

# Vontobel

## Form ADV Part 2A Brochure

### ITEM 1. COVER PAGE

#### **Vontobel Asset Management, Inc.**

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March 28th, 2024

*This brochure ("Brochure") provides information about the qualifications and business practices of Vontobel Asset Management, Inc. ("VAMUS").*

*If you have any questions about the contents of this Brochure, please contact us at 212-804-9300 and/or [vamuscompliance@vontobel.com](mailto:vamuscompliance@vontobel.com). The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission ("SEC") or by any state securities authority.*

*VAMUS is an investment adviser registered with the SEC. Registration as an investment adviser does not imply any level of skill or training. Additional information about Vontobel Asset Management, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

## ITEM 2. SUMMARY OF MATERIAL CHANGES

Since the last annual update to the Brochure on March 29, 2023, material changes include amendments as listed below. VAMUS encourages readers to review this Brochure in its entirety.

*ITEM 5. Fees and Compensation:* This item was amended to update the description of how we are compensated for advisory services.

*ITEM 8. Methods of Analysis, Investment Strategies and Risk of Loss:* This item was updated to

- Add the following strategies: Global Impact Equity Strategy, Asian Bond, Emerging Markets Investment Grade, Fixed Maturity Emerging Markets Bond 2026, Global High Yield Bond, Sustainable Emerging Markets Local Currency Bond;
- Change the name of the *Vescore Active Beta* strategy to “*Active Beta*” and *Vescore Active Beta Opportunities* to “*Active Beta Opportunities*”; and,
- Provide further descriptions of investment strategies methods of analysis and risks of loss.

*ITEM 10. Other Financial Industry Activities and Affiliations:* This item was updated to reflect our affiliate’s name change from Vontobel Asset Management Asia Pacific, Ltd. to Vontobel (Hong Kong) Limited; to remove Vontobel Swiss Wealth Advisors AG; and to add a description of the *Vontobel Fonds Commun de Placement*.

*ITEM 11. Code Of Ethics, Participation or Interest in Client Transactions And Personal Trading:* This item was updated to provide additional information and descriptions of on the related conflicts of interests.

*ITEM 14. Client Referrals and Other Compensation:* Additional information about our affiliated and non-affiliated referral arrangement has been provided.

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#### ITEM 4. ADVISORY BUSINESS

##### **The Firm**

Vontobel Asset Management, Inc. (“VAMUS”, “we”, “our”) is a global investment management firm headquartered in New York City, NY. We have provided global asset management services to investors since 1984, and we are an SEC- registered investment adviser.

VAMUS is part of Vontobel (defined below), a global financial services group of companies with Swiss roots. VAMUS and its affiliates are subsidiaries of Vontobel Holding AG (“Vontobel”), a Swiss holding company in Zurich, Switzerland. We are also a related company to Bank Vontobel AG, one of Switzerland’s foremost private banks for over 90 years. Vontobel Holding AG shares are listed on the SIX Swiss Exchange.

##### **Discretionary Advisory Services**

We offer fundamental analysis-based discretionary investment management, advisory, and sub-advisory services to a broad array of institutional and intermediary clients, respectively. We also provide investment advisory services to separate accounts; certain affiliated open-end investment companies (“Registered Funds”) and non-affiliated investment companies registered under the Investment Company Act of 1940, as amended (“Investment Company Act”); collective investment trusts; a series of open-ended variable capital foreign-registered funds managed by our affiliate Vontobel Asset Management S.A. (“VAMSA”), each a “VAMSA Fund” and collectively referred to herein as the “VAMSA Funds”); non-U.S. pooled investment vehicles; and other pooled investment vehicles not required to be registered under the Investment Company Act (“Private Funds”). The above-mentioned pooled vehicles together are thereafter referred to as “Commingled Funds”.

We strive to invest all of our clients’ assets in a similar manner within each investment strategy so as to ensure that all portfolios benefit from the best investment ideas of the firm and to limit the dispersion of returns among client portfolios. Each investment strategy offered by our firm is defined by its own portfolio construction and investment guidelines developed by us.

Within the bounds of a given investment strategy or strategies, a client may customize its investments through the use of investment guidelines, restrictions, and limitations (“guidelines”). These client-driven guidelines are drafted during the course of contract negotiations and become an integral part of the final investment management agreement between us and our clients (“Investment Management Agreement”). We reserve the right to reject investment guidelines that we determine, in our judgement, to be unduly restrictive in light of strategy and portfolio objectives.

##### **Non-discretionary Advisory Services**

We also provide asset model portfolios to related investment advisers, third party firms (“sponsors”), and institutional investors on a non- discretionary basis subject to negotiated fees. Recommendations made on a non-discretionary basis are substantially the same to the advice provided to our clients on a discretionary basis. It is at the investment advisers’, sponsors or institutional investors’ sole discretion as to whether or not and to what extent they will implement the model portfolios, or each recommendation made by us for their respective clients and accounts. VAMUS does not enter into a direct relationship with clients of affiliated investment advisers or sponsors. We do not provide administrative, trading, portfolio accounting or account-

specific performance reporting services to the clients of affiliated investment advisors or sponsors. Trade recommendations and model changes are provided to the third-party concurrently or approximately at the same time as investment instructions are delivered for our other discretionary client accounts. This process is administered in accordance with the third-party's procedures, and they are solely responsible for adjusting their model program accounts to conform to model portfolio changes. As such, responsibility for pursuing best execution for their participating accounts resides with them. It should be noted that VAMUS also has model portfolio arrangements which follow a different process from what's noted herein. For these arrangements, VAMUS provides the model changes and trade recommendations at the end of the business day or weekly per our agreement with the client and after we have begun to implement recommendations for discretionary client accounts. There may be a positive and or negative performance divergence as a result of such timing differences.

### **Types of Investments**

Our advisory services encompass several types of asset classes across our various strategies including equity, fixed income, and multi-asset. The types of investments in which we offer investment advice are limited to: exchange listed securities, privately placed securities, real estate investment trust ("REITs"), exchange traded funds ("ETFs"), exchange traded notes ("ETNs"), securities traded over-the-counter, foreign issues, depository receipts, warrants; corporate debt securities, commercial paper, certificates of deposit, municipal securities, mutual fund shares, U.S. and non-U.S. sovereign government securities, commodities, listed futures and options contracts. Other types of investments may include foreign currency ("FX") instruments, including forwards, spots and swaps, centrally cleared swaps and other bilateral over-the-counter instruments. We may also recommend that clients invest in the Private Funds, certain other pooled investment vehicles, open- or closed-end mutual funds, separate account programs, individual securities or other assets. See *Item 8. Methods of Analysis, Investment Strategies and Risk of Loss*, for more detail on the types of instruments used in implementing our strategies.

### **Services of Affiliates**

We utilize our affiliates to offer certain services to clients; some of these affiliates are investment advisers registered with non-U.S. regulators; and some are exempt from registration with other U.S. federal and state. We may use the services or personnel of one or more of our affiliates for investment advice, portfolio execution and trading, and client servicing in their local or regional markets or their areas of special expertise, except to the extent restricted by a client's investment management agreement, or inconsistent with applicable law.

Arrangements among affiliates take a variety of forms, including dual employee, delegation, participating affiliate, sub-advisory, sub-agency or other formal or informal servicing arrangements. Certain of those affiliates' employees are deemed "associated persons" within the meaning of Section 202(a)(17) of the Investment Advisers Act of 1940 ("Advisers Act"), as VAMUS' affiliates may, through such employees, contribute to our investment advisory and investment research process. These arrangements comply with applicable law and regulation including, but not limited to, ERISA and its prohibited transaction exemptions, U.S. federal securities laws and regulations. Please refer to *Item 10. Other Financial Industry Activities and Affiliations* for information related to the Participating Affiliate Arrangement with select affiliates.

This practice of utilizing affiliates is designed to make Vontobel's global capabilities available to our clients in as seamless a manner as practical within a varying global regulatory framework. In

these circumstances, we remain fully responsible for the portfolio from a legal and contractual perspective. No additional fees are charged for our affiliates' services except as set forth in a client's investment management agreement, or a fund's governing documents, private placement memorandum, offering memorandum, and/or similar documents, and as allowed by applicable law and regulation.

**Regulatory Assets Under Management**

As of March 31, 2024, VAMUS had \$31,129,723,223 total regulatory assets under management calculated on a gross basis; \$30,751,477,634 of which was discretionary and \$378,245,589 non-discretionary.

## ITEM 5. FEES AND COMPENSATION

Fee arrangements vary by investment strategy, product type, account type and size, customization requirements such as in the case when an account has specialized investment objectives, guidelines and restrictions, or the range of additional services provided to the client. All fees are negotiated in advance and are specified in the written agreement between us and each client. We reserve the right at our sole discretion to reduce or waive the management fee for certain clients and fund investors. We typically charge a fee based on a percentage of a client's assets under management. Asset-based fees are calculated based on a percentage of the market value of the investment portfolio under management at the end of the preceding period (daily average, monthly average, end of each month or quarter) as specified in a client's agreement. In the absence of market values, the basis for calculation is fair value or daily NAV.

The minimum initial investment for separate accounts starts at \$30 million and varies per strategy. Irrespective of strategy, the minimum initial investment for the Commingled Funds is \$10 million with the exception of some Private Funds where it is \$5 million. On occasion, subject to negotiation and review of particularly circumstances, we may waive the minimum initial investment requirements. In such cases, the fees charged for investment advisory services may be higher than those fees indicated herein.

We do not automatically deduct advisory fees from client accounts. Client accounts are billed in arrears for fees incurred as applicable per the terms of their investment management agreements. Separate account clients also have the option of paying investment management fees in advance. Any pre-paid fees that have not been earned at the termination of a contract with a client will be refunded. This is designed to avoid placing a client in the position of deciding between forfeiting the unused portion of its fee or continuing to receive portfolio management services that are no longer desired. The amount of the refund will be calculated pro rata and will reflect a deduction of reasonable costs incurred in managing the client's portfolio.

The management fees for the Private Funds are deducted by the fund administrator monthly from the aggregate assets of the funds. Investors in the Private Funds do not have the option of being billed directly.

To the extent that a separate account or a Private Fund's assets are held with its trustee or custodian, the investor should be aware that such trustee or custodian may also charge management or transactional fees with respect to such assets.

### **Separate Accounts**

Our fees for managing an institutional separate account are determined through negotiation with each client and are set forth in the investment management agreement with the client. Our fee may not cover the client's pro rata share of the fees, expense and/or transaction charges incurred by any mutual fund, ETF or other pooled investment vehicle (including funds or vehicles managed by us) in which the account invests.

### **Non-Discretionary Clients**

VAMUS charges advisory fees on a negotiated basis for its provision of model strategies to clients for whom we do not have discretionary authorization for portfolio investment management. Fees

are typically asset based.

### **Commingled Funds**

Our advisory fees for the various Commingled Funds we manage or advise vary by vehicle and the applicable fees and expenses are set forth in each Commingled Fund's investment management agreement and/or other governing documents including subscription agreement, offering memorandum, or prospectus. In certain cases, we may manage a portfolio with a similar investment strategy as a Commingled Fund, in which case the fees charged to such a portfolio (including any performance-based fees) are not necessarily identical to those of a Commingled Fund with a similar investment strategy.

With respect to the services provided to the VAMSA Funds, we are compensated by VAMSA and do not charge any fees or expenses directly to the VAMSA Funds. We do not automatically deduct advisory fees from VAMSA. As indicated in the investment advisory agreement, the fees are billed monthly and based on total expenses plus 10%. The other fees and expenses paid to VAMUS include employee compensation and benefits, operating expenses such as rent and hardware, travel expenses, and other office expenses. VAMSA has the option of paying fees in advance. Any pre-paid fees that have not been earned at the termination of a contract with VAMSA will be refunded. This is designed to avoid placing VAMSA in the position of deciding between forfeiting the unused portion of its fee or continuing to receive services that are no longer needed. The amount of the refund will be calculated pro rata and will reflect a deduction of reasonable costs incurred.

With respect to the Private Funds, we receive a management fee from the Private Funds. The Private Funds will also bear all of its investment related expenses which include but are not limited to brokerage commissions, transaction costs and taxes on securities held in the fund's investment portfolio. In the interest of limiting the total expense ratio of the Private Funds, VAMUS has agreed to bear all other fund operating expenses including custodial charges, fees for legal advice, accounting, transfer agency and reporting fees as well as, auditing and tax preparation expenses. For more information on fees and expenses related to the Private Funds, please refer to the offering documents governing each Private Fund.

Certain clients may invest, exclusively through an allocation in a separate account managed by the VAMUS, to the *Vontobel India Fund*, organized and incorporated under the laws of the Republic of Mauritius as a public company licensed by the Financial Services Commission of Mauritius. We do not currently charge the Vontobel India Fund management fees. However, the *Vontobel India Fund* bears all other operating expenses such as custodial fees, administrative fees, the cost of audits and legal fees. For more information on the Vontobel India Fund, please see *Item 10. Other Financial Industry Activities and Affiliations*.

### **Performance-Based Fee**

In limited circumstances, and in accordance with Rule 205-3 under the Advisers Act, we may enter into an Investment Management Agreement where we will charge client fees based on the investment performance achieved in the client's account. Our typical performance-based fee arrangement has two components: (1) a fee based on a percentage of the market value of the investment portfolio under management; and (2) a quarterly performance fee based on returns in excess of a benchmark selected by us and the client. Please see *Item 8. Methods Of Analysis, Investment Strategies and Risk of Loss* for more information on performance-based fees



### **Side Letters**

VAMUS has entered into and may in the future enter into side letter agreements or arrangements with investors in certain Private Funds that alter, modify or change the terms of the interests held by such investors. Such arrangements generally (subject to applicable terms) include granting certain preferential terms to such investors, including reduced management fees that are lower than those applicable to other investors in a Private Fund. Where a strategic investor participates in a Private Fund as an early stage or seed investor, that investor, investment vehicle or account will generally be granted terms, including management, which are more favorable than those applicable to other investors. In addition, where a strategic or seed investor enters into such an arrangement or side letter with a Private Fund, other investors in the Private Fund will not be notified or receive documentation of such an arrangement.

### **Other Fees and Expenses**

In addition to the investment management fee we are paid, clients pay other fees and expenses associated with investment or accounts including, but not limited to custodial fees, brokerage commissions, transaction costs, interest expenses, transfer and registration or similar expenses, taxes, duties, and other governmental fees and other portfolio expenses. For more information on fees charged by the custodian of your account, including any charges relating to foreign exchange transactions or how your custodian executes foreign exchange transactions for your account, you should contact your custodian or refer to any agreement you have entered into with your custodian. For more information on brokerage commissions, please see *Item 12 – Brokerage Practices*.

### **Compensation for Sale of Securities or other Investment Products**

A limited amount of VAMUS employees are registered representatives of VT Distributors LLC, a broker-dealer registered with the SEC and a Financial Industry Regulatory Authority ("FINRA") member firm. In that capacity, they provide marketing services on behalf of (i) VAMUS and its Private and Registered Funds and (ii) VAMUS affiliates for foreign-registered funds by engaging with U.S. institutional distribution channels and/or non-U.S. institutional investors. Although affiliated with VT Distributors LLC, these employees receive no compensation from VT Distributors LLC. We compensate our employees directly for these marketing or selling activities.

#### ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

By mutual agreements with certain clients, we manage accounts for which we receive performance-based fees. That is fees based the performance or capital appreciation of the assets of a client's portfolio. We managed accounts that are charged a performance-based fee side-by-side with asset-based fee accounts for similar investment strategies at the same time. This creates a conflict of interest because of the economic incentive to choose riskier investments, allocate favorable trades, or otherwise favor, the accounts for which VAMUS is entitled to performance-based compensation. Compensation for managing such accounts will generally exceed the compensation for managing the assets of client accounts that charge only an asset-based fee.

To address this conflict of interest, we have implemented policies and procedures to govern, among other things, how trades are allocated across accounts. These policies require that all accounts in the same strategy generally be managed the same way. In furtherance of these policies, we generally require that all accounts within a strategy hold the same securities, that trades for all accounts within a given strategy are allocated in a like fashion and that such accounts trade at the same time. Our compliance team reviews equity trade allocations regularly to ensure adherence to our policies, and on quarterly basis, the *Investment Broker Committee* ("IBC") reviews allocations that were manually adjusted by the trading team to ensure that firm policies and procedures governing trading and trade allocations were followed. Additionally, the *Investment Performance Committee* ("IPC") analyses investment performance and dispersion in a given strategy periodically to verify if portfolios are managed in a like manner. These policies and procedures, as well as others we have implemented, are designed to promote a fair and equitable allocation of investment opportunities. For more information on our trading policies and procedures, please see *Item 12. Brokerage Practices*. For information about the committees mentioned please refer to *Item 8. Methods of Analysis, Investment Strategies and Risk of Loss*.

#### ITEM 7. TYPES OF CLIENTS

We provide investment management and advisory services to institutional clients, such as corporations, partnerships, foundations, associations, statutory trusts, pension or profit-sharing plans, state or municipal government entities, sovereign wealth funds, registered investment companies, foreign-registered funds, private funds, collective investment trusts, insurance dedicated funds, other pooled investment vehicles.

Private Fund investors are required to be an “accredited investor” as defined in Regulation D under the Securities Act of 1933, as amended, and a “qualified purchaser” as defined in Section 2(a)(51) of the Investment Company Act. Investors should review the offering documents for each Private Fund for further information with respect to the minimum requirements for investment.

Please refer to *Item 5. Fees and Compensation* for information related to the minimum account size and general information about fees.

## ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

We leverage the investment expertise of several investment teams across multiple investment strategies. Each investment team manages an investment strategy based on a specific investment philosophy and is accountable for all strategies managed by the team. The teams consist of portfolio managers and research analysts that work collaboratively in settings that are structured to encourage active participation, robust exchange of ideas, and informed decision making. The investment teams are supported by a centralized governance framework.

VAMUS has an *Investment Review Committee* that is ultimately responsible for the review and oversight of all our investment-related and risk-management activities. The *Investment Review Committee* is in the process of being transitioned into an executive committee – VAMUS *Executive Committee* (“ExCo”). All references to the “ExCo” in this Brochure are with respect to the role and responsibilities of the *Investment Review Committee*. Among other things, the ExCo was formed to monitor and provide oversight for conflicts of interest, investment products and strategies, research, performance, and trading; to oversee legal, regulatory, reputational, and operational risks; and business strategy and operations.

It is also within the scope of the ExCo’s responsibilities to address the following subjects without limitation:

- Investment performance of each strategy based on a comparison of actual returns with benchmarks, and the evaluation will generally take into account compliance with investment policies and guidelines and risk levels;
- Appropriate benchmarks and peer groups for comparison purposes;
- Review of client base, portfolio guidelines and proxy voting; and,
- Unusual and exceptional investment matters.

The ExCo has devolved a number of its responsibilities to other governing bodies through the participation of VAMUS in other global Vontobel Sub-Committees.

*Investment Performance Committee* (“IPC”) – The primary purpose of the IPC is to oversee investment performance, risk, and product quality across all the investment strategies. The performance analysis centers on monitoring and challenging investment performance versus reference target or benchmark and comparing performance against peers while the investment risk analysis focuses on ensuring strategies are managed in line with guidelines and the stated investment approach. It is also within the scope of the IPC’s responsibilities to address the following subjects without limitation:

- Investment risk (ex-ante and ex-post);
- Performance analysis, consistency and stability;
- Investment quality and capacity; and,
- Investment policies, guidelines, and controls.

*Investment Brokerage Committee* (“IBC”) - The primary purpose of the IBC is to oversee trading practices and engagement with broker-dealers and counterparties. The IBC’s responsibilities are framed by regulatory requirements and our fiduciary duty to act always in the best interest of our

client. It is also within the scope of the IBC's responsibilities to address the following subjects without limitation:

- Best execution monitoring;
- Broker-dealer and counterparty relationships;
- Trade aggregation and allocation; and,
- Trade errors.

VAMUS representatives participating in these committees report back to the ExCo the key findings and conclusions of the quarterly meetings of the IPC and IBC.

## **Methods of Analysis and Investment Strategies**

### **Quality Growth Strategies**

The investment philosophy for our strategies is based on the conviction that long-term, stable earnings growth drives long-term investment returns. By identifying sensibly priced high-quality companies that can grow earnings faster than the market on a sustainable basis, we believe we will be able to achieve attractive returns for our clients. Also central to our philosophy is the belief that compounding wealth requires preserving capital in down markets. We recognize that declining markets can quickly erode investors' capital. We are benchmark agnostic. We consider the benchmark index to be a poor representation of the high-quality investment opportunities available and believe that fund managers, where deemed necessary, should be allowed to deviate from benchmark-dictated constraints.

We employ a disciplined investment process that is predicated on long-term investment objectives. We believe that the best way to achieve capital appreciation and outperform the market over the long term is by investing – at attractive prices – in well-managed businesses with consistent operating histories, solid financial performances, favorable long-term economic prospects and, in most cases, strong free cash flow. Generally, each strategy invests in equity securities and equity-linked securities. The strategies may also invest in derivatives. Over full market cycles, which generally span at least 5- year periods, the investment approach is designed generally to hold up better than the market in a down cycle, and to capture a substantial part of the investment returns when the markets are doing well. The investment process relies on bottom-up analysis to help us identify high-quality companies and reasonably priced stocks.

Our investment process generally consists of five steps. We seek to add alpha – a measure of an investment's performance over and above the performance of investments of the same risk – through bottom-up stock selection. The process begins first with our idea generation refined by quantitative screening. Ideas come from many sources including conferences, meetings, readings, etc. We then evaluate the financial track record of the companies under consideration to identify those that appear to possess the attributes we look for in high-quality companies.

Our qualitative analysis follows next in steps two and three of our investment process. These steps are important in understanding how a company sells its products or services, the diversity of its sources of revenues and profits, geographically or otherwise, and what makes it special or particularly interesting for us. Here we analyze the company's past business economics and potential future opportunities while also reviewing industry dynamics. In step two, we put great

emphasis on understanding underlying business features, competitive environment as well as relevant accounting issues. During the third step, we perform an in-depth evaluation of the certainty of the long-term economic characteristics and durability of the company. We typically also assess the quality of its management in terms of its ability to realize the full potential of its business.

Step four of our investment process follows next and is where we focus on company valuations. To be considered for our portfolio, the market price of the company should be at a discount to our estimate of the value of the company. In step five, portfolio construction, we determine the sizing of the investment we will make in the company. The position's size depends on several factors, primarily revolving around the company's quality and growth potential and its current valuation. We also look closely at how an investment in the particular company will affect the overall risk of the portfolio. Our guidelines ensure that stock selection helps drive performance while also providing adequate risk diversification.

Environmental, Social, and Governance ("ESG") considerations are integrated at various steps across our investment process. The goal is to further enrich our understanding of the quality of a company and the impact of ESG factors as it applies to the long-term risks and potential returns of the investment. We use our proprietary ESG red flag monitor as well as third-party provided data in our analysis of an investment's potential risk. We also perform assessments of potential ESG risks to competitive advantage and impact on predictability. We believe in active stewardship through ongoing engagements and proxy voting. We could invest in a company with some identified ESG risks factors if our overall assessment of the company is favorable, taking into consideration holistically all other factors including non-ESG factors.

The Quality Growth investment team manages portfolios in the following strategies:

#### Emerging Markets Equity

The Emerging Markets strategy primarily invests in common stocks and other equity securities of companies that are located in developing or emerging markets. The strategy invests the majority of its assets in equity securities issued by companies that are domiciled in "developing countries" or "emerging markets," as listed in the Morgan Stanley Capital International Emerging Markets Free Index (the "MSCI EME Free Index"). Where required to access unique local markets, this strategy may also make use of Participatory Notes which are instruments that derive its value from an underlying financial instrument such as an equity share.

#### International Equity

The International strategy primarily invests in common stocks and other equity securities of companies that are located outside of the United States. To a limited degree, the strategy may also invest in companies based in the United States. The strategy typically invests in the securities of medium-to large size companies, but also invests in smaller companies. The strategy generally invests in securities that are traded in foreign securities markets and may also invest in emerging or developing markets. Where required to access unique local markets, this strategy may also make use of Participatory Notes which are instruments that derive its value from an underlying financial instrument such as an equity share.

#### Global Equity

The Global strategy primarily invests in common stocks and other equity securities of companies

located throughout the world, including issuers in emerging markets. This investment strategy seeks to provide investors with exposure to high-quality global companies. These companies are characterized by consistent operating histories, solid financial performance, favorable long-term economic prospects, and strong free cash flow. Where required to access unique local markets, this strategy may also make use of Participatory Notes which are instruments that derive its value from an underlying financial instrument such as an equity share.

#### European Equity

The European strategy primarily invests in common stocks and other equity securities of companies located in Europe, including issuers in emerging markets countries. The strategy typically invests in the securities of medium-to large size companies, but also invests in smaller companies.

#### Asia Pacific Equity

The Asia Pacific strategy primarily invests in equity securities or equity-linked instruments of issuers located in Asia excluding Japan, including issuers in emerging markets countries. The strategy typically invests in the securities of medium-to large size companies, but also invests in smaller companies. Where required to access unique local markets, this strategy may also make use of Participatory Notes which are instruments that derive its value from an underlying financial instrument such as an equity share.

#### US Equity

The US strategy primarily invests in mostly in shares, equity-like transferable securities, participation certificates, etc., issued by companies our research identifies as high-quality enterprises domiciled in and/or companies that have their core businesses in the U.S. To a limited degree, strategy assets may be invested in companies outside the aforementioned investment universe.

### **Fixed Income Strategies**

#### *Emerging Markets*

Our suite of Emerging Markets ("EM") Fixed Income strategies have different benchmarks, investment universes, drivers of risk-return and objectives. However, there are common philosophy and process threads. The strategies focus on investing primarily in debt instruments issued by emerging market borrowers, sovereign, quasi sovereign, corporate and supranationals. The objective is to achieve competitive investment returns through a diversified portfolio with a particular focus on credit spreads. The strategies employ a blend of top-down and bottom-up approaches, with a particular emphasis on the latter. We believe that a contrarian/value approach can be applied to this inefficient asset class to extract the maximum value from mispricing across issuers, sectors, currencies, and curves.

The main steps of the process which are similar across the range of Emerging Markets Fixed Income strategies are composed of the following:

Top-Down Steps: Define strategic themes - the team has regular meetings dedicated to defining preferences and themes impacting Emerging Markets Fixed Income. The outcome of such a meeting, which may be based on valuations, fundamentals, politics, and technicals, is a "Preference Matrix", which seeks to identify what segments of the EM Fixed Income market

appear more/less attractive against the current market and macro backdrop.

We will then drill down to establish our preferred Emerging Markets hard currency and local currency sovereigns on a country-by-country basis ("Country Investment View") analysis. This is based on both qualitative and quantitative input. Whilst it is somewhat easy to compare and contrast Emerging Markets sovereigns, it is harder to standardize the analysis of Emerging Markets Corporates. For this segment of the market, there are issuers in multiple countries, sectors, individual issuers, and levels of seniority and which are difficult to compare like for like. At the top-down step, therefore, we will generally undertake some high-level relative valuation analysis looking at which country complexes, sectors and issuers are "outliers" that appear to pay more spread than the average.

Bottom-Up Steps: The "Preference Matrix", the "Country Investment View" cards and the high-level corporate sector/issuer filtering developed in the top-down steps allow us to know where to focus our attention for bottom-up instrument selection and portfolio management. We will populate our portfolios with hard (and where permitted/preferred, local) currency bonds with a focus based on a proprietary analysis to source those bonds which appear "cheap" because they have underperformed ("lagged"). We are continuously looking to invest in the cheap/lagging bonds where we believe that mean reversion should kick back in.

For corporate bonds, we often undertake internal credit analysis based on four pillars: stakeholder analysis, fundamental analysis, ESG analysis and attitude to the bond. The goal is to decide whether the corporate issuer we identified as being an "outlier" in the top-down step (paying more spread than the average) is actually a "mispricing" (i.e., an opportunity) or a "value trap" (to be avoided).

According to the guidelines, objectives and constraints of each Emerging Markets Fixed Income strategy, the best ideas from across the hard and local currency segments are implemented in the portfolios. Given our objective of spread optimization, we will seek to source the cash bonds that will maximize, according to our analysis, the spread/risk pay off. This may create some skews in the portfolio, which can then be adjusted by derivatives (typically in terms of duration and/or currency exposure).

A portfolio typically comprises multiple core positions but can potentially hold substantially more positions in total (the difference being "legacy" positions). The portfolios will then have a risk management framework applied, based on "three lines of defense" approach. In terms of ESG, each of these Emerging Markets Fixed Income strategies considers ESG risk factors in the investment process. This includes investing a minimum percentage of net asset value in "sustainable investments", excluding certain issuers and promoting others. For some portfolios, such as the "Sustainable Emerging Markets Debt", the ESG selection criteria are stricter than for those strategies which do not have "sustainable" in the name.

The Fixed Maturity Emerging Markets Bond strategy is a buy and watch strategy and is thus more governed by constraint management than by active decisions. The investment process for the strategy generally involves assembling the best value spread in short maturity emerging market corporate bonds with diversification into emerging market sovereigns coupled with tactical management to sure the portfolio constantly optimizes spread and constraints. The objective is an attractive recurring risk-adjusted returns with controlled volatility.



### High Yield

The Global High Yield strategy investment process is a blended top-down/bottom-up approach. The strategy actively manages global high-yield corporate bonds through active credit selection and dynamic risk positioning. The investment team conducts macro fundamental research and technical analysis as part of the economic and credit cycle assessment. They review key economic and market indicators in order to establish views on the direction of the credit market. The evaluation is based on four main factors: macro fundamentals, valuation, market sentiment, and market technicals. The top-down high yield investment strategy helps shaping the optimal position with regards to: (a) risk appetite, i.e., risk-on or defensive regimes and (b) geographic preferences.

The investment team performs a screening and bottom-up selection including ESG risk factors for developed credit markets, alongside financial data, and credit metrics to evaluate potential future negative credit rating transitions. In this step, suitable issuers and bonds are identified. The universe is narrowed down into investible ideas from both secondary and primary high-yield bond markets.

Then, based on the strategy, a portfolio is constructed with a “core” and/or “tactical” allocation determination. The core portfolio seeks reliable “all weather” income generation irrespective of the market environment while the tactical portfolio is used to align the strategy’s overall risk profile with expected short-term market developments, by using liquid instruments. Portfolio risk management is based on the risk management framework consisting of the primary risk owners, risk management support, control and oversight and assurance.

The Fixed Income teams manages portfolios in the following strategies:

### Asian Bond

The strategy invests across Asia mainly in corporate bonds of diverse qualities with different maturities in various hard currencies. In addition, it may have exposure to Asian government bonds in hard currencies and limited exposure to non-Asian issuers. It uses derivative financial instruments, primarily for hedging purposes.

### Emerging Markets Blend

The strategy invests across emerging markets mainly in government, quasi-sovereign and corporate bonds of diverse qualities with different maturities in various currencies. The strategy uses derivative financial instruments both for hedging purposes and to take outright market positions. Specifically, the strategy can gain exposure to emerging market currencies independently of the currency of the underlying bonds.

### Emerging Markets Corporate Bond

The strategy invests across emerging markets mainly in corporate bonds of diverse qualities with different maturities in various hard currencies. In addition, the strategy may have limited exposure to emerging market government bonds in hard currencies. The strategy uses derivative financial instruments, primarily for hedging purposes.

#### Emerging Markets Debt

The strategy invests across emerging markets mainly in government and quasi-sovereign bonds of diverse qualities with different maturities in various hard currencies. In addition, the strategy may have limited exposure to emerging market corporate bonds as well as emerging market local currency debt. The strategy uses derivative financial instruments, primarily for hedging purposes.

#### Emerging Markets Investment Grade

The strategy invests across emerging markets, mainly in bonds with different maturities in various hard currencies of sovereign or corporate issuers of good quality (investment grade). The strategy may have limited exposure to bonds of lesser quality. It uses derivative financial instruments primarily for hedging purposes.

#### Fixed Maturity Emerging Markets Bond 2026

The strategy aims to achieve good investment returns over a fixed maturity of 5 years (from launch date) ending 30 October 2026, while respecting risk diversification. The strategy invests primarily in hard-currency sovereign, quasi-sovereign, and corporate bonds of issuers of various credit qualities domiciled in emerging markets and/or doing business in or with emerging markets. It may also use derivative financial instruments.

#### Global High Yield Bond

The strategy invests worldwide mainly in corporate bonds from the high-yield segment (ratings BB+ to CCC-) from various issuers and with different maturities. It uses derivative financial instruments, mainly for hedging purposes.

#### Sustainable Emerging Markets Debt

The strategy invests across emerging markets mainly in government and quasi-sovereign bonds of diverse qualities with different maturities in various hard currencies from issuers that seek to promote environmental or social practices. In addition, the strategy may have limited exposure to emerging market corporate bonds in hard currency. The strategy uses derivative financial instruments, primarily for hedging purposes.

#### Sustainable Emerging Markets Local Currency Bond

The strategy invests across emerging markets mainly in government bonds with different maturities in various local currencies from issuers of diverse qualities that seek to promote environmental or social practices. It aims to generate the best possible investment returns over a full economic cycle. The strategy uses derivative financial instruments both for hedging purposes and to gain selective exposures to interest rates and currencies.

### **mtx & Conviction Equities**

#### mtx Strategies

We are bottom-up stock pickers who believe that selecting the right companies is key to driving performance over the long term. We use a rigorous and disciplined investment framework that seeks to identify what we believe are high-quality businesses trading at attractive valuations. In our view, high-quality businesses are ones that offer consistently high returns on invested capital ("ROIC"), enjoy a strong industry position in which they can protect and grow these high levels of returns, and effectively manage and minimize their ESG risks. We believe companies with consistently high ROIC and strong competitive positions are more likely to reinvest their free cash

flow in superior growth projects, enabling continued growth and sustaining above-average returns in the future. We further believe that the market tends to underestimate these companies' ability to sustain their profitability and therefore their future cash flow growth, which presents an investment opportunity as we buy these companies at a discount to intrinsic value. Our investment process focuses on return on invested capital due to the strong positive correlation that exists between improvements in a company's ROIC and its subsequent share price performance. Typically, companies that grow their ROIC by the greatest margin are the ones that have outperformed the market by the largest amount and vice versa.

Our investment process is designed to be simple and repeatable, encompassing initial systematic filtering to narrow down the universe, followed by a qualitative assessment including in-depth fundamental research and valuation. It is focused on identifying industry-leading companies with strong competitive positions and high profitability that trade at a discount to their intrinsic value.

The starting point is considering companies that are based in or conduct the majority of their business in an emerging market and a certain minimum market capitalization. In a first step, the team generally screens this universe of companies based on ROIC to differentiate between ROIC leaders and ROIC laggards. Companies that have delivered consistent high levels of ROIC in the past and are expected to do so again in the future and become candidates for investment.

In a next step, we assess the sources of competitive advantage for all companies based on the mtX industry position framework and rank them into four quartiles according to their scores. The industry positioning ranking is performed on an annual basis. The underlying assumption is that better positioned companies are more likely to improve future ROIC. The investable investment universe of stocks is derived from the intersection of first and second quartile ROIC companies with first and second quartile industry positioning companies.

Having narrowed down the universe to companies with consistent higher returns and favorable industry positioning, the next step is to find the right entry point to buy the stock as the return earned by the strategy significantly depends on the "starting valuation", i.e., the valuation of the stock at the point of purchase. First, the investment team seeks to understand and quantify which market expectations are implied in the current share price. Next, an analyst quantifies what the gap is between the expectations of the market and the analyst's expectations as expressed in the company's intrinsic value. The calculation of a company's intrinsic value is based on normalized sales growth, operating margins and asset utilization, thereby incorporating a company's historical track record and its current and future competitive situation. Given that a company's estimated intrinsic value is always an approximation with a large degree of uncertainty and given that different investors use different techniques to calculate intrinsic value, the portfolio manager typically requires a valuation upside of at least 25% from the current market price to the intrinsic value, in order to provide a margin of safety.

ESG analysis is fully integrated into company evaluation and enables us to reach decisions based on a holistic understanding of each company. We use ESG Integration systematically as a tool for avoiding tail risks, i.e., avoiding the most at risk / worst prepared companies and thereby supporting enhanced portfolio performance. An independent view is key to an integrated ESG approach, to ensure that the scoring is not influenced by an otherwise potentially strong investment case. The input of the ESG specialists in the ESG assessment helps to ensure that the ESG scores are a true reflection of a company's ESG performance. A Minimum Standard

Framework (“MSF”) informs this decision-making process adding consistency and discipline to a highly subjective area.

Portfolios constructed based on the strategy are highly concentrated, consisting of several high-conviction positions based on pure bottom-up stock selection. As a result, the sector and country weightings are a by-product of the stock selection process. Although portfolio construction is not driven by the reference index, the strategy seeks to invest in at least 6 Global Industry Classification Standard (“GICS”) sectors at any given point in time in order to maintain diversification. Our portfolio managers follow clear buy, review, and sell criteria in order to manage portfolio risks. The goal of the portfolio managers is to construct a portfolio with best possible valuation and expected positive ROIC change. We also look closely at how an investment in the particular company will affect the overall risk of the portfolio. Our guidelines are aimed to ensure that stock selection helps to drive performance while also providing adequate risk diversification.

#### Impact Strategies

At the core of our impact investment strategies is the belief that our economy is moving towards a sustainable future. Structural drifts such as population growth, urbanization and rising inequalities lead to increasing social and environmental challenges such as resource scarcity, rising pollution, aging of population, health problems or food distribution. We are targeting companies that use their talent and innovation to deliver solutions (products and services) to those environmental and social challenges.

Our objective is to produce returns based on the definition and the investment propositions of the strategies. The starting point is a global equity database. The list is reduced by filtering out stocks which have no relevance to the strategies investment proposition. Robust inclusion criteria for the groups of companies with a focus on the environmentally friendly technology and solutions to the most pressing social challenges are thus used to assure that value drivers of selected companies contribute significantly to the impact pillars. In a next step, stocks with both low market capitalization and liquidity are filtered out. Complementary, new entries, such as initial public offerings (“IPOs”) or results from merger and acquisition activity, which match the investment proposition of the strategies are included. Consistent with our investment propositions, sustainability considerations form an integral part when determining the opportunity set. As they primarily serve to reduce risks, companies need to comply with defined minimum requirements, otherwise they are excluded. The stocks resulting from this stage of the selection process represent our opportunity set.

Once the opportunity set has been determined and allocated to the impact pillars, the companies are clustered around more granular impact scopes. Within such scopes, comparing aggregated financial indicators allow to identify companies delivering attractive returns and fundamentals that are either overlooked or underestimated by the market. In general, the investment team evaluates “business model characteristics”, for example sales and earnings growth revisions, cash flow and financial risk. They use inflation adjusted cash flow return on investment (“CFROI”) as the key valuation measure. CFROI adjusted for cost of capital provides a fundamental guidance as to how a company should balance its rising investment needs with the given market opportunities – and, as a consequence, may increase shareholder value. Decisions are also supported by peer comparisons where applicable. Longer-term or temporary changes in areas like “drivers & cycles”, “value chain”, “industry landscape” or “barriers” could also trigger the idea generation process to

identify companies in specific pillars, scopes or parts of the value chain.

Having condensed the opportunities to a list of companies that meet the impact, sustainability and financial criteria, the analyst can then assess the business models of the remaining investment candidates in much further depth. In general, this part of the selection process deals with the company's strengths, weaknesses, opportunities and threats and the company's management's ability to implement its strategy. We analyze growth drivers, capital efficiency and return drivers (e.g., product cycle, innovation, restructuring) as well as potential sources of market misperception (e.g., regulation, fluctuations in returns). Key value drivers and scenarios are modeled for five to ten years and ultimately valued by using a discounted cash flow approach. Not to fall victim of a single valuation number, furthermore we typically assess companies by various ratios and multiples and compare to peers where applicable.

Our approach is benchmark agnostic, i.e., we build high conviction portfolios independent of benchmark constituents. The portfolio consisting of multiple high-conviction positions is constructed on the basis of bottom-up stock selection. As a result, impact pillar, sector and country weightings are a by-product of the stock selection process.

The mtX & Conviction Equities team manages portfolios for the following strategies:

*mtX China A-Shares Leaders*

The strategy primarily seeks to invest via Shanghai- and/or Shenzhen-Hong Kong Stock Connection in stocks which either qualify as China A-Shares or are linked to China A-Shares, of companies characterized by high return on invested capital and strong market positions.

*mtX Sustainable Emerging Markets Leaders*

The strategy invests across emerging markets in a concentrated portfolio seeking stocks of companies which are among the leaders in their industry, can help offer high and sustainable profitability potential, seek to promote environmental or social practices, and whose stock prices have potential attractive upside versus the estimated enterprise values at the time of the investment.

*The Global Environmental Change*

This equity strategy aims to achieve long-term capital growth as well as to invest in companies that have a positive impact on the environment, while respecting risk diversification. The strategy invests worldwide mainly in stocks of companies with long-term growth potential which address environmental challenges by providing solutions that can contribute to a sustainable objective in areas like resource-efficient industry, clean water, clean energy infrastructure, low-emission transportation, building technology, and lifecycle management for products.

*The Global Impact Equities*

This equity strategy aims to achieve long-term capital growth as well as to invest in companies that have a positive impact on the environment and society, while respecting risk diversification. The strategy invests worldwide mainly in stocks of companies with long-term growth potential which address environmental or social challenges by providing solutions that can contribute to a sustainable objective in areas like clean water, clean energy, sustainable cities, innovative industries and technology, good health and well-being, sustainable food and agriculture, responsible consumption, and equal opportunities.

### **Quantitative Investments (formerly known as “Vescore”)**

The investment strategies aim to actively manage the exposure to market risk (so-called “beta risk”). Risk premia represent the long-term investor compensation for taking on beta risk in different asset classes. Since risk premia fluctuate in the short-term, the strategy seeks to take advantage of opportunities arising from the variability of risk premia over time by using active exposure management to beta risk. The strategies invest in multi-assets worldwide based on quantitative models and systemically adapts allocations to the different risk premia in line with the risks and opportunities offered by the prevailing market conditions.

The investment process combines proprietary models, innovative technology, and active management. The models used allows the strategies to make investment decisions without emotional bias, while ensuring systematic risk control at all times. To promote environmental and social characteristics, the securities portfolio excludes corporates and sovereigns with an ESG rating below a defined minimum threshold and includes at least 15% green, social or sustainability bonds, either through direct investments in such bonds or indirectly through investments in funds that invest mainly in such bonds.

The allocations to asset classes are achieved through proprietary models that evaluate the market environment for the respective asset class and their return potentials.

For equities, this assessment is based on a multi-factor valuation model. The factors used are global macro- and micro-economic fundamental variables whose evaluation allows for a formulation of expectations on the changes in the relevant return drivers (systematic risk factors). Subsequently, the expectations derived from such models are brought into the investment management decision process.

For bonds, the model derives the short-term excess returns of global government bond markets by modeling yield curve dynamics through the use of three sub-models: carry, mean reversion, momentum. These excess returns are then used to determine optimal duration exposure.

For commodities, two strategies are implemented. One analyzes a set of commodity market variables as well as their interaction with market returns. A regime-based optimizer outputs the optimal allocation based on the prevailing market conditions. The other utilizes a long-short approach to exploit the return potential of the term premia.

The currency strategy is a cross-sectional multi-factor approach which translates relative currency pair attractiveness into an optimal allocation. The factor premia in scope are: carry, value and momentum. These factors provide a holistic characterization of dynamics between currencies. A global liquidity indicator is used as a conditioning variable for overall currency market environment.

As a final step, a risk management model assesses the expected future volatility of the total allocation with the goal to ensure adherence to target the volatility set for each strategy.

The Quantitative Investment team manages portfolios in the following strategies:

### Active Beta

The strategy invests worldwide mainly in equities and government bonds and the models used continuously assess the fundamental macro-economic risk environment and return potential with a long-term view. The typical equity weighting range is 0-60%. The typical duration range is 0-10 years.

### Active Beta Opportunities

The strategy invests worldwide mainly in equities, bonds, currencies, and commodities. The strategy can also take short positions via derivative financial instruments. The usual equity weighting range is -35 to 70% while duration can range between -7 to 14 years. The multi-model approach used to optimize each asset class, combined with risk management driven by artificial intelligence, aims to participate in up markets and limit losses in down markets across cycles.

Information from the above-mentioned strategies is refined with a trend-following module. This is a dynamic long-short strategy applied on equity, bond, commodity, and currency markets. The strategy seeks to take advantage of significant time-series momentum on returns.

### **Material, Significant, or Unusual Risks Related to Investment Strategies**

As with any investment, there is no guarantee that a portfolio will achieve its investment objective or that the strategies pursued, and methods utilized by VAMUS will be successful under all or any market conditions. All investments involve risks, including the risk of possible loss of principal, and investors should be prepared to bear such risks. The following are descriptions of various primary risks related to the investment strategies used by VAMUS; however, not all possible risks are described below. Risks may arise in the future which could not have been anticipated in advance. Risk factors may apply to each strategy to varying degrees, and this exposure will also vary over time. Not all of the possible risks listed below will pertain to every account as certain risks may only apply to certain strategies. The risks involved for different client accounts or funds will vary based on each client's investment strategy and the type of securities or other investments held in the client's account or the fund.

Active Management Risk – VAMUS is an active manager with respect to our investment strategies and generally have discretion to purchase and sell assets in accordance with the investment policy. We're typically benchmark agnostic and as a consequence of our active approach, from time to time, we may elect to deviate from the constituents of any related market benchmark. This may cause a portfolio to not participate in a general upward move as measured by a benchmark, and a portfolio's value may decline even while any related benchmark is rising.

Artificial Intelligence("AI") Risk – Certain of our Quantitative Investment Strategies use a volatility risk management model driven by artificial intelligence. AI can be defined in simple terms as the use of a machine-based system to generate predictions, recommendations, or other decisions for a set of objectives. For the avoidance of doubt, such strategies do not employ the use of generative AI. Because AI models make predictions based on defined datasets and assumptions, their results carry a risk of being skewed or flawed. For an implicated strategy, this could result in incorrect volatility estimates which may impact allocation decisions and potentially have an adverse impact on a portfolio's performance.

Benchmark Objectives Target Returns - As discussed above, the core high yield and the U.S.

corporate investment grade strategies are measured against benchmarks. There can be no assurance that these strategies will meet their target returns. Target returns are goals based on VAMUS research and are not guarantees or predictions of performance. If applicable, target returns will be periodically re-evaluated in light of actual returns and may be revised.

Call Risk - If an issuer calls higher-yielding debt instruments held by an account, performance could be adversely impacted.

Concentration Risk – Concentration risk (or bulk risk) arises if one or only few financial instruments make up a significant part of the total portfolio. In a market downturn such portfolios can suffer more substantial losses than diversified portfolios, i.e., portfolios where investments are spread over different assets in order to reduce the risk of earnings fluctuations. When buying or selling a financial instrument it is therefore important to consider the overall portfolio structure and to check in particular whether it results in a sufficiently diversified portfolio.

Conflicts of Interest Risk – VAMUS and VAMUS affiliates, from time to time, act as investment managers or advisers to other strategies or other client mandates which are competitors to a particular strategy because they follow similar objectives. It is, therefore, possible that VAMUS, in the course of its business dealings, may have potential conflicts of interest for a particular strategy. VAMUS will with regard to such event meet its regulatory and contractual obligations and its overall duty to act in a commercially reasonable manner to act in the best interests of all clients and to treat all clients fairly when undertaking any investment business where potential or actual conflicts of interest arise.

Contingent Capital Security Risk - Contingent capital securities (sometimes referred to as “CoCos”) are preferred securities, issued primarily by non-U.S. financial institutions, which have loss absorption mechanisms benefitting the issuer built into their terms. Upon the occurrence of specific triggers, CoCos may be subject to automatic conversion into the issuer’s common stock, which likely will have declined in value and which will be subordinate to the issuer’s other classes of securities, or to an automatic write-down of the principal amount of the securities, potentially to zero, which could result in the portfolio losing a portion or all of its investment in such securities. CoCos are often rated below investment grade and are subject to the risks of high yield securities.

Convertible Securities Risk - Convertible securities generally offer lower interest or dividend yields than non-convertible fixed- income securities of similar credit quality because of the potential for capital appreciation. The market values of convertible securities tend to decline as interest rates increase and, conversely, to increase as interest rates decline. In the event of a liquidation of the issuing company, holders of convertible securities would be paid before that company's common stockholders. Consequently, an issuer's convertible securities generally entail less risk than its common stock. However, convertible securities rank below debt obligations of the same issuer in order of preference or priority in the event of a liquidation or reorganization and are typically unrated or rated lower than such debt obligations. Different types or subsets of convertible securities may carry further risk of loss.

Counterparty Risk – The risk arises from the probability that one party to a financial instrument will fail to meet its contractual obligations for reasons of insolvency or inability to pay and cause a financial loss for the other party at any time a strategy’s assets are deposited, extended,



committed, invested or otherwise exposed through actual or implied contractual agreements. When entering derivatives transactions, a strategy may be adversely impacted by conflicts of interest arising from the relationship of the counterparties, the relevant investment manager or another member of the relevant investment manager's group of companies. In addition, contracts with service providers and other third-party contractors (the "Service Providers") may be entered. This risk means that in certain circumstances (including but not limited to force majeure events) the Service Providers may not be able to perform or fulfil their contractual obligations. This could result in periods where the normal trading activity of a Strategy may be affected or disrupted.

Credit Ratings – Credit ratings of debt securities are not a guarantee of quality. A credit rating represents only the applicable rating agency's opinion regarding credit quality based on the rating agency's evaluation of the safety of the principal and interest payments. In determining a credit rating, rating agencies do not evaluate the risks of fluctuations in market value. As a result, a credit rating may not fully reflect the risks inherent in the relevant security. Rating agencies may fail to make timely changes to credit ratings in response to subsequent events. In addition, to the extent that a rating agency rates a security at the request of an issuer, the rating agency has a conflict of interest in providing such rating.

Credit Risk - Credit risk is the risk that an issuer of a debt security will be unable to make interest and principal payments when due and the related risk that the value of a security may decline because of concerns about the issuer's ability to make such payments. Credit risk may be heightened for portfolios that invest in lower quality bonds, including "high yield" securities.

Credit Spread Risk - Credit spread risk is the risk that credit spreads (i.e., the difference in yield between securities that is due to differences in their credit quality) may increase when the market believes that bonds generally have a greater risk of default. Increasing credit spreads may reduce the market value of the portfolio's debt securities. Credit spreads often increase more for lower rated and unrated securities than for investment grade securities. In addition, when credit spreads increase, reductions in market value will generally be greater for longer-maturity securities.

Defaulted Bond Risk - Defaulted bonds are speculative and involve substantial risks in addition to the risks of investing in high yield securities that have not defaulted. An account generally will not receive interest payments on the defaulted bonds and there is a substantial risk that principal will not be repaid. In any reorganization or liquidation proceeding relating to a defaulted bond, the account may lose its entire investment.

Derivatives Risk – Derivatives or other similar instruments (referred to collectively as "derivatives"), such as futures, forwards, options, swaps, structured securities and other instruments, are financial contracts whose value depends on, or is derived from, the value of an underlying asset, reference rate or index. Derivatives may involve costs and risks that are different from, or possibly greater than, the costs and risks associated with investing directly in securities and other traditional investments. Derivatives prices can be volatile, may correlate imperfectly with price of the applicable underlying asset, reference rate or index and may move in unexpected ways, especially in unusual market conditions, such as markets with high volatility or large market declines. Some derivatives are particularly sensitive to changes in interest rates. Other risks include liquidity risk which refers to the potential inability to terminate or sell derivative positions and for derivatives to create margin delivery or settlement payment obligations for the Fund. Further, losses could result if the counterparty to a transaction does not perform as promised.

Derivatives that involve a small initial investment relative to the risk assumed may be considered to be “leveraged,” which can magnify or otherwise increase investment losses. In addition, the use of derivatives for non-hedging purposes (that is, to seek to increase total return) is considered a speculative practice and may present an even greater risk of loss than when used for hedging purposes. Derivatives are also subject to operational and legal risks.

*Emerging Markets Risk* – The risks of investing in foreign securities are heightened when investing in emerging or developing markets. The economies and political environments of emerging or developing countries tend to be more unstable than those of developed countries, resulting in more volatile rates of return than the developed markets and substantially greater risk to investors.

*Equity Securities Risk* – Equity securities represent an ownership interest, or the right to acquire an ownership interest, in an issuer. Equity securities also include, among other things, preferred stocks, convertible stocks and warrants. The values of equity securities, such as common stocks and preferred stocks, may decline due to general market conditions which are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. They may also decline due to factors which affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry. Equity securities generally have greater price volatility than fixed income securities.

*Equity-Linked Instruments Risk* – The risk that, in addition to market risk and other risks of the referenced equity security, the strategy may experience a return that is different from that of the referenced equity security. Equity-linked instruments also subject the strategy to counterparty risk, including the risk that the issuing entity may not be able to honor its financial commitment, which could result in a loss of all or part of the investment. The counterparty may also experience a decline in credit quality. Generally, this means that the lower the credit rating of the counterparty, the greater the risk of default.

*Exchange Risk* – Since currency exchange rates fluctuate, there is an exchange rate risk whenever financial instruments are held in a foreign currency. Depending on exchange rates, the same investment may generate profits or entail losses. Moreover, since the activities of companies are, to a greater or lesser extent, related to exchange rates, fluctuations in these latter rates are likely to have an impact on the price of the financial instruments they issue. Material elements affecting the exchange rate of currencies are in particular the inflation rate of a country, the gap between domestic interest rates and foreign rates as well as between domestic and foreign productivities, the assessment of economic activity forecasts, the political situation in the world and the safety of investments in general. Additionally, psychological events, such as lack of confidence in political leaders, may weaken the exchange rate of a domestic currency.

*Expert Networks* - VAMUS engages with individuals retained by expert networks who are under an obligation not to disclose confidential information. VAMUS exercises caution and has implemented policies to avoid inadvertently obtaining confidential information from such sources. VAMUS’s policies are designed to mitigate the risk that the use of expert networks could result in the receipt of confidential information by investment professionals. However, no assurance can be made that such expert network sources do not share confidential information.

If VAMUS nevertheless does receive confidential information, VAMUS could become restricted from pursuing investments, which could have an adverse impact on client investments.

Exchange Traded Funds Risk - We may purchase shares of ETFs to gain exposure to a particular portion of the market instead of or prior to purchasing securities directly, as an alternative to a derivative contract, or in the absence of an appropriate derivative alternative. ETFs are investment companies whose shares are bought and sold on a securities exchange. ETFs invest in a portfolio of securities designed to track a particular market segment or index, which may be broad-based or customized by an index-provider. ETFs, like mutual funds, have expenses associated with their operation, including advisory fees. When a portfolio invests in an ETF, in addition to directly bearing expenses associated with its own operations, it will bear a pro rata portion of the ETF's expenses. The risks of owning shares of an ETF generally reflect the risks of owning the underlying securities the ETF is designed to track, although lack of liquidity and other factors in an ETF could result in its value being more volatile than the underlying portfolio of securities and may result in tracking error relative to the index. In addition, because of ETF expenses, compared to owning the underlying securities directly, it may be more costly to own an ETF.

Exchange Traded Notes Risk – ETNs are securities that combine aspects of a bond and an ETF. ETN returns are based upon the performance of a market index or other reference asset less fees and can be held to maturity as a debt security. ETNs are traded on a securities exchange. Their value is based on their reference index or strategy and the credit quality of the issuer. Because ETNs are debt instruments of the issuer of the ETN, they are subject to the credit risk of the issuer. ETNs are also subject to the risk that they may trade at a premium or discount to value attributable to their reference index. When the Fund invests in an ETN, shareholders of the Fund bear their proportionate share of the ETN's fees and expenses, as well as their share of the Fund's fees and expenses. There may also not be an active trading market available for some ETNs. Additionally, trading of ETNs may be halted and ETNs may be delisted by the listing exchange.

Extension Risk - During periods of rising interest rates, the average life of certain types of securities may be extended because of lower than expected principal payments. This may lock in a below market interest rate, increase the security's duration and reduce the value of the security. This is known as extension risk. Market interest rates for investment grade fixed-income securities are currently significantly below the historical average rates for such securities. This decline may have increased the risk that these rates will rise in the future. Historical interest rate levels, however, are not necessarily predictive of future interest rate levels.

Foreign Securities Risk – There are special risk factors associated with investing in foreign securities, including: potential political and economic instability; differing accounting and financial reporting standards; inability to obtain reliable information regarding a company's financial condition; less stringent regulation and supervision of foreign securities markets, custodians, and securities depositories; and potential restrictions in the flow of capital. Additionally, foreign securities are generally denominated in foreign currencies. As a result, the risks of fluctuations in the exchange rates between the U.S. dollar and foreign currencies may affect the value of an investment.

Foreign Government/Sovereign Debt Risk - Investment in the debt of non-U.S. governments can involve a high degree of risk. The governmental or non-U.S. sovereign issuer that controls the repayment of debt may not be able or willing to repay the principal and/or interest when due in

accordance with the terms of such debt. An issuer's willingness or ability to repay the principal and interest due in a timely manner may be affected by, among other factors, its cash flow situation, the extent of its foreign reserves, the availability of sufficient foreign exchange on the date a payment is due, the relative size of the debt service burden to the economy as a whole and the political constraints to which a governmental entity may be subject. Governmental entities also may be dependent on expected disbursements from other governments, multilateral agencies and others abroad to reduce the principal and interest due on their debt.

*Frequent Trading Risk* - Certain strategies may trade securities frequently. Frequent trading of portfolio securities may produce capital gains, which are taxable to clients when distributed. Frequent trading may also increase the amount of commissions or mark-ups to broker-dealers that a portfolio pays when it buys and sells securities, which may detract from portfolio performance. Higher portfolio turnover rates may also increase a portfolio's operational risk.

*Fundamental Investing Risk* - A fundamental investment approach uses research and analysis of a variety of factors to create a forecast of company results, which is used to select securities. The process may result in an evaluation of a security's value that may be incorrect or, if correct, may not be reflected by the market. Security or instrument selection made on the basis of a fundamental investment approach is subject to significant losses when the actual market prices of securities are materially different than from the prices predicted by the forecast resulting from the fundamental analysis. Fundamental analysis is inherently subject to the risk of not having identified all the relevant factors. In addition, the macro-economic factors considered by a money manager may be difficult to evaluate or implement. Fundamental investing also is inherently subject to the unpredictable duration of periods during which market prices and actual value as determined by such analysis will change. Security or instrument selection using a fundamental investment approach may cause a portfolio to underperform other funds with similar investment objectives and investment strategies even in a rising market.

*General Risks of Investments* - A potential investor should note that the prices of the securities and other instruments in which a client may invest could be volatile. Market movements are difficult to predict and are influenced by, among other things, governments' trade, fiscal, monetary and exchange control programs and policies; changing supply and demand relationships; national and international political and economic events; changes in interest rates; and the inherent volatility of the marketplace. In addition, regulators from time to time intervene, directly and by regulation, in certain markets, often with the intent to influence prices directly. Such intervention (as well as other factors) may cause these markets and related investments to move rapidly.

*Geographic and Sector Concentration Risk* - The risk of concentrating investments in a single country or region may make the strategy susceptible to economic, political, regulatory or other events or conditions affecting companies within such country or region. As a result, the strategy may be more volatile than a more geographically diversified strategy.

*China.* Under China's political and economic system, the central government has historically exercised substantial control over virtually every sector of the Chinese economy through administrative regulation and/or state ownership. In addition, expropriation, including nationalization, confiscatory taxation, political, economic or social instability or other developments could adversely affect and significantly diminish

the values of the Chinese companies in which the strategy invests. A relatively small number of Chinese companies represent a large portion of China's total market and thus, may be more sensitive to adverse political or economic circumstances and market movements. There are risks associated with investments in A-Shares through China's foreign investments trading platform, Shanghai Hong Kong Stock Connect ("Stock Connect"), which include trading, clearance and settlement procedures that are relatively untested in the People's Republic of China ("PRC"), which could adversely affect the value of the investments. In addition, investments in A-Shares through the Stock Connect generally are subject to PRC securities regulations and listing rules, among other restrictions and may not be sold, purchased or otherwise transferred other than through Stock Connect in accordance with applicable rules.

Certain portfolios may have a higher allocation of their investments in economic sector, such as financial, information, healthcare, etc., and as a result, the value of the portfolio may be subject to greater volatility than a more sector diversified portfolio.

Global Financial Markets and Economic Risks – Global economies and financial markets are becoming increasingly interconnected and political and economic conditions (including volatility and instability due to international trade disputes) and events (including natural disasters, pandemics and epidemics, terrorist acts, social unrest and government shutdowns) in one country, region or financial market may adversely impact issuers in a different country, region or financial market. We cannot predict the effects of significant future disruptive events on the global economy and securities markets. The success of a strategy may be affected by general financial markets and economic conditions, such as interest rates, mortgage prepayment rates, availability of credit, inflation rates, economic uncertainty and changes in laws. These factors may affect the level and volatility of prices of financial instruments and the liquidity of the investments made for the Clients' volatility or illiquidity could impair Client's profitability or result in losses. The liquidity environment may deteriorate and affect other markets and financial institutions before market conditions improve.

High Yield Securities Risk - High yield securities, which are rated below investment grade and commonly referred to as "junk" bonds, are high risk investments that may cause income and principal losses for an account. They generally have greater credit risk, are less liquid and have more volatile prices than investment grade securities.

Income Risk - The income earned from a portfolio may decline because of falling market interest rates. Also, if a portfolio invests in inverse floating rate securities, whose income payments vary inversely with changes in short-term market rates, the portfolio's income may decrease if short-term interest rates rise.

Inflation Risk – Inflation risk is the risk that the present value of a security will be less in the future if inflation decreases the value of money. As inflation increases, the value of a portfolio's assets or income can decline, as can the value of a portfolio's distributions.

Index Risk – Investments in derivatives that are linked to the performance of an index, will be subject to the risks associated with changes in the applicable index. If the applicable index changes, such an investment could receive lower interest payments (in the case of a debt-related derivative) or experience a reduction in the value of the derivative to below what the investor

paid. Certain indexed securities may create leverage to the extent that they increase or decrease in value at a rate that is a multiple of the changes in the applicable index.

*Interest Rate Risk* - Interest rate risk is the risk that the value of a portfolio will decline because of rising interest rates. Debt securities held by a portfolio will fluctuate in value with changes in interest rates. In general, debt securities will increase in value when interest rates fall and decrease in value when interest rates rise. Longer term debt securities are generally more sensitive to interest rate changes, and thus entail greater interest rate risk. Rising interest rates also may lengthen the duration of debt securities with call features, since exercise of the call becomes less likely as interest rates rise, which in turn will make the securities more sensitive to changes in interest rates and result in even steeper price declines in the event of further interest rate increases. A portfolio may be subject to a greater risk of rising interest rates than would normally be the case due to the current period of historically low rates and the effect of potential government fiscal policy initiatives and resulting market reaction to those initiatives.

*Investment Grade Debt Risk* - Investment grade debt securities, like other types of debt securities, involve credit risk. Investment grade debt securities also face the risk that their ratings can be downgraded by the ratings agencies.

*Leverage/Credit-Financed Investment Risk* – Using derivatives can create leverage, which can magnify the strategy's potential for gain or loss and, therefore, amplify the effects of market volatility on the strategies' share price. For credit-financed purchases of financial instruments additional collateral may be required - sometimes at very short notice - in case the credit limit guaranteed is exceeded due to the evolution of the price of the collateral. If the investor turns out to be unable to provide such collateral, VAMUS may be forced to sell deposited financial instruments at an unfavorable moment. The loss suffered due to an adverse evolution of the price of a financial instrument may exceed the initial investment amount. Fluctuations of prices of the financial instruments constituting the collateral may influence the capacity to repay loans in a negative way. One needs to be aware that, as a consequence of the leverage effect entailed by the purchase of credit-financed financial instruments, the sensitivity to price fluctuations of those investments will be proportionally more important with the consequence that chances of gains increase, as do the risks of losses. The risks entailed by such purchases rise according to the importance of the leverage.

*Local Access Products or Participation Notes Risk* - Local access products, also called participation notes, are a form of derivative security issued by banks and broker-dealers that either give holders the right to buy or sell an underlying security or securities for a particular price or give holders the right to receive a cash payment relating to the value of the underlying security or securities. These notes are used to gain exposure to underlying equity securities in foreign markets where direct investments are restricted. In other words, we may use participatory notes to gain access to markets where it is difficult for our clients to acquire local registration for the purchase and sale of local securities. The instruments may or may not be traded on a foreign exchange and may also be subject to counterparty risk, liquidity risk, currency risk and the risks associated with investment in foreign securities. In the case of any exercise of the instruments, there may be a delay between the time a holder gives instructions to exercise and the time the price of the security or the settlement date is determined, during which time the price of the underlying security could change significantly. In addition, the exercise or settlement date of the local access products may be affected by certain market disruption events, such as difficulties relating to the

exchange of a local currency into U.S. dollars, the imposition of capital controls by a local jurisdiction or changes in the laws relating to foreign investments. These events could lead to a change in the exercise date or settlement currency of the instruments, or postponement of the settlement date. In some cases, if the market disruption events continue for a certain period of time, the local access products may become worthless resulting in a total loss of the purchase price.

*Liquidity Risk* – The strategies are susceptible to the risk that certain securities may be difficult or impossible to sell at any given time due to a variety of difficulties and changed economic conditions. In addition, these conditions could lead to reduced demand for the securities which are held by the strategies, which may in turn decrease the value of clients' assets. This risk is particularly acute in the case of foreign securities that are traded in smaller, emerging or developing markets. Reduced liquidity in equity, credit and fixed-income markets may adversely affect client portfolios. As a result, an account may have to accept a lower price to sell a security, sell other securities to raise cash, or give up an investment opportunity, any of which could have a negative effect on performance.

*Over-the-Counter ("OTC") Derivative Instruments Risk* – Pricing of these instruments is subjective, and their valuation is limited to a small number of market professionals who often act in a dual capacity, as the counterparty and pricing agent for the same transactions. In addition, OTC derivative instruments may be exposed to counterparty risk. See also *Counterparty Risk*.

*Political and/or Regulatory Risks* – The value of the assets comprising the strategy may be affected by uncertainties such as international political developments, changes in government policies, changes in taxation, restrictions on foreign investment and currency repatriation, currency fluctuations and other developments in the laws and regulations of countries in which investments may be made. Furthermore, in certain countries in which investments may be made, the legal and securities market infrastructure (including the custodial, depository and securities settlement systems operating in such countries) and the accounting, corporate governance and reporting standards in such countries may not provide the same degree of investor protection or information as would generally apply in the major securities markets. As the strategy may invest in markets having some or all of these characteristics, the assets comprising the strategy that are traded in such markets may be exposed to additional risk.

*Prepayment Risk* - During periods of declining interest rates, the issuer of certain types of securities may exercise its option to prepay principal earlier than scheduled, forcing a portfolio to reinvest in lower yielding securities. This is known as call or prepayment risk. Debt securities frequently have call features that allow the issuer to repurchase the security prior to its stated maturity. An issuer may redeem an obligation if the issuer can refinance the debt at a lower cost due to declining interest rates or an improvement in the credit standing of the issuer.

*Psychological Risk* – Irrational factors may affect the overall evolution of prices, such as for example tendencies, opinions, rumors which may cause important drops in prices, although the financial situation and future perspectives of the relevant companies have not evolved unfavorably.

*Quantitative Investing Risk* - Quantitative inputs and models use historical company, economic and/or industry data to evaluate prospective investments or to generate forecasts. These inputs

could result in incorrect assessments of the specific portfolio characteristics or in ineffective adjustments to the portfolio's exposures. Securities selecting using quantitative analysis may perform differently than analysis of their historical trends would suggest as a result of the factors used in the analysis, the weight placed on each factor, and changes in underlying market conditions. As market dynamics shift over time, a previously successful input or model may become outdated and result in losses. Inputs or models may be flawed or not work as anticipated and may cause the portfolio to underperform other portfolios with similar objectives and strategies. Certain inputs and models may utilize third-party data and models that we believe to be reliable. However, we cannot guarantee the accuracy of third-party data or models.

*Real Estate Investment Trusts Risk* - REITs are companies that generally own interests in real estate, in real estate-related loans or other assets or instruments linked to real estate, and their revenue primarily consists of rent derived from owned, income-producing real estate properties and capital gains from the sale of such properties. A REIT in the United States is generally not taxed on income distributed to shareholders so long as it meets certain tax related requirements, including the requirement that it distribute substantially all its taxable income to such shareholders. REITs may be affected by changes in the value of the underlying properties owned by the REITs and by the quality of tenants' credit. Moreover, the underlying portfolios of REITs may not be diversified, and therefore subject to the risk of investing in a limited number of properties. REITs are also dependent upon management skills and are subject to heavy cash flow dependency, defaults by tenants, self-liquidation and the possibility of failing either to qualify for tax-free pass-through of income under federal tax laws or to maintain their exemption from certain federal securities laws. The value of a REIT may also be affected by changes in interest rates. In general, during periods of high interest rates, REITs may lose some of their appeal for investors who may be able to obtain higher yields from other income-producing investments, such as long-term bonds. Rising interest rates generally increase the cost of financing for real estate projects, which could cause the value of an equity REIT to decline. During periods of declining interest rates, mortgagors may elect to prepay mortgages held by mortgage REITs, which could lower or diminish the yield on the REIT. By investing in REITs directly or indirectly through a portfolio.

*Settlement and Custody Risk* – In emerging markets, there may be delays in settlement and/or uncertainty in relation to the ownership of a strategy's investments which could affect a strategy's liquidity and which may lead to investment losses.

*Sustainability Risks* – Considerations of Environmental, Social and Governance ("ESG") factors in the investment process may limit the types and number of investment opportunities available to a portfolio, and therefore carries the risk that, under certain market conditions, a portfolio may forgo some market opportunities or underperform other portfolios that do not consider ESG factors. The integration of ESG consideration may affect the portfolio's exposure to certain sectors or types of investments and may impact the portfolio's relative investment performance depending on whether such sectors or investments are in or out of favor in the market. The selection of assets may in part rely on a sustainability data that rely partially on third party data. Sustainability data, including sustainability data obtained from third-party providers, may be incomplete, inaccurate, inconsistent or unavailable, which could adversely affect the analysis of a particular investment. The lack of common or harmonized definitions and labels integrating ESG, and sustainability criteria may result in different approaches by managers when setting ESG objectives and determining that these objectives have been met by the strategies they manage.



This also means that it may be difficult to compare strategies integrating ESG and sustainability criteria to the extent that the selection and weightings applied to select investments may to a certain extent be subjective or based on metrics that may share the same name but have different underlying meanings. Investors should note that the subjective value that they may or may not assign to certain types of ESG criteria may differ substantially from VAMUS methodology. In addition, we may be unsuccessful in creating a portfolio that consists of companies that exhibit more positive ESG characteristics or a portfolio that assigns more weight to such companies. Different strategies incorporate different levels of ESG which affects these risks.

Sustainability factors can have a positive or negative impact on the financial performance of our investments. While sustainability factors can also have positive impacts (opportunities), the sustainability risks for the purpose of integration into the investment process are defined as the negative materialization of the factors. Sustainability as a risk factor is related to all investments, while sustainability opportunities are typically relevant to the products that have an ESG objective.

**Tax Risk** – The value of an account's investments may be adversely affected by changes in tax rates and policies, which may be driven by unfavorable changes in tax laws or adverse interpretations by the Internal Revenue Service or state tax authorities, or by noncompliant conduct of a bond issuer. This risk is heightened for strategies employing municipal bonds. Because interest income from municipal securities is normally not subject to regular federal income tax, the attractiveness of municipal securities in relation to other investment alternatives is affected by changes in federal income tax rates or changes in the tax-exempt status of interest income from municipal securities. Any proposed or actual changes in such rates or exempt status, therefore, can significantly affect the demand for and supply, liquidity, and marketability of municipal securities. This could in turn affect the account's value and ability to acquire and dispose of municipal securities at desirable yield and price levels. Proposals have been introduced in Congress to restrict or eliminate the federal income tax exemption for interest on municipal securities, and similar proposals may be introduced in the future. Proposed "flat tax" and "value added tax" proposals would also have the effect of eliminating the tax preference for municipal securities. Some of the proposals have applied to interest on municipal securities issued before the date of enactment, which would have adversely affected their value to a material degree. If such a proposal were enacted, the availability of municipal securities for investment by an account and the value of the account's portfolio would be adversely affected. All clients (especially tax-exempt or tax-deferred accounts) are encouraged to consult their own financial advisors and legal and tax professionals on an initial and continuous basis in connection with engaging a manager and selecting a strategy. Investors should consult their own tax advisers to determine the potential tax-related consequences of investing.

**Technology and Cybersecurity Risk** – We are dependent on the effectiveness of the information and cybersecurity policies, procedures, and capabilities we maintain to protect the confidentiality, integrity and availability of our computer and telecommunications systems and the data that resides on or is transmitted through them. An externally caused information security incident, such as a cyber-attack, or an internally caused incident, such as a failure to control access to sensitive systems, could materially interrupt business operations or cause disclosure or modification of sensitive or confidential client or competitive information.

Our use of mobile and cloud technologies could heighten these and other operational risks.

Additionally, due to the complexity and interconnectedness of our systems, the process of upgrading existing capabilities, developing new functionalities and expanding coverage into new markets and geographies, including to address client or regulatory requirements, may expose us to additional cyber and information security risks or systems disruptions. Although we have implemented policies and controls, and taken protective measures, to strengthen its computer systems, processes, software, technology assets and networks to prevent and address data breaches, inadvertent disclosures, cyber-attacks and cyber-related fraud, there can be no assurance that any of these methods prove effective.

Due to our interconnectivity with third-party vendors, exchanges, clearing houses and other financial institutions, we may be adversely affected if any of them are subject to a successful cyber-attack or other information security event. We also routinely transmit and receive personal, confidential or proprietary information by email or other electronic means. We collaborate with, vendors and other third parties to develop secure transmission capabilities and protect against cyber-attacks. However, we cannot ensure that it or such third parties have all appropriate controls in place to protect the confidentiality of such information.

Any information security incident or cyber-attack against us or third parties, or issuers of securities of securities or instruments in which the client portfolios invest, including interception, mishandling or misuse of personal, confidential or proprietary information, have the ability to cause disruptions and impact business operations. This could also potentially result in financial losses, the inability to transact business, violations of applicable privacy and other laws, loss of competitive position, regulatory fines and/or sanctions, breach of client contracts, reputational harm or legal liability. Many jurisdictions in which we operate have laws and regulations related to data privacy, cybersecurity and protection of personal information. Any determination of a failure to comply with any such laws or regulations could result in fines and/or sanctions against us.

Trade and Operational Errors Risks - Trade errors and other operational mistakes may occur in connection with management of portfolios. We have policies and procedures that address identification and correction of errors, and we make determinations regarding error events on a case-by-case basis, based on factors we consider reasonable, including regulatory requirements, contractual obligations and business practices. Not all errors are considered compensable. Relevant factors we consider when evaluating whether an error is compensable include, among others, the nature of the service being provided at the time of the event, specific contractual and legal requirements and standards of care, whether an investment objective or guideline was breached, the nature of the client's investment program, and the nature of the relevant circumstances.

Vendor and Systems Risks - Vontobel relies on the services of a wide array of providers and vendors for its advisory business. Additionally, daily, VAMUS and its affiliates rely heavily on financial, accounting, compliance, and other data processing systems to execute, clear and settle transactions across numerous and diverse markets and to evaluate certain securities, to monitor portfolios and capital, and to generate risk management and other reports that are critical to oversight of portfolios. We are reliant on systems operated by our affiliates, third-parties, market counterparties, exchanges and similar clearance and settlement facilities; and other service providers. We may not be in a position to verify the risks or reliability of such third-party systems. Failures in internal systems or by a vendor to perform as required or expected could create a range

of adverse effects and may manifest in reduced returns or losses in the portfolios we manage.

**Volatility Risk** - Volatility typically refers to the amount of uncertainty or risk related to the size of changes in an asset or security's value. The prices of the holdings of a fund may be highly volatile. Price movements of such holdings are influenced by a wide variety of factors, including, among other things, interest rates, changing supply and demand relationships, and trade, fiscal, monetary and exchange control program and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those markets in currencies and interest rate related futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause those markets to move rapidly in the same direction because of, among other things, interest rate fluctuations.

**Valuation Risk** – The net asset value of a portfolio as of a particular date may be materially greater than or less than its net asset value that would be determined if a portfolio's investments were to be liquidated as of such date. For example, if a portfolio was required to sell a certain asset or all or a substantial portion of its assets on a particular date, the actual price that a portfolio would realize upon the disposition of such asset or assets could be materially less than the value of such asset or assets as reflected in the net asset value of a portfolio. Volatile market conditions could also cause reduced liquidity in the market for certain assets, which could result in liquidation values that are materially less than the values of such assets as reflected in the net asset value of a portfolio. The securities in which a portfolio may invest typically are valued by a pricing service utilizing a range of market-based inputs and assumptions, including readily available market quotations obtained from broker-dealers making markets in such instruments, cash flows and transactions for comparable instruments. There is no assurance that a portfolio will be able to sell a security at the price established by the pricing service, which could result in a loss to the portfolio. Pricing services generally price securities assuming orderly transactions of an institutional "round lot" size, but some trades may occur in smaller, "odd lot" sizes, often at lower prices than institutional round lot trades. Different pricing services may incorporate different assumptions and inputs into their valuation methodologies, potentially resulting in different values for the same securities. As a result, if we were to change pricing services, or if our pricing service were to change its valuation methodology, there could be a material impact, either positive or negative, on the portfolio's value.

**Zero Coupon Bonds Risk** - As interest on zero coupon bonds is not paid on a current basis, the values of the bonds are subject to greater fluctuations than the value of bonds that distribute income regularly and may be more speculative than such bonds.

**ITEM 9. DISCIPLINARY INFORMATION**

Under Item 9, registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's or prospective client's evaluation of our advisory services or the integrity of our management.

We have no legal or disciplinary events to report.

## ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Vontobel is a broad financial services organization. In some cases, VAMUS has business arrangements with related persons/companies that are material to its advisory business or to clients. We may, in our discretion, delegate all or a component of our advisory or other functions, to an affiliate that is a Participating Affiliate. Please see *Item 4. Advisory Business, Services of Affiliates*, above for more information. In some cases, these business arrangements create a potential conflict of interest, or the appearance of a conflict of interest between VAMUS and a client.

### Broker-Dealer Registered Representatives

A limited amount of VAMUS employees are registered representatives of VT Distributors LLC, a broker-dealer registered with the SEC and a FINRA member firm. VT Distributors LLC provides certain marketing, private placements, and distribution services to the Registered Funds, VAMSA Funds, and the Private Funds. Only properly FINRA licensed and registered representatives can directly engage in the sales or distributions of certain funds. We compensate our employees directly for these marketing or selling activities. Neither us nor any of our employee receive compensation from the purchase or sale of securities or investments. We do not use VT Distributors LLC for trade execution. Our compensation is derived from asset based advisory fees based on the value of the client's portfolio.

### **Affiliated U.S. Registered Broker-Dealer**

#### Vontobel Securities Ltd.

Vontobel Securities Ltd., a Swiss broker-dealer that is registered under U.S. securities laws, is also a wholly-owned subsidiary of Vontobel. We provide human resources and pay roll administration services to Vontobel Securities Ltd. U.S.-based staff. A potential conflict of interest typically arises when an investment adviser executes transactions through an affiliated broker-dealer. In order to remove the possibility of such a conflict, we have adopted a strict policy against using an affiliated broker-dealer to execute trades in any of the strategies that we manage.

### **Affiliated U.S. Registered Investment Advisers**

#### Vontobel Swiss Financial Advisers AG

Vontobel Swiss Financial Advisers AG ("SFA") is a SEC registered investment adviser and wholly owned subsidiary of Vontobel. We provide human resources and pay roll administration services and share premises with Vontobel SFA's U.S.-based staff at our office space on the 23rd floor of 1001 Brickell Bay Drive, Miami (FL).

#### TwentyFour Asset Management (US) LP

TwentyFour Asset Management (US) LP ("TwentyFour US") is a SEC registered investment adviser and is a wholly owned subsidiary of TwentyFour Asset Management LLP ("TwentyFour UK"), a fixed income specialist manager based in the City of London. TwentyFour UK is 100% owned by Vontobel Asset Management UK Holdings, Ltd. TwentyFour US provides advisory services to TwentyFour UK. We have an agreement with TwentyFour US to introduce them to institutional investors located in the United States and Canada and provide other marketing and administrative services. We received a portion of TwentyFour US client's investment management fee as compensation for these services. This arrangement provides an incentive for us to suggest or

recommend our affiliate which creates a potential conflict of interest. To manage this conflict, we ensure that the affiliation between VAMUS and TwentyFour is readily apparent or is disclosed to prospective clients at the time of a referral.

### **Participating Affiliates**

VAMUS uses the resources of some of its non-U.S. advisory affiliates (“Participating Affiliates”) in providing certain investment advisory services to its U.S. clients. We have agreements in place with these Participating Affiliates, which are structured in accordance with a series of SEC no-action relief letters mandating that Participating Affiliates remain subject to the regulatory supervision of both the registrant and the SEC in certain respects. The Participating Affiliates are not required to be registered with the SEC and provide these services to VAMUS for use with U.S. clients in their capacity as Participating Affiliates.

VAMUS delegates some of its advisory or other functions (including placing trades on behalf of clients) to the Participating Affiliates. The employees of the Participating Affiliates provide portfolio management, research, financial analysis, order placement, and other services to our U.S. clients. Such employees are acting as “associated person” of VAMUS in providing such services under our direct supervision and oversight. VAMUS remains responsible for the advice and services provided, and clients will not pay additional investment advisory fees as a result of such advice and services being rendered by such associated persons, absent disclosure and express client consent.

#### Vontobel Asset Management AG

Vontobel Asset Management AG, (“VAMAG”) is a wholly owned subsidiary of Vontobel and a company organized and existing under the laws of Switzerland, authorized and supervised by the Swiss Financial Market Supervisory Authority as a manager of Collective Assets in accordance with article 24 et seq. of the Swiss Federal Act on Financial Institutions. Vontobel provides asset management services and is the investment manager for several of the VAMSA Funds. VAMUS is appointed by VAMAG to act as the sub-investment manager to certain of these funds. Complete information about the VAMSA Funds, including advisory fees and fund operating expenses, are disclosed in the offering documents. VAMAG also provides certain marketing and administrative services to VAMUS as described in *Item 14. Client Referrals and Other Compensation*

#### Vontobel (Hong Kong) Limited

Vontobel (Hong Kong) Limited (“VHKL”) is a wholly owned subsidiary of Vontobel and a company organized and existing under the laws of Hong Kong. VHKL is licensed with the Hong Kong Securities and Futures Commission (“SFC”) for Type 1 (Dealing in Securities), Type 4 (Advising on Securities) and Type 9 (Asset Management) regulated activities and is subject to licensing conditions prohibiting it from holding client assets, from providing services other than to professional investors. VHKL provides certain marketing and administrative services to us as described in *Item 14. Client Referrals and Other Compensation*.

### **Other Non-U.S. Affiliates**

#### Bank Vontobel AG

We are a wholly owned subsidiary of Vontobel, which also owns Bank Vontobel AG. Under the terms of a service agreement with Bank Vontobel AG, Bank Vontobel AG provides certain

marketing and administrative services to us as described in *Item 14. Client Referrals and Other Compensation*.

#### Vontobel Asset Management Australia Pty Ltd

Vontobel Asset Management Australia Pty Ltd is a wholly owned subsidiary of Vontobel. Vontobel Asset Management Australia Pty Ltd provides asset management services in Australia. VAMUS receives certain administrative and marketing services from this affiliate via an agreement between Asset Management Australia Pty Ltd and VHKL.

#### Vontobel Asset Management S.A.

Vontobel Asset Management S.A. (“VAMSA”) is an investment manager regulated by the Luxembourg supervisory authority, the *Commission de Surveillance du Secteur Financier*, with principal place of business in Luxembourg and a wholly owned subsidiary of Vontobel. VAMSA is the management company for the VAMSA Funds, a public limited company under Luxembourg law formed as an open-end investment company with variable capital (*société d'investissement à capital variable - SICAV*) and have appointed VAMUS as investment manager to several of the funds. Complete information about the VAMSA Funds, including advisory fees and fund operating expenses, are disclosed in the offering documents. VAMSA also provides certain marketing and administrative services to VAMUS as described in *Item 14. Client Referrals and Other Compensation*.

### **Registered and Other Commingled Funds**

VAMUS or its advisory affiliates act in an advisory, sub-advisory capacity, and/or other capacities to a variety of Registered Funds, and Commingled Funds. Certain Vontobel employees are directors and/or officers of some of these pooled vehicles. VAMUS and its affiliates will receive investment management or other fees for these vehicles. For more information on fees and expenses, please refer to the respective offering documents.

#### Vontobel Investment Trust

VAMUS serves as investment manager for a series of portfolios, each of them a Private Fund, of the Vontobel Investment Trust, a trust formed as a Delaware statutory trust under the Delaware Statutory Trust Act.

#### Vontobel Collective Investment Trust

VAMUS serves as the investment adviser to a series of collective investment funds (“Investment Funds”) created within the Vontobel Collective Investment Trust, a collective investment trust (“CIT”) established under Pennsylvania law. These funds invest the assets of eligible retirement, pension, profit sharing, stock bonus and similar plans. To purchase units in one of the Investment Funds, a plan must first become a Participating Trust in the CIT. No Participating Trust has any role in the management of an Investment Fund or any vote or other control over an Investment Fund.

#### Vontobel India Fund

We serve as the investment manager to the Vontobel India Fund, a company incorporated under the laws of Mauritius as a public company. The Vontobel India Fund is licensed by the Financial Services Commission, Mauritius, and is registered with the Securities and Exchange Board of India as a Foreign Institutional Investor. Existing clients, including the Private Funds we manage, are investors in the Vontobel India Fund in order to gain exposure to Indian equities to alleviate the

need for local registration. We do not charge an investment management fee to the Vontobel India Fund. Additionally, certain Vontobel employees have been appointed as directors of the Vontobel India Fund. These employees do not receive any compensation for the services they provide as directors of the fund. As a result, we do not believe that our management of the Vontobel India Fund creates a conflict of interest with our clients.

#### Vontobel Fonds Commun de Placement

VAMUS serves as investment manager and global distributor, per delegation from the fund management company to an open-ended mutual investment fund with multiple sub-funds qualifying as a “*fonds commun de placement – fonds d’investissement spécialisé*” (“FCPs”) and to an *alternative investment fund* (within the meaning of Article 1 (39) of the 2013 Law) under the laws of the Grand Duchy of Luxembourg. VAMUS has delegated the marketing function to its affiliate VAMSA to market units of the fund in several countries in compliance with local laws and regulations and the fund’s offering documentation.

#### Advisers Investment Trust

VAMUS serves as the investment adviser to a couple of portfolios, each an open-ended mutual fund, established as a series of the *Advisers Investment Trust* (the “Trust”). The Trust is registered as an investment company under the Investment Company Act. The Trust Agreement permits the Board of Trustees to authorize and issue an unlimited number of shares of beneficial interest of separate series.



**ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

VAMUS offers a variety of products and services to a diverse client base. We may act in a variety of capacities on behalf of our clients. As a result, we seek to continuously identify and monitor various conflicts of interest. A conflict of interest arises when VAMUS and/or its employees have an incentive to serve one interest at the expense of another, which might mean serving the interest of VAMUS over that of our clients, serving the interest of one client over that of another, or an employee or group of employees serving their own interests over those of the firm or its clients.

For the purpose of identifying conflicts of interest that may arise during the course of providing investment advisory services to clients, we consider whether our employees or clients are directly or indirectly likely to:

- Make a financial gain or avoid a financial loss at the expense of another client;
- Have an interest in the outcome of a service provided to a client or in a transaction carried out on behalf of the client, which is unrelated to the client's interests;
- Have a financial or other incentive to favor the interest of one client or group of clients over the interest of another client or group of clients; and,
- Receive from a person other than the client an inducement in relation to the service provided to the client, in the form of money, goods, or services, other than the standard fee for that service.

We have discussed certain potential conflicts of interest and how we manage them in other Items of this Brochure. The following describes various other conflicts and how we manage them.

**Code of Ethics and Personal Trading**

Pursuant to Rule 204A-1 of the Advisers Act we have adopted a written Code of Ethics ("Code") as part of our overall policies and procedures that applies to all of our employees. The Code is designed to ensure that our employees comply with applicable federal securities laws and place the interests of clients first in conducting business. It enforces the firm's values, high level of business and ethical standard, and ongoing commitment to address or mitigate potential conflicts of interest. Compliance with the Code is a condition of employment for all employees. The code of ethics addresses a variety of important matters, including employee's standard of conduct, personal securities transactions, outside business activities, gifts and entertainments, and political contributions. Compliance with the Code is a condition of employment for all Employees. The Code will be provided upon request by contacting us at 212-804-9300 and/or [vamuscompliance@vontobel.com](mailto:vamuscompliance@vontobel.com).

In general, the personal trading rules under the Code require employees disclose and report security accounts and holdings in reportable securities, as defined in the Code, initially upon hire and annually thereafter. Employees are also required report quarterly trades and transactions in reportable securities and that all such transactions be pre-approved and monitored by Compliance personnel, including those issued in private placements. The Code also prohibits certain types of trading activity, such as insider trading or trading while in possession of material non-public information, short-term and speculative trades, and investing in initial public offerings. Certain employees defined as "Investment Personnel" are prohibited from executing personal

trades in a security or similar instrument seven business days before and after a client or fund managed by VAMUS transacts in that security or similar instrument.

In addition to the personal trading rules, the Code sets forth general guidelines and restrictions concerning confidential and proprietary information, and requirements for reporting violations of the Code.

#### **Participation or Interest in Client Transactions**

Employees may buy or sell securities identical or related to those recommended and traded in our client accounts. In addition, employees are allowed to invest in certain affiliated and third-party registered investment companies managed by VAMUS. Potential conflicts of interest may arise if employees prioritize their trades over those of clients, exploit their access and knowledge about pending or currently considered securities transactions for clients for personally gain, or engage in trading practices that manipulate markets for their own benefits.

Employees may invest in separately managed accounts through third-party investment advisers using model portfolios provided by VAMUS. These accounts will invest in the same securities around the same time that VAMUS invests for clients which creates a potential conflict of interest if employees can trade ahead of clients or selectively choose which trades to execute for their own accounts versus client accounts. The third-party managers have discretion over the investments in these accounts and the employees cannot direct the execution of specific transactions.

Employees are permitted to invest in the Registered Funds. Clients should be aware that such investments may be deemed to create a conflict of interest, as there could be an incentive for such Employees to prioritize their own beneficial interest or financial gain over that of other advisory clients' interest.

As previous noted, VAMUS has adopted a Code of Ethics to address such conflicts which includes pre-clearance of personal trades, prohibitions, and restrictions for certain types of trading activity.

#### **Conflicts Related to Advisory Activities**

VAMUS performs investment management and investment advisory services for various clients, many of whom have differing investment objectives, guidelines, and restrictions. As a result, in some cases, VAMUS gives advice and takes action in the performance of its duties for a particular client that may differ from the advice given, or the timing or nature of action taken, with respect to other clients. Also, VAMUS employees and related persons may take positions in securities that are in competition with or opposite of positions held by VAMUS' clients. VAMUS and its related persons are not obligated to recommend, buy or sell, or to refrain from recommending, buying or selling, any security that employees buy or sell for their own personal account or for the accounts of any client.

VAMUS manages conflicts with its employees investing for their personal accounts by requiring that any transaction be made in compliance with the Code. Additionally, we have developed a governance structure to ensure our investment activities are consistent with our obligation to put client's interest first. Our IPC and IBC are responsible for oversight of investments risk management and trading-related activities respectively. We believe that our governance

structure, Code, policies and procedures, and transparency through client disclosure helps with the mitigation of these conflicts.

#### **Conflicts Related to Proprietary Investments – Initial Funding**

From time to time, and subject to compliance with applicable regulations, VAMUS or its related persons provide the initial funding (“Seed Capital”) necessary to establish new funds for developing new investment strategies and products. These funds may be in the form of registered investment companies, Private Funds, or other pooled investment vehicles, and will generally invest in the same securities as other client accounts. VAMUS’ policy is to treat seeded funds and accounts in the same manner as other funds and client accounts for purposes of investment management, order aggregation, and allocation.

Similarly, VAMUS or its related persons may occasionally provide Seed Capital to fund a separate account at a third-party investment adviser that we provide asset model portfolios on a non-discretionary basis, for the purpose of creating a strategy performance track record at the third-party investment adviser. These accounts will generally invest in the same securities as other client accounts in the same strategy. VAMUS does not execute trades for these accounts but instead sends trade recommendations and model changes to the third-party concurrently or approximately at the same time as investment instructions are delivered for other non-discretionary client accounts. Please refer to *Item 4. Advisory Business* for more information on our non-discretionary advisory services.

#### **Conflicts Related to the Advising of Multiple Accounts**

Certain portfolio managers of VAMUS may manage multiple client accounts or investment vehicles. These portfolio managers are not required to devote all or any specific portion of their working time to the affairs of any specific clients. Conflicts of interest do arise in allocating management time, services, or functions among such clients, including clients that may have the same or similar type of investment strategies. A portfolio manager may have an incentive devote more attention to a fund or portfolio in which he/she has a material beneficial interest.

Similarly, VAMUS and its related persons may face conflicts of interest when managing multiple accounts with the same or similar strategies that are competing for the same investment opportunities that may be limited. Generally, client portfolios with same strategies invest in the same securities. Potential conflicts of interest also arise involving both the aggregation of trade orders and allocation of securities transactions or investment opportunities. Please refer to *Item 12. Brokerage Practices* for details about this conflict.

#### **Potential Conflicts Relating to Valuation**

There is an inherent conflict of interest where VAMUS or its affiliate values securities or assets in client accounts or provides any assistance in connection with such valuation and VAMUS is receiving a fee based on the value of such assets. Overvaluing certain positions held by clients will inflate the value of the client assets as well as the performance record of such client accounts which would likely increase the fees payable to VAMUS. The valuation of investments may also affect our ability raise successor or additional funds. As a result, there may be circumstances where we are incentivized to determine valuations that are higher than the actual fair value of investments. VAMUS has implemented policies and procedures with respect to valuation of client holdings and generally relies on third-party service providers to obtain independent pricing information. In a rare instance where market quotations are not readily available, or are deemed

to be unreliable, VAMUS uses fair value procedures in accordance with established policies and procedures.

#### **Conflicts Related to Business Relationships with other Financial Services Firms and Service Providers**

VAMUS has a variety of business relationships with other financial services firms and service providers. Some of those firms may be clients and/or service providers of VAMUS, and the relationships could raise potential conflicts of interest. For example, a broker-dealer that we select to execute clients' transactions may also be an institutional third-party investment adviser that enters into an agreement with VAMUS to provide non-discretionary model portfolios or for investment sub-advisory services to a portfolio managed by the entity. We may have a financial incentive to select such a broker-dealer over another with whom we have no business relationship. To mitigate these conflicts of interest, we have adopted policies and procedures to ensure we uphold our fiduciary to put our clients' interest first and to govern the selection of broker-dealers and other service providers.

#### **Trade Errors and Omissions**

When we are deemed responsible for an error, we work to correct trading errors affecting client accounts in a fair and timely manner. If a correction of an error results in a loss, and after an evaluation of the facts and circumstances impacting the classification of the error, we may decide to make the client whole as a result of the error. After analysis of facts and circumstances, a gain from an error correction made from within a client account typically remains in the client account. To manage potential conflicts, we have implemented a written trade error policy and trade errors are periodically reviewed by our IBC for adherence to established policies.

#### **Cross Trading**

A "cross transaction" occurs when an adviser arranges a transaction between different advisory clients where they buy and sell securities or other instruments from, or to each other. For example, in some instances a security to be sold by one client account may independently be considered appropriate for purchase by another client account. VAMUS does not "cross" or transfer directly between its clients or its clients and clients of an advisory affiliate.

## ITEM 12. BROKERAGE PRACTICES

VAMUS trades on behalf of clients that grant us full discretionary authority over their assets under management, subject to any limitations or prohibitions imposed by each client in its investment objectives, guidelines, and restrictions, or in instructions otherwise provided to VAMUS by the client. For these clients, VAMUS will have the power to determine, without consultation with the client, which securities are bought and sold, when such purchases and sales are made, and the total amount of such purchases and sales. VAMUS also accepts full discretionary authority to determine the broker-dealer or counterparty to be used and the commission paid, with the objective of attaining the best available price and most favorable execution as described below (“best execution”) for each transaction. VAMUS uses a Global Execution Desk (“GED”) to execute transactions which consist of traders from VAMUS and its advisory affiliates. Under this arrangement, trades for VAMUS clients may be executed through traders of VAMUS or advisory affiliates. The GED executes transactions on the behalf of VAMUS clients and clients of its advisory affiliates. This raises conflicts, such as sequencing and allocating trade opportunities in the same securities for clients of different affiliates. Where Vontobel shared personnel perform trading services for accounts of VAMUS and its affiliates (i.e., non-VAMUS accounts), VAMUS has implemented policies and procedures to provide for the fair and equitable treatment of its clients.

### **Selection of Broker-Dealers and Trading Counterparties**

We have a fiduciary obligation to seek to obtain best execution for securities transactions on behalf of our clients, and broker-dealers are selected with a view toward obtaining best execution. The duty of best execution requires us to seek the most favorable execution terms reasonably available given the specific circumstances and information for each trade. Best execution does not mean simply obtaining the lowest possible commission cost, but rather whether the transaction represents the best qualitative execution considering several aspects of the broker-dealer’s services. It is possible that a client may be able to obtain lower commissions cost for transactions if such trades were executed with other broker-dealers or third parties. The determinative factor is not the lowest possible commission cost but whether the transaction represents the best qualitative execution for the managed account.

Determining the quality of trade execution entails the evaluation of subjective, objective, and complex qualitative and quantitative factors. Many circumstantial and judgmental aspects involved in seeking best execution are not quantifiable and cannot be properly evaluated on a trade-by-trade basis. We, therefore, evaluate best execution in the context of the total portfolio or the aggregate of the trading activity.

Accordingly, in determining which broker-dealer may provide best execution for a particular transaction or series of transactions, VAMUS also considers execution factors which include, without limitation:

- Commissions rate, the price of execution and depth of quote
- Quality of execution – accurate and timely execution, clearance and cooperation in resolving errors and disputes;
- Reputation, financial strength, creditworthiness and stability of dealer;
- Reliability, both historically and as an ongoing matter;
- Willingness and ability to execute difficult or large transactions;
- Nature of the security and availability of market makers;

- Desired timing of the transaction and size of the trade;
- Confidentiality of trading activity, particularly in less liquid sectors;
- Specialization, market intelligence and knowledge regarding trading activity;
- Specific qualitative and/or quantitative research capabilities;
- Ability to settle trades;
- Research or other services provided by the broker-dealer;
- Access to desirable securities through underwritten offerings and secondary market transactions;
- Quality of service, including the ability to harness their firms' resources to the benefit of our clients;
- Input and reports from portfolio managers, traders, and other appropriate employees;
- Statistical and other information from consultants and vendors on the execution capabilities of broker-dealers; and
- and any other consideration relevant to the execution of an order.

In determining the relative importance of these factors, we take into account the nature of the order, the characteristics of the financial instruments to which the order relates and the characteristics of the available execution venues. The GED will exercise its discretion to determine which of these factors, or combination of them will be relevant to achieve best execution.

With the global market becoming ever more fragmented, best execution now encompasses the ability to access a number of exchange or "dark" broker liquidity venues to execute securities transactions. Such venues include, but are not limited to, lit multilateral trading facilities, primary exchanges, dark exchanges and dark broker internal pools. We access these venues through an electronic platform and the use of smart order routers. These routers provide entry into each liquidity venue in a systematic way that maximizes efficiency and anonymity. Given the amount of security liquidity now taken off of standard exchanges and "hidden" within liquidity pools, best execution, particularly with respect to the impact of market effects, may be found increasingly through structured syndicated deals arranged through broker-dealers. As markets become more fragmented, our use of algorithmic trading will continue to develop. Using this method, we are able to analyze the immediate cost of liquidity in each venue through the adverse selection of pools, among various other technical approaches.

In the ordinary course of business, quotes may be sought through calls to broker-dealers or through electronic or on-line information for certain securities. Traders then select the most desirable transaction, using traditional or electronic systems. In the case of certain fixed income securities (e.g., corporates, Treasuries, Agencies, mortgage-backed securities) with reasonable liquidity, we may be able to obtain two or more quotes for a given transaction in the ordinary course of business. For other securities or where there is limited liquidity or a legitimate trading reason to maintain low marketplace visibility, we may rely on a single quote, provided that VAMUS documents the basis for its reliance on a single quote.

Depending on the terms of a client's arrangement, VAMUS may also have the authority to negotiate and enter into investment arrangements with respect to derivatives, including swaps, futures, options and other types of exchange-traded or OTC arrangements on behalf of its client accounts. VAMUS enters into derivatives transactions for a variety of purposes relating to a client's objectives, including to seek an investment opportunity, to hedge a risk (e.g., interest rate risk) or for other investment purposes. Counterparties to these derivatives transactions are

selected based on a number of factors, including a pre-existing relationship with VAMUS or the client, credit rating, execution prices, execution capability with respect to complex derivative structures, reputation, responsiveness and/or other criteria relevant to a particular transaction.

All broker-dealers or counterparties with whom VAMUS executes clients' trades will be evaluated and approved prior to the commencement of trading activities. The Global Execution Desk may only execute trades with broker-dealers or counterparties that appear on our approved list (the "Approved Counterparty List"). The Investment Broker Committee ("IBC") has delegated authority and is responsible to review, approve, and remove broker-dealers and counterparties for trading as well as overseeing trading results and adherence to best execution policies and practices. The IBC regularly monitors and evaluates broker-dealer performance and execution quality amongst other things. The IBC generally meets every quarter and holds at least three meetings per year.

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

In the ordinary course of business and consistent with applicable law and regulatory guidance, VAMUS will select broker-dealers that furnish VAMUS, directly or through third-party or relationships, with research or execution services benefits that provide lawful and appropriate assistance in the investment decision-making or trade execution processes. A portion of client trade commission paid to the broker-dealer goes to pay for these benefits. This portion of the commission is called "soft dollars," the payment of which is regulated by Section 28(e) of the Securities Exchange Act of 1934, as amended ("Exchange Act"). Under that statute, to be eligible for a soft-dollar payment, a service or benefit must provide lawful and appropriate assistance to an investment adviser in the performance of its investment decision-making responsibilities or trade execution processes. We use soft dollars to obtain proprietary or third-party research to assist our analysts, thereby enhancing our research effort. We also use soft dollars to pay for certain brokerage services. Thus, we receive a benefit from soft dollars because we do not have to produce or pay for the research or brokerage products or services.

Subject to our duty to seek best execution, we will only enter into a soft dollar arrangement if:

- Client commissions are used to obtain eligible research or brokerage services or products; i.e., the primary use of the research and brokerage products or services directly assists us in our investment decision-making process or in effecting securities transactions and performing functions incidental thereto, such as clearance, settlement, and custody (except to the extent of any "mixed-use" portion); and,
- We determine that any commissions paid by clients to a broker-dealer are reasonable in relation to the value of the research or brokerage products or services received by us on behalf of client accounts for which we have investment discretion.

Trading commissions are not a feature of non-equity markets and costs are imposed through price spreads. In general, VAMUS' soft dollar arrangements relate to its equity trading only. The types of products and services that the VAMUS acquired with soft dollars during the last fiscal year included: research analysis and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy; economic, market, and accounting analysis, and other services relating to effecting securities transactions and functions incident thereto.

Research product and services are provided via:

- Research reports, publications, news services, conferences and seminars;
- Technical and analytical issuer and fund data;
- Stock price quotation, pricing, and credit rating services;
- Portfolio modeling, risk management, and performance measurement, and other analytical software and services; and,
- Meetings with corporate executives directly or through Expert Networks.

Brokerage products and services are provided via:

- Trading software to route orders to market centers, algorithmic trading software for trading strategies;
- Systems and services facilitating communications relating to trades among broker-dealers, custodians, clearing agents, and relevant parties to securities transactions;
- Software functionality to transmit orders to direct market access (“DMA”) systems;
- Lines between a broker and an order management system (“OMS”) operated by a third-party vendor;
- Services providing access to exchanges, venues, and trading facilities; and,
- Post-trade matching of trade information, comparison services required by SEC or SRO rules, such as electronic confirms or affirmation of institutional trades.

#### **Client Commission Arrangements**

VAMUS obtains a portion of its soft dollar benefits through client commission arrangements (“CCAs”) and has entered into CCAs with certain broker-dealers. Under CCAs, the executing broker keeps the execution related proportion of the commission, and the remaining balance is then paid on to suppliers of research and execution products and services (or to other brokers that aggregate commissions from other brokers and administer CCA arrangements under the Section 28(e) safe harbor). To manage these CCAs, VAMUS currently maintains a centralized CCA account with a CCA aggregator. Through the services, the soft dollar credits generated by trading with our executing broker-dealers are credited to a pooled account administered by the aggregator. These pooled credits are then used to purchase third-party research at our direction under the safe harbor.

The CCAs enable us to strengthen and focus our relationships with our key global broker-dealers and limit the broker-dealers with whom we trade to those with whom we have an electronic interface. The electronic interface enables us to access a variety of liquidity pools, both lit and dark, using algorithmic strategies that help lessen impact and signaling costs. Through the use of fix connectivity, we are able to understand better the market microstructure and the latency associated with it, coupled with a reduction in trading costs. In addition, the ability to unbundle the execution and research components of commissions enables us to manage commissions more efficiently and to provide greater transparency to our clients in their commission reports.

Client participation in the CCAs is voluntary and each client can opt-out from participating. In such a case, the non-CCA client account trades are aggregated with the CCA clients in the same strategy and is subject to best execution. The same commission rate is applied to CCA and non-CCA clients who participate in the same trade order aggregation. No portion of the non-CCA client’s commission is routed to the CCA account to be further forwarded to suppliers of research and execution products and services.



We seek to match the level of soft dollar credits accumulated within our CCA account with the CCA aggregator with our anticipated research needs. However, there may be surpluses or deficits in credits from time to time depending upon, among other things, the timing of usage of soft dollar research, our level of trading and other factors. Accordingly, we may permit broker-dealers to assign commission deficits or credits accumulated by us directly to the CCA aggregator, which would in turn be paid for with future credits pooled with CCA aggregator.

#### **Mixed-Use Products and Services Allocations**

In some cases, a portion of a product or service acquired in a soft-dollar arrangement may be eligible under Section 28(e), while another portion may not. Examples of such mixed-use products and services are:

- Computer hardware and software used for research and administrative (back office) purposes;
- Performance measurement software or services that assist us with investment management and marketing; and,
- Stock quotation services that assist us when making investment management decisions and when computing the value of client accounts.

When we obtain mixed-use products or services in a soft-dollar arrangement, we:

- Analyze whether such services are: (a) eligible research or brokerage services (“eligible services”); (b) not eligible services; or (c) a mix of the two;
- For mixed-use products or services, determine which part (percentage) of the product or service’s use constitutes eligible services and which part does not according to its anticipated use based on reasonable criteria (e.g., percentage of time used for eligible services and not eligible services);
- Pay for the eligible services with soft dollars and the non-eligible services with hard dollars (i.e., our own money); and,
- Create records demonstrating the allocation and rationale for the particular allocation.

#### **Soft-Dollar Conflicts of Interests**

Section 28(e) of the Exchange Act permits an investment adviser to place a client trade with a broker-dealer that does not offer the lowest commission for a trade. While VAMUS generally seeks the most favorable price in placing its orders, clients should be aware that we may pay a broker-dealer that provides brokerage and research services commissions more than the amount that another broker-dealer might have charged for effecting the same securities transaction. Such an arrangement presents a conflict of interest because it creates an incentive to direct client trades to the broker-dealer that will provide the most services rather than clients’ interest in receiving most favorable execution. We address this conflict by ensuring that commission payments are reasonable in terms of the value of the services to be obtained with soft dollars, in accordance with Section 28(e) and the policies and procedures discussed above.

Some of the brokerage and research services obtained with soft dollars benefit all clients (including non-discretionary clients for whom we do not trade, discretionary clients who do not pay commissions to the broker-dealer relating to the brokerage and research service arrangements, and clients of our affiliates whose trades are executed by the GED), while others may

only benefit a specific segment of our clients. As a result, brokerage and research services may disproportionately benefit some clients relative to others based on the relative amount of commissions paid by them. Research that is paid for through one client's commissions may not be used in managing that client's account but may be used in managing other client accounts. Additionally, a limited number of clients prohibit the use of commissions for soft-dollar purposes, although these clients may still benefit from services obtained with soft-dollar commissions generated by other clients' accounts. We do not attempt to match a particular client's trade executions with broker-dealers that provide brokerage and research services directly benefiting such client's account.

### **Directed Brokerage**

In a directed brokerage arrangement, a client directs the investment adviser to send some or all of the client's securities transactions to a designated or list of broker-dealer or counterparties. In exchange, the broker-dealer may agree to provide services to the client, pay certain client expenses, or make cash rebates. In addition, a client may request that a specific counterparty or custodian be utilized for any currency trading conducted for their accounts in order to compensate for shifts in the relative value of their account. Foreign exchange transactions are conducted through such client's custodian bank or through specific counterparties at the client's direction. We neither require nor recommend that a client establish a directed brokerage arrangement. However, we do accommodate clients who direct us, in whole or in part, to use a particular broker-dealer. Additionally, under limited circumstances, we may allow clients to prohibit us from using particular broker-dealers for transactions in their accounts.

In this regard, clients should note that directed brokerage may cost them more money. Directed brokerage may limit our ability to obtain volume discounts on aggregated orders or obtain best price and execution for a particular transaction. When effecting aggregated orders on behalf of our clients, we attempt, when the circumstances are appropriate, to include in the bunched order transactions of clients who have directed the use of a particular broker-dealer. When it is not possible to include the order of such a client, brokerage orders for that client may result in greater transaction costs. A client who directs brokerage (or otherwise imposes transaction limitations) should periodically review the terms of their arrangements and other arrangements to ensure that such arrangements are in the client's continuing best interest.

Client accounts that direct brokerage may also have execution of their orders delayed, since, in an effort to achieve orderly execution of transactions, execution of orders for client accounts that have directed VAMUS to use particular broker-dealers may be made after VAMUS completes the execution of non-directed orders. This delay may negatively affect the price paid or received in the purchase or sale of securities, respectively, by a client account electing to direct brokerage.

### **Trade Aggregation and Allocation**

Whenever feasible and subject to client specific instructions or restrictions, trade orders will be aggregated when we select to purchase or sell the same security for multiple client portfolios. The objective of aggregation is to promote fairness among the client portfolios managed by VAMUS and its affiliates and to conform to applicable laws and regulatory principles. VAMUS client orders may be aggregated with the orders of its advisory affiliates traded through the GED consistent with our duty to obtain best execution, and consistent with the terms of the Investment Management Agreement or other agreement with each participating client. VAMUS may only aggregate orders on behalf of two or more client accounts, so long as the aggregation is done for

the purpose of achieving best execution, and no client is systematically advantaged or disadvantaged by the aggregation.

Aggregation of orders in the same security is intended to result in a more favorable net price or more efficient execution than if the orders were placed separately. In deciding on aggregate client orders, the GED will consider factors such as clients investment strategy, the timing of the receipt of the orders and any specific instructions relating to the orders. The GED is under no direct obligation to aggregate the orders.

A potential conflict of interest may arise when an investment adviser aggregates client orders with orders on behalf of any account in which the investment adviser, affiliate or any of its employees have an economic interest (i.e., a proprietary account). Accordingly, we prohibit the aggregation of any such account with client orders. However, clients should be aware that we and certain of our employees may have interests in the Registered Funds and the Commingled Funds. Due to the pooled nature of these vehicles, it is not feasible to trade such interests separately.

VAMUS has policies designed to promote the fair and equitable allocation of aggregated orders of client portfolios managed by VAMUS and affiliates and to conform to applicable laws and regulatory principles. It is our general policy to allocate aggregated trades pro-rata. Each client that participates in an aggregated order, including clients of affiliates, will participate at the average share price for all transactions in the aggregated order for that security on a given trading day. The transaction costs will be shared pro-rata based on each client's participation in the aggregated order. If less than the total order is executed during the day or an order is only partially filled, the GED will allocate to each portfolio the proportion of the executed trade multiplied by each portfolio's original allocation.

The allocation policy also applies to investment opportunities which have limited capacity and/or time availability (i.e., Initial Public Offerings). Although VAMUS attempts to obtain capacity in the market for all clients that can participate, capacity is not always available. Under such circumstances, VAMUS may, in theory, have an incentive to allocate, aggregate or sequence trades in favor of, or to otherwise favor certain clients (e.g., those client accounts for which VAMUS receives a performance-based fee). To address this and other potential conflicts of interest, generally, VAMUS will allocate investment opportunities among participating client accounts on a pro-rata basis based on the order size.

Occasionally, allocations may be made to a client other than on a pro-rata basis for various reasons, including but not limited to client portfolio specific guidelines or limit restrictions, partial fills with de minimis exceptions, allocation would result in a portfolio receiving an odd lot, insufficient cash in a client account for such investment, pending subscriptions or redemptions at time of open aggregated order, or other legal or regulatory reasons. Where pro-rata allocation is not possible, or VAMUS believes in good faith that an allocation to a particular client account may not be appropriate, the allocation is manually amended, and the rationale is documented. Our compliance team reviews equity trade allocations regularly to ensure adherence to our policies, and periodically, the Investment Broker Committee ("IBC") reviews allocations that were manually adjusted by the trading team to ensure that firm policies and procedures governing trading and trade allocations were followed.

### ITEM 13. REVIEW OF ACCOUNTS

VAMUS periodically reviews client accounts and provides written reports to clients regarding their accounts. The nature and frequency of these reviews, as well as the frequency and content of these reports, is discussed in more detail below:

#### **Nature and Frequency of Client Account Review**

For our discretionary clients, we review client accounts on a regular basis to confirm that allocations are within target ranges and consistent with the client's investment guidelines. Portfolio managers are responsible for periodic reviews of client accounts. In addition, the Portfolio Compliance Officer or designee ("Portfolio Compliance") reviews client portfolios daily to ensure that client guidelines are followed and that portfolio holdings remain consistent with the client's investment strategy. In carrying out these responsibilities, Portfolio Compliance uses automated compliance tools to perform pre-trade and post-trade portfolio compliance monitoring of investment guidelines, restrictions and limitations. Prior to a transaction being sent to a broker-dealer for execution, that transaction is automatically checked for compliance with investment guidelines and restrictions and similarly, executed transactions are monitored on post-trade basis. If a potential transaction is stopped during the pre-trade monitoring, Portfolio Compliance is alerted for review and to determine the appropriate action to be taken. The pre-trade compliance monitoring tool does not allow employees on the portfolio management team or traders to complete or cancel a transaction flagged for review. The system requires Portfolio Compliance either to authorize the transaction to be completed or cancel the transaction in the trading system prior to its execution. Likewise, potential post-trade exceptions will trigger alerts for review by Portfolio Compliance to determine if any account is out of compliance with its agreed upon investment guidelines.

Certain events may occur which would also trigger an impromptu or targeted review of account by a portfolio manager such as but not limited to a request by the client to change the investment objective of the account or portfolio, developing trend toward dispersion of returns among accounts managed in the same asset class, and liquidity issues.

#### **Frequency and Content of Client Account Reports**

The frequency and content of reports for clients vary according to the particular needs of each client and the agreement between the client and VAMUS. Such reports generally contain information with respect to portfolio holdings, transactions, and performance. Most commonly, reporting is provided quarterly, but the client may request reports more frequently (e.g., monthly) or less frequently.

#### ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

##### **Payments to VAMUS by a Non-Client in Connection with Advice Provided to a Client**

We do not have arrangements in which we receive payments from a non-client for the investment advice or other advisory services we provide to our clients other than described below.

##### **Affiliate Referrals to VAMUS**

We have entered into an agreement with Bank Vontobel AG to introduce to us potential clients located in Europe and the Middle East. We have also entered into agreements with TwentyFour US, VHKL, VAMAG and VAMSA to introduce potential clients. These affiliates are required to perform their duties in a manner consistent with the Advisers Act and applicable law. We generally compensate these affiliates with a fee equal to a percentage of the client's assets under management. Clients who are introduced to us by these affiliates are not charged any additional fees or a greater investment management fee as a result of the introduction. In other words, we are solely responsible for paying these affiliates for their services on an intercompany basis.

##### **Affiliate Referrals by VAMUS**

We have an agreement with TwentyFour US to introduce them to institutional investors located in the United States and Canada and provide other marketing and administrative services. We receive a portion of TwentyFour US client's investment management fee as compensation for these services. This arrangement provides an incentive for us to suggest or recommend our affiliate which creates a potential conflict of interest. To manage this conflict, we disclose the affiliation between VAMUS and TwentyFour to prospective clients at the time of a referral.

Pursuant to an agreement with VAMSA, we provide marketing services related to the offering and distribution of the VAMSA Funds to non-U.S. institutional clients. VAMSA compensates VAMUS for the marketing services provided for the VAMSA Funds. This provides an incentive for us to recommend the VAMSA Funds which creates a potential conflict of interest. The affiliation between VAMUS and VAMSA is disclosed in the VAMSA Funds' sales prospectus. In order to fulfill our obligations under these arrangements, we have entered into contractual arrangements with financial intermediaries and third-party firms to assist us by providing certain marketing and administrative services. These third-party firms are compensated by us and VAMSA for the marketing services they provide in accordance with applicable regulations.

Unrelated to client referrals, we also provide investment advisory and sub-advisory services to the VAMSA Funds and are compensated directly from VAMSA for those services.

##### **Non-Affiliate Referrals**

A limited number of our employees are associated with VT Distributors, LLC, an unaffiliated broker-dealer, and in that capacity engage in marketing or selling activities with respect to the placement of our Private Funds, Registered Funds, and VAMSA Funds. Although affiliated with VT Distributors LLC, these employees receive no compensation from VT Distributors LLC. We compensate our employees directly for these marketing or selling activities. Additionally, please see *Item 5. Fees and Compensation*.

**Promotional and Educational Cost Expenses**

In the ordinary course of business, and consistent with VAMUS policy and applicable regulation, VAMUS also pays for, or reimburses third-party intermediaries to cover, various costs arising from, or activities that may result in, the sale of Vontobel advisory products or services, Registered Funds, and VAMSA Funds, including: (i) client and prospective client meetings and entertainment; (ii) sales and marketing materials; (iii) educational and training meetings or entertainment activities with the registered representatives of such intermediaries and other personnel from entities that distribute Vontobel products and/or services; and (iv) charitable donations in connection with events involving personnel or clients of entities that distribute Vontobel products and/or services. VAMUS has adopted policies and procedures reasonably designed to address any potential conflicts of interest associated with such activities.

**ITEM 15. CUSTODY**

We do not have custody of any client funds or securities for any of the separate accounts or of the majority of Commingled Funds that we manage. All client assets are held by an independent qualified custodian selected by the client.

All funds and securities are held with an independent qualified custodian pursuant to Rule 206(4)-2 of the Advisers Act. In accordance with Rule 206(4)-2 of the Advisers Act, the Private Funds are audited on an annual basis by an independent accounting firm that is registered with, and subject to regular inspection by the Public Company Accounting Oversight Board. Audited financial statements are delivered to investors in the Private Funds within 120 days of each the Private Funds' fiscal year-end.

Additionally, if requested, investors in the Private Funds receive reports and statements from us, which may also include account statements prepared by the custodian. Investors should carefully review the account statements prepared by the custodian in comparison to the reports and statements prepared and disseminated by us.

#### **ITEM 16. INVESTMENT DISCRETION**

We accept discretionary authority to manage accounts on behalf of our clients. The terms of our discretionary authority are set forth in the Investment Management Agreement, or other governing document, entered into with each client. Clients customarily limit our authority through the use of client instructed investment guidelines, restrictions, and limitations on a portfolio's investments.

##### **Acquisition of Discretionary Authority**

Investment Management Agreements typically grant us full power and authority to buy, sell and otherwise deal in securities in the account, either in our capacity as investment manager alone, or coupled with limited powers of agent and attorney-in-fact for directing investments.

We also enter into advisory service agreements with affiliated investment advisers, sponsors, and institutional investors to provide non-discretionary investment advice in the form of model portfolios



## ITEM 17. VOTING CLIENT SECURITIES

VAMUS has adopted and implemented the following policies and procedures (the “Proxy Guidelines”) pursuant to Rule 206(4)-6 of the Investment Adviser Act of 1940, to ensure that where authorized, VAMUS will vote clients securities in a manner that is in the best interest of the client. Clients may opt to give us the authority to vote securities proxies on their behalf via their Investment Management Agreements. Clients that gave us proxy voting authority cannot direct our vote in a particular solicitation. Clients can change their proxy voting option at any time by providing us with written notice.

VAMUS believes that strong governance provides the backbone to a sustainable business. As stewards of capital, VAMUS regards the accountability of the board to a company’s shareholders, and of management to the board, as vital links to help protect the long-term interests of clients. The sheer number of proxy votes related to client holdings makes it impossible for us to fully research each and every proxy issue. Recognizing the importance of informed and responsible proxy voting, we rely on the services of third-party service providers (“Proxy Service Providers”) to provide proxy voting research, guidance, and recommendations. The Proxy Guidelines also allow VAMUS to utilize Proxy Service Providers to vote on behalf of clients.

The key objective of our policies and procedures is to recognize that a company's management is entrusted with the day-to-day operations and longer-term strategic planning of the company, subject to the oversight of the company's board of directors. While ordinary business matters are primarily the responsibility of management and should be approved solely by the corporation's board of directors, this objective also recognizes that the company's shareholders must have final say over how management and directors are performing, and how shareholders' rights and ownership interests are handled, especially when matters could have substantial economic implications for the shareholders. We support the right of shareholders to submit important matters for inclusion on a company's proxy statement. In each case, whether a proposal is introduced by management or shareholders, we have a fiduciary duty to vote in a manner that is in the best interest of our clients. Therefore, we will pay particular attention to the following matters in exercising our proxy voting responsibilities as a fiduciary for our clients:

*Accountability:* Each company should have effective means in place to hold those entrusted with running a company's business accountable for their actions. Management of a company should be accountable to its board of directors and the board should be accountable to shareholders.

*Alignment of Management and Shareholder Interests:* Each company should endeavor to align the interests of management and the board of directors with the interests of the company's shareholders. For example, we generally believe that compensation should be designed to reward management for doing a good job of creating value for the shareholders of the company.

*Transparency:* Timely disclosure of important information about a company's business operations and financial performance enables investors to evaluate the performance of a company and to make informed decisions about the purchase and sale of a company's securities.

We base our voting often on the recommendations and sustainability/responsible investment policies of our Proxy Service Providers. Additionally, we also have custom policies covering circumstances that may not be consistently addressed by the Proxy Service Providers. In most

cases, we vote in accordance with the recommendation and policies of the Proxy Service Providers, but we reserve the right to disagree or override a recommendation if we see fit. In those instances, the research presented, discussion points and final decision regarding the vote will be documented. Portfolio managers are ultimately responsible for determining how to vote and, therefore, have the discretion to independently decide any final vote on a proposal. Portfolio managers may delegate proxy voting responsibilities to a research analyst performing research for specific issuers on the investment management team.

Client proxies that are voted contrary to a Proxy Service Provider's recommendation will be reviewed quarterly by the firm's Executive Committee to assess for conflicts of interest or any other relevant issues.

Conflicts of interest can arise relating to proxy proposals. Whenever VAMUS detects an actual or potential material conflict between the interests of a client and the interests of VAMUS, VAMUS will review the conflict or potential conflict to determine whether a conflict in fact exists and what to do about the identified conflict. Where a conflict has been identified, VAMUS will use one of the following methods to resolve the conflict, provided such method results in a decision to vote the proxies that is solely based on the client's best interests:

- Provide the client with sufficient information regarding the shareholder vote and our potential conflict with the client, and obtain the client's consent before voting;
- Vote securities based on the pre-determined voting policy set forth herein;
- Vote client securities based upon the original recommendation of a Proxy Service Provider; or,
- Request the client to engage another party to determine how the proxies should be voted.

With respect to registered investment company clients, we will resolve all conflicts by voting pursuant to recommendations of a Proxy Service Provider.

A copy of our proxy voting policies and procedures may be obtained by contacting us at 212-804-9300 or at [vamuscompliance@vontobel.com](mailto:vamuscompliance@vontobel.com). Clients may obtain information about how we voted with respect to their securities by sending us a written request.

Clients for whom we do not have authority to vote securities will receive their proxies or other solicitations directly from their custodians or transfer agents, who will be solely responsible for providing clients with information about a particular solicitation. Clients, however, can call or email us should they have any questions about a particular proxy solicitation.

**ITEM 18. FINANCIAL INFORMATION**

Under this Item, registered investment advisers are required to provide certain financial information or disclosures about their financial condition. VAMUS does not solicit or require prepayment of fees of more than \$1,200 per client and six months or more in advance of services being provided. We are not aware of any financial condition that would impair our ability to meet contractual commitments to clients and have not been the subject of a bankruptcy proceeding.

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