

# **Invesco PowerShares Capital Management LLC**

## **Brochure**

3500 Lacey Road

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Downers Grove, IL 60515

(Part 2A/B of Form ADV)

This brochure provides information about the qualifications and business practices of Invesco PowerShares Capital Management LLC (“Invesco PowerShares,” the “Adviser,” or “Managing Owner”, sometimes referred to as “we” or “us” throughout this document). If you have any questions about the contents of this brochure, please contact Christopher C. Joe, Chief Compliance Officer of Invesco PowerShares at: (713) 214-1547 or by email at: Christopher.Joe@invesco.com. Additional information may be obtained from Invesco PowerShares website at [invescopowershares.com](http://invescopowershares.com)

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

Additional information about Invesco PowerShares is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**January 4, 2016**

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## **Material Changes**

### **Material Changes since the Last Update**

The document is an update to the Invesco PowerShares ADV Part II A/B.

### **Full Brochure Available**

If you would like to receive a complete copy of our Firm Brochure, please contact Christopher C. Joe, Chief Compliance Officer (“CCO”) of Invesco PowerShares by telephone at: (713) 214-1547 or by email at: Christopher.Joe@invesco.com

## **Advisory Business**

### **Firm Description**

Invesco PowerShares was founded in 2003.

Invesco PowerShares is the investment adviser to the exchange-traded funds (“ETFs” or “Funds”) organized as series of the PowerShares Exchange-Traded Fund Trust, PowerShares Exchange-Traded Fund Trust II, PowerShares India Exchange-Traded Fund Trust, the PowerShares Actively Managed Exchange-Traded Fund Trust and PowerShares Actively Managed Exchange-Traded Commodity Fund Trust (each a “Trust” and collectively the “Trusts”).

For the Funds organized as a series of the PowerShares Exchange-Traded Fund Trust, PowerShares Exchange-Traded Fund Trust II and the PowerShares India Exchange-Traded Fund Trust, the Adviser or an affiliated sub-adviser attempts to replicate, before fees and expenses, the price and yield of a third-party index (“Underlying Index”). These ETFs may be referred to as “Index-based ETFs.” ETFs organized under the PowerShares Actively Managed Exchange-Traded Fund Trust and PowerShares Actively Managed Exchange-Traded Commodity Fund Trust may be managed by Invesco PowerShares or an affiliated sub-adviser and do not attempt to fully replicate an Underlying Index.

In addition, Invesco PowerShares serves as the Managing Owner, Commodity Pool Operator (“CPO”) and Trade Advisor (“CTA”) to 11 PowerShares DB ETFs. These ETFs include PowerShares DB Commodity Index Tracking Fund (DBC), PowerShares DB G10 Currency Harvest Fund (DBV), PowerShares DB Energy Fund (DBE), PowerShares DB Oil Fund (DBO), PowerShares DB Precious Metals Fund (DBP), PowerShares DB Gold Fund (DGL), PowerShares DB Silver Fund (DBS), PowerShares DB Base Metals Fund (DBB), PowerShares DB Agriculture Fund (DBA), PowerShares DB US Dollar Index Bullish Fund (UUP), and PowerShares DB US Dollar Bearish Fund (UDN), (the “Commodity Funds”).

In addition, Invesco PowerShares provides portfolio management and certain portfolio operations support (“sub-advisory services”) to three affiliates: Invesco Asset Management Ireland Holdings Limited (“IAMIDL”), Invesco Canada Ltd (“Invesco Canada”) and Invesco Advisers, Inc. (“IAI”).

For its services as investment adviser to the Trusts, Invesco PowerShares receives a management fee pursuant to Investment Advisory Agreements between the Advisor and the Trusts, subject to review by the applicable Board of Trustees annually. Invesco PowerShares does not charge any performance-based fees. The Adviser does not sell annuities, insurance, stocks, bonds, limited partnerships, or other commissioned products. The Adviser does not accept finder’s fees for client referrals.

### **Principal Owners**

Invesco PowerShares is an indirect wholly owned subsidiary of Invesco Ltd., (“Invesco”). In May 2007 AMVESCAP, PLC changed its name to INVESCO PLC. INVESCO PLC ultimately changed its name to Invesco Holding Company Ltd. On December 4, 2007, Invesco Ltd, the parent of Invesco Holding Company Ltd., transferred its primary listing to the NYSE from the London Stock Exchange. At the same time Invesco Ltd. changed its domicile to Bermuda.

### **Types of Advisory Services**

Invesco PowerShares provides investment advisory services to the Trusts. In addition, Invesco PowerShares provides portfolio management and certain portfolio operations support to IAMIDL, Invesco Canada, and IAI.

As of February 27, 2015, Invesco PowerShares managed \$52,059,742,429 in assets for 118 exchange-traded funds in the Trusts. As of February 27, 2015, Invesco PowerShares managed \$7,041,117,727 in assets for 11 exchange-traded funds in the Commodity Funds. Invesco PowerShares provided portfolio management for 19 accounts for IAMIDL with aggregate assets under management of \$1,932,749,260. Invesco PowerShares provided portfolio management for 19 accounts with Invesco Canada and aggregate assets under management of \$1,899,693,653. As of February 27, 2015 Invesco PowerShares also provided management for the preferred portion of the Invesco Premium Income Fund with assets under management of \$40,514,801.

### **Types of Agreements**

Invesco PowerShares Investment Advisory Agreements with the Trusts are subject to annual review and approval by the non-interested members of each Trust’s Board of Trustees. In addition, Invesco PowerShares has sub-advisory agreements with IAMIDL, Invesco Canada and IAI. As of February 27, 2015, the Trusts and the Commodity Funds together had 129 Funds, 112 of which are listed on the NYSE Arca and 17 of which are listed on the Nasdaq<sup>®</sup>.

## **Fees and Compensation**

### **Description**

Invesco PowerShares receives fees from each of the Funds for the investment advisory services Invesco PowerShares provides to the Funds. Except as further described in this paragraph for two specific Funds, under the PowerShares Exchange-Traded Fund Trust the advisory fees are expressed as a management fee and are based on a fraction of a percent of assets under management. Invesco PowerShares has agreed to cap the total amount of certain expenses of each fund. For two of the Funds under this Trust, Invesco PowerShares charges the Funds a set unitary fee, based on a fraction of a percent of assets under management.

For the PowerShares Exchange-Trade Fund Trust II, the PowerShares India Exchange-Trade Fund Trust, the PowerShares Actively Managed Exchange-Traded Fund Trust, and PowerShares Actively Managed Exchange-Traded Commodity Fund Trust, Invesco PowerShares charges the Funds a set unitary fee, based upon a fraction of a percent of assets under management.

The Commodity Funds pay the Managing Owner a Management Fee, monthly in arrears, in an amount equal to a percentage per annum of the daily net asset value of the Fund. The Management Fee is paid in consideration of the Managing Owner's commodity futures trading advisory services. Please see each Commodity Funds disclosure document for details.

Pursuant to the Investment Advisory Agreement, Invesco PowerShares under the unitary fee structure, is responsible for all expenses of the applicable Funds, including the cost of transfer agency, custody, fund administration, legal, audit and other services, except for distribution fees, if any, brokerage expenses, taxes, interest, litigation expenses and other extraordinary expenses.

For the sub-advisory services it provides to its affiliates, please see below:

IAMIHL: Invesco PowerShares receives 40% of the net advisor fee (calculated net of operating costs);

IAI: Invesco PowerShares receives 40% of the net advisor fee (calculated on the assets under management of the sleeve sub-advised by the Adviser);

Invesco Canada: Invesco PowerShares receives 40% of the net advisor fee (calculated net of operating costs and net of the advisory fees charged by the underlying funds).

### **Fee Billing**

Invesco PowerShares does not bill the Funds. The Annual Fund Operating Expenses, expenses that are paid as a percentage of assets, are deducted from the Fund's total assets on a daily basis.

### **Other Fees**

Custodians charge transaction fees on purchases or sales of certain securities. These fees are charged to the Authorized Participants (APs) and are not deducted from the costs of the Funds.

## **Performance-Based Fees**

**Invesco PowerShares does not charge a performance-based fee.**

## **Types of Clients**

### **Description**

Invesco PowerShares is the investment adviser to the Funds organized under the Trusts, provides certain portfolio management support to affiliates, IAMIHL, Invesco Canada, and IAI.

### **Account Minimums**

Invesco PowerShares does not maintain client accounts. ETF shares are not individually redeemable and owners of the shares may acquire those shares from a Fund and tender those shares for redemption to the Fund in Creation Unit aggregations only, typically consisting of 50,000 shares through an AP.

## **Methods of Analysis, Investment Strategies and Risk of Loss**

### **Methods of Analysis**

For our index-based ETFs, the Adviser attempts to replicate, before fees and expenses, the price and yield of an Underlying Index. Some of the Funds may not be able to purchase all of the securities in the Underlying Index. Instead the Funds may utilize a representative “sampling” methodology in seeking to achieve their investment objective. Methods of security analysis employed in the sampling process may include charting, fundamental analysis, technical analysis, and credit analysis.

For the Commodity Funds, the Adviser pursues its investment objective by investing in a portfolio of exchange-traded futures on the commodities comprising its Underlying Index. Instead of automatically rolling into the next month contract, the PowerShares DB Commodity ETFs use the Optimum Yield Roll process which analyzes the next 13 months and selects the contract that aims to generate the best possible roll yield.

For the Funds organized under the PowerShares Actively Managed Exchange-Traded Fund Trust and PowerShares Actively Managed Exchange-Traded Commodity Fund Trust (“Active Trusts”), the Adviser or affiliated sub-adviser does not seek to fully replicate an Underlying Index but may use a quantitative-rules based investment strategy designed to provide returns that correspond to the performance of an index. Methods of security

analysis employed may include proprietary stock screening, charting, fundamental analysis, technical analysis, and credit analysis. The Funds in the Active Trust seek a stated investment objective as described in each Fund's prospectus. Each Fund under the Active Trusts invests primarily in the following securities (as applicable to their respective investment objectives): securities of companies that are principally engaged in the U. S. real estate industry, China A-Share Futures, S&P 500 Index constituents and Volatility Index Futures, and commodity futures contracts.

### **Investment Strategies**

The primary investment strategy for all the Funds organized under the Trusts is stated in each Fund's registration statement. Each Fund's prospectus may be viewed at [invescopowershares.com](http://invescopowershares.com) or obtained for free by calling 800.983.0903.

### **Risk of Loss**

**All of our Funds have certain risks. Investors should carefully consider a Fund's investment objective, risks, charges and expenses carefully before investing. Please see an individual Fund's prospectus for more complete information, which may be obtained on [invescopowershares.com](http://invescopowershares.com). Only a Fund's prospectus should be relied upon for a full explanation of all the risks associated with investing in a Fund. Broad risks generally faced by investors may be:**

- **Equity Risk:** Equity risk is the risk that the value of equity securities, including common stocks, may fall due to both changes in general economic conditions that impact the market as a whole, as well as factors that directly relate to a specific company or its industry. Such general economic conditions include changes in interest rates, periods of market turbulence or instability, or general and prolonged periods of economic decline and cyclical change. It is possible that a drop in the stock market may depress the price of most or all of the common stocks that the Fund holds. In addition, equity risk includes the risk that investor sentiment toward particular industries will become negative. The value of a company's common stock may fall solely because of factors, such as an increase in production costs, that negatively impact other companies in the same region, industry or sector of the market. A company's common stock also may decline significantly in price over a short period of time due to factors specific to that company, including decisions made by its management or lower demand for the company's products or services. For example, an adverse event, such as an unfavorable earnings report or the failure to make anticipated dividend payments, may depress the value of common stock.



- **Fixed-Income Securities Risk:** A Fund may invest in fixed-income securities, which are subject to interest rate risk and credit risk. Interest rate risk refers to fluctuations in the value of a fixed-income security resulting from changes in the general level of interest rates. When the general level of interest rates goes up, the prices of most fixed-income securities go down. When the general level of interest rates goes down, the prices of most fixed-income securities go up. Fixed-income securities with longer maturities typically are more sensitive to changes in interest rates, making them more volatile than securities with shorter maturities. Credit risk refers to the possibility that the issuer of a security will be unable and/or unwilling to make timely interest payments and/or repay the principal on its debt. Debt instruments are subject to varying degrees of credit risk, which may be reflected in credit ratings. There is a possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security. Securities issued by the U.S. Government are subject to limited credit risk; however, securities issued by U.S. Government agencies are not necessarily backed by the full faith and credit of the U.S. Government.
- **Futures Contract Risk:** Risks of futures contracts include: (i) an imperfect correlation between the value of the futures contract and the underlying commodity; (ii) possible lack of a liquid secondary market; (iii) the inability to close a futures contract when desired; (iv) losses caused by unanticipated market movements, which may be unlimited; (v) an obligation for the Fund to make daily cash payments to maintain its required margin, particularly at times when the Fund may have insufficient cash or must sell securities to meet those margin requirements; (vi) the possibility that a failure to close a position may result in the Fund receiving an illiquid commodity; and (vii) unfavorable execution prices from rapid selling.
- **Position Limit Risk:** The CFTC and/or commodity exchange rules impose speculative position limits on market participants trading in ten commodities included in the Index, (light sweet crude oil (WTI), RBOB gasoline, heating oil, natural gas, gold, silver, corn, wheat, soybeans and sugar (the "Affected Index Commodities"). Certain Funds and the Commodity Funds invest in Affected Index Commodities so their ability to issue new baskets, or the Fund's ability to reinvest income in additional futures contracts corresponding to the Affected Index Commodities may be impaired or limited to the extent that these activities would cause the Fund to exceed its applicable position limits. Limiting the size of the Fund to stay within these position limits may affect the correlation between the price of the shares, as traded on the NYSE Arca, and the net asset value of the Fund. The inability to create additional baskets could result in shares trading at a premium or

discount to net asset value of the Fund. If the Managing Owner determines in its commercially reasonable judgment that it has become impracticable or inefficient for any reason for the Fund to gain full or partial exposure to any Index Commodity by investing in a specific futures contract that is a part of the Index, the Fund may invest in a futures contract referencing the particular Index Commodity other than the specific contract that is a part of the Index or, in the alternative, invest in other futures contracts not based on the particular Index Commodity if, in the commercially reasonable judgment of the Managing Owner, such futures contracts tend to exhibit trading prices that correlate with a futures contract that is a part of the Index.

- **Commodity-Linked Instruments Risk:** The commodities markets may be subject to greater volatility than traditional securities. The value of commodity-linked futures contracts typically is based upon the price movements of underlying commodities and therefore may fluctuate widely based on a variety of both macroeconomic and commodity-specific factors. At times, these price fluctuations may be significant or rapid, and may not correlate to price movements in other asset classes.
- **Management Risk:** A Fund that is actively managed is subject to management risk because it is an actively managed portfolio. In managing a Fund's portfolio securities, the Sub-Adviser applies investment techniques and risk analyses in making investment decisions for a Fund, but there can be no guarantee that these actions will produce the desired results.
- **Industry Concentration Risk:** In following its methodology, a Fund from time to time may be concentrated to a significant degree in securities of issuers located in a single industry or sector. To the extent that a Fund's underlying index concentrates in the securities of issuers in a particular industry or sector, that Fund will also concentrate its investments to approximately the same extent. By concentrating its investments in an industry or sector, a Fund faces more risks than if it were diversified broadly over numerous industries or sectors. Such industry-based risks, any of which may adversely affect the companies in which a Fund invests, may include, but are not limited to, the following: general economic conditions or cyclical market patterns that could negatively affect supply and demand in a particular industry; competition for resources; adverse labor relations; political or world events; obsolescence of technologies; and increased competition or new product introductions that may affect the profitability or viability of companies in an industry. In addition, at times, such industry or sector may be out of favor and underperform other industries or sectors or the market as a whole.

- **Currency Risk:** A Fund may invest in non-U.S. dollar denominated equity or fixed income securities of foreign issuers. Because a Fund's net asset value ("NAV") is determined in U.S. dollars, a Fund's NAV could decline if the currency of the non-U.S. market in which a Fund invests depreciates against the U.S. dollar, even if the value of a Fund's holdings, measured in the foreign currency, increases.
- **Foreign Investment Risk:** Investments in the securities of non-U.S. issuers involve risks beyond those associated with investments in U.S. securities. Foreign securities may have relatively low market liquidity, greater market volatility, decreased publicly available information and less reliable financial information about issuers, and inconsistent and potentially less stringent accounting, auditing and financial reporting requirements and standards of practice comparable to those applicable to domestic issuers. Foreign securities also are subject to the risks of expropriation, nationalization, political instability or other adverse political or economic developments and the difficulty of enforcing obligations in other countries. Investments in foreign securities also may be subject to dividend withholding or confiscatory taxes, currency blockage and/or transfer restrictions and higher transactional costs. As the Fund will invest in securities denominated in foreign currencies, fluctuations in the value of the U.S. dollar relative to the values of other currencies may adversely affect investments in foreign securities and may negatively impact the Fund's returns.
- **Emerging Markets Securities Risk:** Investments in the securities of issuers in emerging market countries involve risks often not associated with investments in the securities of issuers in developed countries. Securities in emerging markets may be subject to greater price fluctuations than securities in more developed markets. Fluctuations in the value of the U.S. dollar relative to the values of other currencies may adversely affect investments in emerging market securities, and emerging market securities may have relatively low market liquidity, decreased publicly available information about issuers, and inconsistent and potentially less stringent accounting, auditing and financial reporting requirements and standards of practice comparable to those applicable to domestic issuers. Emerging market securities also are subject to the risks of expropriation, nationalization or other adverse political or economic developments and the difficulty of enforcing obligations in other countries. Investments in emerging market securities also may be subject to dividend withholding or confiscatory taxes, currency blockage and/or transfer restrictions. Emerging markets are usually subject to greater market volatility, lower trading volume, political and economic instability, uncertainty regarding the existence of trading markets and more governmental limitations on foreign investment than are more developed markets. Securities law in many emerging market countries is relatively new and unsettled.

Therefore, laws regarding foreign investment in emerging market securities, securities regulation, title to securities and shareholder rights may change quickly and unpredictably. In addition, the enforcement of systems of taxation at federal, regional and local levels in emerging market countries may be inconsistent and subject to sudden change.

- **Index Risk:** Unlike many investment companies, many of the Funds do not utilize an investment strategy that seeks returns in excess of an Underlying Index. Therefore, it would not necessarily buy or sell a security unless that security is added or removed, respectively, from the Underlying Index, even if that security generally is underperforming.
- **Market Risk:** Securities held by a Fund are subject to market fluctuations caused by such factors as economic, political, regulatory or market developments, changes in interest rates and perceived trends in securities prices.
- **Market Trading Risk:** The Funds face numerous market trading risks, including the potential lack of an active market for the Shares, losses from trading in secondary markets, and disruption in the creation/redemption process of a Fund. Any of these factors may lead to the Shares trading at a premium or discount to a Fund's NAV.
- **Small and Medium Capitalization Company Risk:** Funds may invest in small and medium capitalization companies. Investing in securities of these companies involves greater risk than customarily is associated with investing in larger, more established companies. These companies' securities may be more volatile and less liquid than those of more established companies. These securities may have returns that vary, sometimes significantly, from the overall securities market. Often small and medium capitalization companies and the industries in which they focus are still evolving and, as a result, they may be more sensitive to changing market conditions.
- **Non-Correlation Risk:** A Fund's return may not match the return of an Underlying Index for a number of reasons. For example, the Fund incurs operating expenses not applicable to the Underlying Index, and incurs costs in buying and selling securities, especially when rebalancing a Fund's securities holdings to reflect changes in the composition of the Underlying Index. In addition, the performance of a Fund and the Underlying Index may vary due to asset valuation differences and differences between the Fund's portfolio and the Underlying Index resulting from legal restrictions, cost or liquidity constraints. Moreover, the investment activities of one or more of the Adviser's affiliates for their proprietary accounts and for client accounts may adversely impact a Fund's ability to track its Underlying Index. For example, in regulated industries and as part of certain corporate and

regulatory ownership definitions, there may be limits on the aggregate amount of investment by affiliated investors that cannot be exceeded, that only can be exceeded with the grant of a license or other regulatory or corporate consent or, that may result in certain business restrictions. As a result, a Fund may be restricted in its ability to acquire particular securities due to positions held by the Adviser's affiliates. Non-Diversified Fund Risk: Because certain Funds are non-diversified and can invest a greater portion of assets in securities of individual issuers than a diversified fund, changes in the market value of a single investment could cause greater fluctuations in share price than would occur in a diversified fund. This may increase certain Funds' volatility and cause the performance of a relatively small number of issuers to have a greater impact on a Fund's performance.

## **Disciplinary Information**

### **Legal and Disciplinary**

The Adviser and its employees have not been involved in legal or disciplinary events in the last 12-month period.

## **Other Financial Industry Activities and Affiliations**

### **Financial Industry Activities**

Invesco PowerShares is registered with the National Futures Association ("NFA") as a Commodity Pool Operator, Commodity Trade Advisor and a member of NFA.

### **Affiliations**

Invesco PowerShares is an indirect wholly owned subsidiary of Invesco Ltd. Invesco Ltd. wholly owns other SEC registered investment advisers, all of whom are disclosed through the Invesco PowerShares' ADV Part I.

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

### **Code of Ethics**

The employees of Invesco PowerShares certify annually to a Code of Ethics and Code of Conduct that are available for review upon request.

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

Invesco PowerShares and its employees may buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades subject to the Code of Ethics. Employees comply with the provisions of the Invesco PowerShares Code of Ethics, and Code of Conduct, Insider Trading Policy and Pay to Play Policies.

## **Personal Trading**

All pre-clearance, reporting and certifications under the Code of Ethics by access persons of the Adviser are processed through an electronic records system. A team of compliance professionals manages Code of Ethics compliance. The Chief Compliance Officer meets with the manager of this team periodically to review reports and discuss enhancements to its practices.

## **Brokerage Practices**

### **Selecting Brokerage Firms**

The Adviser leverages the Invesco Ltd.'s Global Trading Desk ("Trading Desk") for agency trade execution of equity securities (except for commodity futures).

In selecting and reviewing broker-dealers on behalf of the Trusts, the following factors are considered, where relevant: (i) price of the security; (ii) rate of commission; (iii) size and difficulty of the order; (iv) familiarity and experience with ETFs; (v) settlement and clearance efficiencies; (vi) reliability, integrity, general execution and operational capabilities by comparison; (vii) knowledge of and access to the markets for the securities being traded; (viii) ability to maintain confidentiality; and (ix) such other factors as the Adviser deems appropriate under the circumstances. Under the terms of a Trade Delegation Agreement, the Trading Desk has the ultimate responsibility for the broker selection for equity trades and the Adviser will oversee the Trading Desk's performance under the Agreement. The Trading Desk does not execute trades for funds organized under the Actively Managed Exchange-Traded Commodity Fund Trust ("Commodity Trust") due to the need to segregate commodity exposure under the Independent Account Controller Policies and Procedures as adopted by the Adviser.

### **Best Execution**

For all equity Funds, the Adviser currently has a set commission schedule which is \$0.01 for domestic equity trades, 0.04% for developed foreign equity security trades and, generally, 0.10% for emerging equities. The Adviser maintains a set schedule for transactions in the derivative instruments that may be utilized by the Funds. Those rates have been competitively negotiated and vary depending on the instrument and the exchange. For all trades (including those on derivative instruments), the Adviser considers the following factors in seeking the most favorable price and execution: the order instruction, the price of the security, the size of the transaction in relation to the average volume, the nature of the market for the security, the timing of the transaction taking into account market prices and trends, the reputation, experience and financial stability of the broker and the quality of the services rendered by the broker in other transactions. As noted above, the Adviser

uses the Trading Desk to route trades (except for commodity futures) to the most efficient and liquid trading markets.

For Funds investing in fixed-income securities, a determination of best execution is harder to quantify since most securities are not executed through an exchange. When trading fixed income securities, portfolio managers take into account the price, yield, credit-rating, size and issuer. The process often includes soliciting bids from multiple brokers to ensure that the best possible price is achieved. The Adviser reviews on a quarterly basis the principal value of fixed income trades executed per broker.

The Adviser has established two Brokerage Committees (“Brokerage Committees”), one for the Commodity Trust and one for all other Trusts. Both Brokerage Committees consist of employees from Invesco PowerShares Portfolio Management, Invesco Global Trading Desk, US Invesco Compliance and Invesco and Invesco PowerShares senior management. The Brokerage Committees meet quarterly to review reports based on data from the third party provider, ITG and reports from Invesco Global Trading Desk’s proprietary software. The factors noted previously are considered when assessing best execution and determining broker performance. Additionally, the Adviser executes a portion of the rebalance trades through the in-kind process. The Brokerage Committees review in-kind baskets to determine if they are consistent with the Adviser’s best execution obligations.

### **Soft Dollars**

The Adviser does not currently participate in any soft dollar transactions, commission recapture or directed brokerage for trades executed on behalf of the Trusts or any accounts to which it serves as a sub-adviser.

### **Order Aggregation**

If the purchase or sale of portfolio securities by more than one Fund occurs at or about the same time (as may be the case in an Underlying Index rebalance), the Adviser allocates transactions in such securities in a pro rata manner across all accounts at an average price and commission rate. If there is a partial or de minimis fill, a pro rata allocation would also apply.

## **Review of Accounts**

### **Periodic Reviews**

The Adviser’s portfolio management team reviews the Funds on a daily basis.

### **Review Triggers**

Each Fund is reviewed on a daily basis by the portfolio management team.

### **Regular Reports**

Invesco PowerShares produces annual and semi-annual reports for each Fund based on the Fund’s fiscal year end as required by the SEC Rules.

## **Client Referrals and Other Compensation**

### **Incoming Referrals**

Invesco PowerShares does not receive client referrals.

### **Referrals**

Invesco PowerShares does not accept referral fees or any form of remuneration from other professionals.

### **Other Compensation**

None.

## **Custody**

### **Account Statements**

Invesco PowerShares does not maintain shareholder accounts; therefore, Invesco PowerShares does not send out account statements.

### **Performance Reports**

Invesco PowerShares maintains a public website which provides daily, monthly and quarterly performance information for each Fund.

### **Net Worth Statements**

Invesco PowerShares does not maintain shareholder accounts; therefore, Invesco PowerShares does not send out net worth statements.

## **Investment Discretion**

### **Discretionary Authority for Trading**

Invesco PowerShares accepts discretionary authority to manage securities accounts on behalf of the all the accounts that it manages. Invesco PowerShares has the authority to determine the securities to be bought or sold, and the amount of the securities to be bought or sold. However, for Funds that seek to replicate an Underlying Index, the buying and selling of securities is done to replicate the Underlying Index.

### **Limited Power of Attorney**

Invesco PowerShares does not have a limited power of attorney.

## **Voting Client Securities**

### **Proxy Voting**

Invesco PowerShares has proxy voting policies with respect to securities owned by the Funds for which it serves as investment adviser and accounts it serves as sub-adviser and has the authority to vote proxies. Invesco PowerShares utilizes the data feed platform of IAI which is administered by the IAI proxy administration team. A copy of Invesco PowerShares' proxy voting policy is available upon request.



## **Financial Information**

### **Financial Condition**

Invesco PowerShares does not have any financial impairment that will preclude the Adviser from meeting its contractual commitments.

## **Business Continuity Plan**

### **General**

Invesco PowerShares has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

### **Disasters**

The Adviser has a detailed disaster recovery plan applicable to its offices in Downers Grove, Illinois, and the process for retention, protection and recovery of data and other records of the Adviser. All data processing, networking and redundancy is housed and maintained through Invesco and is part of the disaster recovery plan. Business continuity is a standing department within Invesco and its personnel are dedicated full-time. The mission statement of the department is to establish a sound business continuity program by serving as business continuity consultants, to assist with the development of departmental business continuity plans, to provide education and training for each department's recovery team, to coordinate recovery exercises, and to ensure that the recovery facilities remain operational at all times.

### **Alternate Offices**

In the event of a disaster recovery, Invesco PowerShares staff would either work remotely from their homes or move to a third-party site.

## **Information Security Program**

### **Information Security**

The Adviser leverages Invesco's information security services to support the needs of the firms' business and ensure compliance with regulatory requirements. This includes implementation and maintenance of a comprehensive security program comprising policies, standards, and procedures designed to protect the confidentiality, integrity, and availability of customer information and records and other sensitive proprietary information.

### **Privacy Notice**

Invesco PowerShares is committed to maintaining the confidentiality, integrity and security of information that is entrusted to us. We do not collect or maintain personal information about shareholders that may buy our Funds on a secondary exchange. We do however maintain certain information about Authorized Participants (institutional investors who take part in the creation of Fund shares). This information is kept confidential and is not sold or

distributed to organizations outside of Invesco PowerShares or our affiliates except as permitted by law.

## **Brochure Supplement (Part 2B of Form ADV)** (as of January 4, 2016)

### **Education and Business Standards**

Invesco PowerShares requires its portfolio managers to have a college degree and prefers a graduate degree, CFA or other designation.

### **Investment Professionals**

Our portfolio management team is twelve members strong and has an average of 17 years of experience in the financial markets. Brian Hartigan is Head of Investments for Invesco PowerShares with Peter Hubbard, Director of Portfolio Management, reporting to him. Peter Hubbard has three portfolio managers reporting to him.

### **Philip Perng Fang**

#### **Educational Background:**

- Year of Birth: 1965
- Mercy College (2000) B.A.

#### **Business Experience:**

- VP, Portfolio Manager Invesco PowerShares (present-2007); EVP, Municipal Fixed-Income Portfolio Manager, Lord Abbett (2007-1992)

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

#### **Supervision:**

Philip Fang is supervised by Jeffrey Kernagis, VP Senior Portfolio Manager. He reviews Philip Perng Fang's work through frequent phone interactions as Philip is located in New York.

Jeffrey Kernagis' contact information:

Phone: 800 938 0903

E-mail: [info@powershares.com](mailto:info@powershares.com)

### **Brian Christopher Hartigan, CFA Charterholder**

#### **Educational Background:**

- Year of Birth: 1978
- DePaul University (2002), MBA Finance; University of St. Thomas (2000), B.A .Finance

#### **Business Experience:**

- Head of Investments, Invesco PowerShares (present-2015) ; Head of Unit Investment Trust Equity, Portfolio Management and Research team, Invesco (2015-2010)

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision:

Brian Hartigan is supervised by Dan Draper, Managing Director Invesco PowerShares Global ETFs. He reviews Brian's work through frequent phone and office interactions.

Dan Draper's contact information:

Phone: 800 938 0903

E-mail: [info@powershares.com](mailto:info@powershares.com)

Chartered Financial Analyst (CFA): Chartered Financial Analysts are licensed by the CFA Institute to use the CFA mark. CFA certification requirements:

- Hold a bachelor's degree from an accredited institution or have equivalent education or work experience.
- Successful completion of all three exam levels of the CFA Program.
- Have 48 months of acceptable professional work experience in the investment decision-making process.
- Fulfill society requirements, which vary by society. Unless you are upgrading from affiliate membership, all societies require two sponsor statements as part of each application; these are submitted online by your sponsors.
- Agree to adhere to and sign the Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by CFA Institute.

## **Peter Hubbard**

Educational Background:

- Year of Birth: 1981
- Wheaton College (2003) B.A. Business/Economics

Business Experience:

- VP, Portfolio Manager, Invesco PowerShares (present-2008); Research Analyst, Ritchie Capital Management (2005 – 2002)

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision:

Peter Hubbard is supervised by Brian Hartigan, Head of Investments  
He reviews Peter's work through frequent phone and office interactions.

Brian Hartigan's contact information:

Phone: 800 938 0903

E-mail: [info@powershares.com](mailto:info@powershares.com)

### **Michael Charles Jeanette**

Educational Background:

- Year of Birth: 1968
- University of Minnesota (1996) B.S; University of St. Thomas, (1990) B.A.

Business Experience:

- VP, Portfolio Manager, Invesco PowerShares (present-2008); Trust Advisor, General Manager at Richard Lamb, LLC (2007-1998)

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision:

Michael Jeanette is supervised by Peter Hubbard, Director of Portfolio Management. He reviews Michael's work through frequent office interactions.

Peter Hubbard's contact information:

Phone: 800 938 0903

E-mail: [info@powershares.com](mailto:info@powershares.com)

### **Gary Thomas Jones**

Educational Background:

- Year of Birth: 1965
- University of Chicago (2006) MBA Finance/Economics; Purdue University (1988) B.S. Management/Finance

Business Experience:

- Portfolio Manager, Invesco PowerShares (present-February 2012); Assistant Portfolio Manager, Invesco PowerShares (2012-2010); VP Loan Trader VanKampen Investments (now Invesco Advisers) (2009-2007)

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision:

Gary Jones is supervised by Jeffrey Kernagis, VP Senior Portfolio Manager. He reviews Gary's work through frequent office interactions.

Jeffrey Kernagis' contact information:

Phone: 800 938 0903

E-mail: [info@powershares.com](mailto:info@powershares.com)

### **Jeffrey William Kernagis, CFA Charterholder, Series 7 Registered Representative**

Educational Background:

- Year of Birth: 1967
- DePaul University (1993) MBA Information Systems; University of Notre Dame (1989) BBA Finance

Business Experience:

- Portfolio Manager, Invesco PowerShares (present-2007); Portfolio Manager, Claymore Securities (now Guggenheim) (2007-2005)

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision:

Jeffrey Kernagis is supervised by Peter Hubbard, Director of Portfolio Management. He reviews Jeffrey's work through frequent office interactions.

Peter Hubbard's contact information:

Phone: 800 938 0903

E-mail: [info@powershares.com](mailto:info@powershares.com)

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- Successful completion of all three exam levels of the CFA Program.
- Have 48 months of acceptable professional work experience in the investment decision-making process.
- Fulfill society requirements, which vary by society. Unless you are upgrading from affiliate membership, all societies require two sponsor

statements as part of each application; these are submitted online by your sponsors.

- Agree to adhere to and sign the Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by CFA Institute.

## **Aasim Merchant, CFA Charterholder**

### **Educational Background**

- Year of Birth: 1978
- College: University of Illinois at Chicago (2008) MBA in Finance; University of Illinois at Chicago (2002) M.S. in Computer Engineering; Sardar Patel University B.E. (2000) in Information Technology

### **Business Experience:**

- VP, Portfolio Manager, Invesco PowerShares (present- 2014); Guggenheim Funds Investment Advisors, LLC ETF Portfolio Analyst (2014-2010); Houlihan Smith and Company, Analyst (2010-2008)

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

### **Supervision:**

Aasim Merchant is supervised by Peter Hubbard, Director of Portfolio Management. He reviews Aasim's work through frequent office interactions.

Peter Hubbard's contact information:

Phone: 800 938 0903

E-mail: [info@powershares.com](mailto:info@powershares.com)

Chartered Financial Analyst (CFA): Chartered Financial Analysts are licensed by the CFA Institute to use the CFA mark. CFA certification requirements:

- Hold a bachelor's degree from an accredited institution or have equivalent education or work experience.
- Successful completion of all three exam levels of the CFA Program.
- Have 48 months of acceptable professional work experience in the investment decision-making process.
- Fulfill society requirements, which vary by society. Unless you are upgrading from affiliate membership, all societies require two sponsor

statements as part of each application; these are submitted online by your sponsors.

- Agree to adhere to and sign the Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by CFA Institute.

## **Jonathan Nixon**

### **Educational Background:**

- Year of Birth: 1978
- College: State University of New York at Buffalo (2003) B.A. in History and B.S. in Finance

### **Business Experience:**

- VP, Portfolio Manager, Invesco PowerShares (present- 2011); Manager, General Electric (2010-2008); Tax Analyst, Astellas Pharma US, Inc. (2008-2006).

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

### **Supervision:**

Jonathan Nixon is supervised by Peter Hubbard, Director of Portfolio Management. He reviews Jonathan's work through frequent office interactions.

Peter Hubbard's contact information:

Phone: 800 938 0903

E-mail: [info@powershares.com](mailto:info@powershares.com)

## **Rick Ose**

### **Educational Background:**

- Year of Birth: 1971
- Kellstadt Graduate School of Business, DePaul University (2011) MBA; Carroll University, (1993) B.S.

### **Business Experience:**

- VP, Portfolio Manager, Invesco PowerShares (present-2011); Guggenheim Advisors (formerly Claymore Advisors) (2011-2007)

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

### **Supervision:**



Rick Ose is supervised by Jeffrey Kernagis, VP Senior Portfolio Manager. He reviews Rick's work through frequent office interactions.

Jeffrey Kernagis' contact information:

Phone: 800 938 0903

E-mail: [info@powershares.com](mailto:info@powershares.com)

### **Brian Robert Picken**

Educational Background:

- Year of Birth: 1985
- Wheaton College (2007) B.A. in Business/Economics

Business Experience:

- Vice-President, Portfolio Manager, present-2013; Portfolio Manager, Invesco PowerShares (2012-2010); Associate Portfolio Manager, Invesco PowerShares (2010 – 2009); Operations, Invesco PowerShares (2008); Research Analyst, Invesco PowerShares (2007)

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision:

Brian Picken is supervised by Michael Jeanette, VP Senior Portfolio Manager. He reviews Brian's work through frequent office interactions.

Michael Jeanette's contact information:

Phone: 800 938 0903

E-mail: [info@powershares.com](mailto:info@powershares.com)

### **Theodore Joseph Samulowitz, Series 3**

Educational Background:

- Year of Birth: 1971
- Purdue University Bachelor of Science Agricultural Economics (1993)

Business Experience:

- Portfolio Manager, Invesco PowerShares (present-2012); Managing Partner for Endurance Capital Management (2010-2012); Portfolio Manager for CMT Asset Management (2006-2009)

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision:

Theodore Samulowitz is supervised by Peter Hubbard, Director of Portfolio Management. He reviews Theodore's work through frequent office interactions.

Peter Hubbard's contact information:

Phone: 800 938 0903

E-mail: [info@powershares.com](mailto:info@powershares.com)

### **Tony Seisser, Series 7 Registered Representative**

Educational Background:

- Year of Birth: 1961
- North Central College, Bachelor of Arts (1984)

Business Experience:

- Started at Invesco in December 2013 as a Vice-President, Portfolio Manager
- Guggenheim Funds Investment Advisors, Vice-President, Buy-Side Trader, (2013-2011); Investigator, Chicago Board Options Exchange (2011-2008)

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision:

Tony Seisser is supervised by Michael Jeanette, VP Senior Portfolio Manager. He reviews Tony's work through frequent office interactions.

Michael Jeannette's contact information:

Phone: 800 938 0903

E-mail: [info@powershares.com](mailto:info@powershares.com)