

Item 1: Cover Page



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Form ADV Part 2A

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This brochure provides information about the qualifications and business practices of River Global Investors LLP. If you have any questions about the content of this brochure, please contact us at +44 203 327 5100 or by email at compliance@river.global.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

River Global Investors LLP is a registered investment advisor with the SEC. Registration as an investment advisor does not imply any level of skill or training.

Additional information about River Global Investors LLP is also available on the SEC's website at www.adviserinfo.sec.gov with searchable IARD/CRD number 165028.

Item 2: Summary of Material Changes

This brochure (the “Brochure”) provides a summary of River Global Investors LLP’s (“RGI” or the “Advisor”) advisory services and fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest, among other things.

This Item 2 is used to provide clients with a summary of material changes (as defined by the SEC) and any additional information the Advisor believes is relevant for current and prospective clients.

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Item 4: Advisory Business

The Advisor is a federally registered investment advisor and has its principal place of business in London, UK. The Advisor was established in 2006 as a UK limited liability partnership and has been registered with the SEC since 2012. In addition to registration with the SEC, the Advisor is authorized and regulated in the UK by the FCA. The Chief Compliance Officer is Gordon Brough and the Chairman is Alex Hocter-Duncan. For more information about our investment management team please consult the Brochure Supplement.

The Advisor is a wholly owned indirect subsidiary of Assetco plc, a UK-based company whose shares are listed on the AIM market of the London Stock Exchange (ticker "ASTO").

RGI offers the following services to advisory clients:

Separately Managed Accounts

The Advisor offers discretionary portfolio management to various types of institutional clients as described in "Item 7 – Types of Clients". Each account is managed in line with one of the strategies described in "Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss" and as indicated in a client's Investment Management Agreement.

All strategies used by the Advisor invest primarily in equity securities but may also hold an allocation to cash for efficient portfolio management. Currency hedging is used from time to time for risk management purposes, implemented through the use of currency forwards.

Investments are not limited to any specific product or service offered by a particular broker-dealer, insurance company, or other financial services company. Clients may specify reasonable investment limitations or restrictions (e.g., excluding certain sectors or securities, or setting maximum regional allocations).

Wrap Fee Programs

Wrap fee programs charge comprehensive fees that cover both portfolio management and brokerage services. RGI does not participate in wrap fee programs.

Assets Under Management

As of 27 June 2024, RGI had approximately \$2.721 billion in discretionary assets under management. RGI does not provide investment management services on a non-discretionary basis.

Item 5: Fees and Compensation**Separately Managed Accounts**

RGI has a standard fee schedule which is included below for the strategies available in the US. All fees are negotiable and can be calculated as a flat fee or a percentage of assets under management.

Strategy	Annual Management Charge (% of Assets under Management)
Global Recovery	0.50
Global Sustainable Opportunities	0.50

Fees are invoiced in arrears on a quarterly basis and paid for by the client.

Clients are responsible for appointing a custodian. It should be noted that clients will incur transaction costs associated with the management of their portfolios.

RGI does not receive any compensation for the sale of securities in connection with discretionary portfolio management.

In addition to the investment advisory fees paid to the Advisor, clients are responsible for paying any fees and expenses related to services provided to the account, such as brokerage commissions, associated with effecting securities trades for client investment portfolios. These fees include:

Brokerage and Custodial Fees

In addition to the Advisor's management fees, the client will be responsible for all transaction, brokerage, and custodial fees incurred as part of overall account management. Please see "Item 12 – Brokerage Practices" for important disclosures regarding the Advisor's brokerage practices.

Mutual Fund, ETF and Other Fund Fees and Expenses

If clients invest in mutual funds, closed-end funds, exchange-traded funds ("ETFs"), collective trusts, partnerships or any other fund, clients will indirectly bear the fees and expenses paid by the funds to their service providers. These fees may include management fees, custody and administration fees and expenses, and in some cases a sales load or distribution fee. These fees and expenses are described in each fund's prospectus.

Fees in General

Fees are negotiable based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, negotiations with client). The client agreement will specify the fee arrangement in writing.

Under no circumstances will the Advisor collect fees in excess of \$1,200 more than six months in advance of services rendered.

Account Termination

Clients may terminate their agreement by providing RGI with formal written notice. The notice period is negotiated with each client individually and is set out in the Investment Management Agreement.

Any outstanding fees for the final fee period will be pro-rated for the applicable time period.

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

Separately Managed Accounts

The Advisor may, from time to time enter into performance-based fee arrangements with its clients ("Performance Fee"). Under these arrangements, the Advisor is paid, in addition to an asset-based fee, an additional fee based on the portfolio's gross or net return in excess of a specified benchmark during a designated period of time.

The Performance Fee is charged by the Advisor in compliance with Rule 205-3 to "qualified clients", as the term is defined in the Rule.

Performance-based compensation may create an incentive for the Advisor to make investments that are riskier or more speculative than would be the case in the absence of the performance-based compensation.

Performance Fees may also create a conflict of interest, insofar as the Advisor is managing side-by-side accounts that have different fee arrangements. RGI has instituted policies to promote fair treatment of all accounts based on considerations unrelated to pecuniary interests to ensure that, wherever possible and over time, opportunities are allocated in a fair and equitable manner.

Item 7: Types of Clients

Separately Managed Accounts

In the US, RGI advises institutional clients such as employee benefit plans, foundations, endowments and other charitable organizations.

The minimum size of client accounts opened and maintained by the Advisor is negotiable.

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

Summary

The Advisor's investment philosophy identifies three factors that drive share prices higher over the medium term, namely Potential, Valuation and Timing ("PVT"). The investment process ensures that the Advisor efficiently verifies these PVT ideas which are complemented by the use of market cycle analysis that provides a systematic framework for managing top-down portfolio construction opportunities and risks.

The Advisor believes that companies have life cycles; times of success, times of failure and then change. As a result, the Advisor categorizes the potential investment universe into growth, quality, recovery and asset backed opportunities.

The Advisor uses a combination of quantitative and qualitative analysis to help identify such opportunities. At the heart of the investment process is a proprietary stock screening system, MoneyPenny. This system analyses a database of global equities, looking for PVT characteristics that RGI believes will generate positive returns. It looks for growth, quality, recovery and asset backed potential; it combines this with valuation parameters; and also with quantitative timing score. It then scores and ranks stocks on our PVT criteria, segmenting the stock universe into categories of potential based on objective metrics.

The Advisor believes that analysis of a company's sustainability attributes (where ESG is the most common short-hand) is a critical component of any approach that seeks to deliver attractive risk-adjusted returns. The Advisor's "Sustainable PVT" (S-PVT) framework, centered around the pillars of People, Innovation and the Environment, is utilized at the company research stage alongside our assessment of a company's Potential, Valuation and Timing. This sustainability analysis is focused on material sustainability issues that have a pathway to becoming financially material to companies. The Advisor believes financial materiality represents the crossover between what is important to society and – via a positive or negative feedback loop to business performance – shareholders. Consideration of these key issues should therefore be considered part and parcel of good fundamental analysis, allowing the Advisor to deliver client requirements for investment returns with a wider positive impact.

Even the most robust investment portfolios contain elements of risk that cannot be mitigated and could result in client losses either in absolute terms or relative to a specific financial goal. Any investment strategy contains an element of risk. As the Advisor diversifies its investment portfolios, the Advisor believes that

the primary risk in its investment strategies is not the loss of principal per se, but rather the long-term underperformance of the portfolio versus the relevant benchmark.

Clients should be aware of their risk tolerance level and financial situations at all times. The Advisor cannot guarantee the successful performance of an investment and is expressly prohibited from guaranteeing accounts against losses arising from market conditions.

All investments involve different degrees of risk.

RGI gathers and utilizes research information from a broad range of specialized research firms and brokerage and banking firms, as well as data services and publications such as *Bloomberg*, *FactSet*, *Style Research*, *Sustainalytics*, *MSCI*, financial periodicals, magazines, corporate rating services, annual reports, prospectuses, filings with the SEC and company press releases in addition to other publicly available information. It pays directly for all research and does not use “soft dollar” arrangements.

The Advisor’s investment professionals meet periodically to review and refine strategies, discuss market conditions, assess portfolio holdings, and reevaluate research resources.

Investment Strategies

The Advisor offers the following strategies:

Global Recovery: This strategy seeks to meet its investment objective through investing in a portfolio of diversified holdings which primarily consists of US and international equities that the Advisor believes will benefit from a recovery in company profitability over the medium and longer term. The international securities are listed and publicly traded in countries with established markets or exchanges.

Global Sustainable Opportunities Strategy: This strategy offers investors a truly differentiated approach to sustainable investing, while seeking capital growth. The strategy focuses on investing in under-appreciated sustainable improvers and enablers, which the Advisor believes through active stewardship will deliver alpha to our clients and focus on reducing real world carbon emissions.

There can be no assurance that any of the investment strategies will be successful in achieving their goals.

Market, Security and Regulatory Risks

Investment programs have certain risks that are borne by investors which include the following:

Market Risks:

Foreign exchange risk: The Advisor invests in international securities which are denominated in foreign currencies whose fluctuations may increase the securities’ volatility and losses. The Advisor invests in forward transactions for currency hedging purposes but may not succeed in fully mitigating the risk.

Derivative risk: The Advisor may invest, from time to time, in derivative instruments to manage risk in a portfolio. The Advisor may use derivatives for efficient portfolio management purposes but this may not always be effective and clients may still suffer a loss.

Emerging Markets Risk: The Advisor may invest in countries that have less developed political, economic, legal and regulatory systems, and that may be impacted by political/ economic instability, lack of liquidity or transparency, or safekeeping issues. Among other factors, emerging markets can have greater custodial and operational risks; less developed legal, tax, regulatory, and accounting systems; and greater political, social, and economic instability than developed markets. In addition, world events—such as political upheavals, financial troubles, or natural disasters—may have a more pronounced effect on the value of securities issued by companies in countries or regions with emerging markets.

Material Non-Public Information: By reason of their responsibilities in connection with other activities of the Advisor and/or its affiliates, certain principals or employees of the Advisor and/or its affiliates may acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. The Advisor will not be free to act upon any such information. Due to these restrictions, the Advisor may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold.

Accuracy of Public Information: The Advisor selects investments, in part, on the basis of information and data filed by issuers with various government regulators or made directly available to the Advisor by the issuers or through sources other than the issuers. The Advisor is not always in a position to confirm the completeness, genuineness, or accuracy of such information and data. In some cases, complete and accurate information is not available.

Options and Other Derivative Instruments: The Advisor may invest, from time to time, in options and other derivative instruments, including, but not limited to, the buying and selling of puts and calls on some of the securities held in the portfolios. The prices of options are highly volatile and depend on the values of the securities, indexes, currencies, or other instruments underlying them. Price movements of options or currency contracts are also influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. Options on highly volatile securities, currencies or other assets may be more expensive than options on other investments.

Hedging Transactions: Any hedging against a decline in the value of portfolio positions does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions' value. Such hedging transactions also limit the opportunity for gain if the value of the portfolio positions should increase.

Interest Rate Risk: The price of most fixed income securities moves in the opposite direction of the change in interest rates. For example, as interest rates rise, the price of fixed income securities falls. If a client's portfolio (or the portfolio of a fund in which it invests) holds a fixed income security to maturity, the change in its price before maturity may have little impact on the security's performance; however, if the security is sold before the maturity date, an increase in interest rates could result in a loss.

Inflation Risk: Inflation risk results from the variation in the value of cash flows from a security due to inflation, as measured in terms of purchasing power. For example, if a company issues cash dividends of a fixed amount over time, the purchasing power of the dividend will decline by the rate of inflation.

Non-U.S. Investments: Investing in the financial instruments of companies (and, from time to time, governments) outside of the United States involves certain considerations not usually associated with investing in financial instruments of U.S. companies or the U.S. Government, including political and economic considerations, such as greater risks of expropriation, nationalization, confiscatory taxation, imposition of withholding or other taxes on interest, dividends, capital gains, other income or gross sale or disposition proceeds, limitations on the removal of assets, and general social, political and economic

instability, the relatively small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility, the evolving and unsophisticated laws and regulations applicable to the securities and financial services industries of certain countries, fluctuations in the rate of exchange between currencies and costs associated with currency conversion, and certain government policies that may restrict the client's investment opportunities. In addition, accounting and financial reporting standards outside of the U.S. may in some emerging markets not be as high as U.S. standards and, consequently, less information may be available concerning companies located outside of the U.S. than for those located in the U.S. As a result, an investment manager may be unable to structure transactions to achieve the intended results or to mitigate all risks associated with such markets. It may also be difficult to enforce the client's rights in such markets. For example, financial instruments traded on non-U.S. exchanges and the non-U.S. persons that trade these instruments are not subject to the jurisdiction of the SEC or the Commodity Futures Trading Commission ("CFTC") or the securities and commodities laws and regulations of the U.S. Accordingly, the protections accorded to the client under such laws and regulations are unavailable for transactions on foreign exchanges and with foreign counterparties.

Risk of Default or Bankruptcy of Third Parties: The Advisor may engage in transactions in financial instruments and other assets that involve counterparties. Under certain conditions, investors could suffer losses if a counterparty to a transaction were to default or if the market for certain securities or other financial instruments and/or other assets were to become illiquid.

Regulatory Risks

Strategy Restrictions: Qualified employee benefit plans and certain other institutional investors may be restricted from directly utilizing investment strategies or making certain specific investments. Such institutions should consult their own advisors, counsel, and accountants to determine what restrictions may apply and whether an investment is appropriate.

Trading Limitations: For all securities, instruments and/or assets listed on an exchange, including options listed on a public exchange, the exchange generally has the right to suspend or limit trading under certain circumstances. Such suspensions or limits could render certain strategies difficult to complete or continue. Also, such a suspension could render it impossible to liquidate.

Security Specific Risks

Liquidity: Liquidity is the ability to readily convert an investment into cash. Securities where there is a ready market that is traded through an exchange are generally more liquid. Securities traded over the counter or that do not have a ready market or are thinly traded are less liquid and may face material discounts in price level in a liquidation situation.

Currency: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

Item 9: Disciplinary Information

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material in the evaluation of RGI or the integrity of the Advisor's management. Other than as detailed below, the Advisor along with its principal owners and employees have not been disciplined by any governing authority, including any regulatory agency, CFA Board of Conduct, or any industry association of which they are licensed and/or are members.

- On February 21, 2019, the UK Financial Conduct Authority announced that it had issued a decision that found that the Advisor and two other investment management firms had violated competition

laws by sharing information about their respective intentions regarding an imminent initial public offering and a placing of shares before the price had been set. The Advisor was fined £108,600 (approximately \$141,000 based on the exchange rate of £1=\$1.30 on March 8, 2019).

Item 10: Other Financial Industry Activities and Affiliations

Other than as stated below, the Advisor does not have any material relationships with any affiliated companies.

Since RGI endeavors at all times to put the interest of its clients first as part of its fiduciary duty as a registered investment advisor, it discloses to clients all material conflicts of interest.

Neither the Advisor nor its principal owners are registered or have an application pending to register as a broker-dealer or registered representative of a broker-dealer.

Neither the Advisor nor its principal owners are registered or have an application pending to register as a futures commission merchant, commodity trading advisor.

The Advisor does not recommend or select affiliated investment advisors for US clients nor does it have other business relationships with those advisors that create a material conflict of interest with US clients.

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

The Advisor strives to observe the highest industry standards of conduct based on its obligation as a fiduciary to its clients. In an effort to meet this obligation, the Advisor has adopted a written Code of Ethics (the "Code") that is applicable to all employees (which term, for the purposes of this Item 11, includes principals or partners of the Advisor). Each employee will be provided a copy, and is required to acknowledge, in writing, that they have received, read, understand and will abide by, the Code, upon commencement of employment and upon any material change to the Code.

The Code requires that employees act in clients' best interests and comply with applicable laws and regulations. Employees are expected to avoid any action that is, or could even appear to be, legally or ethically improper. The principles outlined in the Code apply to all conduct, whether or not the conduct is also covered by more specific standards or procedures set forth in the Code, or elsewhere. Employees are required to bring any violations, actual or suspected, of the Code immediately to the attention of the Chief Compliance Officer ("CCO"). Failure to comply with the Code may result in disciplinary action or other sanctions including termination of employment.

The Code also places certain restrictions on the personal trading activities of employees and their immediate family members. Employees may generally engage in personal trading of individual company securities only by obtaining prior approval and subject to pre-clearance procedures. Employees are required to disclose their personal securities holdings annually and personal securities transactions quarterly to the Compliance Department. Employees may not participate in limited or private offerings unless they have obtained pre-clearance.

The Advisor, its employees or affiliates (collectively "Related Persons"), may have an investment in strategies similar to those managed by RGI on behalf of clients. As a result, Related Persons may have an interest in an investment that may also be recommended to clients.

A copy of the Code shall be provided to any client or prospective client upon request.

Material components of the Code, in summary form, include:

Standard of Business Conduct. It is the responsibility of all employees to ensure that the Advisor conducts its business with the highest level of ethical standards and in keeping with its fiduciary duties. Employees have a duty to place the interest of the clients first, and to refrain from having outside interests that conflict with the interests of its client(s).

Prohibited Conduct. The Advisor employees must avoid any circumstances that might adversely affect or appear to affect their duty of complete loyalty to clients.

Privacy of Client Information. All information relating to clients' portfolios and activities, and proposed recommendations is strictly confidential. Consideration of a particular purchase or sale may not be disclosed, except to authorized persons.

Personal Securities Transactions. All employees shall comply with the Advisor's personal account trading policy summarized above.

Conflicts of Interest. Employees may not use any confidential information or otherwise take inappropriate advantage of their positions for the purpose of furthering any private interest or as a means of making any personal gain. Employees and their immediate families may not accept any benefit from clients or any person who does business with the Advisor, other than business courtesies and non-cash gifts of nominal value.

Service as a Director. No employee may serve as a director of a publicly held company without prior approval by the CCO based upon a determination that service as a director would not be adverse to the interest of clients.

Reporting of Violations. Employees are required to promptly report all actual or potential conflicts of interest, violations of any government or regulatory law, rule or regulation, or violations of the Advisor's policies and procedures.

Training. Formal ethics training for all employees will occur on a periodic basis.

Review and Enforcement. The CCO is responsible for ensuring adequate supervision over the activities of all persons who act on the Advisor's behalf in order to prevent and detect violations of the Code by such persons.

Participation or Interest in Client Transactions and Personal Securities Trading. All employees shall comply with the procedures governing personal securities transactions set forth in the Code. Such procedures are designed, among other matters, to assist the CCO in avoiding potential conflicts of interests and detecting and preventing abusive trading practice. Strict compliance with the Advisor's personal trading policy is essential to RGI and its reputation. Any violation of the Advisor's personal trading policy can be grounds for immediate dismissal. Every employee of the Advisor is expected to be familiar with the personal trading policy and the procedures contained therein. These matters can be reviewed with the CCO at any time.

The CCO shall maintain current and accurate records of all personal securities transactions in which employees have a direct or indirect beneficial interest. The following restrictions shall apply to securities transaction(s) by employees of the Advisor and their related persons:

Restricted Securities. The Advisor shall maintain a restricted list of securities for which no trading by employees is allowed (e.g., because the Advisor may have material non-public information).

Disclosure to CCO. Investment personnel are required to promptly disclose to the CCO any security under active consideration for purchase or sale.

Initial Report. An employee shall, no later than 5 days after the employee begins its relationship with the Advisor, provide brokerage account statements, which are as of a date that is within 45 days of the date the employee submits them to the Advisor, and complete and submit a list of brokerage accounts.

Quarterly Reports. On a quarterly basis all Access Persons shall submit to the CCO a personal securities transaction report.

Annual Report. Following the completion of each calendar year, Access Persons must resubmit a list of personal brokerage accounts.

Record-Keeping Requirements. The CCO shall establish a form to record personal securities transactions.

Item 12: Brokerage Practices

Pursuant to its Best Execution Policy, RGI selects brokers by a process which combines a regular review of historic third-party transaction cost and pre-trade checks by the Advisor's Trading Desk. For more liquid stocks, the Advisor may use an impartial algorithmic strategy selection tool. For less liquid stocks, the Advisor is more likely to use telephone contacts and large-in-scale trading venues, matching natural flow where possible and thereby minimizing impact and implicit costs. These costs are monitored and compared on a regular basis by both the Compliance Department and the Trading Desk.

For explicit costs, the Advisor regularly compares commission rates to the market, in all markets, via established industry surveys.

The Advisor does not engage in "soft dollar" arrangements with any broker-dealer.

The Advisor does not enter into "directed brokerage" arrangements where the use of one or more specified brokers is mandated by the client.

RGI is not authorized to deal on its own account and does not trade as principal for any client account.

When the Advisor decides to implement an investment decision relating to a particular strategy, the Advisor's trading system automatically rebalances all the client portfolios that are managed in accordance with that strategy and generates an aggregated order. The aggregated order is then executed in the market. If the order is only partially filled, then the fill is allocated on a weighted percentage basis across all the client portfolios, thereby ensuring fair allocation.

When aggregating and allocating multiple client orders, RGI will ensure that the aggregation and allocation of orders is intended to work to the advantage of all clients whose orders are to be aggregated. Generally, the securities will be allocated pro rata at the same average price achieved. Subsequent to the initial allocation, if the order remains partially unfilled and a subsequent client order with regard to the same security has been generated, the latest client order is aggregated with the outstanding unfilled order and is allocated fairly on a weighted percentage basis in line with pre-trade intentions.

Item 13: Review of Accounts**Separately Managed Accounts**

As part of RGI's quarterly investment strategy review process, each client account is reviewed to determine whether the relevant strategies remain consistent with the clients' investment objectives, and how any changes to the strategies could affect the clients' accounts. Activity is monitored daily.

On a daily basis, RGI monitors client portfolios against their respective requirements set out in the Investment Management Agreement. Pre and post trade compliance is conducted to ensure that mandates are run in line with the Investment Management Agreement.

The Advisor prepares and sends reports to its clients regarding their accounts at least quarterly.

Clients are reminded to review their account statements in detail for a full understanding of the services rendered and the associated costs therein. Questions regarding such documentation may be addressed directly to the Client Services contact listed in the account statement.

RGI continuously ensures client portfolios are within guidelines and will work to revise guidelines as and when necessary.

Item 14: Client Referrals and Other Compensation**Separately Managed Accounts**

RGI does not receive any economic benefit from unaffiliated third parties for the provision of investment advice or advisory services.

RGI does not compensate any person for third-party client referrals.

Item 15: Custody*SEC "Custody"*

In all cases, client funds and securities are held with a bank, broker-dealer, or other independent, qualified custodian. The independent, qualified custodian provides account statements directly to clients at their address of record at least quarterly. The Advisor invoices clients directly for its fees and does not seek client authorization to deduct fees directly from their accounts.

Account Statements

Qualified custodians that hold client assets provide account statements directly to clients at their address of record at least quarterly. Clients are encouraged to carefully review the statements provided by their custodians.

Reports

Clients will receive periodic reports prepared by the Advisor reflecting account balances, fees, buy/sell/exchange transactions, net changes in the account value, etc. We recommend that clients review such statements carefully and ensure they reconcile to the custodian account statements.

Item 16: Investment Discretion**Separately Managed Accounts**

The Advisor maintains discretionary authority over the selection and amount of securities to be bought or sold. Transactions in these accounts may be made without obtaining prior consent or approval from clients, as agreed upon in writing. However, these purchases, sales, and selections may be subject to specified investment objectives, guidelines, or limitations previously set forth by the client and agreed to by the Advisor. Discretionary authority is only authorized upon full disclosure to the client. The granting of such authority is made evident by the client's execution of an Investment Management Agreement containing all applicable limitations to such authority. All discretionary trades made by the Advisor are conducted in accordance with each Investment Management Agreement.

Broker-dealer selection is made according to those specific guidelines previously mentioned in Item 12 of this Brochure, with client's written approval.

Clients do have the ability to impose limitations on the Advisor's discretionary authority.

Item 17: Voting Client Securities

Separately Managed Accounts

Clients usually delegate the authority to vote proxies to RGI, but may choose to retain it. When the Advisor has discretion to vote proxies for clients, the Advisor will vote those proxies in the best interest of the clients and in accordance with the Advisor's established policies and procedures. RGI generally seeks to vote proxies with the intention of increasing the shareholder value of a company over the medium-term. Consideration is given to both the short and long-term implications of the proposal to be voted on when considering the optimal vote. If the Advisor has a conflict of interest in voting a particular action, the Advisor will notify the client of the conflict and follow the ISS (as defined below) recommendation (acting as an independent third-party). The Advisor's complete proxy voting policy and procedures are available for review.

The Advisor will retain all proxy voting records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by the Advisor that was material to making a decision, and a copy of each written request for information on how the Advisor voted proxies. In addition, a summary of the Advisor's proxy voting and for an individual client a complete proxy voting record is available to current clients. Clients may contact the Advisor with any questions or if they would like to review any of these documents.

To assist with proxy voting for client accounts, RGI has engaged Institutional Shareholder Services Inc. ("ISS"), a registered investment adviser that specializes in the provision of proxy research, vote recommendations and related governance research services. RGI has delegated to ISS the authority to vote its clients' proxies consistent with predetermined voting policies. Client portfolios will be voted in accordance with the predetermined voting policies. In the event of the Advisor not voting in accordance with its predetermined voting policies, a record of the reasons why is kept.

RGI may have a conflict of interest related to voting certain securities of publicly held companies to which the Advisor provides investment advisory services. As proxies are voted pursuant to standing voting policies, most votes are made based on overall voting parameters rather than their application to any particular company, thereby eliminating the effect of any potential conflict of interest.

ISS maintains a Code of Ethics and written policies and procedures to identify potential conflicts of interest and prevent any potential conflicts from becoming actual conflicts. In the event that ISS does not provide a recommendation because of a conflict of interest, RGI will follow its own voting policy and procedures.

Item 18: Financial Information*Balance Sheet*

A balance sheet is not required to be provided because the Advisor does not serve as a qualified custodian and does not require prepayment of fees of more than \$1,200 and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

The Advisor does not have any financial impairment that will preclude it from meeting contractual commitments to clients.

Bankruptcy Petition during the Past Ten Years

Not applicable to the Advisor or its principal owners

Miscellaneous

Privacy: The Advisor prohibits the disclosure of any client-related non-public personal information as collected by the Advisor throughout the client/Advisor relationship. However, the Advisor may make limited disclosure of such information as authorized by the client, or as otherwise provided by law or regulation.

Business Continuity: The Advisor has made preparations via a planning document to expedite the resumption of business in the event of a major disruption.