

# Form ADV Part 2A

## Firm Brochure

### **JPMorgan Asset Management (UK) Limited**

File No. 801-64725

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March 30, 2012

This brochure provides information about the qualifications and business practices of JPMorgan Asset Management (UK) Limited ("JPMAM(UK)"). If you have any questions about the contents of this brochure, please contact us at (44)20-7742-6000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Additional information about JPMAM(UK) is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

JPMAM(UK) is registered as an investment adviser with the SEC. Such does not imply a certain level of skill or training.

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**ITEM 2**  
**Material Changes**

There were no material changes to JPMAM(UK)'s Form ADV Part 2A (commonly referred to as the "Brochure") since the last annual update of the Brochure dated March 31, 2011.

Clients may request a copy of the JPMAM(UK)'s current Brochure by contacting their client service representative or financial advisor.

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## ITEM 4

### Advisory Business

#### **A General Description of Advisory Firm**

JPMorgan Asset Management (UK) Limited ("JPMAM(UK)" or the "Adviser") is part of J.P. Morgan Asset Management ("JPMAM"), which is the marketing name for the asset management businesses of JPMorgan Chase & Co. ("JPMC"), a publicly traded company, and its affiliates worldwide. JPMAM(UK) is wholly-owned by JPMorgan Asset Management Holdings (UK) Limited, which is a subsidiary of JPMC. JPMAM(UK) was incorporated on February 27, 1974 under the laws of England and Wales. JPMAM(UK) is registered with the SEC as an investment adviser pursuant to the Investment Advisers Act of 1940, as amended (the "Advisers Act"). JPMAM(UK) is also registered as an Investment Adviser with the Financial Services Authority of the United Kingdom.

#### **B Description of Advisory Services**

JPMAM(UK) provides discretionary investment management services and products to institutional investors. These products and services cover the full spectrum of asset classes. JPMAM(UK) and its asset management affiliates support multiple investment strategies in order to meet the diverse requirements of its clients' investment needs. Major asset classes supported include equity, fixed income, cash management, currency, asset allocation, and alternative asset classes such as real estate and infrastructure, private equity and other private funds:

- Domestic Equity disciplines include core, growth, value, all cap, active extension, enhanced, long/short, quantitative and behavioral.
- International/Global Equity strategies include active extension, behavioral, core, enhanced, growth, value, and focused investment styles across multi-regional, global, regional and country specific sectors.
- Emerging Market Equity includes global core, discovery and focused strategies as well as regional and country specific strategies.
- Fixed Income strategies include a full array of strategies along the risk and return continuum, including liquidity/short duration, government, broad markets, sector specific, long duration, high yield (including distressed debt), and extended markets/alternatives.
- Cash Management solutions seek liquidity and preservation of principal using short-term strategies offered through separate accounts and money market instruments
- Currency Management services include sophisticated passive management techniques, active management of both major and emerging market currencies, and currency as an alternative investment.
- Global Multi-Asset Group blends capital markets, strategic and tactical asset allocation, portfolio construction and active risk budgeting capabilities with one of the broadest product

offerings in the industry to develop and implement optimal portfolio solutions to a wide range of client needs.

- Global Real Assets offers products, services and opportunities across multiple geographies (U.S., Europe and Asia), markets (public and private) and asset and property types that span the risk-reward continuum.
- Private Equity offers clients access to three distinct investment programs: Venture Capital, Corporate Finance and Asia Private Equity.

### **C Availability of Customized Services for Individual Clients**

JPMAM(UK) makes investment decisions without consultation with the client regarding the selection of investments for the account and the total amount of securities bought and sold. However, JPMAM(UK)'s discretionary authorization is limited by conditions imposed by clients in their stated investment guidelines or objectives or instructions otherwise provided by the client. JPMAM(UK) has established procedures and controls to help ensure compliance with each account's investment guidelines and any client-imposed restrictions. These procedures and controls include daily portfolio compliance monitoring using guideline monitoring software, pre-trade compliance review and regular group and peer review meetings designed to ensure that portfolio managers are complying with each client's investment objectives.

### **D Wrap Fee Programs**

The Adviser serves as an investment manager in one or more "wrap fee" programs that are offered by third party and affiliated wrap fee program sponsors. A wrap fee program is an investment advisory program under which a client pays a specified fee not based directly upon transactions in the client's account for investment advisory services and the execution of client transactions. Wrap fee program clients may select the Adviser from a list of investment managers presented to the client by registered representatives of the sponsor. Wrap fee program clients are typically high net worth individuals. The program sponsor has primary responsibility for client communications and service, and the Adviser provides investment management services to the clients. The program sponsor generally arranges for payment of the Adviser's advisory fees on behalf of the client, monitors and evaluates the Adviser's performance, executes the client's portfolio transactions and in some cases provides custodial services for the client's assets for a single fee paid by the client to the sponsor. The Adviser receives a portion of the wrap fee for its services.

In general, the Adviser manages wrap fee accounts in a similar manner to its other accounts. However, there are certain differences in the way JPMAM(UK) manages wrap fee accounts compared to its other client accounts, including that wrap fee accounts generally will not participate in initial public offerings due to regulatory concerns and the Adviser does not have the discretion to select broker-dealers for wrap fee accounts. For additional information regarding the broker-dealer selection process please see Item 12.A.

The Adviser makes investment decisions regarding the selection of investments for wrap fee accounts and the total amount of securities bought and sold for such accounts without consultation with the client. However, the Adviser's investment decisions are limited by the clients stated investment objectives, guidelines, or other instructions provided by the client.

Bundled wrap fee program clients should be aware that services comparable to those provided to a bundled program client might be available to the client at lower aggregate cost elsewhere on an “unbundled” basis. The Adviser also manages client assets in unbundled wrap fee programs. At the clients’ discretion and direction, fees may be unbundled for various services and negotiated separately by the client including, but not limited to, investment management, custody, administration and trade execution, although this fee typically covers only investment management services and not custody and brokerage services. In unbundled arrangements the Adviser may execute transactions with broker-dealers directed by the client or selected by the Adviser

### **E Assets Under Management**

As of December 31, 2010, JPMAM(UK) had assets under management in the amounts set forth below:

- Assets managed on a **discretionary** basis (including the Dollar value of all discretionary accounts contracted with JPMAM (UK) for management) \$238.56 billion
- Assets managed on a **non-discretionary** basis \$0

## ITEM 5 Fees and Compensation

### **A Advisory Fees and Compensation**

JPMAM(UK)'s annual investment advisory service fee generally is calculated as a percentage of the market value of the assets under management as calculated by JPMAM(UK), subject to minimum annual charges.

JPMAM(UK)'s fee schedules for acting as investment advisor vary depending on the type of managed account and may, in certain circumstances, be subject to negotiation. The annual fee schedules for the most often utilized types of services for U.S. accounts are set forth in Appendix A. In certain circumstances in which JPMAM(UK) is providing additional services in addition to investment advisory services, a higher fee schedule, than those shown in Appendix A may apply. Higher fees also may apply if an account's assets are below the minimum investment level set forth in the standard fee schedule. From time to time, JPMAM(UK) reserves the right to re-negotiate certain client fee schedules based upon objective standards established by JPMAM(UK). From time to time, and under agreed upon specific situations, JPMAM(UK) may agree to lower client advisory fees on a case by case basis. Such arrangement may trigger "most favoured nations" clauses.

JPMAM(UK) may effect transactions on behalf of the client in units, shares or other securities of an in-house fund or of any life policy, company or trust or any other investment vehicle of which JPMAM(UK) or an affiliate may be the manager, issuer, operator, banker, adviser, transfer agent, depository, custodian or trustee, for which it will receive a fee. All fees will be agreed with clients and fully disclosed in the investment management agreement.

JPMAM(UK)'s standard fees are described in Appendix A to this Schedule. Similar products managed by JPMAM(UK) and Advisory affiliates may have different fee schedules based on the historical nature of the products.

### **B Payment of Fees**

Clients may select to have JPMAM(UK) bill the client for fees incurred, or the client may agree to instruct the custodian to deduct advisory fees directly from the client's account. JPMAM(UK) generally charges fees after services have been rendered, at the end of each calendar quarter, at one quarter of the applicable annual rate.

Wrap fee program clients should review the terms and conditions of the wrap fee program or contact the program sponsor regarding fees and billing arrangements. The Adviser does not bill wrap fee program clients or deduct fees from such clients' accounts. In general, the wrap fee program sponsor bills the program's clients or deducts fees from the client's accounts, and the program sponsor compensates the Adviser for its advisory services.



**C Additional Fees and Expenses**

Brokerage commissions, taxes, charges and other costs related to the purchase and sale of securities for a client's account are charged to and paid from the account. See Item 12 for additional information regarding JPMAM(UK)'s brokerage practices. In most cases clients establish a custody account under a separate agreement with a custodian bank, and the client will incur a separate custody fee for the custodian's services. The custodian may be an affiliate of JPMAM(UK). If a client's account is invested in mutual funds or other pooled investment funds, the client's account will bear its pro rata share of the expenses of the fund.

**D Prepayment of Fees**

Not applicable – Advisory fees are charged in arrears and are not paid in advance.

**E Additional Compensation and Conflicts of Interest**

If a separately managed account is invested in mutual funds or other pooled investment funds, JPMAM(UK) generally does not receive asset-based sales charges or service fees from the sale of the fund. Where an account is invested in a mutual fund or other pooled investment vehicle, JPMAM(UK) does not receive dual level advisory fees. Typically JPMAM(UK) does not charge an account level advisory fee for account assets invested in JPMorgan mutual funds, so that the client's account only bears the fees and expenses of the mutual fund. In some cases JPMAM(UK) will charge the client's account an advisory fee but will offset the fee by the amount of the advisory fees of the affiliated funds in which the account is invested or JPMAM(UK) (or its affiliate, as applicable) will waive its advisory fee at the fund level.

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**ITEM 6****Performance-Based Fees and Side by Side Management**

In certain circumstances, JPMAM(UK) may receive a performance –based fee. A portion of the performance fees may be used to compensate employees of JPMAM(UK) responsible for the management of those assets. Any performance-based fee arrangements will be consistent with the requirements of applicable law, including Section 205(a) of the Investment Advisers Act of 1940 ('Advisers Act'), as amended, and Rule 505-3 there under and, if applicable, the Employee Retirement Income Security Act of 1974, as amended ('ERISA').

Performance or incentive fees are detailed in the investment management agreement i.e. the basis of calculation and circumstances under which the performance fee will be payable. Client's participating in fee arrangements are provided a written statement annually disclosing the amount of the fee and the details of its calculation.

Clients of JPMAM(UK) can pay various types of fees for similar investment advisory and portfolio management services. The management of portfolios that are charged different fees yet are managed by the same portfolio manager can create a conflict of interest. For example, a portfolio manager may manage one portfolio that is charged a flat rate based on assets under management alongside another portfolio that is charged a fee based upon investment performance of the portfolio over a specified period. This portfolio management relationship is often referred to as “side-by-side management”. The potential incentive for a portfolio manager in this scenario would be to allocate certain high performing investments to the portfolio that is charged a performance fee, often at the expense of the flat rate portfolio, so that over time the performance fee portfolio will outperform the flat rate portfolio. By investing in the performance fee portfolio in this way the portfolio manager is rewarding himself by maximizing the fee received for managing the performance fee portfolio.

JPMAM(UK)'s Compliance Department has established controls to mitigate conflicts of interest such as side-by-side management. In order to achieve this, JPMAM(UK)'s Compliance Surveillance Team maintains a Surveillance Program that is regularly reviewed and updated. The Compliance Surveillance Team is responsible for monitoring a suite of trading surveillance reports which address conflicts of interest including side-by-side management as well as other regulatory requirements. All performance fee portfolios are flagged so that transactions for these accounts are clearly identifiable and can be monitored.

JPMAM(UK) is guided by fiduciary principles in the management of conflicts of interest and will always act in the best interests of our clients. JPMAM(UK)'s fiduciary obligation applies in every aspect of our dealings with clients regardless of the account relationship, assets under management or fee structure.

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## **ITEM 7**

### **Type of Clients**

JPMAM(UK) primarily provides investment advisory services to institutional clients, including:

- Corporations
- Pension plans
- Trusts
- Charitable organizations
- Insurance companies
- Investment companies (including mutual fund companies)
- Defined contribution investment plans
- Investment consultants
- Foreign governments
- State and local governments
- Supranational organizations
- Religious organizations
- Pooled investment vehicles (e.g., hedge funds)
- Banking institutions

JPMAM(UK) also provides investment advisory services to the Private Banking division of J.P. Morgan Asset Management and certain of its clients such as, high net worth individuals.

JPMAM(UK) generally requires a \$10 million minimum account size for separate account mandates. In addition, a larger minimum account balance may be required for certain types of accounts that require extensive administrative effort, while certain alternative investment products may have lower minimum requirements.

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## ITEM 8

### Method of Analysis, Investment Strategies and Risk of Loss

#### **8.A Method of Analysis and investment Strategies**

Our approach to investment management is driven by three key principles:

- Breadth and depth of choice - We offer expertise across every major financial asset class - equities, fixed income and cash, and also alternative asset classes like managed currency and hedge funds in order to offer investors an unrivalled choice of products covering the full risk/reward spectrum;
- Multiple investment processes - We do not believe there is one single way to deliver investment performance within equity markets. We therefore offer a range of distinct but complementary investment approaches across different markets;
- Disciplined and team-based management - We have developed proven, transparent and disciplined investment processes to manage our investment funds, which rely strictly on team-based research, stock picking, portfolio construction and risk management. While making full use of the individual strengths and insights of our investment professionals - and expecting full accountability from our named fund managers - we look to team-based management to ensure consistency of investment style at all times.

We aim to offer expertise across the broadest range of mainstream and specialist asset classes.

#### **Approach to Equities**

*We maintain expertise across all core and emerging equity markets to provide clients with the widest possible range of investment opportunities.*

*As far as possible, our equity teams are located close to their relevant market, supported by our investment hubs in London, New York, Tokyo and Hong Kong.*

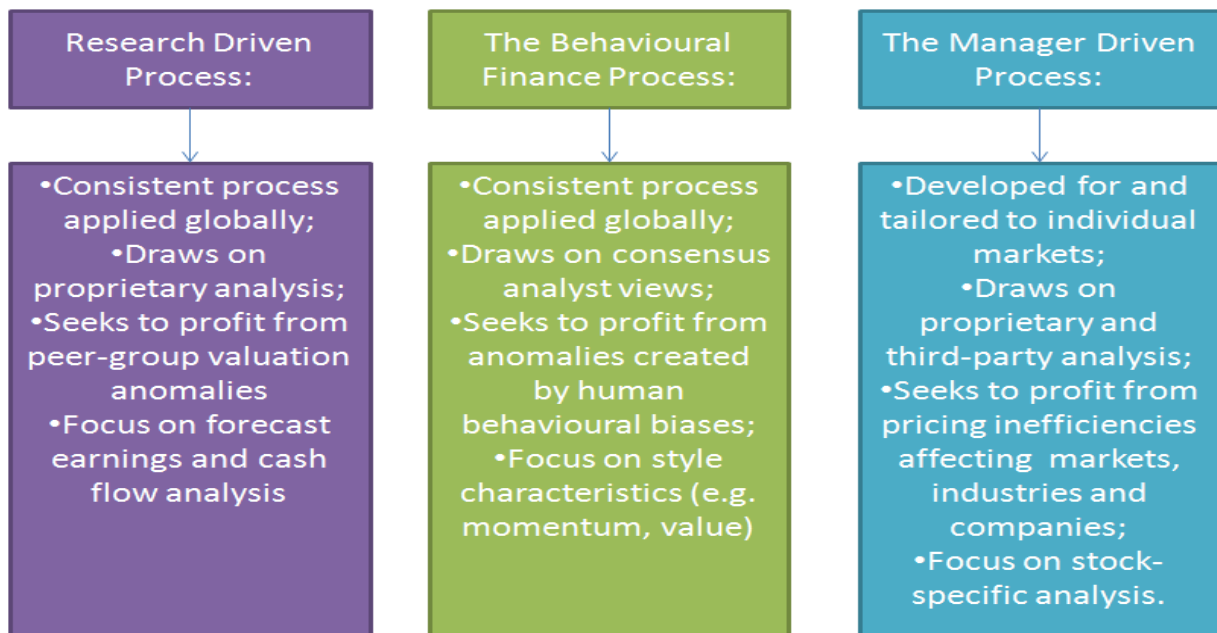
Disciplined Processes

*Our equity strategies are actively managed using disciplined and transparent processes.*

*In order to exploit different market characteristics and anomalies, we maintain three key equity processes. These can be summarised as follows:*

- Behavioural finance process: A process based on systematic investment in stocks with specific investment style characteristics, which are associated with long term out performance and, we believe, are created by investor psychological biases.
- Research driven process: An investment process which is based on bottom-up analysis of companies and their future earnings and cashflows by specialist sector analysts.
- Manager driven process: A bottom up stock picking process based on fundamental analysis with a strong emphasis on company visits by fund managers.

*A summary of our equity approaches is given below.*

Approaches to Fixed Income and Liquidity

To assist our clients in achieving their financial objectives, JPMAM(UK) has developed a broad range of strategies across the fixed income spectrum.

These strategies, managed by our Global Fixed Income and Currency team, have been designed for different risk appetites. They include broad market, long duration, stable value, intermediate, high yield, emerging market debt, short and ultra short duration, global bonds, structured products, mortgages and tax-aware strategies.

The strategies, offered by two different platforms and implemented using distinct investment styles, provide our clients with greater diversification opportunities. Our analysis has also shown that, over short and long time horizons, the returns achieved by each platform are negatively correlated.

Our fixed income strategies are managed by teams based globally. Our opportunistic strategies, managed by our New York/London fixed income team, utilize a top-down, bottom-up process. Our Columbus team, operating on behalf of our investment advisory affiliate JPMIM, implements their strategies through a bottom-up, value-oriented approach.

Our opportunistic strategies seek to build diversified portfolios from a global set of opportunities. This approach involves:

- identifying macro investment themes that will drive the fixed income markets, focusing in particular on duration, the yield curve and individual sectors
- risk allocation, using quantitative analysis, to help maximize investment efficiency
- sector decisions based on our macro investment themes
- security selection by specialist sector teams
- constructing portfolios that are tailored to each client's investment objectives and guidelines.

In addition to our fixed income capabilities, we also offer liquidity funds which actively invest in money market instruments. These funds seek to deliver an attractive yield, as well as provide a high level of capital security and same-day access. Our liquidity funds carry the highest AAA-rating from all three leading credit-rating agencies (Standard & Poor's, Moody's and Fitch). We are the world's No.1 provider of AAA-rated international liquidity funds, managing almost USD 131 billion in assets for a wide range of institutional clients across many sectors and industries.

We also offer two credit opportunity funds. These funds aim to provide attractive risk returns payoffs, based on the belief that there are inefficiencies in the credit markets that cause dislocation in the pricing of related credit instruments and give rise to attractive relative value opportunities. The funds use a number of investment strategies to achieve this aim, such as single name relative value, structured credit and volatility trading, basis trading and bespoke strategies.

### **Approach to Currency**

The Currency Group offers customised solutions to the currency issues faced by our clients, whether that be generating excess returns from the movements of exchange rates, or controlling the currency risk inherent in cross border investments and liabilities. These solutions can be accessed via a range of investment vehicles.

Our investment style is diversified. We seek to capture the quantifiable and macro drivers of currency markets as consistently as possible, in as many currencies as possible. The approach is to build a

portfolio weighted in favour of fundamental economic models, incorporating technical analysis and the judgement of our strategy team. We believe this is the best way to add consistent excess returns for our clients.

J.P.Morgan Asset Management is a leading provider of currency management solutions to institutional and retail clients around the world. Our clients include governments, pension funds, individuals and fund providers.

### **Approach to Private Equity**

The Private Equity Group offers clients access to three distinct investment programs: Venture Capital, Corporate Finance and Asia Private Equity.

Our Venture Capital program has an early stage investment strategy emphasizing companies at their seed or start-up phase. Given our team's long history of active investment in the Venture Capital industry, we have access to top tier funds, many of which do not have allocations available for new investors.

The strategy for our Corporate Finance program emphasizes high growth-oriented investments in the small to mid-market, typically generated through acquisition, fundamental business change, or top line growth. The underlying portfolio company investments may encompass equity capital for acquisition transactions and management buy-outs or buy-ins; industry consolidations and build-ups; re-financing and recapitalizations; and growth investments in venture-backed companies.

Our Asia strategy is an opportunistic and highly selective investment strategy, with a focus on China. We cover all investment stages, particularly growth capital, venture capital and small/mid-market buyouts. We concentrate on key private equity markets exhibiting strong potential and invest in high quality General Partners with a local presence and therefore local networks and knowledge of the unique characteristics of each country. In all strategies, our Group invests primarily in traditional private equity partnerships and will opportunistically purchase secondary partnership interests and make select direct co-investments.

### **Approach to Real Assets**

J.P. Morgan's Global Real Assets group has been established to provide investors with exposure to Global Real Estate investment markets through commingled funds and separate accounts.

We employ a disciplined investment management process that encourages professionals to proactively seek value enhancement opportunities in their portfolios. The calibre of our investment professionals, the quality of our relationships, and the discipline of our investment process provide for superior execution in the markets in which we operate.

Property securities – as opposed to bricks and mortar – offer a highly liquid and transparent means to gain exposure to global property markets. By investing in property securities such as Real Estate Investment Trusts (REITs) and Real Estate Operating Companies (REOCs), investors can gain exposure to securities that offer both property and equity characteristics. While property securities have a

significant correlation with equities over the short term, over the long term, they deliver property like returns.

J.P. Morgan is one of the leading specialist teams in the REIT sector, with investment analysis expertise stretching back to 1990.

While nimble in the markets, we are also methodical in our approach to executing transactions. Our procedures are well established and designed to ensure rigorous due diligence of each investment. We are committed to identifying transactions where we believe that we can deliver performance that meets or exceeds our client's expectations. We actively manage assets to create value while protecting against downside risk and carefully manage dispositions to maximize sale proceeds and minimize seller liability.

J.P. Morgan Asset Management's Infrastructure Investments group formed in early 2006 in order to offer clients a fourth alternative asset class, to complement its existing world-class investment management capabilities in Private Equity, Hedge Funds and Real Estate. IIG was founded in order to pursue investments in essential facilities and services that are vital to the economic health of our communities.

J.P. Morgan Asset Management's Global Real Assets group established a Global Maritime Investment business in 2010, head-quartered in London. This asset class offers clients an alternative investment, to complement its existing world-class investment management capabilities in Private Equity, Hedge Funds, Real Estate & Infrastructure. The GRA Global Maritime Investment business benefits from JPMAM's strong, established platform, granting access to JPMAM-GRA systems, resources, and network.

### **B Material, Significant, or Unusual Risks Relating to Investment Strategies**

Clients should understand that investments in securities (both income securities as well as equity securities) and other assets involve a risk of loss. Past performance of any investment strategy is not a guarantee of future results. Clients should be prepared to bear the risk of investment losses. See Item 8.B. for more information regarding investment risks.

JPMAM(UK) uses a variety of investment strategies depending on the requirements of the client and the investment guidelines associated with the client's account. All strategies are subject to management risk and an account or fund may not achieve its objective if JPMAM(UK)'s expectations regarding particular securities or markets are not met. Risks for a particular strategy will be disclosed by JPMAM(UK) to the client and in the case of pooled investment funds, the risks associated with the fund's investment strategy are described in the prospectus, offering memorandum or other materials of the fund.

Listed below are principal risk factors that are often associated with certain investment strategies and types of investments:

**Shares and Other Types of Equity Securities Risk.** A risk with an equity investment is that the company must both grow in value and, if it elects to pay dividends to its shareholders, make adequate dividend payments, or the share price may fall. If the share price falls, the company, if listed or traded on-exchange, may then find it difficult to raise further capital to finance the business, and the company's performance may deteriorate vis à vis its competitors, leading to further reductions in the share price. Ultimately the company may become vulnerable to a takeover or may fail.



Shares have exposure to all the major risk types referred to below. In addition, there is a risk that there could be volatility or problems in the sector that the company is in. If the Company is private, i.e. not listed or traded on an exchange, or is listed but only traded infrequently, there may also be liquidity risk, whereby shares could become very difficult to dispose of.

Ordinary shares are issued by limited liability companies as the primary means of raising risk capital. The issuer has no obligation to repay the original cost of the share, or the capital, to the shareholder until the issuer is wound up (in other words, the issuer company ceases to exist). In return for the capital investment in the share, the issuer may make discretionary dividend payments to shareholders which could take the form of cash or additional shares.

Ordinary shares usually carry a right to vote at general meetings of the issuer.

There is no guaranteed return on an investment in ordinary shares and in a liquidation of the issuer, ordinary shareholders are amongst the last with a right to repayment of capital and any surplus funds of the issuer, which could lead to a loss of a substantial proportion, or all, of the original investment.

Unlike ordinary shares, preference shares give shareholders the right to a fixed dividend the calculation of which is not based on the success of the issuer company. They therefore tend to be a less risky form of investment than ordinary shares.

Preference shares do not usually give shareholders the right to vote at general meetings of the issuer, but shareholders will have a greater preference to any surplus funds of the issuer than ordinary shareholders, should the issuer go into liquidation.

Depository Receipts (ADRs, GDRs, etc.) are negotiable certificates, typically issued by a bank, which represent a specific number of shares in a company, traded on a stock exchange which is local or overseas to the issuer of the receipt. They may facilitate investment in the companies due to the widespread availability of price information, lower transaction costs and timely dividend distributions. The risks involved relate both to the underlying share and to the bank issuing the receipt. In addition, there are important differences between the rights of holders of ADRs and GDRs, (together, "**Depository Receipts**") and the rights of holders of the shares of the underlying share issuer represented by such Depository Receipts. The relevant deposit agreement for the Depository Receipt sets out the rights and responsibilities of the depository (being the issuer of the Depository Receipt), the underlying share issuer and holders of the Depository Receipt which may be different from the rights of holders of the underlying shares. For example, the underlying share issuer may make distributions in respect of its underlying shares that are not passed on to the holders of its Depository Receipts. Any such differences between the rights of holders of the Depository Receipts and holders of the underlying shares of the underlying share issuer may be significant and may materially and adversely affect the value of the relevant instruments. Depository Receipts representing underlying shares in a foreign jurisdiction (in particular an emerging market jurisdiction) also involve risks associated with the securities markets in such jurisdictions.

There is an extra risk of losing money when shares are bought in some smaller companies, including penny shares. There is a big difference between the buying price and the selling price of these shares. If they have to be sold immediately, you may get back much less than you paid for them. The price may change quickly and it may go down as well as up.

**Suspensions of Trading and Grey Market Investments.** Under certain trading conditions it may be difficult or impossible to liquidate a position. This may occur, for example, at times of rapid price



movement if the price rises or falls in one trading session to such an extent that under the rules of the relevant exchange trading is suspended or restricted. Placing a stop-loss order will not necessarily limit your losses to the intended amounts, because market conditions may make it impossible to execute such an order at the stipulated price.

Transactions may be entered into in:

- (a) a security whose listing on an exchange is suspended, or the listing of or dealings in which have been discontinued, or which is subject to an exchange announcement suspending or prohibiting dealings; or
- (b) a grey market security, which is a security for which application has been made for listing or admission to dealings on an exchange where the security's listing or admission has not yet taken place (otherwise than because the application has been rejected) and the security is not already listed or admitted to dealings on another exchange.

There may be insufficient published information on which to base a decision to buy or sell such securities.

**Interest Rate Risk.** Interest rates can rise as well as fall. A risk with interest rates is that the relative value of a security, especially a bond, will worsen due to an interest rate increase. This could impact negatively on other products. There are additional interest rate related risks in relation to floating rate instruments and fixed rate instruments; interest income on floating rate instruments cannot be anticipated. Due to varying interest income, investors are not able to determine a definite yield of floating rate instruments at the time they purchase them, so that their return on investment cannot be compared with that of investments having longer fixed interest periods. If the terms and conditions of the relevant instruments provide for frequent interest payment dates, investors are exposed to the reinvestment risk if market interest rates decline. That is, investors may reinvest the interest income paid to them only at the relevant lower interest rates then prevailing.

Changes in market interest rates have a substantially stronger impact on the prices of zero coupon bonds than on the prices of ordinary bonds because the discounted issue prices are substantially below par. If market interest rates increase, zero coupon bonds can suffer higher price losses than other bonds having the same maturity and credit rating.

**Income Securities Risk.** Certain strategies invest in mortgage-related and asset-backed securities that are subject to certain other risks including prepayment and call risks. When mortgages and other obligations are prepaid and when securities are called, a client's portfolio or a fund in which the client's account is invested may have to reinvest in securities with a lower yield or fail to recover additional amounts (i.e., premiums) paid for securities with higher interest rates, resulting in an unexpected capital loss and/or a decrease in the amount of dividends and yield. Mortgage-related and asset-backed securities may decline in value, face valuation difficulties, be more volatile and/or be illiquid.

**Currency Risk.** In respect of any foreign exchange transactions and transactions in derivatives and securities that are denominated in a currency other than that in which your account is denominated, a movement in exchange rates may have a favourable or an unfavourable effect on the gain or loss achieved on such transactions.

The weakening of a country's currency relative to a benchmark currency or the currency of your portfolio will negatively affect the value of an investment denominated in that currency. Currency valuations are

linked to a host of economic, social and political factors and can fluctuate greatly, even during intra-day trading. Some countries have foreign exchange controls which may include the suspension of the ability to exchange or transfer currency, or the devaluation of the currency. Hedging can increase or decrease the exposure to any one currency, but may not eliminate completely exposure to changing currency values.

**Credit Risk.** Credit risk is the risk of loss caused by borrowers, bond obligors, guarantors, or counterparties failing to fulfil their obligations or the risk of such parties' credit quality deteriorating. Exposure to the credit risk of one or more reference entities is particularly relevant to any credit linked product such as credit linked notes, and the potential losses which may be sustained, and the frequency and likelihood of such losses occurring, when investing in credit links products may be substantially greater than when investing in an obligation of the reference entity itself.

**Money Market Risk.** A money-market instrument is a borrowing of cash for a period, generally no longer than six months, but occasionally up to one year, in which the lender takes a deposit from the money markets in order to lend (or advance) it to the borrower. Unlike in an overdraft, the borrower must specify the exact amount and the period for which he wishes to borrow. Like other debt instruments, money-market instruments may be exposed to the major risk types, in particular credit and interest rate risk.

**High Yield Securities Risk.** Certain strategies invest in securities and instruments that are issued by companies that are highly leveraged, less creditworthy or financially distressed. These investments (known as junk bonds) are considered to be speculative and are subject to greater risk of loss, greater sensitivity to interest rate and economic changes, valuation difficulties, and potential illiquidity.

**Index Funds Risk.** Index funds are not actively managed and are designed to track the performance and holdings of a specified index. Securities may be purchased, held and sold by an index fund or an account following an index strategy at times when an actively managed fund would not do so. There is also the risk that the underlying performance of an index fund may not correlate with the performance of the index.

**Foreign Securities and Emerging Markets Risks.** Strategies that invest in foreign currencies and foreign issuers are subject to additional risks including political and economic risks, greater volatility, civil conflicts and war, currency fluctuations, higher transaction costs, delayed settlement, possible foreign controls on investment, expropriation and nationalization risks, liquidity risks, and less stringent investor protection and disclosure standards of foreign markets. These risks are magnified in countries in "emerging markets."

**Funds Risk.** There are many different types of collective investment schemes. Generally, a collective investment scheme will involve an arrangement that enables a number of investors to 'pool' their assets and have these professionally managed by an independent manager. Investments may typically include gilts, bonds and quoted equities, but depending on the type of scheme, may go wider into derivatives, real estate or any other asset. There may be risks on the underlying assets held by the scheme and investors are advised, therefore, to check whether the scheme holds a number of different assets, thus spreading its risk. Subject to this, investment in such schemes may reduce risk by spreading the investor's investment more widely than may have been possible if he or she was to invest in the assets directly.

The reduction in risk may be achieved because the wide range of investments held in a collective investment scheme can reduce the effect that a change in the value of any one investment may have on the overall performance of the portfolio. Although, therefore, seen as a way to spread risks, the portfolio

price can fall as well as rise and, depending on the investment decisions made, a collective investment scheme may be exposed to many different major risk types.

The valuation of a collective investment scheme is generally controlled by the relevant fund manager or the investment adviser (as the case may be) of the collective investment scheme. Valuations are performed in accordance with the terms and conditions governing the collective investment scheme. Such valuations may be based upon the unaudited financial records of the collective investment scheme and any accounts pertaining thereto. Such valuations may be preliminary calculations of the net asset values of the collective investment schemes and accounts. The collective investment scheme may hold a significant number of investments which are illiquid or otherwise not actively traded and in respect of which reliable prices may be difficult to obtain. In consequence, the relevant fund manager or the investment adviser may vary certain quotations for such investments held by the collective investment scheme in order to reflect its judgement as to the fair value thereof. Therefore, valuations may be subject to subsequent adjustments upward or downward. Uncertainties as to the valuation of the collective investment scheme assets and/or accounts may have an adverse effect on the net asset value of the relevant collective investment scheme where such judgements regarding valuations prove to be incorrect.

A collective investment scheme and any collective investment scheme components in which it may invest may utilise (inter alia) strategies such as short-selling, leverage, securities lending and borrowing, investment in sub-investment grade or non-readily realisable investments, uncovered options transactions, options and futures transactions and foreign exchange transactions and the use of concentrated portfolios, each of which could, in certain circumstances, magnify adverse market developments and losses. Collective investment schemes, and any collective investment scheme components in which it may invest, may make investments in markets that are volatile and/or illiquid and it may be difficult or costly for positions therein to be opened or liquidated. The performance of each collective investment scheme and any collective investment scheme component in which it may invest is dependent on the performance of the collective investment scheme managers in selecting collective investment scheme components and the management of the relevant component in respect of the collective investment scheme components.

In addition, the opportunities to realise an investment in a collective investment scheme is often limited in accordance with the terms and conditions applicable to the scheme and subject to long periods of advance notice (during which the price at which interests may be redeemed may fluctuate or move against you). There may be no secondary market in the collective investment scheme and therefore an investment in such a scheme may be (highly) illiquid.

**Smaller Companies Risk.** Certain strategies invest in securities of smaller companies. Investments in smaller, newer companies may be riskier than investments in larger, more established companies. Securities of smaller companies tend to be less liquid than securities of larger companies. In addition, small companies may be more vulnerable to economic, market and industry changes. Because economic events have a greater impact on smaller companies, there may be greater and more frequent changes in their stock price. This may cause unexpected and frequent decreases in the value of an account's investments. Finally, emerging companies in certain sectors may not be profitable and may not realize earning profits in the foreseeable future.

**Short Selling Risk.** Selling "short" means to sell financial instruments that you do not own at the time of the sale. The seller has an obligation to deliver the product sold at the settlement date which will generally be a few days later than the trade date, so will either go into the market to buy the relevant financial instruments for delivery or "borrow" the relevant financial instruments under a stock lending arrangement.

Short selling is a technique used by investors who want to try to profit from the falling price of a financial instrument. If the price of the financial instrument drops after the investor has sold short (in other words at the time when he is buying or borrowing the relevant financial instruments for delivery), the investor will make a profit. If however the price of the financial instrument rises after the investor has sold short, the investor will have automatically made a loss, and the loss has the potential to get bigger and bigger if the price of the financial instrument continues to rise before the investor has gone into the market to buy or borrow the financial instrument to settle the short sale.

Additionally, the investment portfolio may not be able to borrow a security it wishes to sell short or may have to purchase a borrowed security in the market to return it to the lender at a disadvantageous time or price. Losses on short sales are potentially unlimited because there is no upward limit on the price a borrowed security could attain.

**Derivatives Generally:** A derivative is a financial instrument, the value of which is derived from an underlying asset's value. Rather than trade or exchange the asset itself, an agreement is entered into to exchange money, assets or some other value at some future date based on the underlying asset. A premium may also be payable to acquire the derivative instrument.

There are many types of derivative, but options, futures and swaps are among the most common. An investor in derivatives often assumes a high level of risk, and therefore investments in derivatives should be made with caution, especially for less experienced investors or investors with a limited amount of capital to invest.

If a derivative transaction is particularly large or if the relevant market is illiquid (as may be the case with many privately negotiated off-exchange derivatives), it may not be possible to initiate a transaction or liquidate a position at an advantageous price.

On-exchange derivatives are subject, in addition, to the risks of exchange trading generally, including potentially the requirement to provide margin. Off-exchange derivatives may take the form of unlisted transferable securities or bi-lateral "over the counter" contracts ("OTC"). Although these forms of derivatives may be traded differently, both arrangements may be subject to credit risk of the Issuer (if transferable securities) or the counterparty (if OTCs) and, like any contract, are subject also to the particular terms of the contract (whether a one-off transferable security or OTC, or a master agreement), as well as the risks identified in Part III below. In particular, with an OTC contract, the counterparty may not be bound to "close out" or liquidate this position, and so it may not be possible to terminate a loss-making contract. Off-exchange derivatives are individually negotiated. As the terms of the transactions are not standardised and no centralised pricing source exists (as exists for exchange traded instruments), the transactions may be difficult to value. Different pricing formulas and financial assumptions may yield different values, and different financial institutions may quote different prices for the same transaction. In addition, the value of an off-exchange derivative will vary over time and is affected by many factors, including the remaining time until maturity, the market price, price volatility and prevailing interest rates.

Derivatives can be used for speculative purposes or as hedges to manage other investment or economic risks. In all cases the suitability of the transaction for the particular investor should be very carefully considered.

You are therefore advised to ask about the terms and conditions of the specific derivatives and associated obligations (e.g. the circumstances under which you may become obligated to make or take delivery of an underlying asset and, in respect of options, expiration dates and restrictions on the time for exercise). Under certain circumstances the specifications of outstanding contracts (including the exercise price of an option) may be modified by the exchange or Clearing House to reflect changes in the underlying asset.

Normal pricing relationships between the underlying asset and the derivative may not exist in all cases. This can occur when, for example, the futures contract underlying the option is subject to price limits

while the option is not. The absence of an underlying reference price may make it difficult to assess 'fair' value.

The points set out below in relation to different types of derivative are not only applicable specifically to these derivatives but are also applicable more widely to derivatives generally. All derivatives are potentially subject to the major risk types in Part III below, especially market risk, credit risk and any specific sector risks connected with the underlying asset.

**Futures/Forwards/Forward rate agreements:** Transactions in futures or forwards involve the obligation to make, or to take, delivery of the underlying asset of the contract at a future date, or in some cases to settle the position with cash. They carry a high degree of risk. The 'gearing' or 'leverage' often obtainable in futures and forwards trading means that a small deposit or down payment can lead to large losses as well as gains. It also means that a relatively small movement can lead to a proportionately much larger movement in the value of your investment, and this can work against you as well as for you.

Futures and forwards transactions have a contingent liability, and you should be aware of the implications of this, in particular margining requirements: these are that, on a daily basis, with all exchange-traded, and most OTC off-exchange, futures and forwards, you will have to pay over in cash losses incurred on a daily basis and if you fail to, the contract may be terminated.

**Options:** There are many different types of options with different characteristics subject to the following conditions.

**Put option:** a put option is an option contract that gives the holder (buyer) of the option the right to sell a certain quantity of an underlying security to the writer of the option at a specified price (the strike price) up to a specified date (the expiration date).

**Call option:** a call option is an option contract that gives the holder (buyer) the right to buy a certain quantity of an underlying security from the writer of the option, at a specified price (the strike price) up to a specified date (the expiration date).

**Buying options;** Buying options involves less risk than selling options because, if the price of the underlying asset moves against you, you can simply allow the option to lapse. The maximum loss is limited to the premium, plus any commission or other transaction charges. However, if you buy a call option on a futures contract and you later exercise the option, you must acquire the future. This will expose you to the risks described under 'futures' and 'contingent liability investment transactions'. Certain options markets operate on a margined basis, under which buyers do not pay the full premium on their option at the time they purchase it. In this situation you may subsequently be called upon to pay margin on the option up to the level of your premium. If you fail to do so as required, your position may be closed or liquidated in the same way as a futures position.

**Writing options;** If you write an option, the risk involved is considerably greater than buying options. You may be liable for margin to maintain your position and a loss may be sustained well in excess of the premium received. By writing an option, you accept a legal obligation to purchase or sell the underlying asset if the option is exercised against you, however far the market price has moved away from the exercise price.

If you already own the underlying asset which you have contracted to sell (known as 'covered call options') the risk is reduced. If you do not own the underlying asset (known as 'uncovered call options') the risk can be unlimited. Only experienced persons should contemplate writing uncovered options, and then only after securing full details of the applicable conditions and potential risk exposure.

If you buy an American-style call option and the relevant market price of the underlying asset never rises above the strike price on the option (or if you fail to exercise the option while such condition exists), the option will expire unexercised and you will have lost the premium you paid for the option. Similarly, if you buy an American-style put option and the relevant market price for the underlying asset does not fall below the option strike price (or if you fail to exercise the option while such condition exists), the option will not be exercised and you will have lost the premium you paid for the put option.



Purchasing European-style or Bermuda-style options may carry additional market risk since the option could be “in-the-money” for part or substantially all of the holding period but not on the exercise date(s). A call option is “in-the-money” if the strike price is lower than the relevant market price for the underlying asset. A put option is “in-the-money” if the strike price is higher than the relevant market price for the underlying asset.

It is even possible for the holder of an exercised, “in-the-money” option to lose money on an option transaction. Such a situation exists whenever the value received under the option fails to exceed the purchaser's costs of entering into the option transaction (the premium and any other costs and expenses).

If you are a potential writer of an option, you should consider how the type of option affects the timing of your potential payment and delivery obligations there under. As the writer of a European-style option, the timing of any payment and delivery obligations is predictable. Absent early termination, no settlements will be necessary prior to the expiration date. As the writer of an American-style option, however, you must be certain that you are prepared to satisfy your potential payment and delivery obligations at any time during the exercise period (possibly quite soon following the sale of the option).

**Traditional options;** Certain London Stock Exchange member firms under special exchange rules write a particular type of option called a 'traditional option'. These may involve greater risk than other options. Two-way prices are not usually quoted and there is no exchange market on which to close out an open position or to effect an equal and opposite transaction to reverse an open position. It may be difficult to assess its value or for the seller of such an option to manage his exposure to risk.

**Contracts for differences:** Certain derivatives are referred to as contracts for differences. These can be options and futures on the FTSE 100 index or any other index of an exchange, as well as equity, currency and interest rate swaps, amongst others. However, unlike other futures and options (which may, depending on their terms, be settled in cash or by delivery of the underlying asset), these contracts can only be settled in cash. Investing in a contract for differences carries the same risks as investing in a future or an option as referred above. Transactions in contracts for differences may also have a contingent liability.

**Swaps:** A swap agreement is a derivative where two counterparties exchange one stream of cash flows against another stream, calculated by reference to an “underlying” (such as securities' indices, bonds currencies, interest rates or commodities, default or other credit event of a company or companies or more intangible items).

A swap agreement may also be combined with an option. Such an option may be structured in two different ways. Firstly, “swaptions” are transactions that give the purchaser of the swaption the right, against payment of a premium, to exercise or not to exercise, until the agreed maturity date, its right to enter into a pre-agreed swap agreement. Secondly, “caps”, “floors” and “collars” enable a party, against payment or receipt of a premium, to protect itself against, or to take an exposure on, the variation on the value or level of an underlying.

The payout either or both sides of a swap may be complex, involve multiple underlings, different approaches through time, or take a long time to calculate. The payout from either side may be a cash calculation or a physical security (or other derivative). The more complex an instrument is, the fewer opportunities there will be to exit the transaction with a different counterparty and the likely higher transaction costs to exit and enter in the first place. However there have been industry initiatives to standardise apparently complex payoffs, particularly regarding credit derivatives, which increases the availability of counterparties and reduces transaction cost.

A major risk of off-exchange derivatives, (including swaps) is known as counterparty risk, whereby a party is exposed to the inability of its counterparty to perform its obligations under the relevant Financial Instrument. For example if a party, A, wants a fixed interest rate loan and so swaps a variable rate loan with another party, B, thereby swapping payments, this will synthetically create a fixed rate for A. However, if B goes insolvent, A will lose its fixed rate and will be paying a variable rate again. If interest rates have gone up a lot, it is possible that A will struggle to repay.

The swap market has grown substantially in recent years, with a large number of banks and investment banking firms acting both as principals and as agents utilising standardised swap documentation to cover swaps trading over a broad range of underlying assets. As a result, the swap market for certain underlying assets has become more liquid but there can be no assurance that a liquid secondary market will exist at any specified time for any particular swap, nor that the prices for entering and exiting a transaction will be close together even if such a market exists.

**Combined Instruments/Baskets:** Any combined instruments, such as a bond with a warrant attached, is exposed to the risk of both those products and so combined products may contain a risk which is greater than those of its components generally, although certain combined instruments may contain risk mitigation features, such as principal protected instruments.

The value of a basket of products (such as shares, indices etc.) may be affected by the number and quality of reference assets included in such basket. Generally, the value of a basket that includes reference assets from a number of reference asset issuers or indices will be less affected by changes in the value of any particular reference asset included therein than a basket that includes fewer reference assets, or that gives greater weight to some reference assets included therein. In addition, if the reference assets included in basket are concentrated in a particular industry, the value of such a basket will be more affected by the economic, financial and other factors affecting that industry than if the reference assets included in the basket are in various industries that are affected by different economic, financial or other factors or are affected by such factors in different ways.

**Off-exchange transactions:** In some jurisdictions, and only then in restricted circumstances, firms are permitted to effect off-exchange transactions. The firm with which you deal may be acting as your counterparty to the transaction. It may be difficult or impossible to liquidate an existing position, to assess the value, to determine a fair price or to assess the exposure to risk. For these reasons, these transactions may involve increased risks. Off-exchange transactions may be less regulated or subject to a separate regulatory regime.

**Real Estate Risk.** Strategies that involve investment in Real Assets such as Real Estate or related investments will be exposed to certain risks. These risks include, adverse changes to national or international economic conditions, the possible limited degree of diversification, extended vacancies or properties, increase competition, property taxes and transaction expenses, operating and foreclosure costs, legal fees and expenses incurred to protect the investment, changes in planning laws, casualty or condemnation losses, uninsured damages from natural disasters and acts of terrorism, limitations on and variations in rents, and charges in interest rates. In addition, investment in Real Assets tend to be long-term and illiquid. Investing in Real Assets may be subject to a higher degree of risk because of concentration in a specific country, sector, industry or geographic sector. Additionally, the use of borrowing (or leverage) required to acquire or fund a particular asset may create a greater potential for loss as there may be insufficient assets available to meet repayments in order to refinance existing borrowing on equal terms or at all.

**Maritime Risk.** An investment in Maritime strategies is subject to certain risks associated with the ownership of maritime and maritime-related assets and the shipping industry in general, including: the burdens of ownership of maritime and maritime-related assets; local, national and international economic and political conditions; developments in international trade and changes in seaborne and other transportation patterns; changes in the tourism and holiday travel market; the financial condition of charterers, pool operators, buyers and sellers of maritime-related assets; changes in interest rates and the availability of debt financing which may render the sale or refinancing of maritime and maritime-related assets difficult or impracticable; changes in environmental laws and regulations; changes in governmental rules and fiscal and monetary policies; environmental claims arising in respect of maritime and maritime-related assets acquired with undisclosed or unknown environmental problems or as to which inadequate reserves have been established; environmental accidents, contamination or pollution;

changes in tax policies and rates; changes in energy and commodities prices including bunker prices; negative developments in the economy that depress global trade and transportation activity; business interruptions caused by mechanical error; exposure to emerging markets and politically unstable regions and countries; embargoes and strikes; port and canal closures; cargo and property losses or damage; accidents caused by human error; uninsured casualties; maritime disasters including collisions, groundings or capsizings or incidents relating to design failures of a vessel; natural disasters, weather patterns, storms, and climate changes; the risk of an explosion, fire or flooding; force majeure acts; political unrest or the interference of government agencies or political bodies, armed conflicts and war; acts of piracy; terrorist events; acts of God; under-insured or uninsurable losses; epidemics and widespread transmission of communicable diseases; and other factors which are beyond the reasonable control of the Fund and the Operator. The nature, timing and degree of changes in shipping industry conditions are unpredictable. In addition, as recent experience has demonstrated, maritime and maritime-related assets are subject to long-term cyclical trends that give rise to significant volatility in values in terms of charter rates, profitability and, consequently, vessel values. The time lag in the shipping industry between orders and deliveries heighten this cyclicity.

In addition, significant contraction in demand for imported commodities such as iron ore, coal, crude oil and manufactured goods, as a result of economic downturns or changes in government policies in certain regional markets, could depress vessel freight rates, as well as the general demand for vessels. A decline in demand for, and level of consumption of, refined petroleum products could cause demand for tank vessel capacity and charter rates to decline. The future demand for carriers and related charter rates will be dependent upon continued demand for imported commodities, economic seasonal and regional changes in demand, and changes to the capacity of the world fleet. A decline in demand for commodities and finished goods transported in maritime carriers or an increase in supply of vessels could cause a significant decline in charter rates. The supply of shipping capacity is also a function of the delivery of new vessels and the number of older vessels scrapped, in lay-up, converted to other uses, reactivated or removed from active service. Supply may also be affected by maritime transportation and other types of governmental regulation, including that of international authorities.

Many of these factors could cause fluctuations in charter hire and pooling rates or operating expenses, causing the value of the Investments to decline and negatively affect the Fund's returns. The value of the Investments may fluctuate significantly due to these factors and may be significantly diminished in the event of a sudden downward market for maritime and maritime-related assets. The returns available from Investments depend on the amount of income earned and capital appreciation generated by the relevant underlying vessels, as well as expenses incurred in connection therewith. The types of operating expenses to which the Fund may be exposed and which may be subject to increase beyond current estimates include labour, repairs and maintenance costs, the costs of periodic dry-docking of vessels and insurance premia. If maritime and maritime-related assets do not generate income sufficient to meet operating expenses, including amounts owed under any third-party borrowings and capital expenditures, the Fund's returns will be adversely affected. In addition, the cost of complying with governmental or international laws and regulations and the cost and availability of third-party borrowings may also affect the market value of and returns from the Investments. The Fund's returns would be adversely affected if a significant number of charterers were unable to pay their charter rates or if vessels could not be chartered or pooled on favourable terms. Certain significant fixed expenditures associated with purchasing maritime and maritime-related assets (such as third-party borrowings, taxes and maintenance costs) may stay the same or increase even when circumstances cause a reduction in returns from maritime and maritime-related assets



**Private Equity Risk.** Some strategies involve the investment into Private Equity which will be subject to numerous risks. Private or public debt investments provide a fixed return on investment, but are not a guarantee that all principle capital will be returned; Private Equity (PE) companies may be highly leveraged and could be subject to significant debt service obligations, stringent operating and financial covenants and risks of default under financing and other contractual arrangements, which would trigger severe adverse consequences for any such company and the value of the investment in such company if a default were to occur; PE companies may have limited financial resources and may be unable to meet their debt or other obligations, which may be accompanied by a deterioration in the value of their equity securities or any collateral or guarantees provided with respect to their debt; they may be in an early stage of development, have little or no operating history and may lack fully developed product lines or a proven market for their products, which tend to render them more vulnerable to competitors' actions and market conditions, as well as economic downturns; they may also be more likely to depend on the management talents and efforts of a small group of persons and, as a result, the death, disability, resignation or termination of one or more of those persons could have a material adverse impact on their business and prospects and the investment made. PE companies may be operating at a loss or have substantial variation in operating results from period to period, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position; such companies may be in a state of distress or may be undergoing restructuring or turnarounds, including changes in management, and there can be no assurances that such efforts will be successful; these companies are typically not publicly held and may have substantial debt obligations, and thus their access to sources of further investment funding, whether public or private, may be significantly restricted; executive officers, directors and employees of an equity sponsor may be named as defendants in litigation involving a company in which a private equity investment is made and generally little public information exists about companies in which private equity investments are made and investors in those companies must rely on the ability of the equity sponsor to obtain adequate information for the purposes of evaluating potential returns and making a fully informed decision.

### **C Risks Associated With Particular Types of Securities**

See Item 8.B. for a summary of the risks associated with certain types of securities and asset classes.

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## **ITEM 9 Disciplinary Information**

### **A. Criminal or Civil Proceedings**

The Adviser has no material civil or criminal actions to report.

### **B. Administrative Proceedings Before Regulatory Authorities**

The Adviser has no material administrative proceedings before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority to report.

**C. Self-Regulatory Organization (SRO) Proceedings**

The Adviser has no material SRO disciplinary proceedings to report.

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**ITEM 10****Other Financial Industry Activities and Affiliations****A Broker-Dealer Registration Status**

No information to report.

**B Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Adviser Registration Status**

JPMAM(UK) qualifies for an exemption under the Commodity Exchange Act and is not required to be registered as a Commodity Trading Advisor.

Many of JPMAM(UK)'s investment management personnel are registered with the National Futures Association ("NFA") as Associated Persons of JPMAM(UK).

**C Material Relationships or Arrangements with Industry Participants**

JPMAM(UK) is part of a large financial services firm. In connection with providing investment advisory services to its clients, JPMAM(UK) may use the products or services of its affiliates or other related persons, as described below. While transactions with affiliates can be beneficial to client accounts, they may present conflicts of interest and raise questions about whether JPMAM(UK) is acting in the best interests of its clients.

Subject to applicable law and regulation, and with client consent, JPMAM(UK) may from time to time effect client transactions through affiliated broker-dealers including J.P. Morgan Securities Ltd. All trades however, are subject to best execution and broker performance is subject to continuous review. JPMAM(UK) may also utilize J.P. Morgan Securities Ltd for derivative clearing purposes.

JPMAM(UK) serves as adviser and sub-adviser, respectively, to various open and closed-ended investment management companies sponsored by JPMAM(UK) or its affiliates. JPMAM(UK) or its affiliates also serve as adviser or sub adviser to various U.S private investment companies and numerous registered and unregistered investment companies and pooled funds organized or formed under the laws of various countries including the Grand-Duchy of Luxembourg, The Bahamas, Canada, France, Germany, Italy, the Republic of Ireland, Japan, and Spain. JPMAM (UK) acts as adviser, sub-adviser and/or marketing agent for a series of unit-linked pooled funds of J.P. Morgan Life Limited, a United Kingdom insurance company.

For certain accounts, JPMAM(UK) may invest client assets on a discretionary basis in any of the funds referred to above. In all cases, purchases of internal funds will always be subject to client guideline and

restrictions. In certain circumstances, when required by applicable law or by agreement with the client, JPMAM(UK) may waive its investment advisory fee with respect to assets so invested.

From time to time, JPMAM(UK) or its related persons may act as a general partner of a limited partnership, or managing member of a limited liability company to which JPMAM(UK) serves as an adviser. JPMAM(UK) and related persons may solicit JPMAM(UK)'s clients to invest in such limited partnerships or limited liability companies, for which JPMAM(UK) or a related person may receive compensation. From time to time, related persons of JPMAM(UK) may serve as a director of an investment company for which JPMAM(UK) may solicit clients to invest. The portfolio manager could be incentivized to give preferential treatment to those partnerships providing high performance kickbacks. However, Individual compensation is not set exclusively by reference to specific client performance. Compensation planning is evaluated at the team level.

JPMAM(UK) works closely with its United States based investment advisory affiliates JPMorgan Chase Bank N.A., and J.P. Morgan Investment Management Inc ("JPMIM"). JPMIM is registered with the SEC as an investment advisor, and CFTC and the NFA as a Commodity Trading Advisor and Commodity Pool Operator. JPMAM(UK) provides investment management services to clients of affiliated investment advisers, and/or related persons, who share JPMAM(UK)'s portfolio and/or trading platform.

Currently, Emerging market debt securities may be valued using market quotations provided by Emerging Market Research ("EMR"), a pricing product supplied by JPMSI, a related person of JPMAM(UK). EMR is an industry standard for end of day price evaluations used by buy-side firms. All institutional clients of JPMSI are provided access to this product at no charge and the prices reflected are the same prices used to price the securities that comprise the JPMorgan Emerging Markets Bond Indices. Generally, an independent pricing source is used wherever possible for readily priced assets. Affiliated pricing sources for non readily priced assets may be considered subject to appropriate due diligence. Appropriate governance Forums and committee structures are utilised for approval of all pricing sources.

#### Participating Affiliates

JF Asset Management Limited and JPMorgan Asset Management (Japan) Limited, being wholly owned subsidiaries of JPMorgan Chase & Co., are "Participating Affiliates" (as that term has been defined by the Division of Investment Management of the Securities and Exchange Commission in various no-action letters) of JPMAM(UK) by providing investment advice through JPMAM(UK) to JPMAM(UK)'s US clients. The Participating Affiliates are not registered as investment advisers under the Investment Advisers Act.

#### **D Material Conflicts of Interest Relating to Other Investment Advisers**

JPMAM(UK) does not recommend or select unaffiliated investment advisers for its clients, and does not have other business relationships with other investment advisers that create a material conflict of interest.

**ITEM 11****Code of Ethics, Participation or Interest in Client Transactions and Personal Trading****A Code of Ethics**

The JPMC Code of Conduct (the “Code of Conduct”) is a collection of rules and policy statements intended to assist JPMC employees and directors in making decisions about their conduct in relation to the firm's business. The Code of Conduct applies to all JPMC employees (including employees of JPMAM(UK)) and all employees are required to comply with its terms as a condition of continued employment. In addition, JPMAM(UK) employees must adhere to the JPMAM Code of Ethics (the “Code of Ethics”), which establishes more stringent standards than the Code of Conduct and reflects the fiduciary obligations of JPMAM(UK) and its supervised persons. JPMAM(UK) and its registered investment advisory affiliates have adopted the Code of Ethics pursuant to Rule 204A-1 under the Advisers Act. A copy of the Code of Ethics is available free of charge upon request by contacting your client service representative or financial advisor.

The Code of Ethics requires that JPMAM(UK)'s employees and other supervised persons place the interests of clients before their own personal interests at all times and avoid any actual or potential conflict of interest. All real or potential conflicts of interest must be disclosed to the Compliance Department, including those in which the employee may have been placed inadvertently due to either business or personal relationships with customers, suppliers, business associates, or competitors of JPMC, or with other JPMC employees. Certain transactions or activities may be restricted by the Code of Conduct, the Code of Ethics or Compliance policies. The Code of Ethics contains policies and procedures relating to:

- Personal trading policies, including reporting and pre-clearance requirements for certain personnel of the Adviser.
- Confidentiality obligations with respect to clients and compliance with policies, procedures and training requirements regarding securities laws, privacy, the Bank Secrecy Act, anti-money laundering and related matters.
- Conflicts of interest, including policies relating to restrictions on trading in securities of clients and suppliers, gifts and entertainment, political and charitable contributions and outside business activities.

In general, the personal trading rules under the Code of Ethics require that accounts of employees and associated persons be maintained with a designated broker and that all trades in reportable securities for such accounts are pre-cleared and monitored by compliance personnel. The Code of Ethics also prohibits certain types of trading activity, such as short-term and speculative trades. Employees of JPMAM(UK) generally must obtain approval prior to engaging in all security transactions, including those in private placements. In addition, certain employees of JPMAM(UK) may not be permitted to buy or sell securities issued by JPMC in certain periods throughout the year prior to and following announcement of quarterly earnings. Certain “Access Persons” (generally defined as persons with access to nonpublic information regarding JPMAM(UK)'s recommendations to clients or purchases or sales of securities for client accounts and advised funds) are prohibited from executing personal trades in a security or similar

instrument five business days (typically seven calendar days) before and after a client or fund managed by that access person transacts in that security or similar instrument.

JPMC is a global financial services firm that provides a variety of services for, and advice to, many types of clients. While providing such services, some divisions of JPMC, such as investment banking and JPMAM(UK)'s private equity business, routinely have access to confidential information, some or all of which may be material, non-public information, (i.e., "inside information"). In order to prevent the flow of inside information from a so-called "insider" area to a "public" area of JPMC, JPMC has established informational barriers that seek to prohibit anyone in an insider area from communicating any non-public information, however obtained, to anyone in a public area. In order to prevent the inadvertent flow of such information, employees in insider areas are generally physically segregated from employees in public areas. Furthermore, JPMAM(UK) safeguards the investment research and analysis on which its investment decisions are based to prevent "front running" (i.e., the misuse of such information prior to the execution of a trade on behalf of clients). However, subject to certain constraints, employees of JPMAM(UK) generally may discuss "best practices" or topics of a general, non-confidential nature with employees of JPMAM(UK) as well as other parts of JPMC.

From time to time, JPMAM(UK) and its employees may acquire inside information from non-JPMC sources. However the inside information may be obtained, in compliance with JPMC's information sharing policies and insider trading policy, JPMAM(UK) and its employees are prohibited from using such information to buy or sell securities until such information has been disclosed to the public or is no longer material.

In addition, as part of a global financial services firm, as a result of applicable law and/or other conflicts of interest concepts, JPMAM(UK) may be precluded from effecting or recommending transactions in certain client portfolios. As a result, from time to time, client portfolios managed by JPMAM(UK) may be precluded from acquiring, or disposing of, certain securities or instruments. This includes, but is not limited to, the securities issued by JPMC. However, with respect to voting proxies on behalf of clients, JPMAM(UK), as a fiduciary, will vote proxies independently and in the best interests of its clients, as described below.

In certain circumstances, JPMAM(UK) may conclude that certain transactions in a particular security need to be restricted and therefore, the security may be placed on a so-called "restricted list" and/or "watch list". While the security is on the restricted list and/or watch list, JPMAM(UK) may prohibit purchases, sales or all transactions in the security. The reasons for placing a security on the restricted list and/or watch list include, but are not limited to: (i) preventing JPMAM(UK) from exceeding regulatory investment limitations with respect to the securities of companies in certain regulated industries, such as insurance companies and public utilities; (ii) avoiding a concentration in any particular security; (iii) buttressing an information barrier by preventing any appearance of impropriety in connection with trading decisions or recommendations; and (iv) preventing the use or appearance of the use of inside information.

## **B Securities in Which JPMAM(UK) or a Related Person Has a Material Financial Interest**

JPMAM(UK) may, from time to time, and subject to applicable law, effect principal transactions on behalf of a client with a related person, for which the related person will receive a fee, subject to receipt of the client's consent and when JPMAM(UK) reasonably believes the transactions will be in the best interests of the client. Principal transactions occur when an adviser or any affiliate, acting for its own account (or the proprietary account of an affiliate) buys a security or other asset from, or sells a security or other asset

to, a client's account. JPMAM(UK) will notify the client that the trade will be conducted on a principal basis with a related person and obtain the client's consent prior to the completion of such transaction. Before entering into a principal transaction with a related person, JPMAM(UK) will attempt to obtain competitive quotes from non-related persons that JPMAM(UK) reasonably believes are in a position to quote favourable prices for the transaction.

If permitted in writing by a client, from time to time JPMAM(UK) may effect client transactions on an agency basis in securities and futures and options through affiliated broker/dealers when, in JPMAM(UK)'s judgement the transactions are consistent with best execution. An agency transaction occurs when an adviser or any affiliate acts as a broker for an advisory client. JPMAM(UK)'s affiliate may be entitled to receive a commission for effecting these transactions. These transactions may be effected through affiliated firms even though the total commission for the transaction may exceed the commission charged by another unaffiliated firm for the same transaction. Furthermore, JPMAM(UK)'s related persons may provide futures execution/or clearing services for a fee. In addition, for certain institutional accounts JPMAM(UK)/or a related person may execute client directed orders through a related person on an agency basis. JPMAM(UK) will be acting in a fiduciary capacity and the related person will receive normal consideration for services rendered.

In both cases above, JPMAM(UK) will only undertake such transactions with an affiliate broker/dealer when it has been determined that the transaction is permitted in line with client guidelines and is in the best interests of the client, including fulfilling the duty with respect to best execution.

In addition, in some instances a security to be sold by one client account may independently be considered appropriate for purchase by another client account. In such cases, JPMAM(UK) may cause the security to be "crossed" or transferred directly between the relevant accounts at an independently determined market price and without incurring brokerage commissions, although customary custodian fees and transfer fees may be incurred (no part of which will be received by JPMAM(UK)). No such transactions will be effected unless JPMAM(UK) determines that the transaction is in the best interest of each client account and permitted by applicable law.

If permitted by a client's investment objectives, and subject to compliance with applicable law, JPMAM(UK) may purchase securities for client accounts during an underwriting or other offering of such securities in which a broker-dealer affiliate of JPMAM(UK) acts as a manager, co-manager, underwriter or placement agent. JPMAM(UK)'s affiliate may receive a benefit in the form of management, underwriting or other fees. Affiliates of JPMAM(UK) may also act in other capacities in such offerings and may receive a fee for such services. The JPMAM(UK) Compliance Department pre-clears all new issue offerings, reviewing documentation for relevant conflicts and where appropriate, approving participation for client accounts. In addition, the JPMAM(UK) Compliance Department monitors surveillance reports on a monthly basis to ensure that all transactions involving an affiliated broker-dealer in the underwriting comply with relevant regulations and compliance procedures.

From time to time, JPMAM(UK) or its affiliates may be current investors in companies that offer securities to JPMAM(UK), and may receive a direct or indirect benefit, as a selling shareholder, return of capital or otherwise, from the purchase by JPMAM(UK)'s clients in such offerings. In addition, employees of JPMAM(UK), or its related persons, may serve as directors, officers or in other capacities in which they may receive direct or indirect compensation for companies in which JPMAM(UK) may purchase securities. Further, for certain purposes affiliates of JPMAM(UK) may be deemed affiliates of companies in which JPMAM(UK) may purchase securities in public offerings. Therefore, an investment in such issuers may be deemed an investment in an affiliate. Accordingly, JPMAM(UK) will receive advisory fees



on the portion of client holdings invested in such affiliated issuers. All discretionary transactions in affiliated offerings are subject to client investment guidelines. Client restrictions regarding affiliate trading and products are strictly adhered to and subject to post trade surveillance. Affiliate transactions are negotiated and undertaken on a commercial "arms length" basis, with no special conditions attached.

Purchases involving affiliated broker/dealers, or other affiliates of JPMAM(UK), must comply with the applicable provisions of the Advisers Act, the Investment Company Act of 1940, as amended (the "1940 Act") and any other applicable laws. Compliance with such requirements is monitored by the Compliance Surveillance team.

From time to time, JPMAM(UK) may execute various trading strategies for certain clients that may conflict with the trading activities of other clients, as well as clients of advisory affiliates and related persons (e.g., buy and sell in the same security), or involve the separation of orders in the same security that would otherwise be executed on an aggregated basis. From time to time, and subject to change, JPMAM(UK) has implemented trade order volume controls for client's related persons who have received JPMAM(UK)'s research information in order to minimize potential market impact execution costs of trading the same securities outside of JPMAM(UK)'s trading desk. In the course of monitoring the above noted trading activities JPMAM(UK) attempts to objectively ensure that all clients, as well as clients of advisory affiliates and related persons, are treated equitably.

In addition, JPMAM(UK) may, subject to applicable law, participate in structured fixed income offerings of securities in which a related person may serve as trustee, depositor, originator service agent or other service provider, on behalf of the issuer in which fees will be paid to such related person. The related person may act as originator of loans or receivables for the structured fixed income offerings in which JPMAM(UK) may invest for clients. Participations in such offerings may directly or indirectly relieve obligations of the related person.

In the ordinary course of business, and subject to compliance with regulations, JPMAM(UK) or related persons may provide the initial funding necessary to establish new funds for the purpose of developing new investment strategies and products. These "seeded" funds may be in the form of registered investment companies, private funds such as partnerships, limited liability companies or separate accounts and these funds or separate account may invest in the same securities as other client accounts. JPMAM(UK) expects that such investments will be redeemed from time to time as permitted by the governing documents of such funds and applicable regulations. As a result of the infusion of seed capital from JPMAM(UK) or related person, the manager may be precluded from buying or selling certain securities, including, but not limited to, IPOs. These funds and accounts may, and frequently do, invest in the same securities as client accounts. JPMAM(UK)'s policy is to treat such accounts in the same manner as client accounts for purposes of trading allocation. Such accounts are normally included in JPMAM(UK)'s daily block trades to the same extent as client accounts. There is a motivation for JPMAM(UK) to give preferential treatment to seeded funds in order to generate performance. However, allocations and aggregations across accounts are independently monitored by JPMAM(UK)'s Compliance Surveillance team to check for equitable treatment and consistent application of policy. In addition, there is an Investment Director Review process ("IDR") that monitors performance and investigates the rationale for any outliers.

JPMorgan Chase has an indirect interest in electronic communication networks and alternative trading systems (collectively "ECNs"), although these interests do not rise to a level of causing the ECNs to be a related person of JPMAM(UK). JPMAM(UK) may from time to time execute client trades through ECNs in which JPMorgan Chase has, or may acquire, an indirect interest. A related person may receive indirect

proportionate compensation based upon its ownership percentage in relation to the transaction fees charged by the ECNs. JPMAM(UK) will execute through an ECN in which a related person receives compensation only in a situation where the JPMAM(UK) reasonably believes such transactions will be in the best interests of clients and the requirements of applicable law have been satisfied. From time to time, JPMAM(UK) may utilize execution platforms for foreign currency type transactions through ECNs in which it may have an equity interest. JPMAM(UK) intends to ensure that clients continue to receive best execution for their transactions.

When permitted by applicable law and a client's investment guidelines, and when considered by JPMAM(UK) to be in the client's best interest, JPMAM(UK) may invest the assets of the client in various collective investment vehicles and other securities investment vehicles with respect to which JPMAM(UK) or its affiliates may receive compensation for advisory, administration, trust or other services. When required by law, client consent will be obtained with respect to these investments. Also, JPMAM(UK) may waive its investment advisory fee with respect to assets invested in the fund or investment vehicle.

### **C Investing in Securities that JPMAM(UK) or a Related Person Recommends to Clients**

JPMAM (UK) does not maintain a house position or trade for its own account.

A related person to JPMAM(UK) may, for their own account, buy or sell securities or other instruments that JPMAM(UK) has recommended to clients or purchased or sold for its clients.

In order to safeguard the integrity of JPMAM(UK)'s investment processes and investment decisions, and to enhance the firm's reputation as a fiduciary with respect to its investment management clients, JPMAM(UK) has established informational barriers and has adopted various policies and safeguards in order to address conflicts of interest that may arise from such activities. For additional information regarding such informational barriers, policies and safeguards, please see Item 11.A.

### **D Conflicts of Interest Created by Contemporaneous Trading**

JPMAM(UK) and its related persons may recommend securities to clients that JPMAM(UK) and its related persons may also purchase or sell. In order to address potential conflicts of interest arising from such activities, including employee front-running at the expense of client accounts, JPMAM(UK) restricts employees with access to nonpublic information regarding such securities from executing personal trades in a security or similar instrument five business days (typically seven calendar days) before and after a client or fund managed by that employee transacts in that security or similar instrument. In addition, JPMAM(UK) has implemented monitoring systems to ensure compliance with this restriction.

### **E Other Conflicts of Interest**

The potential for conflicts of interest exists when JPMAM(UK)'s portfolio managers manage accounts with similar investment objectives and strategies. Potential conflicts may include, for example, conflicts in the allocation of investment opportunities for similar accounts.

Responsibility for managing JPMAM(UK)'s client portfolios is organized according to investment strategies within asset classes. Generally, client portfolios with similar strategies are managed by portfolio managers in the same portfolio management group using the same objectives, approach and philosophy. Therefore, portfolio holdings, relative position sizes and industry and sector exposures tend to be similar across similar portfolios, which reduce the potential for conflicts of interest.



JPMAM(UK) may receive more compensation with respect to certain similar accounts or may receive compensation based in part on the performance of some of its similar accounts. Potential conflicts of interest may arise with the allocation of securities transactions and allocation of limited investment opportunities, particularly for accounts that allow for the use of leverage. In certain instances portfolio managers may manage accounts' with less restrictive investment guidelines allowing for the use of leverage. In such accounts the portfolio manager generally will allocate securities based on the account's market value inclusive of the desired leverage, causing a potential conflict of interest. Allocations of aggregated trades, particularly trade orders that were only partially completed due to limited availability and allocation of investment opportunities generally, could raise a potential conflict of interest, as JPMAM(UK) may have an incentive to allocate securities that are expected to increase in value to favored accounts. New issue offerings, in particular, are frequently of limited availability. A potential conflict of interest also may be perceived to arise if transactions in one account closely follow related transactions in a different account, such as when a purchase increases the value of securities previously purchased by another account, or when a sale in one account lowers the sale price received in a sale by a second account. If JPMAM(UK) manages accounts that engage in short sales of securities of the type in which similar accounts invest, JPMAM(UK) could be seen as harming the performance of one account for the benefit of the accounts engaging in short sales if the short sales cause the market value of the securities to fall.

JPMAM(UK) has established policies and procedures designed to manage the conflicts described above. JPMAM(UK) has allocation and order aggregation practices in place designed to achieve fair and equitable allocation and execution of investment opportunities among its client accounts over time and are designed to comply with the securities laws and other applicable regulations. See Item 12.B. for a description of these practices. JPMAM(UK) monitors a variety of areas, including compliance with account guidelines, review of IPO and new issue allocation decisions, compliance with the Code of Ethics, and a review of any material discrepancy in the performance of similar accounts.

From time to time, JPMAM(UK) may have clients who, through the normal course of the investment process, may own different classes of securities by the same issuer. Consequently, in the event of default or bankruptcy by the issuer, JPMAM(UK) may be involved in negotiations on behalf of holders of different classes of securities. As such, JPMAM(UK) will continue to act in the best interest of its clients, irrespective of the client's holdings and ability to recoup the value of their original investment.

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## **ITEM12**

### **Brokerage Practices**

#### **A Factors Considered in Selecting or Recommending Broker – Dealers for Client Transactions**

JPMAM(UK)'s primary objective in broker-dealer selection is to execute orders for its clients in accordance with its duty of best execution. In selecting a broker-dealer, JPMAM(UK) considers a number of factors including, but not limited to,

- the price per unit of the security;
- the broker's execution capabilities;

- the commissions charged;
- the broker's reliability for prompt, accurate confirmations and on-time delivery of securities;
- the broker-dealer firm's financial condition;
- the broker's ability to provide access to public offerings; and
- the quality of research services provided.

The relative importance of these factors will be determined by considering matters including the characteristics of the portfolio manager's order, the characteristics of the financial instruments that are subject to that order and the characteristics of the counterparties and execution venues to which that order can be directed. For those markets and instruments where commissions are paid, JPMAM(UK) must arrange commissions in such a way as not to discriminate unfairly between execution venues. There is a standard rate of commission for all brokers within each market with special terms negotiated for certain orders such as programme/portfolio transactions and transactions in illiquid stocks.

JPMAM(UK) periodically evaluates general industry practices with respect to commission levels and rates charged by brokerage firms. Additionally, JPMAM(UK) periodically gathers intelligence on the brokerage community in order to maintain a posture on negotiated commissions, which allows JPMAM(UK) to take advantage of the competitive environment in negotiating commission rates that are considered fair and reasonable for its clients.

JPMAM(UK) may maintain certain third party soft dollar relationships with various broker-dealers in the course of its business.

While JPMAM(UK) generally seeks the most favorable price in placing its orders, an account may not necessarily pay the lowest price available. In accordance with applicable law, JPMAM(UK) may select brokers who charge a commission in excess of that charged by other brokers, if JPMAM(UK) determines in good faith that the commission to be charged is reasonable in relation to the brokerage and research services the broker provides to JPMAM(UK). JPMAM(UK) may receive a broad range of brokerage and research services, including information on the economy, industries, groups of securities and individual companies, statistical information, market data, political developments, pricing and portfolio appraisal services, credit analysis, portfolio risk measurement analysis and other information which may affect the economy and/or security prices. Research services are received primarily in the form of written reports, telephone contacts, and personal meetings with sell side security analysts, economists and senior issuer representatives. They may also consist of computer data bases and quotation equipment and services. Brokerage services also may take the form of computer hardware and/or software. Most often, brokers provide JPMAM(UK) with research services and/or products that are generated by third parties.

JPMAM(UK) does not attempt to put a specific dollar value on the proprietary research or brokerage services of any broker or to allocate the relative costs or benefits of such proprietary research believing that the research received assists the Firm in fulfilling its overall fiduciary obligations to its clients. Accordingly, the research received for a particular client's brokerage commissions may be used by all clients whether or not such clients' commission dollars are used to obtain research services.

One part of obtaining best execution is minimizing counterparty risk. The Adviser's Risk Management Department is responsible for:

- (1) setting risk policies and procedures worldwide;
- (2) monitoring implementation of these policies and procedures;
- (3) reviewing and approving all proposed trading counterparties;
- (4) setting credit limits for certain activities with an approved counterparty; and
- (5) monitoring credit exposures to counterparties.

In an effort to monitor and minimize counterparty risk, the Risk Management Department communicates the list of approved counterparties to the trading desks globally and , relies heavily on proprietary research performed by JPMAM(UK)'s global team of credit and research analysts to make its counterparty assessments. Monitoring credit exposures is an ongoing responsibility and JPMAM(UK) adjusts limitations on exposure to counterparties as circumstances change.

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

As noted in Item 12.A. above, JPMAM(UK)'s primary objective in broker-dealer selection is to be consistent with its duty of best execution of orders for its clients. "Best execution" does not mean the lowest commission and involves a number of factors. One of the factors includes the quality and availability of research and other services that a broker can provide.

JPMAM(UK) may participate in certain soft dollar arrangements with various broker-dealers in the course of its business in order to obtain third party research, market data services, and proprietary broker-dealer research. Most often the research obtained with soft dollars is third party research. However, JPMAM(UK) may receive proprietary research where broker-dealers typically incorporate the cost of such research into their commission structure. Many brokers do not assign a hard dollar value to the research they provide, but rather bundle the cost of such research into their commission structure.

When JPMAM(UK) uses client brokerage commissions to obtain research or other services, JPMAM(UK) receives a benefit because it does not have to produce or pay for the research or services. JPMAM(UK) may have an incentive to select a broker-dealer in order to obtain research, products or other services rather than to obtain the lowest price for execution. JPMAM(UK)'s practice is to establish soft dollar arrangements only with those broker-dealers with whom it has established strong trading relationships, with whom it has negotiated favorable terms, and who have demonstrated a commitment to providing best execution.

Under JPMAM(UK)'s soft dollar policy, the services obtained must fall within the safe harbor requirements of Section 28(e) of the Securities Exchange Act of 1934. Section 28(e) requires that research services obtained with client brokerage commissions provide lawful and appropriate assistance in the performance of the investment decision-making process, and the amount of client commissions paid must be reasonable in light of the value of products or services provided by the broker-dealer.

For "mixed use" services (i.e., the service constitutes both eligible research or brokerage service and ineligible service), JPMAM(UK) will make a reasonable allocation between the research and non-research cost of the service according to the users and/or service, so that only the portion that assists in eligible

research and brokerage services may be obtained using portfolio commissions from clients and the portion which provides other assistance is paid for by JPMAM(UK).

While JPMAM(UK) generally seeks the most favorable price in placing its orders, an account may not necessarily pay the lowest price available, but generally orders are executed within a competitive range. JPMAM(UK) may select brokers who charge a higher commission than that charged by other brokers, if JPMAM(UK) determines in good faith that the commission is reasonable in relation to the brokerage and research services the broker provides to the Adviser.

The types of research services that the Adviser receives with client brokerage commissions include:

- research as to the value of securities
- the advisability of investing in, purchasing, or selling securities,
- the availability of securities or purchasers or sellers of securities;
- analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy, and the performance of accounts; and
- market data, stock quotes, last sale prices, and trading volumes.

Research services are received electronically and also in the form of seminars, written reports, telephone contacts, and personal meetings with sell side security analysts, economists and senior issuer representatives.

The brokerage services the Adviser receives include not only the execution of trades but also incidental functions that may include post-trade matching, exchange of messages among broker-dealers, custodians, and institutions and broker-dealers, and routing settlement instructions to custodian banks and broker-dealers' clearing agents.

The research obtained from soft dollars is used to benefit all of the Adviser's clients and is not used only for the client accounts that generated the soft dollar credits. The soft dollar benefits are not allocated to client accounts proportionately to the soft dollar credits the accounts generate. JPMAM(UK) may share research reports, including those that have been provided through the use of soft dollars, with advisory affiliates and related persons, including offshore affiliated advisers.

## **2 Brokerage for Client Referrals**

JPMAM(UK) does not select broker-dealers in order to receive client referrals. The factors used by JPMAM(UK) in selecting broker-dealers in order to execute trades are described in Item 12.A.

## **3 Directed Brokerage**

Under certain conditions, JPMAM(UK) may accept written direction from a client to direct brokerage commissions from that client's account to a specific broker(s) in return for services provided by the broker to the client. Due to JPMAM(UK)'s overall objective in effecting client transactions consistent with its duty to achieve best execution, JPMAM(UK) generally will accept direction only with respect to a limited percentage of certain clients' overall trades on a "best efforts" basis. Consequently, JPMAM(UK) generally will not enter client orders with a directed broker when a pending order with a different broker in

the same security is the broker providing best execution. Under most circumstances, JPMAM(UK) will aggregate the client's order with the open order and place the combined order with the broker providing best execution. Where client orders are directed, clients may experience sequencing delays in order to meet directed brokerage requests, which may impact JPMAM(UK)'s ability to achieve best execution on behalf of such clients. Clients may forgo benefits, such as volume discounts, that JPMAM(UK) may have obtained for its non-directed accounts in a combined order.

## **B Order Aggregation**

For purposes of achieving best execution in various investment sector markets, JPMAM(UK) will coordinate, as applicable, portfolio management and trading activities among clients of JPMAM(UK) and appropriate clients of related persons and of advisory affiliates that utilize JPMAM(UK)'s trading desk. Such activities will be executed through JPMAM(UK)'s appropriate trading desk in accordance with JPMAM(UK)'s current trading policies and procedures, including, but not limited to, trade allocations, securities of "new issues" as such term is defined under Rule 5130 of the Financial Industry Regulatory Authority or other international securities exchange, cross trading, directed brokerage and soft dollar activities. Indications of interest for new issue securities will be aggregated for clients of JPMAM(UK) and appropriate clients of advisory affiliates and related persons, who will receive a fair and equitable allocation of securities in accordance with JPMAM(UK)'s allocation policy.

In general, orders involving the same investment opportunity or managed by the same portfolio manager will be aggregated, consistent with JPMAM(UK)'s obligation to obtain best execution for its clients. If fully executed, participating accounts will be allocated their requested allotment on an average price basis. If partially executed, the order may be allocated on an average price basis among clients in the same proportions as the initial allocation.

As a result of JPMAM(UK)'s trading arrangements, JPMAM(UK)'s clients may receive less shares of a new issue of securities given the participation of clients of advisory affiliates and related persons in such "new issues". Allocations of aggregated trades, particularly trade orders that are only partially completed due to limited availability and allocation of investment opportunity generally, could raise a potential conflict of interest, as JPMAM(UK) may have an incentive to allocate securities that are expected to increase in value to favoured accounts.

JPMAM(UK) has allocation practices in place that are designed to reasonably promote fair and equitable allocations of investment opportunities among its client accounts over time and to promote compliance with applicable regulatory requirements. Such practices are designed to reasonably ensure that accounts are treated in a fair and equitable manner. In general, orders involving the same investment opportunity are aggregated throughout each trading day, consistent with JPMAM(UK)'s obligation to obtain best execution for its clients. Partially completed orders will generally be allocated among participating accounts on a prorated average price basis.

With regard to equity securities, including public offerings that receive substantial interest and are frequently oversubscribed, partially completed orders generally will be allocated among participating accounts on a pro-rata average price basis, subject to certain limited exceptions. One such exception provides that if an allocation results in a de minimis allocation relative to the size of the account or its investment strategy, the allocation may be reallocated to other participating accounts. With respect to certain asset classes (e.g., cash and fixed income) and in certain other circumstances (e.g., participating accounts that have a dedicated, specialized investment strategy, such as small cap, high yield, emerging markets, or other specialized strategies) there may be an exception to pro-rata allocations as these

situations may be given priority in the allocation process with respect to certain securities that are included in their investment mandate. Non-pro-rata allocations for money market instruments and fixed income securities are based upon a disciplined process for allocating securities with similar duration, credit quality, risk/return profiles and liquidity in the good faith judgment of JPMAM(UK) so that fair and equitable allocation will occur over time.

The similarity of guidelines and objectives for many accounts in combination with thin markets, price volatility or lack of liquidity in the market may require that a block order be filled in multiple executions extending over several days. To promote fair and equitable allocation over time each account is allocated shares on a pro-rata basis to their original order. In certain circumstances the partial fills of the order could result in a client receiving an allocation that is too small to justify fixed transaction costs and custody costs associated with being included in the transaction. In these circumstances the traders may exclude small orders until such time as 50% of the total order is complete. At this stage the small orders will be executed. Under this process smaller orders will lag in the early part of the order but will be 100% filled before the completion of the total order. In certain circumstances the trader may override the individual amounts which would be automatically allocated to each account.

Examples of these are where a limit order applies, or to avoid a mismatch with a contingent trade. JPMAM(UK)'s policy regarding securities allocations requires portfolio managers to use reasonable judgment consistent with fiduciary duties to clients in making any non-pro rata allocations that are in the best interest of the affected clients. Trade allocations are reviewed by compliance on a post trade basis to ensure fair treatment and consistent application.

**ITEM 13**  
**Review of Accounts**

**A Frequency and Nature of Review of Client Accounts or Financial Plans**

JPMAM(UK)'s portfolio managers are responsible for the continuous review of the accounts under their supervision. Working with the global strategic asset allocation and the policy guidelines set by product heads reflecting the recommendations of the strategy groups and addressing the client's objectives, the portfolio managers decide which securities to buy and sell and the timing of these transactions.

Each of JPMAM(UK)'s investment groups conducts performance reviews of its portfolio managers' accounts. Such reviews examine compliance with clients' investment objectives and account guidelines and JPMAM(UK)'s current investment processes and practices. An account review is formal in nature and is conducted by a committee which consists of portfolio managers and individuals from other appropriate business areas. Each account is reviewed at least once per calendar year.

As an additional tool to aid portfolio compliance monitoring, JPMAM(UK) maintains a portfolio compliance monitoring system which is used in conjunction with its proprietary investment management systems. This portfolio compliance monitoring system assesses the underlying positions for accounts and provides a daily review of positions data against various rules-based compliance tests applicable to client specific guidelines and restrictions, and product and regulatory requirements.

**B Factors Prompting Review of Client Accounts Other than a Periodic Review**

JPMAM(UK) may trigger a non-periodic review of Client Account as a result of client inquiry/complaints, dealing error or issues identified by Compliance or Investment Directors.

**C Content and Frequency of Account Reports to Clients**

All clients receive, at least quarterly, a statement of the assets held in their account(s) that contains a complete description of each asset together with cost and current market values. Many clients receive these statements monthly. Also, all clients receive a monthly statement of transactions, detailing all activity within their accounts. Upon request, performance reports are sent quarterly to clients on their account(s). JPMAM(UK) generally meets with each client on an annual basis to review investment strategy, performance and administrative matters.



**ITEM 14**  
**Client Referrals and Other Compensation**

**A Economic Benefits for Providing Services to Clients**

JPMAM(UK) does not received economic benefits from others for providing investment advice or other advisory services to JPMAM(UK)'s clients.

**B Compensation to Non-Supervised Persons for Client Referrals**

JPMAM(UK) has compensated, and may continue to compensate, affiliated and non-affiliated persons for client referrals in accordance with Rule 206(4)-3 under the Advisers Act. The compensation paid generally consists of a cash payment computed as a percentage of JPMAM(UK)'s advisory fee, although other methods of computation may be used.

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**ITEM 15**  
**Custody**

For certain accounts, the Adviser is deemed to have custody of the client's assets because it, or a related person, holds client funds or securities either directly or indirectly. Clients will receive account statements at least quarterly directly from their broker-dealer, bank or other qualified custodian. Upon receipt, clients should carefully review the statements. Clients will also receive Statements of Assets from the Adviser on a monthly basis. Clients are urged to compare these statements with those received from their qualified custodian. If there is a significant difference in the information provided, clients should contact their Client Service Manager immediately.

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**ITEM 16**  
**Investment Discretion**

As described in Item 4.B, JPMAM(UK) provides discretionary investment management services. When JPMAM(UK) accepts discretionary authority to manage the securities and other assets of client accounts, JPMAM(UK)'s authority is set forth in an investment advisory, investment management or other written agreement with the client. JPMAM(UK)'s discretionary authority is subject to the provisions of the agreement with the client, including the objectives and investment guidelines the client establishes for the account.



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**ITEM 17**  
**Voting Client Securities**

**A Policies and Procedures Relating to Voting Client Securities**

JPMAM(UK) may be granted by their clients the authority to vote the proxies of the securities held in client portfolios. To ensure that the proxies are voted in the best interests of its clients, JPMAM(UK) has adopted detailed proxy voting procedures ("Procedures") pursuant to Rule 206(4)-6 under the Advisers Act that incorporate detailed proxy guidelines ("Guidelines") for voting proxies on specific types of issues.

Pursuant to the Procedures, most routine proxy matters will be voted in accordance with the Guidelines, which have been developed with the objective of encouraging corporate action that enhances shareholder value. For proxy matters that are not covered by the Guidelines (including matters that require a case-by-case determination) or where a vote contrary to the Guidelines is considered appropriate, the Procedures require a certification and review process to be completed before the vote is cast. That process is designed to identify actual or potential material conflicts of interest and ensure that the proxy vote is cast in the best interests of clients.

JPMAM(UK) has a proprietary Corporate Governance team who, with assistance from an independent proxy voting service, ensure that all proxy materials are processed in a timely fashion; vote all proposals that are clearly covered in the JPMorgan Asset Management Proxy Voting Procedures and Guidelines; provide JPMAM with a comprehensive analysis of each proxy proposal; and provide JPMAM with recommendations on how to vote each proxy proposal based on JPMorgan Asset Management Proxy Voting Procedures and Guidelines. It should be noted that JPMAM(UK) scrutinizes every proxy on a case-by-case basis; standing instructions to vote are never issued and the investment analyst or portfolio manager always has the discretion to override the policy should individual circumstances dictate.

To oversee and monitor the proxy-voting process, JPMAM(UK) has established a proxy committee and appointed a proxy administrator in each global location where proxies are voted. The Proxy Committee is composed of a representative of the Proxy Administrator, senior business officers of JPMAM(UK), and representatives of the Legal, Compliance and Risk Management Departments. Each proxy committee will meet periodically to review general proxy-voting matters, review and approve the Guidelines annually, and provide advice and recommendations on general proxy-voting matters as well as on specific voting issues implemented by JPMAM(UK).

In order to maintain the integrity and independence of JPMAM(UK)'s investment processes and decisions, including proxy voting decisions, and to protect JPMAM(UK)'s decisions from influences that could lead to a vote other than in the clients' best interests, JPMC (including JPMAM(UK)) adopted a Safeguard Policy, and established formal informational barriers designed to restrict the flow of information from JPMC's securities, lending, investment banking and other divisions to JPMAM(UK)'s investment professionals. Material conflicts of interest are further avoided by voting in accordance with JPMAM(UK)'s predetermined Guidelines. Examples of material conflicts of interest that could arise include, without limitation, circumstances in which: (i) management of a client or prospective client, distributor or prospective distributor of its investment management products, or critical vendor, is soliciting proxies and failure to vote in favor of management may harm JPMAM(UK)'s relationship with such company and materially impact JPMAM(UK)'s business; or (ii) a personal relationship between an officer

of JPMAM(UK) and management of a company or other proponent of a proxy proposal could impact JPMAM(UK)'s voting decisions.

Depending on the nature of the conflict of interest, JPMAM(UK), in the course of addressing the conflict, may elect to take one or more of the following measures, or other appropriate action:

- Removing certain personnel from the proxy voting process;
- “walling off” personnel with knowledge of the conflict to ensure that such personnel do not influence the relevant proxy vote;
- Voting in accordance with the applicable Guidelines, if any, if the application of the Guidelines would objectively result in the casting of a proxy vote in a predetermined manner; or
- Deferring the vote to the Independent Voting Service, if any, which will vote in accordance with its own recommendation.

The resolution of all potential and actual material conflict issues will be documented in order to demonstrate that JPMAM(UK) acted in the best interests of its clients.

A copy of JPMAM(UK)'s proxy voting procedures and guidelines are available upon request by contacting your client service representative.

#### **B No Authority to Vote Client Securities and Client Receipt of Proxies**

Some clients do not grant proxy voting authority to JPMAM(UK), in which case the right to vote client securities is retained by the client or other designated person. In such situations the client will generally receive proxies or other solicitations from the client's custodian or transfer agent.

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### **ITEM 18 Financial Information**

#### **A Balance Sheet**

Pursuant to SEC instructions, JPMAM(UK) is not required to include its balance sheet as part of this brochure.

#### **B Financial Conditions Likely to Impair Ability to Meet Contractual Commitments to Clients**

Not applicable – JPMAM(UK) is not subject to any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

#### **C Bankruptcy Filings**

Not applicable - The Adviser has not been the subject of a bankruptcy petition at any time during the past ten years.

# **APPENDIX A** **Account Fees**

<b><u>Currency Overlay</u></b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First	\$50,000,000	0.30%
Next	\$150,000,000	0.20%
Next	\$balance	0.10%

<b><u>Global Govt Core Fixed Income</u></b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First		
Next	\$75,000,000	0.25%
Next	\$75,000,000	0.20%
	\$balance	0.15%

<b><u>Global Aggregate Fixed Income</u></b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First		
Next	\$75,000,000	0.30%
Next	\$75,000,000	0.25%
	\$balance	0.20%

<b><u>European Equities (Low Risk)</u></b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First		
Next	\$50,000,000	0.50%
Next	\$50,000,000	45%
	\$balance	0.40%

<b><u>European Equities (Core)</u></b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First	\$50,000,000	0.70%
Next	\$50,000,000	0.65%
Next	\$balance	0.60%

<b><u>Global Emerging Market Diversified</u></b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First	\$100,000,000	0.75%
Next	\$balance	0.70%

<b><u>Global Emerging Markets Equity Focus</u></b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First		
Next	\$50,000,000	0.90%
	\$balance	0.85%

<b><u>Global Equity</u></b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First	\$50,000,000	0.60%
Next	\$50,000,000	0.50%

Next	\$balance	0.40%
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<b>EAFE Plus</b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First	\$50,000,000	0.75%
Next	\$50,000,000	0.65%
Next	\$balance	0.60%

<b>EAFE Equity Opportunity</b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First	\$50,000,000	0.75%
Next	\$50,000,000	0.65%
Next	\$balance	0.60%

<b>EAFE REI 100 Equity</b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First	\$50,000,000	0.23%
Next	\$balance	0.20%

<b>EAFE REI 200 Equity</b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First	\$50,000,000	0.30%
Next	\$balance	0.28%

<b>GMAG - Global Balanced</b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First	\$100,000,000 and over	0.75%

<b>GMAG - Convertible</b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First	\$100,000,000 and over	0.75%

<b>GMAG – Income (Multi Asset)</b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First	\$100,000,000 and over	0.60%

<b>GMAG – Total Return (Multi Asset)</b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First	\$100,000,000 and over	0.6% + 10% outperformance

<b>Single Country Fixed Income (UK/Euro)</b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First	\$75,000,000	0.25%
Next	\$75,000,000	0.20%
Next	\$balance	0.15%

<b>Liquidity</b>	<b>Assets Under Management</b>	<b>Fee as a % of Assets</b>
First	\$50,000,000	0.15%
Next	\$50,000,000	0.13%
Next	\$100,000,000	0.10%
Next	\$100,000,000	0.08%
Next	\$200,000,000	0.06%
Next	\$500,000,000	0.04%
Next	\$balance	0.03%