

F&C Management Limited

Part 2A of Form ADV: Firm Brochure

March 2012

F&C Management Limited is registered in the United States as an investment adviser with the United States Securities and Exchange Commission. Registration does not imply a certain level of skill or training.

This brochure provides information about the qualifications and business practices of F&C Management Limited. If you have any questions about the contents of this brochure, please contact us at +44 (0) 20 7628 8000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any United States state securities authority.

Additional information about F&C Management Limited is available on the SEC’s website at www.adviserinfo.sec.gov

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Item 2 Material Changes

There have been no material changes since the last annual update.

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Item 4: Advisory business

The F&C group is a diversified investment management group with a heritage spanning more than 140 years. F&C Management Limited is part of the F&C Group and is a company through which we perform part of our advisory business in the United States. The remainder of our advisory business in the United States is carried out by Thames River Capital LLP which is also part of the F&C Group.

While many investment managers are owned by financial services conglomerates, such as banks or insurance companies, we are an independent, publicly held group, with our parent company, F&C Asset Management plc, listed in the United Kingdom on the London Stock Exchange. We are focused exclusively on advising and managing investments for our clients.

We can trace our origins to the launch of the Foreign & Colonial Investment Trust ("FCIT") in 1868 – the world's first ever publicly listed pooled investment vehicle – and an investment vehicle we are proud to continue to manage today. We currently operate from offices in eleven countries and as at 31 December 2011 manage US \$155.6 billion¹ of assets for a wide range of insurance clients, institutional investors and private individuals which collectively represent 3 million underlying savers.

Our activities are focused in three main areas:

- **Fund Management:** we provide investment management services to a wide range of institutional and retail clients, across multiple asset classes and jurisdictions;
- **Investment Advisory and Investment Solutions:** we provide varied investment advisory and investment solutions to our institutional client base; and
- **Governance and Sustainable investment:** we provide a number of services for our institutional and retail clients that relate to ethical investing and responsible shareholder voting and engagement.

We are able to tailor our investment services to the needs of our clients. Client requirements and restrictions are incorporated into the agreement we have with our clients prior to any services taking place.

¹ \$151.5 billion discretionary and \$4.1 billion non-discretionary

Item 5: Fees and Compensation

The fees and expenses for our services will depend on the service provided and may be open to negotiation or based on existing agreements we may have entered into with you, and these will generally be based on either:

- a basis point fee in relation to the assets under management;
- a charge associated with a particular piece of advisory work or a particular solution provided (e.g. if you ask us to structure a specific transaction we will charge you costs associated with this transaction and these will be linked to the risk of the trade and the cost of doing it); and/or
- a performance fee which will be linked to performance targets which have been set and agreed in the agreement we have entered into with you.

The fees and expenses associated with our governance and sustainable investment services are captured as part of the management fee you pay and the service is therefore part of the broader package that we offer you. We also offer a responsible engagement overlay service for our clients where we do not manage their assets and therefore where there is no associated management fee. In these instances a basis point charge will be applied to the value of assets to which the service is applied.

Fees are usually payable monthly or quarterly in arrears and are either deducted from your assets, which are held by your appointed custodian, or billed directly to you. Respectively, the fee, the method of calculation and the frequency of charging can be negotiated before we enter into any formal agreement with you to manage your money, or provide services to you.

The fees and expenses for clients with their own segregated discretionary portfolio management accounts are subject to, and will depend on, the structure of the assets, but may include:

- administration fees;
- brokerage fees; and
- other transaction costs such as the bid/offer spread on non-agency transactions.

Brokerage fees and other transaction fees are discussed in more detail in Item 12 Brokerage Practices.

We review our fee rates on an annual basis and also benchmark our fee schedules against what the market charges, using public information, industry surveys and industry press reports. We aim to ensure that our fees remain competitive whilst reflecting the high quality of our investment products and also the high level of client service that we offer.

We reserve the right to waive or impose different fees or otherwise modify the fee arrangements of an existing client with the consent of that client.

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

We charge some clients a performance based fee, that is, a fee based on our performance against targets which have been set and agreed in the client agreement. These will vary from client to client and will be negotiated at the time the agreement is drafted between us.

Potential conflicts of interest may arise due to the nature of performance fees. Such fees may create an incentive for us to undertake investments carrying greater risks. Another potential conflict of interest may arise because we may have an incentive to favour higher performance fee paying accounts or those that pay a performance fee over those that do not.

To manage these risks, we have Investment Risk Committees which monitor investment risk on a regular basis with a view to ensuring that portfolios are not running undue risk. Additionally, we also seek to monitor the fair participation and fair allocation of deals including new issues. Furthermore, we have a policy of requiring staff to disregard any material interest or conflict when advising or exercising investment discretion for you. That is, the policy is to always act in the best interests of the client and in the last resort we may decline to act for you where that is the only alternative.

Other potential conflicts that may arise from us managing both hedge funds with performance fees and more traditional funds with lower fees are crossing "good" assets from traditional funds to hedge funds or poorly performing assets from hedge to 'traditional' or long-only funds. Our policies on fair participation, aggregation and allocation are designed to manage these conflicts. Our senior management and our internal audit, risk and compliance teams monitor these key potential conflicts. Our controls over crossing aim to prevent conflicts arising in this area. That is, positions cannot simply be transferred from account to account. Crosses may be made between clients' accounts but these are generally traded through a broker in the market at a price that is fair to both parties.

Item 7: Types of Clients

Our clients comprise a wide range of insurance, institutional and retail investors, across multiple geographies and jurisdictions. We provide discretionary investment management services to the following:

- Insurance companies;
- Banks;
- Private and investment funds;
- Sovereign and supra-national organizations;
- Pension schemes;
- Trusts and charitable organizations;
- Corporations and business entities other than those listed above.

Private individuals who are not US Persons and therefore reside outside of the US can invest in our pooled investment funds and investment plans. For the avoidance of doubt we do not make available any of our pooled investment funds or investment plans to US Persons whether on a public or private placement basis.

We do not provide investment advice to private individuals based on their individual personal circumstances.

For our institutional clients wishing to have their own segregated mandate, we generally look to a minimum fund size of \$50 million; however, this may be adjusted on an individual basis

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

We offer a broad range of investment strategies across a full range of asset classes, including:

- Global, regional and country specific fixed income (covering corporate bonds, government securities, money market and aggregate strategies across developed and emerging markets);
- Developed and emerging markets equities in small, medium and large companies (including strategies focused on environmental, social and governance themes);
- Multi-asset (balanced) and multi-manager (fund of funds) portfolios;
- Private equity fund of funds;
- Listed and direct real estate investment; and
- Alternative strategies such as absolute return oriented fixed income, fund of hedge funds (offered through our Thames River subsidiary) and derivatives-based strategies.

All of these approaches aim to add value through active management based on internal and external research.

We believe that individuals work best as part of a small, focused team. Our investment professionals are therefore organised into tightly knit groups, focused on specific products. Each team is provided with a high degree of autonomy over their investment approach, fostering a strong culture of enterprise and accountability for delivering performance. This approach – of being both large in terms of resource, but entrepreneurial and multi-specialist in terms of structure – is what we describe as a “multi-specialist” fund management model, with individual investment teams applying what they believe to be the most appropriate investment philosophy and process for the particular market in which they invest, based upon specific mandate objectives and guidelines.

Each strategy is designed to provide the investment exposure described in its investment guidelines which in the case of segregated mandates are contained in the Investment Management Agreement. The suitability of a strategy or fund for a particular client depends on their investment requirements and attitude to risk.

As a client you will be exposed to the risks associated with investment in stocks, shares and bonds and you should understand that the value of, and income from, investments can fall as well as rise and that you may not get back the full amount that you originally invested. You should also be aware that the strategy in which you invest will be liable to stock market movements regardless of how well the fund manager performs and should be familiar with the specific risks associated with the strategy in which you are investing and be prepared to undertake those risks. You should ensure you are aware of all the potential risks specific to your investment portfolio. These will be described, in the case of segregated mandates, in the Investment Management Agreement, however we have summarized below the key risks.

General Risks

The following risks are general and apply to all strategies we offer:

- **Market risk:** the value of shares and the income from them is not guaranteed and can fall as well as rise due to stock market and currency movements.
- **Performance risk:** past performance is not a guide to future investment returns and when holdings are sold you may get back less than you originally invested, regardless of how well we have performed.

There will be a variation in performance between different funds with similar objectives due to the different assets selected. Portfolios will also diverge from their benchmarks depending on these selections. There is no guarantee of the performance of your investment.

- **Inflation risk:** inflation can affect the value of your investment.
- **Fees:** the impact of fees charged on the management of assets may reduce the prospects for capital growth or possibly result in capital erosion.

Strategy Specific Risks

Our individual investment strategies have different specific areas of investment and investment objectives. These specific objectives may mean that one or more of the specific risks listed below could also apply to your investment. You should also read, in the case of segregated mandates, the Investment Management Agreement for a full description of the potential risks applicable to your investment.

- **Liquidity risk:** Generally speaking, smaller companies and shares in emerging markets are traded less frequently than larger ones. This means that there may be difficulty in both buying and selling shares and individual share prices may be subject to short-term price swings. Additionally the amount by which the strategy diverges from, or under / over performs, the Index may be higher than for other strategies.
- **Credit risk:** There is always a credit risk associated with investing in corporate bonds. With investments in lower grade corporate bonds there is a higher risk that the issuer will not meet its debt obligations. The higher the credit risk, the greater is the likelihood of a failure to pay interest or capital when due.
- **Exchange or currency risk:** Investments made overseas may not be traded in your base currency and movements in exchange rates may cause the value of your investment to rise and fall.
- **Smaller companies:** Smaller companies and businesses at an early stage of their development carry a higher degree of risk and this means that the value of such investments is usually more

sensitive to market movements, which means that the amount by which the strategy diverges from or under / over performs the Index may be higher than for other strategies.

- **Concentrated portfolio:** Where a portfolio is concentrated, short-term volatility in the price could be relatively high which means that the amount by which the portfolio diverges from or under / over performs the Index may be higher than for other funds.
- **Fixed interest securities and interest rates:** The value of portfolios that invest in fixed interest securities may increase or decrease if interest rates change. For example, if interest rates rise, the portfolio value is likely to fall.
- **Sub-Investment Grade Bonds:** Such bonds have a lower credit rating than investment grade bonds and so a higher risk of default and carry a higher degree of risk both to the income and capital value of the portfolio.
- **Ethical screening:** Certain strategies are unable to invest in certain sectors and companies due to the ethical screening that they undertake. This may mean that they are more sensitive to price swings than other strategies.
- **Zero dividend preference shares:** Zero dividend preference shares are entitled to a fixed return of capital at redemption that is set at issue and will not increase. The return is not guaranteed and may be adversely affected by investment performance, however it is protected to the extent zero dividend preference shares are paid out before other shareholders
- **Investment trusts:** Certain strategies may invest in investment trusts. These are public limited companies quoted on the Stock Exchange. The price of their shares depends on supply and demand and is not necessarily the same as the value of the underlying assets per share. It may be higher 'at a premium' or lower 'at a discount'. The discount or premium varies continuously and represent an additional measure of risk and reward. Gearing – investment trusts can borrow money, which can then be used to make further investments. In a rising market, this 'gearing' can enhance returns to shareholders. Correspondingly, if the market falls, losses will also be multiplied. Hence the level of gearing needs to be carefully judged and monitored to produce a benefit.
- **Emerging Markets:** Investments in emerging markets may be more volatile than investments in more developed markets. Many emerging markets do not have well developed regulatory systems and disclosure standards may be less stringent than those of developed markets. The risks of expropriation, nationalisation and social, political and economic instability are greater in emerging markets than in more developed markets. The accumulation and disposal of holdings may be more expensive, time consuming and generally more difficult than in more developed markets. Also, due to the lack of liquidity, volatility may be higher. Many emerging markets are small, have low trading volumes, low liquidity and significant price volatility. Significant changes in the exchange rates of currencies of the countries in which investments are made may occur following investment in these countries. It may not be possible to undertake currency hedging techniques in respect of these

currencies. Settlement and custody standards may not be as high and supervisory and regulatory authorities may not be as sophisticated. As a result there may be risks that settlement may be delayed and that cash or securities could be disadvantaged. Emerging markets may restrict the access of foreign investors to securities. As a result, certain equity securities may not be readily available because the maximum permitted number of or investment by foreign shareholders has been reached. Similarly the outward remittance by foreign investors of their share of net profits, capital and dividends may be restricted or require governmental approval. The fund manager will only invest in markets in which it believes these restrictions to be acceptable. There is however no guarantee that additional restrictions will not be imposed after an investment has been made. Settlement and custody standards may not be as high and supervisory and regulatory authorities may not be as sophisticated. As a result there may be risks that settlement may be delayed and that cash or securities could be disadvantaged.

- **Property:** Certain strategies may invest in property related securities. The value of such securities is likely to reflect valuations of property assets as determined by professional valuers. Such valuations are the opinion of the valuer at a particular time, may not be supported by recent transactions and are liable to revision, up or down.
- **Interest rates:** The return on any investment in money markets investments is related to interest rates. If interest rates rise, the return is likely to rise, and if they go down, it is likely to fall.
- **Political and / or regulatory risks:** The value of your investment may be affected by uncertainties such as changes in government policies, taxation, restrictions on foreign investment and on foreign currency repatriation, currency fluctuation and other developments in the laws and regulations of investee countries.
- **Economic risk:** Any investment made may be sensitive to any general downturn in the overall economy or in that entity's industrial sector. Although the fund manager will attempt, through careful selection of investment candidates, to limit the risk associated with general economic conditions, substantial adverse economic conditions might have an impact on the investment assets of your account.
- **Derivatives and Forward Transactions:** Investments in derivatives may increase or decrease the volatility of the value of your investment.
- **Taxation:** Levels and bases of taxation and reliefs from such taxation are subject to change and their value, in certain circumstances, depends on an investor's particular circumstances. Existing and prospective investors should consult their professional advisers regarding potential tax consequences of undertaking particular investments.

The importance of these risks may change in the future.

Item 9: Disciplinary Information

There is no disciplinary information that relates directly to F&C Management Limited, however, there is certain information relating to other companies within the F&C Group that we would like to disclose as detailed below.

1. F&C Alternative Investments (Holdings) Limited ("F&C AI"), an F&C Group subsidiary, has been involved in a lengthy commercial dispute with two former individual members (the "Individual Members") of F&C Partners LLP (the "LLP"), which was previously the Group's fund of hedge funds business, now completely run down. The dispute was heard in the High Court in England. It related to an attempt by the Individual Members to exercise put options requiring F&C AI to acquire their interests in the LLP based on a multiple of historical profits earned by the LLP, which F&C AI believed they did not have the right to do under the terms of the LLP Agreement. Alternatively, the Individual Members wished to have their minority interest in the LLP bought out at a price determined by the Court on the grounds that the affairs of the LLP had been conducted in a manner which was unfairly prejudicial to the Individual Members' interests. Judgement on liability was handed by the Court on 14th July 2011. The Court held that the put options were validly exercised by the Individual Members and that their interests had been unfairly prejudiced. On 5th October, the Court ordered that the interests of the Individual Members in the LLP be bought out at the price of £7.8 million, the exercise price under the put options. On 28th October 2011, the Court made an award in relation to the extent of F&C AI's liability with regard to the legal costs of the Individual Members and interest on the aforementioned £7.8 million. F&C AI has been granted leave to appeal the aforementioned costs and interests award. It is important to note that clients of the F&C Group have not been affected in any way by this dispute.
2. The Swedish regulator Finansinspektionen ordered F&C Asset Management plc on 28 April 2011 to pay approximately £50,000 because of its omission on three occasions during the period May 2007 – May 2008 to report within stipulated disclosure deadlines changes to ownership in Zodiak Television across client accounts that the F&C Group manages. Reports were filed with the regulator as soon as the omissions came to light. The omissions occurred as a result of historical administrative errors in F&C Group's shareholding disclosure process which was rectified.

Item 10: Other Financial Industry Activities and Affiliations

F&C Management Limited is one of a number of investment firms in the F&C Group and is affiliated to each of these firms through the common ownership by F&C Asset Management plc, the parent of the F&C Group. It follows that a common governance structure applies across each of these firms and the senior management persons also control the strategy and direction of each of these entities. In summary these firms are:

- F&C Asset Managers Limited;
- F&C Management Limited;
- F&C Reit Property Asset Management plc;
- F&C Managed Pension Funds Limited;
- F&C Investment Business Limited;
- F&C Managers Limited;
- ISIS Investment Manager plc;
- F&C Fund Management Limited;
- F&C Portugal S.A.;
- F&C Ireland Limited;
- F&C Netherlands B.V.;
- F&C Asset Management Asia Limited;
- Thames River Capital LLP; and
- Thames River Multi-Capital LLP.

Whilst there are a number of investment firms in the F&C Group there are no perceived conflicts of interests between these firms as each is governed, managed and run collectively with a view to enhancing the return of the parent of the group, F&C Asset Management plc.

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

Code of Ethics

We expect our employees to share the commitment to the highest level of integrity in the conduct of our business. Integrity and ethics have always been a significant part of the way we conduct business. Operating with a strong sense of integrity is critical to maintaining trust and credibility with our customers, partners, employees, shareholders and other stakeholders.

Upon joining F&C, employees sign their agreement to abide by the wide-ranging policies of F&C, of which the Code of Ethics is one part. Monitoring compliance with the code is considered to play a part in the employees' annual appraisal process. One third of an employee's bonus is determined by this appraisal, which considers their performance and contribution to the investment team and to F&C as a whole.

In accordance with our Code of Ethics, we have rules and policies regarding individual and peer responsibilities, as well as responsibilities to our employees, to our clients, suppliers, shareholders and other stakeholders. They include:

- Compliance with laws, rules and regulations (including insider trading laws);
- Fraud and malpractice;
- Protecting F&C's confidential and other proprietary information and that of our customers and vendors;
- Protection and proper use of company assets;
- Treating F&C's employees with respect;
- Dealing with conflicts of interest;
- Political activity;
- Promoting full, fair, accurate, timely and understandable disclosure in financial reports and other public communications;
- Confidentiality of Information;
- Protecting the environment and social responsibility; and
- Encouraging the reporting of any unlawful or unethical behavior.

Specific ethical aspects also contained in F&C's cultural cornerstones are:

- Client focus;
- Accountable performance;
- Commercial innovation; and
- Mutual respect.

The F&C cultural cornerstones, and all rules and policies are accessible to employees on the company Intranet - Focus. Commitment to the cornerstones is reinforced through the annual employee survey and individual performance management process. We are happy to supply further detail on our Code of Ethics on request.

Participation or Interest in Client Transactions

We are committed to fair dealing and integrity in everything that we do. Given the nature of our business as a dedicated asset management group and which is not part of a bank, we do not consequently have a corporate finance or brokerage arm and do not deal for our own account. We do not therefore recommend securities to clients where we have a material financial interest in that security ourselves and we do not invest in securities ourselves that we also recommend to our clients.

We operate on the basis that clients' interests are placed before our own and our policies, procedures and processes reflect this principle.

The above said, this is not to say that we will never have interests which conflict with our clients' interests or with our duties owed to clients and in this regard we have established policies and procedures designed to identify, mitigate and manage any such conflicts (e.g. a Conflicts of Interest Policy, Personal Account Dealing Policy, Market Abuse Policy, Restricted Dealing Policy, Gifts Benefits and Corporate Hospitality Policy). These include organisational and administrative arrangements and controls designed to safeguard the interests of clients.

Personal Trading

We allow our employees to carry out personal account transactions for their own account and this could cause a conflict with our clients' interests however this is mitigated through our internal Personal Account Dealing Policy which applies to all employees, including contractors, secondees and temporary members of staff.

The overriding principle in our personal dealing policy is that your interests come first. They are designed to ensure that employee dealing is undertaken in such a way that it avoids actual or potential conflicts of interest, that employees do not abuse their position of trust and responsibility and do not take inappropriate advantage of their position.

The PA Dealing Rules generally require the pre-approval of proposed trading. Black out periods before and after client trading and a ban on short-term trading and trading in derivative instruments are in place. A list of restricted investments is held by our dealing desk and checked prior to any personal account trade being authorised

Any employee whose personal dealings breach the letter or spirit of these rules may, at the discretion of the Chief Compliance Officer, be prohibited from dealing on their own account and may be required to surrender any profits which resulted from the offending trading.

A copy of the rules are given to every employee on commencement of employment, or on any amendment to the rules. Compliance with these rules form part of the employee's contract of employment and is reinforced annually via the Declaration of Compliance with Policies and Procedure which employees must sign and return to the Risk and Compliance department who monitor adherence to these policies. To assist

in the Compliance monitoring of employee transactions, employees are required to disclose personal securities holdings upon commencement of employment with the firm and annually thereafter.

Item 12 Brokerage Practices

We have two committees that are responsible for counterparty approval and monitoring.

- the Credit and Counterparty Approval Committee (CCAC); and
- the Derivatives Committee.

The CCAC is responsible for the appointment of counterparties and, where appropriate, the subsequent monitoring and review of credit limits for all counterparties, and the Derivatives Committee sets the derivatives policy for F&C and monitors all appropriate risk and performance indicators of derivative activity.

All new counterparties are subject to a due diligence process in which the counterparties' legal and regulatory status, financial strength, operational capability and anti-money laundering arrangements are verified and any contractual documentation is assessed for its suitability to ensure that our clients are appropriately protected.

The assessment of creditworthiness utilises research provided, amongst others, by our credit analysts, external rating agencies such as Moody's, Fitch and S&P and data providers such as Bloomberg, Markit and Reuters and considers, but is not limited to, the following factors:

- External credit ratings from Moody's, Fitch and S&P;
- Ownership structure and potential guarantees; and
- Capital adequacy.

The CCAC also obtains the following documentation during the process:

- Certificate of Incorporation or equivalent;
- Proof of regulatory status; and
- Latest audited annual report.

There are no standard minimum creditworthiness criteria as these are differentiated with respect to the credit risk resulting from different instruments and as such are higher for transactions creating direct credit exposure.

The CCAC meets formally on a monthly basis, and more frequently if required, to evaluate all dealing counterparties and to remove those which have undergone an adverse credit migration, or where dealing performance has been inadequate. All approved counterparties are screened for credit rating, their financial situation and letters of guarantee. They are also checked for the ability to deal and process trades efficiently.

Changes to the list of potential counterparties will occur whenever we feel a counterparty meets or ceases to meet our criteria. We formally monitor and compile a report on every transaction, evaluating, amongst other things, the dealing performance of the counterparty. This process is used to include new counterparties / exclude underperforming counterparties from future transactions.

We have both added and removed entities from our list of counterparties based on performance in execution, commitment to showing prices and trading capability. In cases where there have been serious credit concerns, we have, in consultation with our clients, reduced exposures to individual counterparties due to credit issues by means of novations, intermediations or close-out of positions.

Research and Other Soft Dollar Benefits

We execute transactions on behalf of our clients with a number of selected counterparties. In the normal course of business we may enter into Commission Sharing Arrangements (CSAs) whereby the counterparty agrees to set aside a proportion of the commission earned on transactions and to use this to discharge the cost of certain permitted services related to the execution of transactions on behalf of our clients and the provision of investment research to us for the purpose of assisting with the provision of investment management services. The services received under such arrangements are directly relevant to and assist in the cost-effective provision of management services by us and are consistent with practices in the markets in which we do business. These arrangements apply across all of the companies in the F&C group and are also based on, and comply with relevant UK regulatory provisions.

In accordance with the rules of the UK regulator, the Financial Services Authority (FSA) we will not enter into such Commission Sharing Arrangements on behalf of clients unless the types of goods and services provided are:

- Related to the execution of trades on behalf of the clients; or
- Comprise the provision of research;
- Do not constitute goods or services which the FSA has specified do not satisfy the requirements of the FSA rules in respect of such arrangements; and
- Will reasonably assist us in the provision of its services to clients on whose behalf orders are being executed.

Where the goods and / or services relate to the execution of trades on behalf of clients, we shall ensure that the relevant goods and / or services are:

- Linked to the arranging and conclusion of a specific investment transaction (or series of related transactions); and
- Provided between the point at which we make an investment or trading decision and the point at which the investment transaction (or series of related transactions) is concluded.

Where such goods and / or services relate to the provision of research, we shall ensure that the relevant research:

- Is capable of adding value to the investment or trading decisions by providing new insights that inform us when making investment decisions for our clients ;

- Whatever form its output takes, represents original thought, in the critical and careful consideration and assessment of new and existing facts and does not merely repeat or repackage what has been presented before;
- Has intellectual rigour and does not merely state what is commonplace or self-evident; and
- Involves analysis or manipulation of data to reach meaningful conclusions.

Our Investment Management Committee monitors transactions, while our internal audit, risk and compliance teams independently monitor portfolio activity and highlight any inconsistencies.

CSAs are reviewed quarterly when fund managers vote on standard commission payments. The fund managers are encouraged to differentiate their vote to focus on those brokers who are adding significant value through their research. The votes are combined across the whole equity team and the percentage of votes then equates to the percentage of total commissions paid that will be received by each broker in the following quarter. This ensures transparency and clarity. It also means that brokers making a particular effort with us will be able to see a meaningful change in commissions received in a relatively short time frame.

We provide institutional clients with a Comparative Disclosure Report on a bi-annual basis which is an analysis of the transaction costs incurred in the management of their portfolios.

We are committed to obtaining best execution for our clients and therefore do not participate in directed commission agreements.

Item 13 Review of Accounts

On a monthly basis our investment risk committees meet to formally to review the performance and investment risk of each investment desk including:

- Comparison of performance versus benchmark on monthly, quarterly, year to date and 12 month horizon;
- Comparison to peer group where relevant and available on monthly, quarterly, year to date and 12 month horizon;
- Consistency in performance and identify of any outliers;
- Investment policy changes to previous month, outlook on the markets and expected changes;
- Ex ante and ex post risk profile, whereby ex ante tracking errors are reviewed against internal targets or client limits for representative portfolios;
- Turnover level for representative portfolios;
- Query any performance or risk data provided in order to be investigated by the performance or risk department; and
- Investment breaches.

Reports reviewed in the committee meetings are provided by the following three specialist teams who also ensure independent monitoring:

- The Performance Analytics team: calculates portfolio returns, delivering these on a monthly basis to the investment teams and senior management. Their detailed analysis covers absolute and relative performance, dispersion, risk and peer group comparisons.
- The Investment Risk team: also produces a comprehensive report on the portfolio active risk positions. This is in addition to the daily monitoring used by the portfolio managers and the APT pre-trade risk report. This report includes detailed risk attribution to both the stock selection and asset allocation level.
- The Charles River Investment Compliance team: checks all client portfolios on a daily basis to ensure daily, post-trade compliance with mandate restrictions. This team uses the Charles River system to ensure that all mandates are run in-line with the client's pre-agreed limits. Charles River is a compliance system which monitors all the agreed limits of the mandates managed by F&C. Every active or passive breach will immediately be communicated to the relevant portfolio manager or, in the event of a breach of mandate, to both the allocation team and the responsible account manager.

In particular, the Investment Risk team is responsible for:

- Monitoring the active risk taken by all F&C portfolios;
- Analysing the sources of risk taken in each portfolio and checking they are consistent with the fund manager's investment strategy;

- Checking that portfolios' risk are consistent with investment performance objectives;
- Working with investment desks in managing the risk in their portfolios.

The continuous monitoring of all client portfolios and active risk positions is a daily function at F&C. Risk is quantified in the following ways:

- Risk statistics (portfolio volatility, ex ante tracking error, ex post tracking error, portfolio beta)
- Deviations from benchmarks (per stock, sector, country, duration, quality, currency, etc.)
- Portfolio biases (style, market capitalisation, momentum, etc.)
- Compliance with client guidelines.

Risk statistics are reported internally by the Investment Risk team on a monthly basis. The team acts strictly independently from the Fund Managers to ensure adequate monitoring of the risk taken within portfolios.

Institutional Client Reporting

We place great importance on maintaining and developing a good relationship with our clients. As part of this, we aim to provide institutional clients with an excellent standard of service, tailored to meet their requirements. We provide a comprehensive package of reports on your portfolio and reports are available in hard copy or email.

Typically, these will include:

- Monthly valuation of the portfolio;
- Monthly list of transactions carried out during the month;
- Monthly cash statement, showing the movements on the account during the month;
- Quarterly report on the activity and performance in the last quarter;
- Quarterly report of the voting actions taken at company meetings for your holdings;
- Quarterly report on transaction costs incurred for the portfolio;
- Quarterly investment outlook, giving our view on the global investment scene;
- Annual audited report on our control policies and procedures ("AAF 01/06 (formerly known as "FRAG 21/94)"); and
- Annual audit certificate for your auditors.

We review regularly the content of our reports to ensure that they still meet high standards and are relevant to the nature of the mandate.

Item 14: Client Referrals and Other Compensation

This section is not applicable to us as we do not compensate client referrals.

Item 15: Custody

This section is not applicable to us as we do not have custody of our US advisory clients' funds or securities.

Item 16: Investment Discretion

Our main business is investment management. Clients appoint us to manage their assets as described in the investment management agreement and therefore we have investment discretion over clients' assets. Before we assume this authority, however, a formal process is followed for all new clients.

Firstly, a client director is appointed to each new client. They will have responsibility for managing the client's on-going relationship with F&C and for checking that all the client's requirements are met by the company.

The client services team supporting the client directors will verify that all relevant business units (including the fund management and operations teams) are informed of the details of each new client so that the accounts are set-up on the in-scope IT applications. The Client Services team then receives confirmation from the business units that the accounts have been set-up in time for the commencement of investment activities.

Money laundering detection and Know Your Client procedures include the requirement to verify the identity of all new clients with official documentation and obtaining an authorised signatory list. An electronic checklist is completed to verify that such documentation is obtained.

From the details received from the new client, the client director checks that a client classification is established based on the client's investment objectives and risk profile. This is documented and appears in the client's investment management agreement (IMA) so that the correct regulatory protections are afforded to the client.

Each new IMA is reviewed by the legal department and a contract sign-off form completed as evidence that the IMA is compliant with legal requirements and current regulations, before the IMA is signed by authorised signatories of both parties.

The client services team captures all the client's requirements including investment objectives, benchmarks, restrictions and guidelines in the IMA. The agreement is signed by authorised signatories of F&C, as per the authorised signatory list, and the client before the commencement of investment activities.

The client services team completes an electronic checklist to verify that investment activity cannot commence on a new client's portfolio until:

1. the IMA has been completed and signed by both parties, or issued in line with local regulations, and
2. the commencement date of the IMA has been reached.

Communication is maintained between the client director and the new client to verify that their requirements are met. All communications (correspondence, meetings, etc.) with new, potential and existing clients are recorded by the institutional business team in an electronic repository for client related documentation, ProTrak.

A checklist is completed by the client services team to verify that the client's account has been set-up correctly on the investment accounting systems, and the client's stock and cash holdings have been received and recorded on the client's account.

A report on the opening book values of all transferred assets is prepared by the operations team prior to being sent to the client. Any discrepancies are followed up with the client and resolved.

Item 17 Voting Client Securities

Corporate governance is the framework that underpins how companies are directed, managed and controlled. We consider that good corporate governance acts as a fundamental safeguard for long-term shareholder interests and as part of this we vote in every company in which we invest.

Our voting policies are applied to all portfolios under our management. However each of our institutional clients have ultimate control over the determination and execution of their own voting policy. We will recommend a voting stance to our clients on the basis of these policies, but will defer to clients in individual cases where they choose to vote otherwise. In cases where an individual client's voting preference is at odds with our recommended position this will be applied solely to that client's fund and shall not apply to the voting instructions issued on behalf of our other client portfolios.

Any such voting request from a client can be communicated to us through the client director who will be responsible for the client's account.

The resultant voting record is published each month, along with detailed explanations on our website. Alongside the public report, we produce a tailored confidential report for institutional clients only. The purpose of this report is to give clients an in-depth picture of direct one-on-one engagement with the company and to do so privately so as not to undermine its dialogue and relationship with each company. These reports are provided quarterly basis and clients have the option of publishing it if they wish.

As part of our commitment to good corporate governance we also prepare annually a series of Corporate Governance Guidelines for a number of key jurisdictions around the world to guide our voting activities. These Guidelines are intended to give companies a practical sense of how we are likely to vote on their stock, and they outline our thinking on individual issues and resolutions. We update these Guidelines every year and send these to the companies in which we invest on behalf of our clients and to the companies in the portfolios of our reo® clients.

In applying our policies and guidelines in our voting, we seek to evaluate each company's case on its merits, and rely on judgment and dialogue with companies to ensure a reasonable and pragmatic outcome. While we strongly encourage companies to adopt commonly-accepted standards of good practice, we also appreciate that exceptions may be legitimate in some cases and are open to taking special considerations when so warranted.

F&C uses the voting platform of a third party proxy voting agent, Research Recommendation and Electronic Voting Ltd ("ISS"), to execute voting rights. The ISS system is used to identify forthcoming company meetings, and it records holdings information to ensure that F&C's voting decisions are communicated to custodians in time for them to be registered at company meetings. There is a formal contract between F&C and ISS in which the responsibilities of the two parties are clearly defined.

Details of our proxy voting policies and procedures can be provided on request.

Item 18: Financial Information

This section is not applicable to us as we do not require or solicit prepayment of more than six months or more in advance.