different services (and different levels of service) required by each client. For non-charitable clients, Seafarer charges standard fees for each service (and service level) it renders, regardless of the nature of the client or the underlying investors within the client account. Seafarer may offer discounted fees to clients that it believes pursue a legitimate charitable purpose.

Specifically, the main factors that may cause advisory fees to vary between clients include, but are not limited to, the following:

- a) Seafarer will differentiate fees based on its role as an investment adviser. Specifically, Seafarer's fee schedule will distinguish between public funds for which it acts as adviser and sponsor, and accounts that it sub-advises. An advisory role requires greater entrepreneurial risk, capital outlay, and service requirements compared to a sub-advisory role. Supplemental service requirements might include enhanced compliance services, shareholder communications, and miscellaneous shareholder services.
- b) Seafarer will differentiate its fee schedule for accounts that pursue materially complex or disparate strategies (*e.g.*, geographical breadth, asset classes, or specialization such as

- capitalization size).
- c) Seafarer will offer differentiated fees to accounts that are subject to different liquidity requirements (*e.g.*, accounts that offer daily subscription and redemption privileges, versus monthly or quarterly privileges).
  - d) Seafarer may differentiate fees based on other client-related services it must render, or client-driven costs that it incurs (*e.g.*, reporting, co-administration and shareholder services).
  - e) Seafarer may offer discounted fees to clients that it believes pursue a legitimate charitable purpose.

Other advisory firms may charge different or lower fees for comparable services.

Generally, Seafarer's management fees are calculated at an annual rate, payable monthly in arrears, and based on the average daily value of the client's portfolio. Fees may be prorated for periods of less than one month, as applicable. Upon termination of any account, any earned, unpaid fees will be due and payable. For each client account, Seafarer submits a bill to the client or its designee or otherwise arranges for the client to pay its fees. Seafarer does not have authority to deduct its management fees from any client account, and clients do not pre-pay advisory fees to the Firm.

#### *Other Costs*

In addition to those fees set out above, clients may incur fees and expenses from other service providers. Such fees and expenses may include custodial fees, sales charges, taxes, foreign investment license fees, wire transfer and electronic funding fees, administrative fees, printing fees, legal expenses, regulatory fees, transaction costs, brokerage commissions, and other fees and taxes charged by broker-dealers and other counterparties in connection with effecting client transactions. For reference, Seafarer's brokerage practices are discussed in more detail in Item 12 ("Brokerage Practices"). The Funds also bear other ongoing expenses, including SEC fees, administrative fees, trustee expenses, and audit fees.

These fees and commissions from other service providers are in addition to Seafarer's management fee; they are paid to other parties, and Seafarer does not receive any portion of these amounts.

Neither Seafarer nor any persons under its supervision accept any compensation for the sale of securities or other investment products, such as asset-based sales charges or service fees from the sale of mutual funds.

#### **Item 6 – Performance-Based Fees and Side-By-Side Management**

Seafarer does not charge performance-based fees to any client. In other words, the Firm does not charge fees based on a share of the capital gains produced within a client's account. Seafarer's fees, as described in Item 5 ("Fees and Compensation"), are asset-based; Seafarer does not manage accounts with performance fees alongside accounts with fees that are asset-based.



## **Item 7 – Types of Clients**

Seafarer manages investment portfolios for institutional clients. Seafarer's institutional clients include two U.S.-registered investment companies (the Funds).

Seafarer serves as the investment adviser to the Funds. The minimum initial investment amount for each Fund is \$2,500 (or \$1,000 for certain retirement accounts).

In addition, Seafarer may offer investment advisory or sub-advisory services to other institutional clients, including other mutual funds or other regulated, commingled investment vehicles; private funds; pension and profit sharing plans; corporations; insurance companies; charitable institutions; foundations; endowments; or individuals, trusts, estates, or other entities for an individual's benefit.

Seafarer offers investment advisory services predominantly to commingled funds, but in certain circumstances the Firm is willing to offer services in a separate account format. The minimum investment for a separate account is negotiable depending on the nature and requirements of the account in question, but is generally in excess of \$100 million.

Seafarer, in its sole discretion, may reject any client account.

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

### *Investment Philosophy*

Seafarer believes that **disciplined active management**, based on fundamental analysis and applied over a long-term horizon, may enhance investment performance and mitigate portfolio volatility.

Seafarer believes that **structural inefficiencies** exist within the financial markets of most developing countries. These inefficiencies can give rise to persistent mispricing of individual securities. Such inefficiencies may result from pronounced fluctuations in liquidity conditions, which can distort valuations; alternatively, they may arise from information asymmetries, where market participants misjudge the quality and growth prospects of a given business.

Seafarer further believes that **most benchmark indices used to measure the performance of developing markets** may incorporate certain shortcomings or biases. These biases mean that popular benchmarks may not fully represent the underlying economic and financial activity that they are supposed to track.

Seafarer thinks **the presence of these two anomalies** – mispriced individual securities, and benchmarks that incorporate biases – might provide an opportunity to enhance long-term investment performance for the benefit of shareholders.

Seafarer believes that **fundamental research on individual companies** is the best means by which to capitalize on persistent inefficiencies in financial markets. Seafarer constructs portfolios from the "bottom up," meaning that it selects individual securities based on their specific merits.

Seafarer believes its process is best suited to a **long-term investment horizon**. Seafarer avoids chasing short-term investment themes or trying to time markets.

**Seafarer's objective** is to provide long-term investment portfolios that participate in the opportunities afforded by the growth and progress in the developing world. **Seafarer's goal** is to build lasting wealth for its clients over time.

#### *Investment Process*

Seafarer employs a bottom-up, fundamental investment approach.

Seafarer may utilize emerging markets growth and income or value strategies on behalf of its clients. Seafarer is a "long only" investor, meaning that it does not short-sell securities.

Seafarer **finds ideas for its portfolios** from a variety of methods, including but not limited to:

- Company meetings and interviews
- First-hand observations in overseas markets, combined with understanding of various regional, country and sector trends
- External and internal research
- Financial screening and analysis

Seafarer **prioritizes its research activities** based on its findings regarding its clients' benchmark indices. If Seafarer perceives that a given client's index suffers from certain shortcomings, biases or flaws (e.g., it under-represents a given sector or country), Seafarer will attempt to exploit such flaws by prioritizing its research accordingly.

Apart from its research on its benchmark indices, Seafarer's **research process is "bottom-up"** in its orientation. This means that Seafarer assesses the specific merits of individual securities and the companies that issued them. Seafarer believes that the best way to capitalize on security mispricings and market inefficiencies is to focus on the business fundamentals of individual companies – their growth, their financial health, and their long-term prospects. Macro opportunities and risks are considered via their potential impact on a given company's business model and financial performance.

As Seafarer researches companies, it conducts **onsite visits** to investigate most companies' prospects firsthand. Doing so allows Seafarer to challenge its own assumptions and to build a deeper understanding of each company's economic model and corresponding value.

When researching a security with the intent to add it to a client's portfolio, Seafarer's objective is to **hold it over an extended period of time**. In doing so, Seafarer's intent is for the client to capture returns arising from both improved valuations and the intrinsic growth of the underlying business.

As Seafarer's investment team researches companies, the team **concentrates on five questions**:

1. What are the key drivers of business success?
2. What are the key drivers of cash flow?
3. What is the control structure of the company?
4. What are the sources of corporate value?
5. What are the governance (e.g. environmental stewardship, social impact, and corporate governance, "ESG") risks and benefits?

These questions help Seafarer assess the potential value of a given issuer's business, the likelihood that the potential value could be realized in a manner beneficial to minority investors, and that the various risks associated with the issuer's securities (e.g., liquidity, financial, governance) may be reasonable in light of the potential returns available from those securities.

Based on its research findings, Seafarer attempts to **construct diversified portfolios** for its clients, with the intent to balance exposures to multiple sources of risk (e.g., geography, sector, currency, liquidity, company size). Seafarer attempts to avoid excess turnover so as to reduce associated costs.

Seafarer aims to build diversified and low-turnover portfolios that closely resemble the market portfolio – in other words, Seafarer intends for its portfolios to **represent the underlying economic activity in select developing markets**, and avoid the biases and shortcomings that Seafarer believes are inherent in standard benchmarks in the developing world. Emerging market index providers place a high premium on facilitating scalable investment within their benchmarks; in doing so, they often sacrifice fidelity to economic reality.

Under normal market conditions, Seafarer manages clients' portfolios toward full investment. Seafarer's aim is to invest across cycles, so as to capture the long-term benefits of perceived market inefficiencies. In practical terms, Seafarer believes that such cycles last between three and ten years. Seafarer encourages clients to **invest over long-term horizons** so as to match the duration of Seafarer's investment process.

#### *Types of Investments*

Seafarer's investments for clients cover a range of different types of securities. Seafarer's primary focus is investment in the listed securities of issuers located in developing countries (often known as "emerging markets"). Seafarer also invests in selected developed countries that have significant economic and financial linkages to developing countries, as described in Item 4 ("Advisory Business").

Seafarer typically invests in common stocks and preferred stocks on behalf of its clients, but it may also purchase convertible bonds; fixed income securities, including rated and unrated bonds and debentures; and high yield securities. In addition, although Seafarer does not typically do so, it may engage in foreign currency transactions in an attempt to hedge portfolio positions in connection with the settlement of transactions in foreign securities. Seafarer generally conducts foreign currency exchange transactions either on a spot (*i.e.*, cash) basis or in short-term forward contracts (*i.e.*, fixed settlement, fixed rate), in relation to orders to settle securities transactions on behalf of clients' accounts. Depending on the terms of a particular client's agreement, Seafarer may enter into other types of investment transactions appropriate for that client's account.

#### *Investment Risks and Costs*

Investing in securities, particularly those denominated in foreign currencies, as well as those issued by companies located in emerging markets, **involves risk of loss that all clients, including you, should be prepared to bear**. Also, Seafarer's strategies necessarily incur some transaction costs, as clients' portfolios are adjusted to align with Seafarer's strategies from time to time. Frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

The following section offers a discussion of the principal risks that impact Seafarer's investment strategies, along with a discussion of the risks that are inherent to the securities utilized within Seafarer's strategies. Fund investors should refer to the Funds' Prospectus and Statement of Additional Information for more information about Fund risks.

Cash Positions Risk. When a portfolio's investments in cash or similar investments increase (which may occur in response to adverse market, economic or political conditions, or when the Adviser believes there are not sufficient investment opportunities that meet a portfolio's investment criteria), the portfolio may not participate in market advances or declines to the same extent that it would if the portfolio remained more fully invested. Under such circumstances, the portfolio may not achieve its investment objective.

Common and Preferred Stock Risks. Stock markets are volatile. The prices of common and preferred stocks fluctuate based on changes in a company's financial condition and overall market and economic conditions. Seafarer may invest client portfolios in the common stocks of companies that have historically paid dividends; however, there is no certainty that such companies that have historically paid dividends will continue to do so in the future. Dividend-paying common stocks, in particular those whose market price is closely related to their yield, may exhibit greater sensitivity to interest rate changes. A portfolio's investment in such securities may also limit its potential for appreciation during a broad market advance.

Seafarer may invest client portfolios in preferred stocks. Preferred stock has a preference over common stock in liquidation (and generally dividends as well) but is subordinated to the liabilities of the issuer in all respects. As a general rule, the market value of preferred stock with a fixed dividend rate and no conversion element varies inversely with interest rates and perceived credit risk, while the market price of convertible preferred stock generally also reflects some element of conversion value. Because preferred stock is junior to debt securities and other obligations of the issuer, deterioration in the credit quality of the issuer will cause greater changes in the value of a preferred stock than in a more senior debt security with similar stated yield characteristics. Unlike interest payments on debt securities, preferred stock dividends are payable only if declared by the issuer's board of directors. Preferred stock also may be subject to optional or mandatory redemption provisions.

The prices of common and preferred stocks, even those that pay regular dividends, can be highly volatile. Seafarer clients should not assume that an investment in such securities will necessarily reduce portfolio volatility or provide "protection," compared to other types of securities, when markets perform poorly.

Convertible Securities Risk. Seafarer may invest client portfolios in convertible preferred stocks, convertible bonds and debentures. Many convertible securities issued by companies based in developing countries are not rated by rating agencies, or, if they are rated, they may be rated below investment grade ("junk bonds"), which may have a greater risk of default. Investing in a convertible security denominated in a currency different from that of the security into which it is convertible may expose the investment to currency risk as well as risks associated with the level and volatility of the foreign exchange rate between the security's currency and the underlying stock's currency. Convertible securities may trade less frequently and in lower volumes, or have periods of less frequent trading. Lower trading volume may also make it more difficult to value

such securities.

Currency Risk. When Seafarer conducts client securities transactions in a foreign currency, there is the risk of the value of the foreign currency increasing or decreasing against the value of the U.S. dollar. The value of an investment denominated in a foreign currency will decline in dollar terms if that currency weakens against the dollar. Additionally, developing countries may utilize formal or informal currency-exchange controls or “capital controls.” Capital controls may impose restrictions on a portfolio’s ability to repatriate investments or income, or may impose fees for doing so. Such controls may also affect the value of a client’s portfolio. Certain foreign currency transactions may give rise to ordinary income or loss to the extent such income or loss results from fluctuations in the value of the foreign currency. All client portfolios that invest in securities denominated in, or which receive revenues in, foreign currencies are subject to this risk.

Developing countries are often less stable politically and economically than developed countries, such as the U.S., and investing in developing countries involves different and greater risks, including risks described under the heading “Foreign Securities Risks” below. The stock exchanges and brokerage industries of developing countries do not have the level of government oversight as do those in the U.S. Securities markets of such countries are substantially smaller, less liquid and more volatile than securities markets in the U.S. Developing countries may be especially prone to currency-related risks.

Investments in developing countries may be subject to related volatility risk. The smaller size and lower levels of liquidity in developing countries, as well as other factors, may result in changes in the prices of securities in those countries that are more volatile than those of securities in more developed countries. This volatility can cause the value of a client’s portfolio to increase or decrease dramatically. Because of this volatility, it is recommended that accounts investing in securities denominated in foreign currencies do so for the long term (at least five years).

Derivatives Risk. Under normal market circumstances, Seafarer’s strategies do not involve investing in derivatives. However, Seafarer may invest client portfolios in derivatives for risk management purposes or as part of broader investment strategies. A portfolio’s use of derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other more traditional investments. Also, a portfolio’s use of derivatives may cause the portfolio to realize higher amounts of short-term capital gains (generally taxed at ordinary income tax rates) than if the portfolio had not used such instruments.

Developing Country Risk. The term “developing country” generally denotes countries and economies that are in the initial stages of industrialization, or where such industrialization is not yet complete. Such countries generally have low per capita income. In addition to the risks of foreign securities in general, developing countries are generally more volatile and have relatively unstable governments; social and legal systems that do not protect shareholders; economies based on only a few industries; unstable and possibly elevated levels of inflation; potential for government seizure of assets or nationalization of companies; and securities markets that are substantially smaller, less liquid and more volatile, with less government oversight, than those in more developed countries. Developing countries may be especially prone to currency-related risks.

Equity Securities Risk. Equity securities held in client portfolios may experience sudden, unpredictable drops in value or long periods of decline in value. Equity securities generally have greater price volatility than fixed income securities.

Fixed Income Securities Risk. A rise in interest rates typically causes bond prices to fall. The longer the duration of a bond, the more sensitive its value will likely be to interest rate fluctuations. Duration measures the weighted average term to maturity of a bond's expected cash flows. Duration also represents the approximate percentage change that the price of a bond would experience for a 1% change in yield. For example: the price of a bond with a duration of 5 years would change approximately 5% for a 1% change in yield. The price of a bond with a duration of 10 years would be expected to decline by approximately 10% if its yield was to rise by 1%. Bond yields tend to fluctuate in response to changes in market levels of interest rates. Generally, if interest rates rise, a bond's yield will also rise in response; the duration of the bond will determine how much the price of the bond will change in response to the change in yield.

An issuer may not make all interest payments or repay all or any of the principal borrowed. If debt obligations held by a portfolio are downgraded by ratings agencies or go into default, or if management action, legislation or other government action reduces the ability of issuers to pay principal and interest when due, the value of those debt obligations may decline, causing the value of the portfolio to decline.

Foreign Securities Risk. Foreign companies not publicly traded in the U.S. are not subject to accounting and financial reporting standards and requirements comparable to those U.S. companies must meet. In addition, there may be less information publicly available about such companies. Some foreign companies may be located in countries with less developed legal and regulatory structures governing private or foreign investment or allowing for judicial redress for injury to private property.

Investments in foreign issuers may be subject to various risks including, depending on the country in question, currency fluctuations; higher transaction costs; delayed settlement; possible controls on investment, including limitations on foreign ownership; expropriation and nationalization risks; sanctions or other measures by the U.S. or other governments; liquidity risks and extended trading halts; abnormally high price volatility; and less stringent investor protection and disclosure standards of foreign markets, such as the lack of availability of financial statements printed in English and different accounting standards versus U.S. Generally Accepted Accounting Principles (GAAP).

In order to gain exposure to certain foreign issuers, Seafarer may cause a client's portfolio to participate in market access mechanisms administered by the respective markets, which may be subject to quota controls, heightened liquidity risks and different settlement procedures than would typically be expected with respect to U.S. issuers. In certain markets where securities and other instruments are not traded "delivery versus payment," a portfolio may not receive timely payment for securities or other instruments it has delivered and may be subject to increased risk that the counterparty will fail to make payments when due or default completely.

The value of a client's portfolio may be adversely affected by political, economic, social and religious instability; inadequate investor protection; changes in laws or regulations of developing countries (including countries in which the portfolio invests, as well as broader regions);

international relations with other nations; natural disasters; corruption and military activity.

The Asian region, and particularly China, Japan and South Korea, may be adversely affected by political, military, economic and other factors related to North Korea. In addition, China's long-running conflict over Taiwan, border disputes with many of its neighbors and historically strained relations with Japan could adversely impact economies in the region. The economies of many Asian countries differ from the economies of more developed countries in many respects, such as rate of growth, inflation, capital reinvestment, resource self-sufficiency, financial system stability, the national balance of payments position and sensitivity to changes in global trade. Certain Asian countries are highly dependent upon and may be affected by developments in the U.S., Europe and other Asian economies. China's economy, particularly its export-oriented industries, may be adversely impacted by trade or political disputes with China's major trading partners, including the U.S. In addition, as its consumer class emerges, China's domestically oriented industries may be especially sensitive to changes in government policy and investment cycles. China's currency, which historically was managed in a tight range relative to the U.S. dollar, will likely be subject to greater uncertainty as Chinese authorities change the policies that determine the exchange rate mechanism.

Developing countries in Eastern Europe, Latin America, the Middle East and Africa may be similarly negatively affected by political, military, religious and economic factors. Political upheaval and associated events may occur more frequently in developing countries. U.S. military actions in much of the Middle East cannot be predicted.

Turmoil in developed countries may also impact contiguous developing countries. Western Europe's fiscal position and related concerns may impact the emerging economies of Eastern Europe. Similarly, hunger and disease in Africa and the rise of religious radical groups can adversely impact the growth of emerging economies on the continent of Africa.

Seafarer cannot predict the effects of geopolitical events in the future on the U.S. and global economy and securities markets.

Growth Stock Risk. Growth stocks may be more sensitive to market movements because their prices tend to reflect future investor expectations rather than just current profits. Growth stocks generally have above average growth potential, low dividends, and high prices relative to standard measures. Such stocks may not realize growth sufficient to justify higher prices, and this may beget subsequent price volatility or unrealized capital losses.

High Yield or Junk Bond Risk. Seafarer may invest client portfolios in high yield securities. Securities rated below investment grade are commonly referred to as "junk bonds." The ability of issuers of high yield securities to make timely payments of interest and principal may be adversely impacted by adverse changes in general economic conditions, changes in the financial condition of the issuers and price fluctuations in response to changes in interest rates. High yield securities are less liquid than investment grade securities and may be difficult to price or sell, particularly in times of negative sentiment toward high yield securities.

Initial Public Offerings (IPOs) Risk. IPOs of securities issued by unseasoned companies with little or no operating history are risky and their prices are highly volatile, but they can result in very large gains in their initial trading. Attractive IPOs are often oversubscribed and may not be

available to client portfolios, or only in very limited quantities. Thus, for smaller portfolios, any gains or losses from IPOs may have an exaggerated impact on the portfolio's performance than if the portfolio were larger. Although IPO investments have had a positive impact on the performance of some investor accounts, there can be no assurance that a portfolio managed by Seafarer will have favorable IPO investment opportunities in the future, or that the portfolio's investments in IPOs will have a positive impact on the portfolio's performance.

Issuer Focus Risk. The securities of certain issuers may from time to time constitute more than five percent (5%) of a portfolio's net assets. As a result, events affecting those issuers may have a greater impact on the portfolio than on another portfolio that does not hold securities of such issuers to the same extent.

Liquidity Risk. Liquidity risk exists when low or fluctuating liquidity conditions, a lack of exchange-based trading volume, or legal restrictions impair a portfolio's ability to sell particular securities or close derivative positions without significantly changing the market value of the investment. Liquidity risk may result from the lack of an active market, the reduced number of traditional market participants, or the reduced capacity of traditional market participants to make a market. Further, the lack of an established secondary market may make it more difficult to value illiquid securities, which could vary from the amount a portfolio could realize upon disposition. Derivatives and securities that involve substantial interest rate or credit risk tend to involve greater liquidity risk. In addition, liquidity and valuation risks tend to increase to the extent a portfolio invests in securities whose sale may be restricted by law or by contract, such as Rule 144A securities and foreign securities, particularly those of issuers located in developing countries.

Managed Portfolio Risk. The portfolio manager's investment strategies or choice of specific securities may be unsuccessful and may cause client portfolios to incur losses. There is no guarantee that Seafarer's security selection techniques will achieve a client's investment objective or produce desired results.

Market Risk. The value of a client's portfolio will fluctuate as a result of the movement of the overall stock market or of the value of the individual securities held by the portfolio, and may decrease.

Repurchase Agreements, Reverse Repurchase Agreements and Other Borrowings Risk. Seafarer may cause client portfolios to enter into repurchase agreements. A repurchase agreement is a transaction in which the seller of a security commits itself at the time of sale to repurchase that security from the buyer at a mutually agreed upon time and price. The resale price is in excess of the purchase price and reflects an agreed-upon market interest rate unrelated to the coupon rate on the purchased security. Such transactions afford a portfolio the opportunity to earn a return on temporarily available cash at relatively low market risk. The Adviser monitors the value of the securities underlying the repurchase agreement at the time the transaction is entered into and at all times during the term of the repurchase agreement to ensure that the value of the securities always equals or exceeds the repurchase price.

Seafarer may use reverse repurchase agreements to raise cash for a client's portfolio on a short-term basis. Reverse repurchase agreements involve the sale of securities held by the portfolio pursuant to its agreement to repurchase the securities at an agreed upon price, date and rate of



interest. The repurchase price under the agreements equals the price paid by a counterparty plus interest negotiated on the basis of current short-term rates (which may be more or less than the rate on the securities underlying the repurchase agreement). With respect to the Funds, requirements under the Investment Company Act may restrict the ability of a Fund to enter into reverse repurchase agreements.

**Sector Emphasis Risk.** Sector emphasis risk is the risk that the securities of companies in the same or related businesses, if comprising a significant portion of a portfolio, could react in some circumstances negatively to market conditions, interest rates and economic, regulatory or financial developments and adversely affect the value of the portfolio to a greater extent than if such business comprised a lesser portion of the portfolio.

**Small- and Mid-Sized Companies Risk.** A portfolio's investments in securities issued by small- and mid-sized companies, which can include companies offering emerging products or services, may involve greater risks than are customarily associated with larger, more established companies. The frequency and volume of trading in securities of smaller and mid-size companies may be substantially less than is typical of larger companies. In addition, smaller and mid-size companies may lack the management experience, financial resources and product diversification of larger companies, making them more susceptible to market pressures and business failure. Securities issued by small- and mid-sized companies tend to be more volatile and somewhat more speculative than securities issued by larger or more established companies and may underperform as compared to the securities of larger companies.

**Trading Markets and Depositary Receipts Risk.** Securities issued by companies based in developing countries may trade in the form of depositary receipts, including American Depositary Receipts, European Depositary Receipts and Global Depositary Receipts. Although depositary receipts have risks similar to the securities that they represent, they may also involve higher expenses and may trade at a discount (or premium) to the underlying security. Depositary receipts may not enjoy the same degree of liquidity as the underlying securities that they represent. In addition, depositary receipts may not pass through voting and other shareholder rights, and may be less liquid than the underlying securities listed on an exchange.

**Value Stock Risk.** Value stocks involve the risk that they may never reach their expected full market value, either because the market fails to recognize the stock's intrinsic worth, or the expected value was misgauged. Value stocks also may decline in price even though Seafarer believes that they are already undervalued.

## **Item 9 – Disciplinary Information**

To the best of our knowledge, neither Seafarer nor any of its personnel have been subject to any legal or disciplinary events that are material to a client's (or prospective client's) evaluation of the Firm's advisory business or the integrity of its management.

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

### *Investment Companies*

Seafarer serves as the investment adviser to two mutual funds, the Seafarer Overseas Growth and Income Fund and the Seafarer Overseas Value Fund (the Funds), each a series of the Financial Investors Trust.

### *Broker-Dealers*

Seafarer is not registered as a broker-dealer, nor is it affiliated with a broker-dealer. The Funds are distributed by ALPS Distributors, Inc. (ADI), a registered broker-dealer. Certain employees of Seafarer are registered representatives of ADI. These individuals are supervised by ADI in connection with their activities related to the sale of shares of the Funds. Seafarer does not engage ADI to execute securities transactions for the accounts of Seafarer's clients. Seafarer has no other relationship with ADI.

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

### *Code of Ethics*

Seafarer is a SEC-registered investment adviser. Seafarer has adopted a Code of Ethics (the "Code") in order to mitigate and manage conflicts of interest that may exist or arise in connection with personal securities transactions by the Firm's officers and employees. The Code was adopted in accordance with both Rule 204A-1 under the Investment Advisers Act and Rule 17j-1 under the Investment Company Act. Below is a brief summary of the Code. Seafarer will provide a copy of the Code to a client or prospective client upon request.

It is the Firm's intent to serve its clients' interests with the highest standards of integrity, professionalism, and care. As an investment adviser, the Firm has a duty of loyalty to act in the best interests of its clients, an obligation which includes the responsibility to make full and fair disclosure of all material facts, especially where the Firm's interests may conflict with those of its clients. In carrying on its daily affairs, the Firm and all of its supervised persons seek to act in a fair, lawful and ethical manner, in accordance with the federal securities laws and the rules and regulations imposed by the SEC.

The Code contains restrictions on personal securities transactions applicable to all the Firm's officers and employees. The Code includes a standard of business conduct requiring officers and employees:

- To comply with applicable laws;
- To report on and restrict certain types of personal securities transactions that may be subject to conflicts of interest;
- To acknowledge their receipt of the Code and agree to observe the requirements of the Code; and
- To report any violations of the Code to the Firm's Chief Compliance Officer.

To reduce potential conflicts of interest, the Code prohibits all officers and employees from investing in any security that reasonably lies within the investment strategy or mandate of the accounts under the Firm's advice and discretion. Such securities are called "investment mandate securities" within the Code.

Seafarer's Chief Compliance Officer may permit an employee to hold an investment mandate security if it was unintentionally acquired (*e.g.*, through inheritance) during the individual's employment at Seafarer.

To further reduce the potential for conflicts of interest between the Firm and clients, the Code requires that all officers and employees:

1. Obtain approval prior to making certain trades in their personal securities accounts, such as investments in the Funds or other investment vehicles managed by the Firm, an initial public offering, or a limited offering;
2. Hold investments in the Funds for at least 60 calendar days from the date of acquisition, and not acquire shares of a Fund within 60 calendar days after selling shares of the Fund;
3. Submit regular reports of securities transactions made in personal accounts; and
4. Provide an annual report of all personal securities holdings.

Seafarer has also adopted a Gifts and Entertainment Policy to minimize and manage potential conflicts of interest in relation to the Firm's employees giving and receiving gifts and entertainment in connection with their professional duties.

The Firm's compliance department monitors and enforces the Code and the Gifts and Entertainment Policy.

#### *Conflicts Between Client Accounts*

Seafarer manages more than one client account, and as such, potential conflicts of interest may arise related to the amount of time individuals devote to managing particular accounts. Also, Seafarer may have an incentive to favor accounts in the allocation of investment opportunities or otherwise treat preferentially those accounts that pay the Firm a higher fee level or greater fees overall.

Seafarer does not charge performance-based fees to any client accounts, limiting its incentive to favor certain groups of accounts over others. Moreover, Seafarer has adopted procedures for allocation of portfolio transactions and investment opportunities across multiple client accounts on a fair and equitable basis over time. Please see Item 12 ("Brokerage Practices").

Seafarer may determine that an investment opportunity may be suitable for multiple accounts under management, but not available in sufficient quantities for all accounts to participate fully. Similarly, there may be limited opportunity to sell an investment held by multiple accounts. Seafarer manages such potential conflicts between client accounts through the procedures for allocating portfolio transactions and investment opportunities discussed in Item 12.

#### *Other Conflicts*

Seafarer does not manage internal pools of capital on behalf of the Firm or its employees.

Seafarer may provide seed capital to investment companies and other funds that it sponsors or manages. In addition, Seafarer's officers and employees may invest their personal capital in the Funds or other commingled client accounts, in which case they would benefit from the investment performance of those accounts.

When allocating trades among client accounts under its management, Seafarer attempts to allocate trades in a manner that does not systematically favor one client, or type of client, over another, subject to any regulatory or legal restrictions that may apply to those accounts. Please see Item 12 for a description of Seafarer's policies and procedures for allocating portfolio transactions and investment opportunities across multiple accounts.

Seafarer may hold liquid money market and short-term domestic fixed income securities as part of the Firm's cash management activities.

Aside from the above-mentioned types of investments, Seafarer does not invest in securities for its own account.

## **Item 12 – Brokerage Practices**

In general, Seafarer has discretion over the selection and amount of securities to buy or sell for a client, without obtaining specific consent to a transaction. Seafarer also generally has the discretion to select the broker, dealer or other counterparty to effect a particular transaction, and where negotiable, the commission rates or other compensation paid by the client.

To help manage the selection of broker-dealers and other counterparties, and the execution of transactions, Seafarer has adopted a set of Brokerage and Trading Policies (the "Brokerage Policies"). Those Policies govern the Firm's trading activities for clients and help manage conflicts of interest that might arise from the trading process.

### *Oversight*

Seafarer has created a Trade Management Oversight Committee ("TMOC") to develop, implement and supervise the Brokerage Policies. TMOC is composed of senior executives at the Firm. Pursuant to the Brokerage Policies, TMOC supervises all aspects of trading activities, including the following:

- Counterparty approval and selection
- Pursuit of best execution
- Soft dollars
- Trade aggregation and allocation
- Trade error resolution
- Identification and management of conflicts of interest

Some aspects of the Firm's trading activities are described in greater detail below.

### *Counterparty Selection and Pursuit of Best Execution*

In executing client transactions, Seafarer seeks best execution under the circumstances. Seafarer will seek competitive commission rates and other trading costs; however, the Firm will not necessarily pay the lowest available commission, or its equivalent cost. Trade execution can involve specialized services on the part of a broker-dealer or counterparty, and such services may justify higher commissions and costs than would be the case for more routine services.

Seafarer's decision to purchase or sell securities through a given broker-dealer or counterparty is based on a number of factors. From a quantitative perspective, best execution involves seeking the best available price and lowest transaction costs so that a client's total costs (or proceeds) are the most favorable under the circumstances. Costs include transaction fees and expenses, as well as other less quantifiable costs, such as market impact and opportunity cost. From a qualitative perspective, best execution involves consideration of a number of other factors, including some or all of the following:

- The quality of the broker-dealer's or counterparty's relationship with Seafarer, including the attention, consistency and quality of trading personnel with whom transactions are conducted
- The reputation of the broker-dealer or counterparty
- The financial strength and stability of the broker-dealer or counterparty
- Efficiency of execution
- Promptness of execution
- Ability and willingness to maintain Seafarer's or the client's anonymity when executing trades
- Frequency and manner of error resolution
- Execution capabilities and expertise, including the broker-dealer's or counterparty's ability to minimize total trading costs and to trade without impacting the market
- Block trading and block positioning capabilities
- The breadth of the broker-dealer's or counterparty's market coverage, including the broker-dealer's or counterparty's knowledge of and involvement in a particular market in which a security trades
- Applicable limitations to the broker-dealer's or counterparty's capabilities and expertise (for example, market, sector, and capitalization range)
- Commission rates and dealer spreads
- Technological capabilities and infrastructure, including back office processing capabilities
- Willingness of the counterparty to commit capital to execute the trade
- Clearance and settlement efficiency
- Provision of lawful and appropriate research and brokerage services (see "Soft Dollars" below)
- The quality of services rendered by the broker-dealer or counterparty in prior transactions
- Seafarer's belief that the broker-dealer or counterparty charges a fair and reasonable fee for trades, and that Seafarer has been treated fairly and honestly in prior trades

When selecting a broker-dealer or counterparty for a transaction or series of transactions, Seafarer does not adhere to any rigid formula. Rather, the Firm weighs a combination of factors, like those listed above, which are relevant to the circumstances. Such factors will vary for each transaction. While the Firm generally seeks reasonable and competitive commission rates, the Firm will not necessarily cause a client to pay the lowest spread or commission available. In Seafarer's experience, neither the lowest commission rate nor the most expeditious execution necessarily correlates to the best trade for a client.

In foreign markets, including those where Seafarer regularly purchases and sells securities for clients, commissions and other transaction costs are often higher than those charged in the U.S. Seafarer may not have the ability to negotiate commissions in some of those markets. Also, custody, settlement, and administrative costs associated with each transaction are typically more expensive than those in the U.S.

Seafarer does not receive client referrals from broker-dealers who execute trades for its clients; as such, Seafarer does not consider referrals when contemplating the selection of broker-dealers. The Firm also

does not pay for distribution of mutual fund shares with brokerage commissions.

### *Soft Dollars*

Seafarer will at times cause a client account to pay a broker-dealer a commission higher than that which another broker-dealer might have charged for effecting the same transaction (*i.e.*, “pay up”) in recognition of the value of the brokerage and research products and services provided by the broker-dealer. In these cases, Seafarer is, in effect, paying for the brokerage and research products and services with client commissions – so-called “soft dollars.” Seafarer will only cause a client account to “pay up” for transaction execution, subject to its overall duty to seek best execution, when (a) Seafarer determines in good faith that the products and services are eligible research and brokerage services under Section 28(e) of the Securities Exchange Act of 1934 (the “Exchange Act”); and (b) the amount of such commission is reasonable in relation to the value of the brokerage and research services provided, viewed in terms of either that specific transaction or Seafarer’s overall responsibilities to its clients.

Seafarer benefits from its receipt of external research and related services through soft-dollar arrangements, as it does not have to produce or pay for such research or related services itself. Seafarer’s receipt of research and related services from broker-dealers may present a conflict of interest, because Seafarer may have an incentive to select a broker-dealer based on Seafarer’s interest in receiving research and related services, rather than on its clients’ interest in achieving the most favorable execution at the lowest cost.

Broker-dealers typically provide a bundle of services that include both research and brokerage services, along with execution of particular transactions. The services can be either proprietary (meaning the broker-dealer both creates and provides them) or third party (meaning a third party creates them, but a broker-dealer provides them to Seafarer). Proprietary services include tangible products as well as access to analysts, as discussed below. Special execution services and proprietary services rarely have a fixed dollar value.

As noted above, the only circumstances in which Seafarer, in selecting a broker-dealer to execute a client transaction, may take into account research services or benefits provided by the broker are when Seafarer has determined, in good faith, that the amount of commission on the transaction is reasonable in relation to the value of the research or other benefits received from the broker, viewed in terms of either that transaction or Seafarer’s overall responsibilities to its clients.

Seafarer evaluates such research services and products provided by each broker-dealer at least once annually and revisits the evaluation on a quarterly basis thereafter. Seafarer bases its evaluation primarily on the professional judgment of its trading staff and investment personnel, with the recognition that most broker-dealers do not separately price the services they provide for soft dollars. Seafarer bases its opinions on, among other things, the experience of these individuals in the securities industry and information generally available to them concerning the level of commissions paid by other investors of comparable size and type.

In its evaluation, the Firm considers the following brokerage services, research products and research services to be eligible within the Section 28(e) safe harbor:

- Management Access – Overseas, Issuing Company Premises: The provision of substantive discussions or interactions with the management teams of issuing companies, as held on

- company premises, as part of the investment research process;
- Management Access – Conference, on Phone, at the Firm’s Office: The provision of substantive discussions or interactions with management teams of issuing companies at an alternate location (e.g., at the Firm’s offices, or at an industry conference), as part of the investment research process;
- Written Research and Advice: The provision of written research and data regarding securities, financial markets, or economies; financial analysis and financial models; advice regarding the advisability of investing in, purchasing or selling securities; and
- Bespoke Research: The provision of bespoke or customized research services (e.g., specialized written research on a given topic, industry or issuer, upon Seafarer’s request).

These are the only types of soft dollar benefits that the Firm currently receives. In general, the Firm disallows the use of so-called “expert networks” regardless of whether or not such services are eligible under the Section 28(e) safe harbor provisions.

Some of the products and services brokers provide may be of “mixed-use”; i.e., they may be used for both research / brokerage purposes and for non-research / brokerage purposes. As a matter of policy, if receiving mixed-use services, Seafarer will use its own resources to pay for that portion of the mixed-use services that, in Seafarer’s good-faith judgment, does not relate to eligible research or brokerage services under Section 28(e). The Firm did not receive any mixed-use products and services in connection with client transactions during its last fiscal year, and currently has no intention to receive these in the foreseeable future.

As a fiduciary, the Firm appreciates that brokerage commissions, generated via transactions undertaken with client assets, represent a valuable resource belonging to the Firm’s clients. Accordingly, the Firm recognizes its responsibility to manage that resource effectively and with care in pursuit of its clients’ interests.

Clients do not receive a direct monetary benefit from brokerage research products and services generated through client transactions. Research products and services provided to Seafarer by broker-dealers effecting transactions for one client may be used by Seafarer in managing the accounts of other clients. Some of these brokerage research products and services are of value to Seafarer in managing all of its client accounts, although not all of these products and services are necessarily useful and of value to Seafarer in managing any particular client account. Brokerage research products and services generated through brokerage commissions paid by a specific client may or may not be used by Seafarer in managing that specific client’s account. Seafarer makes no attempt to allocate these soft dollar research products and services to client accounts in proportion to the amount of brokerage commissions generated by the accounts.

#### *Aggregating Transactions*

When possible, the Firm seeks to aggregate trades in the same security transacted on behalf of more than one client in order to facilitate best execution. Each client participating in an aggregated trade will pay the average share price for that aggregated trade. However, orders will not be aggregated unless such aggregation is consistent with the duty to obtain best execution.

In order to qualify for aggregation, orders must satisfy the following conditions:

- They must be of like nature, such that they pertain to the same security, with the same limit or instruction;
- They must be consistent with applicable laws, regulations and client agreements; and
- Seafarer's Trading Desk must receive the orders contemporaneously, during the same trading session, or in advance of a given market's opening.

Seafarer reserves the right not to aggregate transactions if it believes doing so would be unfair or inequitable in the circumstances; if it is impractical; if it would violate the laws, regulations or market customs of the jurisdiction in which the transaction is placed; if it would, in Seafarer's judgment, exacerbate the market impact of a large trade; or if it is otherwise inappropriate in the circumstances.

Seafarer notes that if its Trading Desk executes separate, non-simultaneous transactions in the same security for multiple clients, it may negatively affect market prices, commissions, and execution. Consequently, clients may pay more (or receive less) when the Firm does not aggregate trades.

#### *Allocation of Investment Opportunities*

Seafarer allocates aggregated trades (and trades in limited supply) on an equitable basis. The Firm has designed allocation procedures to minimize the risk that any particular client would be inappropriately disadvantaged by the allocation and to promote fairness and equity among clients over time.

It is Seafarer's policy to allocate aggregated trades pro-rata according to each client's order size. For this purpose, a pro-rata allocation means an allocation of the trade among participating accounts proportionate to the order size initiated by the portfolio manager on the trade order, to the extent practical. The Firm may employ alternative methods to deal with special circumstances (such as odd-lot amounts and *de minimis* allocations) provided those methods are reasonable, employed in good faith, and do not systematically favor one client, or type of client, over another, whether in appearance or in fact.

Seafarer may face conflicts of interest related to the sharing of research and investment ideas by research analysts and portfolio managers, and to allocating investment opportunities among clients who are eligible to acquire these securities. Because certain investment ideas may not be available over a reasonable period of time or in sufficient quantity, research analysts and portfolio managers have a conflict of interest in that they may have an incentive to treat the fund or account they manage preferentially as compared to other accounts. The Chief Investment Officer reviews each account for, among other things, substantial dispersion of performance or other indicative factors to help the Firm detect and manage potential conflicts.

No account or strategy has priority access to research. Seafarer makes all research conducted by any member of the investment team generally available to every other member on an equitable basis. However, the Firm's portfolio managers make decisions for the accounts they manage individually and may in good faith act (or not act) upon applicable research at any time.

#### *Directed Brokerage*

At present, Seafarer does not engage in directed brokerage arrangements on behalf of its clients, nor does Seafarer pay for distribution of mutual fund shares with brokerage commissions. Also, Seafarer's client agreements do not generally provide clients the option to direct the Firm to use a particular



broker-dealer to affect their transactions. However, upon a client's request, and if Seafarer's Chief Compliance Officer has approved of the arrangement, a client may direct Seafarer to use a specific broker or dealer to execute transactions for its own account.

If a client directs Seafarer to use a particular broker or dealer, Seafarer will be limited in its ability to negotiate the best price or execution for that client's account. In addition, it will generally not be possible for Seafarer to block or aggregate the trades for any directed brokerage clients. As a result, a directed brokerage arrangement may result in the client paying more money through higher transaction costs or receiving poorer quality execution than is the case for other clients.

#### *Trade Error Policy*

Seafarer is committed to executing client transactions in a manner consistent with its fiduciary duties and with care and diligence. From time-to-time, however, Seafarer may make an error in the execution of specific instructions relating to transactions in a client's securities (*i.e.*, a trade error). It is Seafarer's policy to remedy any trade errors promptly upon their discovery. To the extent possible, the remedy will be designed to negate the effect of any such errors on a client's account. When calculating the cost of an error, or series of closely related errors, Seafarer will net (a) any gross gains that arise from the error or its subsequent correction against (b) any gross losses that arise from the error or its subsequent correction. Client accounts will receive compensation only for the net cost of an error (or series of closely related errors), including the process of correcting the error, and not for gross losses (*i.e.*, error-related losses measured prior to being netted against any error-related gains). Client accounts will retain any net gains (*i.e.*, net of offsetting losses) realized as a result of a trade error and the process of correcting the error (or series of closely related errors).

#### **Item 13 – Review of Accounts**

Seafarer's Portfolio Managers review each strategy on a daily basis or as trades are considered. Seafarer's Chief Investment Officer monitors each strategy's performance, trading history and turnover ratio on an ongoing basis. Seafarer utilizes compliance tools to monitor whether its strategies are compliant with their investment mandates, assessed on a pre- and post-trade basis. Additionally, Seafarer's Chief Compliance Officer regularly reviews each strategy to monitor ongoing compliance.

Seafarer's investment team meets on a weekly basis to review a number of considerations, including research on individual companies and other issuers of securities; valuations of holdings and potential holdings; changes in industry, sector, national or regional outlooks; and micro- and macro-economic factors impacting Seafarer's investment decisions.

Seafarer produces written reports for some clients that include a review of financial market or economic conditions, as well as a discussion of portfolio holdings and performance. Each report is produced on a frequency as mutually agreed upon by Seafarer and the respective client.

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

Seafarer does not receive an economic benefit from anyone who is not a client for providing investment advice or advisory services to clients. Also, Seafarer does not compensate any third-party solicitors for

client referrals.

The Funds are distributed (*i.e.*, made available for subscription and redemption) by certain fund distribution platforms and financial intermediaries (“distribution platforms”). For this service, the distribution platforms charge Seafarer fixed fees and/or variable fees linked to Fund assets under management residing at the distribution platform. These fees are charged to Seafarer for various unspecified services, though ostensibly for a combination of distribution, administration, and operations. Seafarer pays for these services without discretion as to how the funds are utilized. The unspecified services may include any or all of the following: providing the Funds with “shelf space” or access to a third-party platform, fund offering list or other marketing programs, including, without limitation, inclusion of the Funds on mutual fund “supermarket” platforms, preferred or recommended sales lists, and other formal sales programs; granting Seafarer access to the distribution platform’s sales representatives; educating the distribution platform’s personnel about the Funds; providing other forms of marketing support for promoting the sale of Fund shares; and recommending the Funds.

Soft dollar arrangements may be viewed as conferring an economic benefit on Seafarer. Potential conflicts of interest concerning soft dollar arrangements, as well as Seafarer’s policies and procedures related to these arrangements, are described in Item 12 (“Brokerage Practices”).

#### **Item 15 – Custody**

Seafarer does not have custody of client funds or securities. The Funds’ custodial arrangements are subject to regulation under the Investment Company Act.

#### **Item 16 – Investment Discretion**

Seafarer has discretionary authority to manage securities accounts on behalf of its clients, including the Funds. Seafarer generally exercises its discretionary authority on behalf of clients pursuant to investment advisory agreements.

The Firm’s discretionary authority is subject to the investment objectives, strategies, policies and any other limitations or restrictions set forth in the applicable client’s documentation. Likewise, for each Fund, the Firm’s discretionary authority is subject to any guidelines and restrictions set forth in the Funds’ Prospectus and Statement of Additional Information and the general oversight of the Funds’ Board of Trustees.

#### **Item 17 – Voting Client Securities**

Clients may choose to delegate or retain the authority to vote securities for their accounts. If a client wishes to delegate such authority to Seafarer, it must specify so within the respective investment advisory agreement.

For clients who delegate the authority to vote client securities to the Firm, Seafarer has adopted written Proxy Voting Policies and Procedures (the “Proxy Policies”) pursuant to Advisers Act Rule 206(4)-6 to assist in exercising clients’ voting rights and evaluating proxy proposals, and to ensure that the Firm is

voting client securities in a client's best interests.

In order to facilitate the proxy voting process, Seafarer may engage an independent proxy voting service. This service will receive, process, execute, and record proxy votes, as well as maintain certain regulatory records, on the Firm's behalf. This service may (or may not) provide the Firm with voting analysis and recommendations.

The Firm considers each proxy proposal individually. The Firm's Proxy Policies establish guidelines for evaluating the facts and circumstances of each particular proposal. However, even in seemingly routine circumstances, Seafarer reserves the right to evaluate each proposal in light of the best interests of its clients and to vote other than as indicated by the Proxy Policies, if Seafarer believes, in good faith, that doing so will most enhance shareholder value.

For example, while the Firm will generally vote in favor of management's nominees for a board of directors, it may vote against management nominees (individually or as a slate) if it believes that the board was entrenched or otherwise not acting in the best interests of shareholders. Seafarer also reserves the right to revise, alter or supplement its Proxy Policies from time to time. With respect to matters that are not addressed by the Proxy Policies, Seafarer will exercise its best judgment as a fiduciary to vote in the manner that it believes will most enhance shareholder value.

In some cases, Seafarer may have (or may be perceived to have) a conflict or potential conflict of interest in voting particular client securities. For example, Seafarer could do business with a particular proxy issuer or closely affiliated entity. The Firm's Proxy Policies have been designed to address potential conflicts of interest, so that client securities are voted in the best interests of clients. If a potential conflict of interest arises, the Firm's Chief Compliance Officer will review the vote in advance to ensure that the Firm's proposed votes are consistent with the Firm's Proxy Policies, are in the best interests of its clients, and are not prompted by any conflict of interest. In certain instances where an actual conflict exists, the Firm will advise the affected clients, seek their direction and vote accordingly. If such clients are not able to provide direction, the Firm will vote the client securities in a manner consistent with the Proxy Policies and without regard to any relationship, business or otherwise, that Seafarer may have with a particular proxy issuer or its affiliate.

For clients who have not delegated the authority to vote their client securities to the Firm, the client must make arrangements with the relevant financial institution that acts as custodian to the client's account. The client must make arrangements with the custodian to receive any proxy materials and to effect votes in a timely manner.

If a client has a question with respect to a particular proxy ballot, the client may contact Seafarer's Fund Administration Manager at Seafarer's business address, which is listed on the cover page of this document.

The above only summarizes Seafarer's Proxy Policies. A copy of Seafarer's Proxy Policies and information about how Seafarer voted the Funds' proxies may be obtained by contacting Seafarer at its business address, which is listed on the cover page of this document. Please include a return address and, if possible, an email address. Information about how Seafarer voted the Funds' proxies is also available on Seafarer's website ([www.seafarerfunds.com/shareholders/literature/proxy-voting-record/](http://www.seafarerfunds.com/shareholders/literature/proxy-voting-record/)) and on the SEC's website ([www.sec.gov](http://www.sec.gov)).

**Item 18 – Financial Information**

Seafarer does not require or solicit prepayment of any fees in advance.

Seafarer is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Seafarer has not been the subject of any bankruptcy petition at any time since its inception.

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

This item is not applicable to Seafarer.