



SANDS CAPITAL

Sands Capital Management, LLC  
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March 31, 2015

**Item 1 – Cover Page**

This brochure provides information about the qualifications and business practices of Sands Capital Management, LLC (“Sands Capital”). If you have any questions about the contents of this brochure, please contact us at (703) 562-4000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Sands Capital is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about Sands Capital is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for Sands Capital is 137610.

## **Item 2 – Material Changes**

The ADV Part 2A dated March 31, 2015 serves as an annual update to the brochure dated October 15, 2014. This update contains material changes to Sands Capitals soft dollar practices necessitated by the firm's participation in commission sharing arrangements. Please see Item 12 for additional detail.

The ADV Part 2A dated October 15, 2014 serves as an interim update to the annual brochure dated March 28, 2014 to reflect the changes made to Sands Capital's custody practices (please see Item 15) necessitated by the addition of SCM Private Funds.

This Item discusses material changes that are made to our brochure and provides a summary of those changes. We will also reference the date of the last annual update of our brochure.

Within 120 days of the close of our fiscal year we will send you a summary of any material changes and we will provide you with a new Brochure as necessary based on changes or new information, at any time without charge.

Our Brochure may be requested by contacting your client service representative or the compliance team at 703-562-4000.

### Item 3 – Table of Contents

|  |     |
|--|-----|
| Item 1 – Cover Page.....   | i   |
| Item 2 – Material Changes.....   | ii  |
| Item 3 – Table of Contents.....  | iii |
| Item 4 – Advisory Business .....   | 1   |
| Item 5 – Fees and Compensation .....   | 5   |
| Item 6 – Performance-Based Fees and Side-By-Side Management .....                                    | 8   |
| Item 7 – Types of Clients.....   | 9   |
| Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....                            | 10  |
| Item 9 – Disciplinary Information .....  | 13  |
| Item 10 – Other Financial Industry Activities and Affiliations .....                                 | 13  |
| Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading..... | 14  |
| Item 12 – Brokerage Practices .....  | 15  |
| Item 13 – Review of Accounts.....  | 24  |
| Item 14 – Client Referrals and Other Compensation .....  | 25  |
| Item 15 – Custody .....  | 25  |
| Item 16 – Investment Discretion .....  | 25  |
| Item 17 – Voting Client Securities.....  | 26  |
| Item 18 – Financial Information .....  | 28  |

## **Item 4 – Advisory Business**

Sands Capital is an independent, employee-owned investment management firm registered with the SEC as an investment adviser under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). We are headquartered in Arlington, Virginia, and employ 110 people, 38 of whom are members of the research team responsible for managing approximately \$47,662,164,442 (as of December 31, 2014) in client assets.

Since 1992, Sands Capital has provided investment management services, primarily on a discretionary basis, to taxable and tax-exempt clients, including pension plans, endowments, foundations, mutual funds, charities, state and municipal government entities, Taft-Hartley plans, families, and individuals, among other types.

Sands Capital Management, LP (“Sands LP”) owns a majority interest in Sands Capital. Sands Family Trust, LLC, the general partner of Sands LP, holds a nominal interest in Sands Capital and serves as Sands Capital’s manager. Please refer to Item 10 for information regarding the ownership structure of Sands LP.

### **Investment Philosophy and Strategies**

We embrace the fundamental investment philosophy that over time stock prices reflect earnings growth, and investing in companies with significant earnings growth potential with a long-term investment horizon is a key factor in delivering on that investment philosophy. The strategies we offer are typified by business-focused research, concentration, and a long-term investment horizon.

We invest for our clients in what we believe are high-quality companies that meet our six investment criteria:

- Demonstrate sustainable above-average earnings growth
- Possess a leadership position in a promising business space
- Have significant competitive advantages or a unique business franchise
- Possess a clear mission and a value-added focus
- Exhibit financial strength
- Possess a rational valuation relative to the market and business prospects

We focus on creating concentrated portfolios of growth companies because we believe that growth companies are the essential building blocks of opportunity and wealth creation. We believe that holding a larger number of companies would be allocating client assets to weaker businesses which, over time, would dilute results.

Our long-term investment orientation will normally result in relatively low turnover and therefore lower transaction costs over time. Typically, we invest in portfolio companies with the expectation of owning them for multiple years and not simply because the stock price appears compelling.

We attempt to mitigate risks by identifying what we believe are high-quality, dominant companies. Our investment team is grouped into sector-focused research teams. These teams conduct proprietary, bottom-up, fundamental research on companies of all market capitalizations located across the world. This research includes potential reasons for selling the investment. We may typically sell when any of the following occurs:

- The company loses its leadership position
- The company's business fundamentals begin to deteriorate as demonstrated by slowing unit volume, revenue, earnings growth, or other factors
- The company's valuation becomes excessive

We apply these criteria to each of our investment strategies:

- *Select Growth* – a large- and mid-capitalization growth strategy
- *Global Growth* – a large- and mid-capitalization global growth strategy
- *Emerging Markets Growth*- an all-capitalization emerging markets growth strategy
- *Technology Innovators* – an all-capitalization, global technology strategy
- *Focus 5* – an all-capitalization growth strategy, typically comprised of 5 to 7 issuers
- *Focus 15* – an all-capitalization growth strategy, typically comprised of 10 to 15 issuers

For certain institutional investors, we may also employ a client-specific growth strategy. Our investment strategies have investments in common with each other.

### Select Growth

Our Select Growth strategy is a concentrated portfolio that typically includes 25 to 30 issuers. Portfolio investments are typically U.S. domiciled large-capitalization, dominant leaders in their

respective business spaces and usually operate on a global basis. The portfolio may invest in mid-capitalization companies. While primarily constructed of U.S. companies, the portfolio may contain foreign securities that trade on a U.S. exchange.

### Global Growth

Our Global Growth strategy is a concentrated portfolio that typically includes 30 to 50 issuers that are domiciled around the world. Portfolio investments are typically the large, dominant leaders in their respective business spaces. The portfolio may invest in mid-capitalization companies. The portfolio may invest a significant percentage of its assets in U.S. companies, ADRs, and foreign securities traded on foreign exchanges, and may include the use of market access products to gain exposure to certain foreign markets where direct investment is not always practical or cost efficient.

### Emerging Markets Growth

Our Emerging Markets Growth strategy is a concentrated portfolio that typically includes 30 to 50 issuers that are domiciled, listed, or that derive over half their revenues or profits from countries classified as MSCI Emerging and Frontier Market countries. Portfolio investments can be small- mid-, or large-capitalization companies that are dominant leaders in their respective business spaces. The portfolio may also invest in developed market businesses that derive a substantial portion of their revenues from emerging markets. The portfolio may invest in ADRs, foreign securities traded on foreign exchanges, and may include the use of market access products to gain exposure to certain foreign markets where direct investment is not always practical or cost efficient.

### Technology Innovators

Our Technology Innovators strategy is a concentrated portfolio of leading growth businesses across the technology sector, typically including 20 to 35 issuers. Additionally, it is an all-capitalization portfolio that may invest a significant percentage of its assets in foreign securities, whether traded on a U.S. or foreign exchange.

### Focus 5 and Focus 15

Our Focus 5 portfolio is a concentrated, all-capitalization portfolio, typically including 5 to 7 issuers. Portfolio companies are selected from our other equity strategies. The portfolio may invest a significant percentage of its assets in U.S. companies, ADRs, and foreign securities traded on foreign exchanges.

Our Focus 15 portfolio is a concentrated, all-capitalization portfolio, typically including 10 to 15 issuers. Portfolio companies are selected from our other equity strategies. The portfolio may

invest a significant percentage of its assets in U.S. companies, ADRs, and foreign securities traded on foreign exchanges.

Sands Capital constructs a model portfolio for each specific investment strategy. Client accounts are invested in the same names at approximately the same weights as the model portfolio, unless client guidelines prohibit or restrict an investment. Client guidelines should be provided to Sands Capital in writing in advance for consideration. Typically the differences among client accounts with the same investment strategy would be from individual client limitations and/or significant cash flows in and out of a client account or the taxable nature of a client account. From time to time, a strategy may hold slightly fewer or slightly more issuers, such as when simultaneously entering a position and exiting another position, corporate actions have occurred or depending on our assessment of available investment opportunities.

Our investment strategies are available through different distribution channels. We provide investment management services directly to institutions and financial advisers on a separate account basis, to other investment advisers, through sub-advised mutual funds, and through our mutual fund and commingled funds. Our clients are primarily institutional investors, intermediaries and other sophisticated investors with long-term investment objectives. Please see Item 7 for additional information on Sands Capital's types of clients.

### **Non-Discretionary Advisory Services**

We may provide non-discretionary advisory services to clients. In these arrangements, we provide a model portfolio but do not exercise investment discretion or trade the account. Non-discretionary advisory accounts are notified of changes to our model portfolios after discretionary client accounts have traded. As a result, we may be liquidating a security position for our discretionary clients at the same time a non-discretionary client, under the guidance of a portfolio model, is accumulating the same portfolio position. Please refer to "Trading Procedures – Model Changes/Rebalancing" under Item 12 for additional information.

### **Investment Performance**

Sands Capital claims compliance with the Global Investment Performance Standards (GIPS®) and has prepared and presented its performance in compliance with the GIPS® standards. These standards require, in part, that all fee-paying, discretionary managed accounts be included in one or more composites, and that each composite consist of accounts with similar objectives, strategies, and risk tolerances. The standards also set forth methods of calculating and presenting investment performance in a fair and consistent manner. The CFA Institute is not involved with the preparation or review of our performance information.

To receive a complete list and description of our composites and/or performance information, contact the Compliance Team at (703) 562-4000, write to 1101 Wilson Blvd., Suite 2300,

Arlington, VA 22209, visit our website at [www.sandscapital.com](http://www.sandscapital.com) or email us at [compliance@sandscap.com](mailto:compliance@sandscap.com).

### **Conditions for Managing Accounts; Termination of Services**

The minimum account size for institutional separate accounts managed according to the Emerging Markets Growth strategy is \$100 million. For all other strategies, the minimum account size for institutional separate accounts is \$50 million. Minimum account sizes for financial intermediary programs vary by program. Special considerations may justify our acceptance of smaller accounts or rejection of larger accounts.

From time to time, we may permit a client to contribute or retain certain securities in its account. We do not provide investment advisory services for these securities. These unsupervised securities are not included in the calculation of our advisory fee. We have the right to reject management of any security that was not purchased with our advice.

Clients can terminate our investment management services by providing written notice to us whereupon any unearned, prepaid fees will be returned. If a client terminates within five business days after signing a contract, we will fully refund all fees paid, if any.

### **Item 5 – Fees and Compensation**

Sands Capital negotiates an advisory fee for its services. Our fee for separate account investment management services is a percentage of the account's assets under management, billed quarterly in advance. Our maximum advisory fee schedules are as follows:

#### **Select Growth**

| <b><u>Assets Under Management</u></b> | <b><u>Annual Percentage</u></b> |
|---------------------------------------|---------------------------------|
| First \$50 million                    | 0.75%                           |
| All over \$50 million                 | 0.50%                           |

#### **Select Growth (Wealth Management)**

| <b><u>Assets Under Management</u></b> | <b><u>Annual Percentage</u></b> |
|---------------------------------------|---------------------------------|
| First \$10 million                    | 1.00%                           |
| Next \$40 million                     | 0.75%                           |



|                       |       |
|-----------------------|-------|
| All over \$50 million | 0.50% |
|-----------------------|-------|

### **Global Growth**

| <b><u>Assets Under Management</u></b> | <b><u>Annual Percentage</u></b> |
|---------------------------------------|---------------------------------|
| First \$50 million                    | 0.85%                           |
| Next \$200 million                    | 0.65%                           |
| Next \$250 million                    | 0.60%                           |
| All over \$500 million                | 0.55%                           |

### **Emerging Markets Growth**

| <b><u>Assets Under Management</u></b> | <b><u>Annual Percentage</u></b> |
|---------------------------------------|---------------------------------|
| First \$50 million                    | 1.20%                           |
| Next \$50 million                     | 1.00%                           |
| All over \$100 million                | 0.80%                           |

### **Technology Innovators**

| <b><u>Assets Under Management</u></b> | <b><u>Annual Percentage</u></b>  |
|---------------------------------------|--|
| All                                   | 0.50% base fee plus 20% of the annualized excess return versus a benchmark |

### **Focus 5 and Focus 15**

| <b><u>Assets Under Management</u></b> | <b><u>Annual Percentage</u></b>  |
|---------------------------------------|--|
| All                                   | 0.50% base fee plus 20% of the annualized excess return versus a benchmark |

Unless otherwise negotiated, we charge advisory fees based upon the valuation of the account assets as of the last business day of each calendar quarter, generally without taking into consideration deposits or withdrawals during the quarter, as valued by our internal portfolio accounting system. The valuation on which fees are based may differ from the value reported by a client's custodian.

Fees will vary from our standard fee schedule due to a particular client's circumstances or as otherwise negotiated with the client or its intermediaries, or in connection with a financial intermediary. Our fee may vary depending on factors such as the type of client, the level of client assets under management, the existence of an intermediary relationship, and the amount of servicing required for the client's account, among other things.

Similar client accounts may have different fee schedules based on the historical nature of the accounts, or through negotiation with the client. From time to time, and under agreed-upon specific situations, we may reduce a client's advisory fee on a case-by-case basis. Such arrangements may include performance-based fees.

Sands Capital works with various financial intermediaries. The fees assessed against the underlying clients will be based on the fee schedule applicable to the relevant intermediary.

If authorized, we will deduct our advisory fee directly from a client's account but only if such account is held with a "qualified custodian" as defined under the Advisers Act. A statement will be sent to the client or their financial intermediary detailing the portfolio value on which the fee is based, the agreed-upon percentage(s), the calculation of the fee, and the amount due. The accuracy of this information may or may not be verified by the client's custodian. If direct debiting is not selected, an invoice will be sent directly to the client, due within 30 days.

Our fee for non-discretionary advisory services is negotiated on a case-by-case basis. Fees in these cases will be lower than our fee for providing full discretionary investment management services.

#### Other Fees and Expenses

Our clients are responsible for negotiating cash management directly with their custodians. Cash is usually swept into money market mutual funds or other cash management vehicles. All fees paid to us for investment advisory services are separate and are in addition to the fees and expenses charged by money market funds or other cash management vehicles to their shareholders.

Depending on their specific arrangements, clients may pay other fees and expenses such as custody fees, administration and sub-administration expenses, and financial adviser/consulting fees. Additionally, brokerage commissions, transaction fees, and other similar charges that are

incurred in connection with transactions placed in a client's account will be paid out of the account assets and are in addition to the management fee paid to Sands Capital.

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

### Performance-Based Fees

Sands Capital may negotiate a performance based fee and therefore will be paid a fee based upon the performance of a client's account versus a benchmark. Sands Capital has a limited number of these arrangements in place. Any performance-based fee arrangements will be consistent with the requirements of applicable law, including the Advisers Act and, if applicable, the Employee Retirement Income Security Act of 1974 ("ERISA").

### Side-By-Side Management

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

We may receive more compensation with respect to certain similar accounts or may receive compensation based in part on the performance of certain similar accounts. We may have a conflict of interest with respect to a proprietary investment that is in client accounts while the same investment is held in portfolio managers' personal accounts or in our employee benefit plan. A conflict of interest may arise with the allocation of securities transactions and limited investment opportunities. Allocation of aggregated trades, particularly trade orders that were only partially completed due to limited availability and allocation of investment opportunities generally, could raise a conflict of interest, as we may have an incentive to allocate securities that are expected to increase in value to favored accounts. A 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 another account.

We have established policies and procedures designed to manage the potential conflicts described above. Our Compliance Team monitors a variety of areas, including compliance with account guidelines, review of allocations, compliance with our Code of Ethics, and any material discrepancies in the performance of similar accounts. As described under Item 12, we have policies and procedures designed to achieve fair and equitable allocation of investment opportunities among our clients over time.

Significant differences may develop between the holdings and performance of accounts in the same investment strategy due to a variety of factors, including differences in account size,

account restrictions or limitations, cash flows, tax status, the timing and terms of execution of trades, and individual client needs.

## **Item 7 – Types of Clients**

We provide investment management services to both domestic and foreign, taxable and tax-exempt institutional and high net worth investors. Our clients include pension plans, endowments, foundations, corporations, mutual funds, charities, state and municipal government entities, Taft-Hartley plans, families, and individuals, among other types.

The majority of these arrangements are discretionary; Sands Capital is free to select the investments and trade on the client's behalf without prior consultation with the client. Additionally, we participate in a limited number of arrangements where we provide a model portfolio to clients but do not exercise investment discretion. Please refer to Item 12 Model Accounts for information.

Relationships with individual high net worth investors, family offices and financial intermediaries, who represent these investors, are managed in a separate relationship group called the Wealth Management Group. Please refer to “Conditions for Managing Accounts” under Item 4 for information on our minimum account size.

### **Mutual Funds and Other Pooled Investment Vehicles**

We serve as investment adviser to:

- Sands Capital Global Growth Fund, a separate investment series of The Advisors' Inner Circle Fund, a U.S. registered, open-end investment company (mutual fund).
- Sands Capital Funds, PLC, an investment company authorized in Ireland by the Irish Financial Services Regulatory Authority under the Undertakings for Collective Investment in Transferable Securities (“UCITS”); which is the umbrella company for its sub-funds Sands Capital Global Growth Fund, Sands Capital US Select Growth Fund and Sands Capital Emerging Markets Growth Fund
- Sands Capital Emerging Market Growth Master Fund a master-feeder structured private investment fund “SCM Private Funds”. Please refer to Section 7 of Sands Capital's ADV Part 1 for additional detail.

We also serve as an investment sub-adviser to the following mutual fund series:

- GuideStone Growth Equity Fund
- MassMutual Select Growth Opportunities Fund

- Touchstone Sands Capital Select Growth Fund
- Touchstone Sands Capital Institutional Growth Fund
- Touchstone Sands Capital Emerging Markets Growth Fund
- Mercer U.S. Large Cap Growth Equity Fund
- Litman Gregory Masters Equity Fund
- Old Westbury Large Cap Strategies Fund

We also serve as investment sub-adviser to funds organized under the laws of foreign jurisdictions and offered outside of the United States.

Sands Capital provides investment management services to private funds or other pooled investment vehicles.

#### **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

Fundamental, bottom-up, company-focused research is the core of our investment process. All research analyses and conclusions are internally generated using a variety of internal and external information sources. In addition to third-party research, news articles, attendance at investment conferences, expert research networks, annual reports, prospectuses, SEC filings, and company press releases, our investment professionals conduct on-site visits with senior management and investor relations departments of companies in which we invest or regard as potential investments.

The decision-making process for our portfolios is team-based and the ultimate decision making authority resides with each strategy's Portfolio Management Team. New ideas are researched and debated by the broader investment team, and the portfolio construction decision is then undertaken by the strategy's respective Portfolio Management Team. Each Portfolio Management Team determines the execution decisions of initial weighting, timing, and funding source and adjusts the model portfolio. The portfolio construction decisions are also driven by the Portfolio Management Team, and are reached by consensus.

Portfolio construction and monitoring is an on-going process at Sands Capital, employing both qualitative and quantitative processes. Using a bottom-up research process and the six investment criteria, new ideas tend to be generated by the sector research teams from an initial universe that includes companies that are generating or are expected to generate above average earnings growth. After considerable research, creation of a formal investment case and vetting among the sector team and the sector heads group, the analyst and sector team will recommend new businesses to the strategy's Portfolio Management Team. The Portfolio Management Team

will cross-examine the investment case, ask questions about key drivers, assumptions, and risks, and often request follow up. The Portfolio Management Team makes the final decision about owning a business and its weight in the portfolio. Each strategy's country, sector, industry and cash allocations are generally a residual of our bottom-up stock selection process. See additional information under Item 4 Advisory Business.

Investing in securities involves risk of loss that clients should be prepared to bear. There may be loss or depreciation of the value of any investment due to the fluctuation of market values. The selection and execution of any investment strategy is inherently subject to a variety of risks beyond our control, including without limitation, risks associated with general economic conditions, the adequacy and timeliness of disclosures by issuers of securities, and market risks.

Sands Capital's strategies primarily focus on the purchase of equity securities. Most or all of these equity securities are common stocks. Common stocks represent a share of ownership in a company. In the event of liquidation, common stockholders have rights to a company's assets only after bondholders, other debt holders, and preferred stockholders have been satisfied.

The purchase of equity securities is subject to the risk that stock prices may fall for extended periods of time. Historically, the equity markets have moved in cycles, and the value of equity securities may fluctuate drastically over various time periods. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of securities issued by a company may suffer a decline in response. These factors contribute to price volatility.

We pursue a "growth style" of investing, meaning that we invest in equity securities of companies that we believe will increase their earnings at a rate that is generally higher than the rate expected for non-growth companies. If a growth company does not meet this expectation, the price of its stock may decline significantly, even if it has increased earnings. Many growth companies do not pay dividends. Large-capitalization companies may lag the performance of smaller capitalization companies because large-capitalization companies may experience slower rates of growth and may not respond as quickly to market changes and opportunities. Smaller and mid-capitalization companies may be more vulnerable to adverse business or economic events than larger, more established companies. In particular, small- and mid-sized companies may pose additional risks, including liquidity risk, because they tend to have limited product lines, markets and financial resources, and may depend upon a relatively small management group. Therefore, small-and mid-cap stocks may be more volatile than those of larger companies.

Sands Capital's investment strategies are concentrated and are therefore less diversified and may experience wider fluctuations in value than if they were subject to broader diversification requirements. Clients in our strategies may experience liquidity risk due to the concentrated nature of the holdings as Sands Capital may purchase relatively large ownership positions on

behalf of our clients. For example, when Sands Capital eliminates a large account's interest or exits a position held in multiple accounts, the transacted shares may have an impact on the price or liquidity of the shares being sold, because there may be fewer or no willing buyers of those securities and they may have to be sold at a lower price or may not sell at all.

Investing in foreign companies, including direct investments and through depositary receipts or market access products, poses additional risks because political and economic events unique to a country or region will affect those markets and their issuers. These risks will not necessarily affect the U.S. economy or similar issuers located in the United States. In addition, investments in foreign companies are generally denominated in a foreign currency, the value of which may be influenced by currency exchange rates and exchange control regulations. Changes in the value of a currency compared to the U.S. dollar may affect (positively or negatively) the value of investments. These currency movements may occur separately from, and in response to, events that do not otherwise affect the value of the security in the issuer's home country. While depositary receipts provide an alternative to directly purchasing the underlying foreign securities in their respective national markets and currencies, investments in depositary receipts continue to be subject to many of the risks associated with investing directly in foreign securities.

We may invest in companies located or doing business in emerging market countries. An "emerging market" country is any country determined to have an emerging market economy, considering factors such as the country's credit rating, its political and economic stability, and the development of its financial and capital markets. Typically, emerging markets are countries that are in the process of industrialization, with lower gross national products than more developed countries. Investments in emerging markets securities are considered speculative and subject to heightened risks in addition to the general risks of investing in non-U.S. securities. Unlike more established markets, emerging markets may have governments that are less stable, markets that are less liquid, and economies that are less developed. In addition, emerging markets securities may have smaller market capitalizations, may suffer periods of relative illiquidity, significant price volatility, and may be subject to restrictions on foreign investment or repatriation of investment income and capital.

Successful use of market access products depends upon the degree to which prices of the underlying assets correlate with price movements in the market access products we buy or sell. The investment could be negatively affected if the change in market value of its underlying assets fails to correlate perfectly with the values of the market access products we purchased or sold. The lack of a liquid secondary market for these products may prevent us from closing a position and could adversely impact our ability to realize profits or limit losses. Additionally, market access products, are subject to counterparty risk, meaning that the party which issues the product may experience a significant credit event and may be unwilling or unable to make timely settlement payments or otherwise honor its obligations.



## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary event that would be material to an evaluation of their advisory business or the integrity of their management. We have no such events and therefore no information to disclose pursuant to this Item.

## **Item 10 – Other Financial Industry Activities and Affiliations**

Sands LP is the majority owner of Sands Capital. Sands Family Trust, LLC, the general partner of Sands LP, owns a nominal interest in Sands Capital and serves as Sands Capital's manager. Officers and employees of Sands Capital own interests in Sands LP.

Sands LP is controlled by two limited liability companies, each of which own less than fifty percent of Sands LP. Frank M. Sands, Sr. and Marjorie R. Sands ultimately control one of these limited liability companies; Frank M. Sands, Jr. ultimately controls the other.

Sands LP is the sole member of Sands Capital Ventures, LLC ("Sands Ventures"), an SEC registered investment adviser formed in 2010, which provides investment advisory services to clients regarding venture capital, private equity, and related investments. Affiliates of Sands Capital serve as general partners of private funds advised by Sands Ventures, and Sands Family Trust, LLC is the manager of Sands Ventures. Sands Capital has entered into a services agreement with Sands Ventures pursuant to which it is providing the personnel and resources to conduct Sands Ventures' business. Certain clients of Sands Capital may become clients of Sands Ventures. Sands Ventures and Sands Capital may refer clients to each other from time to time. Client participation, if any, in investment opportunities identified by Sands Ventures is generally made through investment in special purpose entities (transaction vehicles), which purchase and hold the securities of the underlying portfolio companies. Officers, employees, and affiliates of Sands Capital may invest in these opportunities alongside clients of Sands Ventures or on a side-by-side basis through separate investment vehicles, and may invest in opportunities that are not presented to clients. In the event the securities issued by a portfolio company in which Sands Ventures' clients, officers, employees or affiliates have indirectly invested become listed on a national securities exchange, we may invest in such securities for our client accounts.

Sands Capital Emerging Markets Growth Fund-GP, LLC, a Delaware limited liability company, serves as general partner of Sands Capital Emerging Markets Growth Feeder Fund (DE), L.P., a Delaware limited partnership. Sands Capital Emerging Markets Growth Fund-GP Limited, a Cayman Islands exempted limited company, serves as general partner of Sands Capital Emerging Markets Growth Master Fund, L.P., a Cayman Islands exempted limited partnership (see Item 7 for additional information). Sands Capital has entered into agreements with the affiliated SCM Private Funds pursuant to which it provides various investment management and/or other



services. Sands Capital receives a management fee for its investment management services performed for the SCM Private Funds.

Please refer to Item 7 for information regarding our mutual fund advisory and sub-advisory relationships.

### **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

We have adopted a Code of Ethics in compliance with the Advisers Act and the Investment Company Act of 1940. The Code of Ethics is based on the principle that Sands Capital and its personnel owe a fiduciary duty to our clients. As fiduciaries, our personnel must act at all times in the best interests of clients and avoid actual or potential conflicts of interest or any abuse of their position of trust and responsibility.

Our personnel may buy or sell securities for their own accounts that we purchase or sell for our clients; including the purchase private companies that they may recommend to clients at or after IPO. These transactions must be in accordance with our Code of Ethics (which includes our personal trading policy) and our Insider Trading Policy. The Code of Ethics permits trading in securities, including securities held by clients, subject to the restrictions imposed by the Code of Ethics. Our personnel generally may not, for example, purchase or sell securities that are part of an investment action for a designated time period (a “blackout period”) before and after the security has been purchased or sold for clients. However, personnel may trade in the same securities as clients at times when only client cash flow transactions are being executed. Sands Capital personnel may get better, or worse, prices than a client due to general market movement or the time of day of the execution of the transaction. In addition, certain personal securities transactions must receive written approval from the Chief Compliance Officer or her designee before the transaction can be initiated. The Code of Ethics requires periodic reporting of personal securities transactions and holdings. Each calendar quarter, our personnel are required to provide all transactions in covered securities to the Compliance Team. On an annual basis Sands Capital personnel are required to certify that they have read, understand and complied with the Code of Ethics and Insider Trading Policy. Please refer to “Trading Procedures – Cash Transactions” and “Seeded Funds” under Item 12 for additional information.

Clients may request a copy of our Code of Ethics by contacting the Compliance Team at (703) 562-4000, writing to 1101 Wilson Blvd., Suite 2300, Arlington, VA 22209, or emailing [complianceteam@sandscap.com](mailto:complianceteam@sandscap.com).

#### **Inside Information**

Officers and employees of Sands Capital may, at times, come into possession of material nonpublic information. In compliance with our policies and procedures, Sands Capital and its

personnel are prohibited from using such information to buy or sell securities for clients and in their personal accounts until the information has been disclosed to the public or is no longer material.

### Restricted List

In certain circumstances, we may conclude that a particular security should be placed on a “restricted or blackout list”. While a security is on this list, purchases, sales, or other transactions in the security may be prohibited. The reasons for placing a security on the restricted list include, but are not limited to: (i) preventing the appearance of impropriety in connection with trading decisions; (ii) preventing the use, or appearance of the use, of inside information; (iii) preventing regulatory investment limitations from being exceeded; and (iv) avoiding concentration in a particular security.

## **Item 12 – Brokerage Practices**

### Best Execution

We have authority in managing discretionary client accounts to determine the amount and type of securities to be bought and sold, and in some cases, the securities broker or dealer to be used, and the commission rate to be paid. We affect portfolio transactions in a manner deemed fair and reasonable. The primary consideration in all portfolio transactions is prompt execution of orders in an efficient manner at a favorable price. In selecting broker-dealers and negotiating commissions, we may consider a variety of factors, including the price of the security, the quality of execution and liquidity services provided, research provided by the broker-dealer, the ability to obtain a timely execution, and the size and difficulty of the order. We may also consider the reliability, efficiency, accuracy, and integrity of the broker-dealer’s general execution and operational capabilities, the cost to trade away from a directed broker or custodian, and the broker-dealer’s financial condition.

Sands Capital seeks to locate large sources of trading liquidity when needed, and to arrange trades opportunistically with different counterparties and brokers offering the best terms available in particular trading circumstances. Sands Capital may seek sellers or buyers that hold or seek large positions and have natural incentives to participate on the other side of a large volume trade. At certain times Sands Capital may execute large trades with natural counterparties at prices that may differ from current market prices for smaller trades, depending on the nature of the counterparty, its particular objectives, the size of an available block of securities, efforts to limit price movement and market impact, the scope of any broker services in connection with the trade, and other considerations unique to each trade.

We may execute securities transactions on an agency or principal basis with a broker-dealer, which may result in clients incurring two transaction costs for a single trade: (i) a commission paid to the executing broker and (ii) plus the market maker's mark-up or mark-down.

For clients who custody their assets with a broker-dealer, we may have discretion to select broker-dealers other than the broker-dealer who maintains custody of the client's assets. We are not in a position to negotiate commission rates or other charges with the broker-dealer who maintains custody of a client's assets. Clients may be charged additional fees when transactions are executed away from a broker-dealer custodian. Typically, in these cases we will direct trades to that broker-dealer. We believe that best execution in listed equity securities generally can be achieved for transactions executed through a broker-dealer custodian.

While Sands Capital no longer has any contractual agreements with wrap program sponsors, we may have clients who have entered into bundled fee arrangements. A client who participates in a bundled fee arrangement or wrap fee program should consider that, depending on the level of the wrap fee charged by the broker, the amount of portfolio activity in the client's account, the value of the custodial and other services provided under the arrangement, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately.

Sands Capital executes FX transactions for settlement purposes for non-local denominated securities in client accounts. These transactions are effected with either the client's custodian or a third party and may incur a ticket charge. Foreign exchange transactions are executed on a spot basis, are intended to facilitate efficient settlement of transactions, and may be executed on an incremental basis to account for costs such as notional dollar amounts, fees, taxes, and commissions.

Sands Capital convenes its Best Execution Committee on a quarterly basis to review relevant transactions and discuss topics relating to trade execution and operations. Items addressed typically include brokerage commissions, trading metrics, counterparty exposure, errors, and trade cost analysis, among others.

### Soft Dollars

Section 28(e) of the Securities Exchange Act of 1934 provides a "safe harbor" for investment advisers who use commission dollars of their advised accounts to obtain brokerage and investment research services that provide lawful and appropriate assistance to the adviser in performing its investment decision-making responsibilities. Any products or services that we obtain with soft dollars fall within the requirements of Section 28(e).

When selecting a broker to execute certain client security transactions Sands Capital often considers the broker's ability to provide research and brokerage services to Sands Capital and its clients ("soft dollar benefits"). These soft dollar benefits are paid for by client accounts through

their payment of commissions for trades executed by brokers. Soft dollar benefits may include a variety of research, investment information, brokerage services and resources provided by the broker directly or through third parties that are expected to enhance Sands Capital's general portfolio management capabilities. These services benefit clients as well as Sands Capital and in some cases may be unobtainable without the payment of commissions to the providing broker.

Research refers to advice provided either directly, electronically, or in hard copy as to the value of securities, the advisability of investing in, purchasing or selling securities and the availability of securities or purchasers or sellers of securities. Research also includes analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy and other information that assists a portfolio manager in making investment decisions or evaluating the performance of accounts.

The use of brokerage commissions to obtain research and research-related products and services create a conflict of interest because a client's brokerage commissions pay for products and services that do not exclusively benefit that client and that may benefit us or other clients. To the extent that we are able to obtain these products and services without expending our own resources, the use of soft dollars tends to increase our profitability. Certain soft dollar benefits practices may benefit some clients more than others. For example, one client whose brokerage assists in pay for soft dollar benefits may not be the beneficiary of those product or services, and another client may benefit even though that client's account was not involved in paying for those benefits. In addition, the availability of these non-monetary benefits may influence our selection of a particular broker-dealer over another to perform client services. Where we are not able to determine the specific dollar value of any research products and services or brokerage services obtained with clients' commission dollars, we will make a good faith determination that the amount of commission paid is reasonable in relation to the value of the brokerage and research products and services provided.

Sands Capital soft dollar benefits arrangements are intended to meet the requirements for qualification for the safe harbor under Section 28(e) of the Securities Exchange Act of 1934. Section 28(e) permits Sands Capital to pay more than the lowest available commission rate (or "pay up") for soft dollar benefits if Sands Capital determines, in good faith, that the brokerage rates charged by the broker are reasonable in light of the services provided. Soft dollar benefits must constitute "eligible research and brokerage services under Section 28(e) (including the 2006 release). Soft dollar benefits provide lawful and appropriate assistance to Sands Capital in the performance of its investment decision making responsibilities. Soft dollar benefits must be obtained in connection with eligible agency trades or riskless principal trades involving appropriately disclosed charges. Soft dollar benefits must be paid for or otherwise "provided by a broker.

Soft dollar benefits received by Sands Capital include proprietary research or brokerage services made available by a broker that executes client transactions and third-party benefits made available by third-party broker or by another service provider paid by an executing broker.

Some of the products and services that may be provided by a broker to Sands Capital through soft dollar benefits arrangements may include, without limitation: market and economic data; specialized publications such as financial newsletters, trade magazines and other publication intended to serve narrowly defined markets; introductions to corporate executives, access to brokers analysts, economists. Research services received may also be in the form of seminars, written reports, telephone contacts, and personal meetings with sell-side security analysts, economists, and senior issuer representatives. Research services received are supplemental to our own research efforts and, when utilized, are subject to internal analysis before being incorporated into our investment process.

Sands Capital obtains some of its soft dollar benefits through commission-sharing arrangements ("CSAs") with selected brokers. Under CSAs, Sands Capital arranges with executing brokers to allocate a portion of total commissions paid to a pool of "credits" maintained by the broker that can be used to obtain soft dollar benefits made available by third-party service providers. After accumulating a number of credits within the pool, Sands Capital may direct that the broker use those credits to pay appropriate third-party service providers for eligible soft dollar benefits made available to Sands Capital and provided by the broker.

Sands Capital seeks to match the level of credits accumulated in pools held by various broker with its anticipated soft dollar benefit requirements based on our research broker vote at the discretion of the Directing Research Team, but may have temporary surpluses or deficits depending on factors such as the timing of billings for qualifying products or services, the level of trading being executed by Sands Capital, and the nature of the executions, among other things. Sands Capital does not own the pools of credits maintained with brokers in connections with CSAs, although agreements with CSA brokers typically authorize Sands Capital to request that the broker consider using pool credits to pay service providers as recommended by Sands Capital. We may use the research products and services furnished by broker-dealers in servicing all of our advisory accounts and for client accounts other than those that pay the commissions to the brokers that arrange for such research or other services; not all such products and services will be used exclusively for the benefit of the clients that pay the brokerage commissions.

We consider clients who choose not to participate in soft dollar commissions to be opting out of generating contractually obligated soft dollar credits used to pay for third-party research and not bundled research. Thus, we may trade client accounts that have soft dollar restrictions with broker-dealers providing us with research. Consequently, overall commission costs paid by these clients may not decrease.

## Trade Aggregation and Allocation

Investment actions (*i.e.*, a change to any of our model portfolios) are made independently for each investment strategy and are implemented with specific reference to each applicable client account. We consider a number of factors when determining to purchase or sell a security for a particular client account including, but are not limited to:

- Any client limitations applicable to the account;
- Existing levels of ownership of the investment and other similar securities;
- The tax status of the account; and
- The immediate availability of cash or buying power to fund the investment.

Investment actions frequently result in multiple accounts or multiple strategies trading the same security at the same time. When more than one client account seeks to acquire the same security at the same time it may not be possible to acquire a sufficiently large number of shares or a higher price may be paid. Similarly, when more than one client account seeks to sell a particular security, clients may not be able to obtain as high a price or as large an execution of the security. Under these circumstances we generally aggregate or “block” orders for accounts for which we have investment discretion. We believe that blocking will result in a more favorable overall execution. We maintain records that specify the client accounts that are participating in the aggregated order and the amount of securities intended to be purchased or sold for each account. We seek to aggregate transactions before execution of the order; however, in certain instances, the order may not be blocked prior to entering the order. In that event, we will seek to block the order at the earliest practicable time.

Client accounts for which orders are aggregated receive the average price of the transaction, which could be higher or lower than the price that would otherwise be paid by a client absent aggregation. Any transaction costs incurred are shared pro rata based on each client's participation in the transaction. In some instances, this procedure could have an adverse effect on a particular account. In our opinion, however, the results of this procedure will, on the whole, be in the best interests of each of the participating client accounts.

If an aggregated order is executed in its entirety, it will be allocated in accordance with the allocation established for the trade. If the order is partially filled, we will, to the extent practicable, allocate the order on a pro rata basis among participating accounts, which may be subject to rounding to ensure that accounts receive round lots. When pro rata allocation is not practicable, we will allocate the order in a fair and equitable manner consistent with the factors identified above.

From time to time Sands Capital may not be able to aggregate client orders or aggregation may not be in the clients' best interest. Factors which may preclude order aggregation include country-specific rules which forbid omnibus trading, ID market trading, and prefunding requirements, among others. In cases where order aggregation is not possible Sands Capital will execute orders on a random basis.

We may engage in "step-out" transactions. A step-out trade is when a single broker executes an order and we direct another broker to clear and settle some or all of the trade. The executing broker formally gives up its obligation and "steps-out" of that portion of the transaction to the other broker. Step-out transactions may be entered into in order to implement a client's decision to direct brokerage commissions to a specified broker, or for other reasons.

#### Trading Procedures – Trade Order for Investment Actions

Investment actions (defined as a change to any of our model portfolios) are made independently for each investment strategy and are implemented with specific reference to each applicable client account. When determining the sequencing of client account trades during an investment action, we generally adhere to the following order: "Free Block" (accounts that do not have any brokerage restrictions or limitations and Sands Capital's mutual fund, SCM Private Funds and Sands Capital UCITS Fund See Item 7 for additional information), followed by "Directed Accounts" (accounts that have directed us to trade with a particular broker-dealer) and "Trade Away Accounts" (accounts custodied at a particular broker-dealer that incur additional costs and/or risks if traded away), followed by "Seeded Accounts" (proprietary accounts who are generally established for the purpose of developing new investment strategies and products) followed by "Model Accounts" (clients for whom we do not execute trades but provide changes to our model).

Although the foregoing sequence of trading is our general practice during an investment action, we may at times aggregate Free Block, Directed Account, and Trade Away Account trades. This typically would occur when the trades for Directed Accounts and Trade Away Accounts are smaller size orders. Prior to executing orders for a model change, Managing Director, Trading will determine what volume and liquidity parameters to use when deciding if Directed Account or Trade Away Account orders are appropriate to send to the open market alongside Free Block trades, or if they should be held until Free Block trading is completed. When Directed Accounts and Trade Away Accounts trade after the Free Block, they are blocked together by broker and traded in a random rotation by broker.

Due to the sequence of placing trades for accounts, it is possible that accounts that are traded first may receive more favorable pricing than accounts that are traded last.

Due to the nature of how we sequence/rotate trading, Directed Accounts, Trade Away Accounts, Seeded Accounts, and Model Accounts may experience delays in the execution of model



changes when compared to Free Block accounts. Since Directed Accounts, Trade Away Accounts, and Model Accounts (notification only) generally trade after Free Block accounts, they may not receive as favorable prices on securities trades as received by Free Block and other accounts that trade ahead of them.

Clients with individual investment policies or restrictions may not be able to participate in aggregated transactions and may only be invested in a particular security after compliance with the investment policies or restrictions has been established. These clients may receive a less favorable price on such transactions. Additionally, in cases where a passive breach of a market value limitation occurs, the client may incur additional transaction costs in order to keep the account within the investment guidelines.

#### Trading Procedures – Trade Order for Multiple or Run-On Investment Actions

Sands Capital may process multiple Investment Actions in the same strategy at the same time. This may include instances where separate decisions are made while there are still ongoing orders, actions that are dependent on other Investment Actions for cash availability, intra-Investment Action decision to modify the weight of a currently traded security, or other scenarios which may cause us to merge investment actions.

Sands Capital will generally seek to execute orders in an efficient, prudent and equitable manner. This may entail treating the Investment Actions in a manner that deviates from our traditional sequencing and can lead to orders not being executed in the order in which they were received based on our best judgment on factors such as client cash needs, prioritizing Portfolio Manager directives and operational efficiency.

Generally Sands Capital will maintain sequencing in instances when Investment Actions merge in order to most efficiently process orders, manage available cash, and mitigate overall risk.

#### Trading Procedures and Investment Actions for Wealth Management Accounts

Wealth Management client accounts primarily track our Select Growth model portfolio. An important objective is to invest in both a cost effective and tax-aware manner, implementing portfolio changes within the context of each client account's tax situation as related to capital gains and losses. We seek to effect these trades in the most efficient manner practicable given taxes and transaction costs (*e.g.*, minimize trading costs) for individual investors. Wealth Management portfolio managers have the authority to use their discretion with respect to implementing smaller changes that are being made to the Select Growth model portfolio. Any decision to add or reduce an existing position by approximately 100 basis points or less may be disregarded by the portfolio managers if they reasonably conclude that the tax or implementation costs for taxable investors will exceed the potential benefit of the change. Similarly, the portfolio managers have discretion to disregard investment actions due to either the size of the



account, or the price of the stock being bought or sold, if the tax or implementation cost is expected to exceed the potential benefit.

### Trading Procedures – Cash Transactions

Cash transactions are defined as trading orders executed for the day-to-day management of a client account and are not transactions resulting from model portfolio changes or rebalancing. Typical cash transactions include, but are not limited to:

- Orders executed for cash flows;
- Orders executed for the purpose of adherence to client guidelines;
- Orders executed for tax considerations;
- Orders executed to liquidate and close an account; and
- Orders executed to open a new account.

Orders for cash transactions are sent to the Trading Desk throughout the day. In general, cash transactions are processed and executed in the order received by the Trading Desk. To the extent practicable, cash transactions are executed on the same day as the order is received and may or may not be aggregated with other cash transactions.

### Public Offerings

We may participate in initial public offerings and syndicated/secondary or follow-on offerings (“syndicated offerings”) and will seek to allocate these trades in a fair and equitable manner. Client accounts that direct brokerage may be constrained in participating in these offerings. These accounts may purchase securities purchased by other accounts in syndicated offering in the secondary market. The price received by these clients may be higher or lower than that of clients participating in the syndicated offering. Sands Capital’s Seeded Accounts will not participate in syndicated offerings but may purchase these securities in the open market.

### Directed Brokerage Arrangements

We normally select the broker-dealers that execute securities transactions for the accounts we manage. In certain instances where clients select the broker-dealers (known as “directed brokerage”), orders for those accounts may not be aggregated with orders for other managed accounts, and may be executed at different prices and commission rates than other client orders for the same security with the same broker-dealer. When a client instructs us to direct a portion of the transactions for its account to a specific broker-dealer, we will treat the client's direction as a decision by the client to withhold, to the extent of the direction, the discretion that we would otherwise have in selecting broker-dealers to effect transactions and in negotiating commissions for the client's account. Although we will attempt to effect directed brokerage transactions in a

manner consistent with our policy to seek prompt execution of orders in an efficient manner at a favorable price, our ability to obtain such execution for these transactions may be affected.

Some of our clients have selected a broker-dealer to act as custodian for their assets and will direct us to execute transactions through that broker-dealer. It is not our practice to negotiate commission rates with such broker-dealers, even if we recommended the broker-dealer to the client.

Clients directing brokerage may pay higher brokerage commissions than would be paid when we are free to determine the best available broker. In addition, we may not be able to aggregate directed brokerage orders with orders for other client accounts. We also may effect directed brokerage transactions after those for client accounts for which we have full discretion. Please refer to “Trading Procedures – Model Changes/Rebalancing” for additional information about the sequencing of client trades.

Clients directing brokerage to a particular broker-dealer should consider whether the commissions, executions, clearance and settlement capabilities, and fees for custodial or other services provided to the client by that broker-dealer (if applicable) will be comparable to those otherwise obtainable. We expect custodial and brokerage firms to meet minimum requirements for operational efficiency and therefore not all custodians and brokerage firms will be acceptable to us. We also reserve the right to not accept a designated broker-dealer where we do not already have a working relationship.

Certain clients hire us based on the recommendation of an investment consultant or other third party. We may execute these clients’ securities transactions through their consultant or its affiliate. We may have a conflict of interest in using such brokers because it may promote additional client referrals from the consultant.

### Cross Trades

When permitted by applicable law we may, on occasion and subject to client consent, “cross” securities between client accounts. In such transactions, one client will purchase securities held by another client. Cross transactions are effected when we consider the transaction to be in the best interests of both clients and at a price determined by reference to independent market indicators. Neither Sands Capital nor any related party receives any compensation in connection with such transactions. We maintain a record of each cross trade and the client accounts involved. Cross trades with a registered investment company are effected in compliance with all applicable requirements of the Investment Company Act of 1940.

### Seeded Funds

We may establish “seeded” funds for the purpose of developing new investment strategies and products. These funds may be in the form of private funds, such as limited liability partnerships

or limited liability companies, or separate accounts, and may initially be funded by Sands Capital or its affiliates. Seeded funds may invest in the same securities as client accounts. Our policy is to trade Seeded Accounts before Model Accounts for purposes of trading allocation. In cases where the rotation consists only of Free Accounts and Seeded Accounts, there will be no blocking between the two account types and Seeded Accounts will transact only after the Free Accounts have received their full allocation. As Seeded Accounts are not normally included in investment action block trades to the same extent as client accounts, the price they receive may be better or worse than the price received by client accounts. Please refer to “Trading Procedures for Investment Actions” for additional information.

### Trade Errors

We attempt to resolve trade errors caused by Sands Capital so that the affected clients will not suffer a loss. We generally will reimburse or make whole clients for any material losses from trade errors we make. When a trade error involves more than a single buy or sell, gains/losses owed to a client from an error may be determined on a net basis. Where a third party’s negligence causes the client loss, we will seek to recover the amount from the third party, although we are not responsible for ensuring that third parties compensate clients. We do not use soft dollars to resolve trade errors.

## **Item 13 – Review of Accounts**

### Account Review

Sands Capital’s personnel work together to review (at least quarterly) all client accounts on a regular basis. Most accounts will be reviewed more often, for example when cash flows or investment actions occur. Reviewers will evaluate the composition of a client’s account to that of the appropriate model portfolio, taking into consideration any client specific restrictions or prohibitions.

Accounts are under continuous review as far as examining the fundamentals of each security owned in an account. Accounts are reviewed after initial setup. Additional account reviews are conducted periodically by various teams within Sands Capital for compliance, cash flows, security weightings, and restrictions to ensure adherence to client guidelines, restrictions, or limitations.

### Client Reporting

Clients or their designated intermediaries typically receive a written quarterly evaluation of their accounts showing each asset, its cost, market value, percent of total portfolio, and total market value. In addition, a statement of gains and losses in the account will be mailed annually, at year end. The year-end statement of gains and losses may or may not agree with the client’s custodian statement. Additional client reporting may be available upon the client’s request.

## **Item 14 – Client Referrals and Other Compensation**

We do not directly or indirectly compensate any third parties for client referrals.

## **Item 15 – Custody**

Sands Capital does not act as custodian of any client account, and does not have physical possession of any client's funds or securities.

Nevertheless by virtue of its relationship with the SCM Private Funds Sands Capital is deemed to have custody of the funds and securities of the SCM Private Funds. The SCM Private Funds' cash and securities are held with one or more "qualified custodians" as defined under the Advisers Act (generally a bank or broker dealer) independent of Sands Capital. Further, the SCM Private Funds are subject to annual audits in accordance with generally accepted accounting principles by an independent public accountant that is registered with the Public Company Accounting Oversight Board and the audited financial statements are distributed to investors within 120 days of the end of the applicable fund's fiscal year.

Sands Capital may be deemed to have custody of certain other client assets. By virtue of the authority, such clients have granted Sands Capital to directly debit Sands Capital's fees from same clients' accounts. In these arrangements a client expressly authorizes Sands Capital to instruct the client's custodian to periodically deduct the agreed investment advisory fees directly from the client's account and to pay the fees to Sands Capital. Clients should receive at least quarterly statements from the broker-dealer, bank, or other qualified custodian that holds and maintains their investment assets. We urge clients to carefully review their statements and compare official custodial records to the account statements that we provide. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Please refer to Item 13 for additional information.

## **Item 16 – Investment Discretion**

We typically accept accounts where we are given full investment discretion (permission to make investment decisions for the account without prior consultation with the client). Our discretionary authority regarding investments may be subject to certain client limitations. These limitations are recognized as the individual investment policies and restrictions placed by the client on investments in certain businesses, industries, and/or securities. All such limitations are to be agreed upon in writing.

Client accounts that are subject to limitations or have removed Sands Capital's discretionary authority may not be able to participate in aggregated trades as transactions for these accounts may be effected only after compliance with applicable limitations has been established. As a

result, these accounts may receive a less favorable execution on portfolio transactions. Please refer to Item 12 for additional information.

## **Item 17 – Voting Client Securities**

We have adopted policies and procedures with respect to the voting of proxies relating to securities held in client accounts. When a client has delegated responsibility for voting proxies to us, we evaluate and vote proxies in a manner consistent with the client's best interest. We believe that we act in the best interest of clients when we vote in a manner that maximizes shareholder value.

Sands Capital's research team is responsible for reviewing proxy proposals for portfolio securities. Prior to a proxy voting deadline, we determine how to vote on each proposal based on the research team's ongoing research on the portfolio companies, analysis of the proxy information received and our proxy voting guidelines.

In voting proxies, we typically are neither an activist in corporate governance nor an automatic supporter of management. However, because Sands Capital believes that the management teams of most companies it invests in generally seek to serve shareholder interests, Sands Capital believes that voting proxy proposals in the client's best economic interests usually means voting with the recommendations of these management teams. In certain circumstances, Sands Capital's vote-by-vote analysis of the proxy proposals could lead the research team to conclude that particular management or board recommendations may not appear as closely aligned with shareholder interests as Sands Capital may deem necessary, or could be disregarded in the best interests of shareholders. In these circumstances Sands Capital may, in its sole discretion vote against a management or board recommendation or abstain or take no action based on its analysis if such a vote appears consistent with the best interest of clients. Further, there may be times when we determine that refraining from voting a proxy is in a client's best interest, such as when the cost of voting exceeds the expected benefit to the client.

Under certain circumstances, Sands Capital may systematically vote with management. Examples include, without limitation, proxies issued by companies Sands Capital has decided to sell, proxies issued for securities that Sands Capital did not select for a client portfolio such as, securities that were selected by a previous adviser, unsupervised securities held in a client's account, money market securities, or other securities selected by clients or their representatives other than Sands Capital.

If the research team member responsible for reviewing a proxy determines that; (a) it is in our clients' best interest to vote on a particular proposal in a manner other than in accordance with our proxy voting guidelines; or (b) a material conflict of interest exists, then the matter will be reviewed by our Proxy Committee. Additionally, prior to voting on the proposal we may: (i)

contact an independent third party for its recommendation on how to vote and vote in accordance with that recommendation; or (ii) fully disclose the nature of the conflict to clients and obtain their consent as to how we intend to vote.

When a client participates in a securities lending program, we will not be able to vote the proxy for securities that are out on loan. We will generally not seek to recall loaned shares so that they can be voted, unless we determine that a specific proposal is particularly significant. Even if we request a client to recall securities on loan we may be unable to vote the proxy due to operational difficulties beyond our control.

Voting proxies of issuers in non-US markets may give rise to a number of administrative/operational issues that may cause us to determine that voting is not in the best interest of our clients or that it is not reasonably practicable to determine whether voting will be in the best interest of our clients. The following considerations highlight some potential instances in which a proxy vote might not be entered.

- Meeting notices are received without enough time to fully consider the proxy or after the cut-off date for voting.
- Some markets require us to provide local agents with a power of attorney or consularization prior to implementing voting instructions.
- Proxy material may not be available in English.
- Proxy voting in certain countries requires “share blocking” (*i.e.*, shareholders wishing to vote their proxies must deposit their shares shortly before the date of the meeting with a designated depository). During this blocking period, shares to be voted at the meeting cannot be sold until the meeting has taken place and the shares are returned to the clients’ custodian banks.

We utilize a third-party service platform to provide administrative assistance in the voting of proxies, including certain recordkeeping and reporting functions. Clients may obtain information regarding how we voted proxies relating to securities held in their accounts, and/or request a copy of our proxy voting policies and procedures, by contacting the Compliance Team at (703) 562-4000, writing to 1101 Wilson Blvd., Suite 2300, Arlington, VA 22209, or emailing [complianceteam@sandscap.com](mailto:complianceteam@sandscap.com).

#### Class Actions and Other Litigation Matters

As a matter of policy, we disclaim any responsibility or obligation to monitor for the initiation of any class action or other litigation matters concerning any past or current holdings of client accounts. We also disclaim any responsibility or obligation to issue advice or to prepare, file, or otherwise process proofs of claim or settlement elections regarding any such litigation matters,

other than to confirm, upon a client's request, past account holdings of specific securities. Should we receive any notices or other communications regarding a litigation matter from a client (as opposed to an account custodian, claim administrator, actual or prospective "lead plaintiff," or any other third party), we will, subject to reasonably adequate advance notice, gather and forward to the client all requisite information in our possession so the client can make whatever filing or election it wishes in the matter.

#### **Item 18 – Financial Information**

Registered investment advisers with discretionary authority are required to disclose any financial commitment that is reasonably likely to impair their ability to meet contractual commitments to clients. We have no such commitments or any other information to disclose pursuant to this item.