

**SIRIOS CAPITAL MANAGEMENT, L.P.**

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This Brochure provides information about the qualifications and business practices of Sirios Capital Management, L.P. If you have any questions about the contents of this Brochure, please contact us at 617-598-5100. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Sirios Capital Management, L.P. is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about Sirios Capital Management, L.P. also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

Since the filing of its last Brochure on March 28, 2013, Sirios Capital Management, L.P. (the “Adviser”) has made the following changes to the Brochure:

- (a) The Brochure has been revised to reflect the Adviser’s provision of advisory and subadvisory services to registered investment companies; and
- (b) Certain other clarifications and updates have been made.

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#### **Item 4 – Advisory Business**

Sirios Capital Management, L.P. (the “Adviser”), a Delaware limited partnership, was founded in Boston, Massachusetts in 1999. John F. Brennan, Jr., is the Managing Director and co-founded the Adviser and is the sole Member of Sirios Associates, L.L.C., the general partner of the Adviser.

The Adviser provides investment advisory services on a discretionary basis, primarily to U.S. and non-U.S. private investment funds sponsored by the Adviser or an affiliate of the Adviser (the “Funds”). The Adviser also provides discretionary advisory services to Schroder GAIA Sirios US Equity (the “UCITS Fund”). The UCITS Fund is a European collective investment fund established as a sub-fund of Schroder GAIA (the “Company”), for which Schroder Investment Management (Luxembourg) S.A. (“Schroder”) serves as the management company and sponsor.

Beginning in December 2013, the Adviser provides discretionary advisory services to the Sirios Focus Fund, a registered investment company registered under the Investment Company Act of 1940 (the “Investment Company Act”). The Adviser may also provide discretionary portfolio sub-advisory services to other open-end investment management companies that are registered under the Investment Company Act (together with the Sirios Focus Fund, “RICs”) that follow a “multi-manager” investment approach. The assets of a multi-manager RIC are typically allocated and re-allocated among multiple subadvisers like the Adviser. Each subadviser manages a portion of the RICs portfolio under the general supervision of a primary investment adviser. The selection of subadvisers may be delegated to this investment adviser, subject to initial and ongoing approvals by the RIC’s board.

In addition, the Adviser provides discretionary investment advisory services to certain institutional clients through separately-managed accounts, and may in the future, provide such services with respect to additional collective investment vehicles, additional separate account clients and/or special vehicles organized for specific clients (such clients together with the Funds, RICs and the UCITS Fund, collectively, the “Clients”). The Adviser does not provide investment advisory services on a non-discretionary basis.

As of December 31, 2013, the Adviser had \$2,056,026,864.13 in discretionary regulatory assets under management (*i.e.*, gross assets under management), which has been calculated using the same methodology as is required for purposes of Item 5.F of Form ADV Part 1.

The Adviser’s management of each Fund, and the terms of any investor’s investment in a Fund, are governed exclusively by the terms of that Fund’s organizational documents, confidential offering memorandum, limited partnership agreement or memorandum and articles of association, investment management agreement, and subscription agreement (collectively, the “Fund Governing Documents”). The investment management services provided by the Adviser to the UCITS Fund and the terms of each investor’s investment therein, are governed exclusively by the terms of the UCITS Fund’s Prospectus and other governing documents of the UCITS Fund and the Company (collectively, the “UCITS Governing Documents”). The investment

management services provided by the Adviser to RICs and the terms of each investor's investment therein, are governed exclusively by the terms of the RIC's prospectus, statement of additional information ("SAI") and other governing documents (collectively, the "RIC Governing Documents"). The Adviser's management of any separate account Client's account and the terms thereof are governed exclusively by the investment management agreement between the Adviser and such Client. **All discussions in this Brochure of any of the Funds or the UCITS Fund, the RIC, their respective investments, the strategies the Adviser uses in managing the Funds, the UCITS Fund, or the RIC, and the fees associated with an investment in the Funds, the UCITS Fund or the RIC, are qualified in their entirety by reference to the applicable Fund Governing Documents, the UCITS Governing Documents, or the RIC's Governing Documents respectively.**

## **Item 5 – Fees and Compensation**

### **The Funds**

*Fee Schedule.* The Adviser charges each Fund a management fee (the "Management Fee") consisting of a percentage of the Fund's net asset value, and, for most classes of interests in each Fund, a performance-based allocation or fee (the "Performance Fee") consisting of a percentage of realized and unrealized profits. For a more detailed discussion of the Performance Fee, see Item 6 below.

The Management Fee rates for each class of interests in each Fund range between 1.0% and 1.75% (per annum) of the net asset value of each investor's interest in the relevant Fund, depending upon the class or type of interests purchased, the frequency of permissible withdrawals or redemptions, and other characteristics. Within this range, the Management Fee rate is generally higher for Funds and/or share classes with more frequent withdrawal or redemption rights. The Management Fee is payable quarterly in advance as of the first day of each calendar quarter. A pro-rata Management Fee generally is assessed on any investments by an investor in a Fund made as of a date other than the first day of the calendar quarter. The Management Fee payable to the Adviser by each Fund is deducted directly from such Fund.

The Adviser may, in its sole discretion, waive all or a portion of the Management Fee with respect to any investor in any Fund; or, as agreed to by the investor, the Adviser may charge a Management Fee that is lower than, or otherwise on different terms than, those described above. The criteria upon which the Adviser may base its decision to charge a lower or different Management Fee include, without limitation, anticipated future earning capacity or anticipated future additional assets. Without limiting the foregoing, the Adviser may waive the Management Fee or charge lower Management Fees to its partners, employees, affiliates and their family members. The Adviser may aggregate the accounts of family members for purposes of determining assets under management.

*Other Expenses.* The Management Fee is in addition to the Performance Fee described in Item 6 below, as well as the other expenses and fees borne by each Fund in connection with the Fund's operations and investment activity. Each Fund bears its own expenses, including, but not

limited to investment expenses (*i.e.*, expenses related to the investment of the Fund's assets, including, without limitation, brokerage commissions, expenses relating to permitted hedging transactions, interest expense, professional and consulting fees relating to particular investments and investment-related travel expenses), legal expenses, accounting, audit and tax preparation expenses, taxes, fees and expenses of third-party administrators, directors and other service providers, expenses relating to the offer, sale, transfer and withdrawal or redemption of interests, expenses of preparation and distribution of reports and other communications with investors, other expenses related to the operation of the Fund and all extraordinary expenses. Organizational expenses have previously been amortized by all of the existing Funds and generally are expected to be borne by any new fund established by the Adviser or its affiliates in the future. The Adviser generally is not responsible for any expenses or fees in connection with management of each Fund other than as set forth in the Fund Governing Documents for the relevant Fund.

### **The UCITS Fund**

*Fee Schedule.* The UCITS Fund pays Schroder an asset-based fee that ranges from 1.00% to 2.00% (per annum) based on the minimum initial investment amount and the minimum investment holdings amount for each share class. In connection with the Adviser's management of the UCITS Fund's investment portfolio, Schroder pays the Adviser a monthly asset-based advisory fee, in arrears, consisting of a percentage of the net asset value of each class of shares of the UCITS Fund. The rates for this fee are negotiated between the Adviser and Schroder and vary based on the minimum initial investment amount and the minimum investment holdings amount per share class. In addition, the Adviser receives a performance based fee with respect to certain classes of shares of the UCITS Fund, as described in Item 6 below.

*Other Expenses.* In addition to the fees described above, including all fees payable to Schroder by the UCITS Fund, all other fees, charges and expenses incurred in the organization and operation of the UCITS Fund and the sale of shares therein (including but not limited to, custodial and administration fees and sales charges) are borne by the UCITS Fund or the individual investor and may reduce the net asset value of an investor's holdings of shares. For more information regarding such fees, charges and expenses, investors in the UCITS Fund should refer to the Prospectus and other UCITS Governing Documents.

### **RIC Compensation and Fees**

*Sirios Focus Fund.* The Sirios Focus Fund pays management fees based on assets under management of 1.00% per year. The Sirios Focus Fund also pays distribution fees, and other expenses in accordance with the disclosures made in the Prospectus and other RIC Governing Documents. Refer to the Sirios Focus Fund Prospectus for full information related to the fees and expenses paid by investors. The Adviser does not receive a performance fee for the management of the Sirios Focus Fund.

The Adviser has contractually agreed to waive or otherwise reduce its annual compensation received from the Sirios Focus Fund to the extent that the total annual fund operating expenses, excluding taxes, any class-specific fees and expenses (such as Rule 12b-1 distribution fees), interest, extraordinary items and brokerage commissions, exceed 1.50% of average daily net assets (the "Expense Limitation"). The Expense Limitation will remain in place until August 31, 2017, unless the Board of Trustees approves its earlier termination. The Adviser may recoup any expenses or fees it has reimbursed within a three-year period from the year in which the Adviser reduced its compensation and/or assumed expenses of the Sirios Focus Fund. No recoupment will occur unless the Sirios Focus Fund's expenses are below the Expense Limitation. See the Prospectus and other RIC Governing Documents for more information.

*Other RICs.* When subadvising RICs, the Adviser expects to be paid a fee that is based on the amount of the RIC's assets allocated to the Adviser for management. The subadvisory fee may be paid to the Adviser directly by the RIC or indirectly by the RIC's investment adviser (out of its advisory fee from the RIC). The subadvisory fees are paid to the Adviser in arrears and are expected to be based on a percentage or a portion of the overall advisory fees paid by the RIC.

In addition to advisory and subadvisory fees, a RIC bears its own expenses, including, but not limited to compensation of the RIC's directors, employees and officers (excepting those paid by the investment adviser); legal, auditing and accounting expenses; expenses of registering shares under federal and state securities laws; insurance expenses; fees and expenses of the custodian, transfer agent, dividend disbursing agent, shareholder service agent, plan agent, administrator, accounting and pricing services agent and underwriter; expenses of the issue, sale, redemption or repurchase of RIC shares; the cost of preparing and distributing reports, notices, prospectuses and SAI to shareholders; expenses of shareholders' meetings and proxy solicitations; and, where authorized pursuant to Rule 12b-1 under the Investment Company Act, the advertising, promotional and other expenses incurred in connection with the distribution of the RIC.

Additional information about each RIC, including a full discussion of its fees, expenses and sales or redemption charges can be found in that RIC's prospectus, SAI and shareholder reports, which can be obtained from the EDGAR Database on the SEC's website at: <http://www.sec.gov>.

### **Other Clients**

*Fees and Expenses.* The fees paid to the Adviser in connection with managing other Client accounts (*e.g.*, acting as a subadviser or advising separately-managed accounts) may include an asset-based management fee and/or a performance-based component, which are negotiated on a case-by-case basis. Likewise, the other costs and expenses associated with any such Client's account are negotiated with the Client on a case-by-case basis and are set forth in the relevant investment management agreement.

## **Pre-paid Fees**

Unless otherwise agreed and set forth in the investment management agreement between the Adviser and a Fund or other Client, any fees paid in advance to the Adviser or any affiliate by such Fund or other Client are refundable on a pro-rata basis. The Management Fee payable by each Fund and any other fees paid in advance to the Adviser or any affiliate by or on behalf of an investor in a Fund are refundable on a pro-rata basis if an investor withdraws prior to the end of a fiscal quarter.

## **Additional Information**

A more complete description of the fees to be paid to the Adviser in connection with an investment in each Fund, as well as the expenses of each Fund, is available in the confidential offering memorandum and other Fund Governing Documents of such Fund, which are made available to each prospective investor before, or by the time of, any investment in the Fund. Likewise, a more complete description of the fees and expenses payable with respect to the UCITS Fund, including fees payable to the Adviser, as well as other fees, charges and expenses payable to third parties (*e.g.*, Schroder) are described in the Prospectus and other UCITS Governing Documents. A more complete description of the fees and expenses payable with respect to the RIC, including fees payable to the Adviser, as well as other fees, charges and expenses payable to third parties are described in the Prospectus and other RIC Governing Documents. It is possible that lower investment advisory fees may be available from other sources.

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

The Funds. In addition to the Management Fee that the Adviser is paid by each Fund, the Adviser or an affiliate of the Adviser also receives a Performance Fee generally consisting of a percentage of realized and unrealized profits of each Fund. The annual Performance Fee rates for each class of interests of each Fund depend upon the class or type of interests purchased, the frequency of permissible withdrawals or redemptions, and other characteristics. The Performance Fee applicable to the existing classes of interests of each Fund generally is equal to 20% of the net realized and unrealized gains on investments during the applicable year. The terms of the Performance Fee may vary among the Funds and the classes of interests. The Adviser, or an affiliate of the Adviser serving as general partner of a Fund, generally is entitled to the Performance Fee only to the extent that the value of the investor's interest in the Fund exceeds the prior high value of such interest measured annually (and subject to adjustment for additional contributions or withdrawals). The Performance Fee is payable annually. The Performance Fee will be deducted or allocated directly from each Fund and paid or allocated to the Adviser or one of its affiliates.

The Adviser or its affiliates may, in their respective sole discretion, waive all or a portion of the Performance Fee with respect to any investor in any Fund; or, as agreed to by the investor, the Adviser or its affiliates may charge a Performance Fee that is lower than, or otherwise on different terms than, those described above. The criteria upon which the Adviser or its affiliates



may base their decision to charge a lower or different Performance Fee include, without limitation, anticipated future earning capacity or anticipated future additional assets. Without limiting the foregoing, the Adviser may waive the Performance Fee or charge lower Performance Fees to its partners, employees, affiliates and their family members.

The UCITS Fund. In addition to the advisory fee described in Item 5 above, with respect to certain share classes of the UCITS Fund, the Adviser also receives a performance-based fee equal to 20% of the amount by which the net asset value per share (including realized and unrealized profits) as of the end of the fiscal year exceeds a hurdle rate and the prior high value of the applicable class of shares. Certain classes of shares of the UCITS Fund are not charged a performance-based fee.

Sirios Focus Fund. The Sirios Focus Fund does not pay a performance-based fee.

Other Clients. In connection with managing the accounts of other Clients, the Adviser may be entitled to performance-based compensation. Any such arrangement is negotiated on a case-by-case basis with each Client.

General. The Adviser will comply with the applicable requirements of Rule 205-3 under the Investment Advisers Act of 1940 (the “Advisers Act”) in connection with the structuring of all performance-based compensation charged to Clients.

The performance-based compensation described above may create an incentive for the Adviser to make investments that are riskier or more speculative than would be the case if such arrangements were not in effect. In addition, such performance-based compensation may create an incentive for the Adviser to favor higher fee paying Client accounts over other Client accounts in the allocation of investment opportunities. The Adviser has implemented procedures for allocating investment opportunities that the Adviser believes are reasonably designed to ensure that all Clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among Clients. See Item 12 below.

Furthermore, because these performance-based compensation arrangements generally are calculated on a basis that includes unrealized appreciation of a Client’s assets, such performance-based compensation may be greater than if it were based solely on realized gains.

## **Item 7 – Types of Clients**

The Adviser provides investment advice to the Funds, the UCITS Fund, the RIC, and separate account Clients. The Adviser also may provide investment advice to certain institutional clients, which may include collective investment vehicles, additional separate account clients and special vehicles organized for specific clients.

The Adviser generally imposes a minimum initial investment amount for each Fund, which varies from \$2 to \$5 million. However, a Fund may accept investors that make smaller initial investments based upon certain criteria including, but not limited to, anticipated future earning

capacity or anticipated future additional assets, the nature of the prospective investor, and/or pre-existing relationships.

The UCITS Fund requires a minimum initial investment in the range of \$10,000 to \$500,000 depending on the class of shares. The Adviser does not have any discretion with respect to these amounts. The UCITS Fund does not permit investment by U.S. persons, and investors therein must meet the eligibility requirements set forth in the UCITS Governing Documents.

The Sirios Focus Fund requires a minimum initial investment in the amount of \$10,000 for a retail share class or \$100,000 for an institutional share class. The Sirios Focus Fund reserves the right to waive the minimum investment amount for any investor. RICs that are subadvised by the Adviser may require a minimum initial investment and/or impose sales charges, both of which may vary by share class and be subject to waiver or reduction on terms set forth in the RIC's Governing Documents. The RICs advised or subadvised by the Adviser may be offered through financial intermediaries such as registered investment advisers, broker-dealers and other financial services organizations, including certain banks and bank trust departments.

The Adviser, in its sole discretion, may impose a minimum portfolio size for investment advisory services provided on a separate account basis.

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

The Adviser manages the Funds, the RIC, and the UCITS Fund in accordance with the investment objectives and strategies disclosed in the applicable Fund's confidential offering memorandum or Prospectus (as applicable). Investors and prospective investors in a Fund, the RIC, or the UCITS Fund should review the relevant confidential offering memorandum or Prospectus to better understand which methods of analysis, investment strategies and risks are most relevant to the Fund, the RIC, or the UCITS Fund.

The Adviser manages each other Client account in accordance with the terms of the investment management agreement and any other contractual arrangements between the Adviser and each such Client.

The Adviser provides investment management services to RICs in accordance with each RIC's unique investment objective, policies and strategies, as well as any more specific parameters established by the RIC's investment adviser or board for a particular subadviser (if applicable). Please see the applicable RIC's prospectus and SAI for a more complete discussion.

The Adviser generally utilizes a fundamental, research-intensive approach to identify investment opportunities as well as potential short-sale candidates. The Adviser generally focuses on investments in medium to large capitalization growth companies to take advantage of the Adviser's special expertise in these areas. However, the Adviser does not limit the types of investment strategies it may employ or the markets or instruments in which the Funds, the RIC, the UCITS Fund or other Clients may invest, except to the extent that the use of such strategies, markets and/or instruments may be limited or prohibited by applicable law or pursuant to the

Fund Governing Documents, the RIC Governing Documents, the UCITS Governing Documents, or the investment management agreement with other Clients (as applicable).

### **Primary Investment Strategies**

The Adviser employs the following primary investment strategies:

*Long-Short Strategy.* This strategy generally involves creating a balanced portfolio of long and short positions primarily in equity and equity-related securities and instruments with a net exposure of typically 50% which may be adjusted by the Adviser (typically 30% up or down). In developing the long portfolio for this strategy, the Adviser generally invests in companies with significant long-term growth potential. Earnings growth drivers such as new products, capital spending programs, acquisitions, volume and pricing trends, cost reduction and restructuring programs, and product mix changes are analyzed using a fundamental, research-driven process in order to assess the long-term earnings growth of each potential investment. In addition to focusing on long-term earnings growth, the Adviser purchases securities in those companies that are trading at attractive valuations relative to their earnings and/or cash-flow growth. Long positions are also taken in companies that are inherent value opportunities (such as turnarounds) or in positions that have good short-term trading potential. In developing the short portfolio for this strategy, the Adviser generally takes short positions in the securities of companies for which the Adviser expects significant fundamental weakness that is not reflected in the price of the underlying security at the time the position is entered into. Typically, the Adviser does not short the securities of companies that have strong fundamentals, even though such securities may appear overvalued. However, short positions are taken in the securities of companies that appear overvalued and where significant fundamental weakness is not readily apparent. This strategy may employ leverage by borrowing money from brokerage firms, purchasing securities on margin, or by other means, such as financing positions.

There are no material limitations on the types of investment instruments in which the Adviser may invest on behalf of the Funds. The Funds employing this strategy may invest in a wide variety of equity and non-equity and equity-related securities, including common and preferred stocks and other equity and equity-like instruments, cash and cash equivalents, all types of fixed income securities and other financial instruments including, options, forward contracts, swaps and other derivative instruments.

The Adviser generally manages the investment portfolio of the UCITS Fund in accordance with the Long-Short Strategy. However, given certain restrictions and limitations applicable to the management of a UCITS vehicle, in certain instances, the Adviser is restricted from investing assets of the UCITS Fund in the same securities and instruments which it would otherwise use in managing the Long-Short Strategy. For example, with respect to the UCITS Fund, the Adviser may not enter into actual short sales of securities. Rather, the Adviser will establish synthetic short exposure to the relevant issuers through the use of swaps and other derivative instruments. Further, while the Adviser's use of derivative instruments in managing the UCITS Fund's portfolio may create embedded leverage, due to restrictions with respect to the management of

UCITS vehicles, the Adviser will not use leverage in the form of borrowings in connection with managing UCITS Fund's portfolio.

*Long-Oriented Strategy.* This strategy generally involves the development of a long-biased portfolio consisting primarily of equity and equity-related securities of approximately 20-35 companies (the actual number of which may be fewer or greater depending upon the availability of investment opportunities). The Adviser may enter into short sale transactions, including writing call options, solely for hedging purposes (*i.e.*, risk reduction), in its sole discretion, and will not engage in short sales for speculative purposes (*i.e.*, to enhance performance). This strategy generally is implemented in the same or similar manner to the long portion of the Adviser's long-short strategy discussed above.

The Adviser generally manages the Sirios Focus Fund in accordance with the long-oriented strategy. The Sirios Focus Fund does not engage in short sales, but may use derivatives. The investment strategy followed by the Sirios Focus Fund is discussed more fully in the prospectus and other RIC Governing Documents.

*Timber Strategy.* This strategy involves making direct investments in timber and timberland, as well as other timber-related investments throughout the continental United States that the Adviser believes are undervalued. The timberlands targeted for acquisition generally are natural hardwood forests, forests with a high proportion of immature timber and forests with low near-term real estate development potential. The Adviser generally acquires timberlands from a variety of sellers. Sellers may include public and private integrated forest products companies seeking to re-deploy capital, public or private timber and real estate companies, as well as individual investors.

## **Principal Risks**

*General.* Investing in securities and other investment instruments involves risks. The Funds, the RIC, and the UCITS Fund, their respective investors, and all other Clients bear the risk of loss (including entire loss of principal) on their investments. The risks described below are certain of the more significant risks involved in the Adviser's investment strategies. Not all of these risks will be relevant to each Fund, the RIC, or the UCITS Fund or each Client's account. Moreover, the description of risks below does not purport to be a complete description of the risks associated with the Adviser's, the Funds', the RIC's, or the UCITS Fund's investment strategies, and is qualified in its entirety by the risk factors described in each Fund's confidential offering memorandum and the Prospectus (as applicable). Investors and prospective investors in the Funds, the RIC, and the UCITS Fund are urged to read carefully all such risk factors.

*Investment and Trading Risks.* The Adviser's investment programs may utilize such investment techniques as margin transactions, short sales, leverage, options on securities and indices and forward contracts, which practices can, in certain circumstances, amplify the adverse impact to which Clients may be subject. The timing of such adverse impacts cannot be predicted and may result in substantial volatility in performance.

*Short Selling.* As part of its investment program, the Adviser may sell securities that the Funds or other Clients do not own in anticipation of a decline in the market price of such securities or in order to hedge portfolio positions. Short selling, or the sale of securities not owned by a Client, necessarily involves certain additional risks. Such transactions expose the Funds and other Clients to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and without limit. There is the risk that the securities borrowed in connection with short sales would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a “short squeeze” can occur, wherein the Funds or other Clients might be compelled, at a disadvantageous time, to replace borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

In short sales, the Funds or other Clients would ordinarily be entitled to receive payments (at rates based in part on prevailing short-term “money market” rates) with respect to such proceeds. To complete such transactions, it is generally necessary to borrow the security sold in order to make delivery to the buyer. The proceeds of the short sales would generally be retained by the broker, to the extent necessary to meet margin requirements, until the short positions are closed out. In connection with a short sale, the Funds or other Clients (i) will be required to pay brokerage commissions to execute short sales and may be required to pay premiums to the lender of the securities, which will increase the cost of the security sold, (ii) will generally be obligated to replace any securities borrowed by purchasing them at the market price at the time of replacement and (iii) may be obligated to return the securities borrowed at any time. The price at such time may be more or less than the price at which the security was sold. Until the security is replaced, the Funds or other Clients generally are required to pay to the lender amounts equal to any dividends or interest which accrue on the securities borrowed during the period of the loan. The Funds or other Clients will incur losses as a result of the short sales if the price of the security increases between the date of the short sales and the date on which they replace a borrowed security, and will realize gains to the extent the security declines in price between those dates by an amount in excess of the costs incurred in effecting the short sales. The extent to which the Adviser will engage in short sales depends upon the Adviser’s investment strategies and perception of market direction; the Adviser has no policy limiting the amount of capital it may deposit to collateralize its obligation to replace borrowed securities sold short.

*Borrowing and Leverage.* The Adviser may utilize leverage as part of its investment program. This involves borrowing money from brokerage firms for investment purposes. Amounts borrowed to leverage investments typically will be secured by the pledge of securities held in the underlying investment portfolios. Although leverage increases investment returns if the investment portfolio earns a greater return on the incremental investments purchased with borrowed funds than they pay for such funds, the use of leverage decreases investment returns if the investment portfolio fails to earn as much on such incremental investments as they pay for such funds.

The concept of leverage involves the use of debt to finance purchases of securities and manifests itself in different ways. Borrowing funds “on margin” from brokers for the purchase of equity securities involves an initial cash requirement representing varying percentages (but typically lower than 50%) of the underlying security’s value with respect to transactions in non-U.S. markets and 50% with respect to transactions in U.S. markets. There are additional risks in the event that equity or debt instruments held in Client investment portfolios decline in value. In this event, the Funds or other Clients could be subject to a “margin call” or “collateral call”, pursuant to which they must either deposit additional funds with the lender, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden, precipitous drop in value of the Funds’ or other Clients’ assets, it might not be possible to liquidate assets quickly enough to pay off borrowing.

The dealers that provide financing can apply essentially discretionary margin, haircut, financing and collateral valuation policies. Changes by dealers in any of the foregoing may result in large margin calls, loss of financing and forced liquidations of positions at disadvantageous prices.

The Funds and other Client accounts also may also engage in indirect leverage through the use of derivative instruments because the amount of gains or losses on these instruments may be substantially more than the amount invested. Likewise, while the UCITS Fund may not borrow, its use of derivative instruments may result in indirect leverage.

*Illiquid Portfolio Securities.* The Adviser may invest in securities of private companies and privately issued securities of public companies. The Adviser may not be able to readily dispose of such non-publicly traded securities and, in some cases, may be contractually prohibited from disposing of such investments for a specified period of time.

*Limited Diversification.* The Adviser’s investment programs may result in Clients holding relatively large concentrations in a particular market, industry, company or security type. Losses incurred in such investments could have a materially adverse effect on the overall financial condition of such Client accounts.

*Micro, Small and Medium Capitalization Companies.* The Adviser may invest in the stocks of companies with micro- or small- to medium-sized market capitalizations. While the Adviser believes they often provide significant potential for appreciation, those stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of small-capitalization and even medium-capitalization stocks are often more volatile than prices of large-capitalization stocks and the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to investors) is higher than for larger, “blue-chip” companies. In addition, due to thin trading in some small-capitalization stocks, an investment in those stocks may be illiquid.

*Investments in Undervalued Securities.* The identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer opportunities for above-average capital appreciation, these investments involve a high degree of

financial risk and can result in substantial losses. Returns generated from any such investments may not adequately compensate for the business and financial risks assumed.

The Adviser may make certain speculative investments in securities, which the Adviser believes to be undervalued; however, there are no assurances that the securities purchased will in fact be undervalued. In addition, Clients may be required to hold such securities for a substantial period of time before realizing their anticipated value. During this period, the assets that Clients have committed to the securities purchased would possibly prevent the investment in other opportunities. In addition, the Adviser may cause the Funds and other Clients to finance such purchases with borrowed funds and thus will have to pay interest on such funds during such waiting period.

*Options.* The Adviser may purchase and sell (“write”) options on equities on non-U.S. and U.S. securities exchanges and in the non-U.S. and U.S. over-the-counter markets. The seller (“writer”) of a put option which is covered (e.g., the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sales price (in establishing the short position) of the underlying security, plus the premium received, and gives up the opportunity for gain on the underlying security below the exercise price of the option. If the seller of the put option owns a put option covering an equivalent number of shares with an exercise price equal to or greater than the exercise price of the put written, the position is “fully hedged” if the option owned expires at the same time or later than the option written. The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying security below the exercise price of the option. The buyer of a put option assumes the risk of losing its entire investment in the put option. If the buyer of the put holds the underlying security, the loss on the put will be offset in whole or in part by any gain on the underlying security.

The writer of a call option which is covered (e.g., the writer holds the underlying security) assumes the risk of a decline in the market price of the underlying security below the value of the underlying security less the premium received, and gives up the opportunity for gain on the underlying security above the exercise price of the option. The seller of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The buyer of a call option assumes the risk of losing its entire investment in the call option. If the buyer of the call sells short the underlying security, the loss on the call will be offset, in whole or in part, by any gain on the short sale of the underlying security.

Options may be cash settled, settled by physical delivery or by entering into a closing purchase transaction. In entering into a closing purchase transaction, Clients may be subject to the risk of loss to the extent that the premium paid for entering into such closing purchase transaction exceeds the premium received when the option was written.

*Stock Index Options.* The Adviser may also purchase and sell call and put options on stock indices listed on U.S. securities exchanges or traded in the over-the-counter market for the

purpose of realizing their investment objectives or for the purpose of hedging their portfolios. A stock index fluctuates with changes in the market values of the stocks included in the index. The effectiveness of purchasing or writing stock index options for hedging purposes will depend upon the extent to which price movements in the investment portfolios correlate with price movements of the stock indices selected. Because the value of an index option depends upon movements in the level of the index rather than the price of a particular stock, whether Clients will realize gains or losses from the purchase or writing of options on indices depends upon movements in the level of stock prices in the stock market generally or, in the case of certain indices, in an industry or market segment, rather than movements in the price of particular stocks. Accordingly, successful use of options on stock indices will be subject to the Adviser's ability to correctly predict movements in the direction of the stock market generally or of particular industries or market segments. This requires different skills and techniques than predicting changes in the price of individual stocks.

*Forward Trading.* Forward contracts, unlike futures contracts, are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any market traded by the Adviser due to unusually high trading volume, political intervention or other factors. The imposition of controls by government authorities might also limit such forward (and futures) trading to less than that which the Adviser would otherwise recommend, to the possible detriment of Client accounts. Market illiquidity or disruption could result in major losses.

*Other Instruments and Future Developments.* The Adviser may take advantage of opportunities in the area of swaps, options on various underlying instruments and swaptions and certain other customized derivative instruments. In addition, the Adviser may take advantage of opportunities with respect to certain other derivative instruments which are not presently contemplated for use by certain Client accounts or which are currently not available, but which may be developed. Special risks may apply to instruments which are invested in by the Adviser in the future which cannot be determined at this time. A swap is a contract under which two parties agree to make periodic payments to each other based on specified interest rates, an index or the value of some other instrument, applied to a stated, or "notional", amount. Swaps generally can be classified as interest rate swaps, currency swaps, commodity swaps or equity swaps, depending on the type of index or instrument used to calculate the payments. A swaption is an option entitling one party to enter into a swap agreement with the counterparty. In addition to swaps and swaptions, Clients may become a party to various other customized derivative instruments entitling the counterparty to certain payments on the gain or loss on the value of an underlying or referenced instrument. Certain swaps, options and other derivative instruments may be subject to various



types of risks, including market risk, liquidity risk, counterparty credit risk, legal risk and operations risk.

Moreover, to the extent that options, futures, options on futures, swaps, swaptions and other derivative instruments are used by the Adviser, it should be noted that they inherently contain much greater leverage than does a non-margined purchase of the underlying security, commodity or instrument inasmuch as only a very small portion of the value of the underlying security, commodity or instrument is required to be paid in order to effect such investments. The Adviser also may establish short-term unsecured loans from major banks.

*Hedging Transactions.* The Adviser may, but is not required to, utilize a variety of financial instruments, such as derivatives, options, interest rate swaps, caps and floors, futures and forward contracts, both for investment purposes and for risk management purposes. It should be noted that the Adviser may choose not to hedge against risk for some or all Client accounts. While the Adviser may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance than if the Adviser had not engaged in any such hedging transaction. Moreover, it should be noted that the portfolios will always be exposed to certain risks that cannot be hedged, such as credit risk (relating both to particular securities and counterparties).

*Non-U.S. Investments.* The Adviser may invest in securities of non-U.S. companies. Investing in the equity securities of non-U.S. companies involves certain considerations not usually associated with investing in securities of United States companies, including political and economic considerations, such as greater risks of expropriation and nationalization, the potential difficulty of repatriating funds and general social, political and economic instability; the small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; fluctuations in the rate of exchange between currencies, costs associated with currency conversion and the potential risk of the imposition by non-U.S. regulatory authorities of restrictions on currency conversion; and certain government policies that may restrict investment opportunities. In addition, accounting and financial reporting standards that prevail in non-U.S. countries generally are not equivalent to United States standards and, consequently, less information may be available to investors in companies located in non-U.S. countries than is available to investors in companies located in the United States. There is also less regulation, generally, of the securities markets in non-U.S. countries than there is in the United States.

*Non-U.S. Exchange Risk.* The Adviser may invest in equity securities denominated in currencies other than the U.S. dollar and in other financial instruments, the price of which is determined with reference to currencies other than the U.S. dollar. The Adviser, however, values the securities and other assets held in the Funds and other Client accounts in U.S. dollars. To the extent unhedged, the value of the portfolio assets will fluctuate with U.S. dollar exchange rates as well as with price changes of investments in the various local markets. Thus, an increase in the value of the U.S. dollar compared to the other currencies in which the Funds or other Client accounts are invested reduces the effect of increases and magnifies the U.S. dollar equivalent of

the effect of decreases in the prices of the portfolio securities invested in non-U.S. markets. Conversely, a decrease in the value of the U.S. dollar has the opposite effect of magnifying the effect of increases and reducing the effect of decreases in the prices of the non-U.S. dollar portfolio securities. The Adviser also may utilize options and forward contracts to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be effective.

*Highly Volatile Markets.* The prices of financial instruments in which the Adviser may invest can be highly volatile. Price movements of forward, futures and other derivative contracts in which assets may be invested by the Adviser are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. There is also risk associated with the possible failure of any of the exchanges on which portfolio positions trade or of their clearinghouses.

*Counterparty Risk.* Many of the markets in which the Adviser may effect transactions are “over-the-counter” or “interdealer” markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of “exchange based” markets. This exposes Clients to the risk that a counterparty will not settle a transaction in accordance with, or because of, a credit or liquidity problem, thus causing them to suffer a loss. In addition, in the case of a default, Clients’ investment portfolios could become subject to adverse market movements while replacement transactions are executed. Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Adviser has concentrated the transactions with a single or a small group of counterparties. The Adviser is not restricted from dealing with any particular counterparty or from concentrating any or all of their transactions with one counterparty. Moreover, while the Adviser attempts to evaluate the creditworthiness of counterparties, it cannot ensure that such evaluations will eliminate or mitigate all or any counterparty credit risk. The ability of the Adviser to transact business with any one or number of counterparties, the lack of any meaningful and independent evaluation of such counterparties’ financial capabilities and the absence of a regulated market to facilitate settlement may increase the potential for losses.

*Reliance Upon Outside Data Vendors.* The Adviser will receive its information regarding the performance of portfolio investments from data provided by outside vendors. Such data includes stock quotations, earnings reports, balance sheets, and other indicators of financial performance. The Adviser has no independent means to ensure that such data is error-free or to discover that such data is in other ways incomplete or inaccurate.

*Lending of Portfolio Securities.* The Adviser may cause the Funds or other Client accounts to lend portfolio securities to third parties. By doing so, the Adviser attempts to increase income through the receipt of interest on the loan. The Funds or other Client accounts could experience losses if the institution with which they have engaged in a portfolio loan transaction breaches its agreement with them. In the event of the bankruptcy of the other party to the securities loan, there could be delays in recovering the loaned securities.

*High Portfolio Turnover.* As part of its investment program, the Adviser intends to engage in active management. Accordingly, Clients' portfolio turnover rate and their brokerage commissions, fees and other transaction costs may be higher than that of many other investment programs or strategies. A high turnover rate may also result in the realization of short-term capital gains that generally will be taxable to U.S. taxpayers (unless offset by other capital losses) at the same U.S. tax rate as ordinary income.

*Portfolio Valuation.* Valuations of the Clients' investments that will affect the amount of the asset-based fees and performance-based compensation received by the Adviser (or its affiliates) involve uncertainties and judgmental determinations. Third-party pricing information may at times not be available regarding certain securities, derivative instruments and other investments. A disruption in the secondary markets for one or more portfolio investments may limit the ability of the Adviser to obtain accurate market quotations for purposes of valuing its portfolio investments. In addition, material events occurring after the close of a principal market upon which a portion of the securities or other assets of a Client account is traded may require the Adviser to make a determination of the effect of a material event on the value of the securities or other assets traded on the market for purposes of determining the value on a valuation date. Further, because of the overall size and concentrations in particular markets and maturities of positions that may be held from time to time, the liquidation values of securities and other investments may differ significantly from the interim valuations of these investments derived from the valuation methods ordinarily utilized by the Adviser. If the Adviser's valuations should prove to be incorrect, the value of Client accounts could be adversely affected.

*Exculpation; Indemnification.* The provisions of the investment management and other agreements with the Adviser and its affiliates may limit the right of Fund investors and Clients to maintain an action against the Adviser to recover losses or costs incurred as a result of the Adviser's or its affiliates actions or failure to act. In addition, under certain circumstances, the Fund or other Client account might be subject to significant indemnification obligations in respect of the Adviser or its affiliates, as well as other parties under the various agreements entered into with such persons against certain losses they or their respective affiliates may incur in connection with their relationship with the Funds or other Client accounts. Neither the Adviser nor its affiliates or the Funds carry any insurance to cover such potential obligations and none of the foregoing parties may be insured for losses for which the Funds or other Client accounts have agreed to indemnify them. Any indemnification paid by the Funds or other Client accounts would reduce value of such Funds or Client accounts. However, these provisions are not intended to permit exculpation or indemnification to the extent it would be inconsistent with the requirements of applicable U.S. federal or state securities laws.

*Agreements with Investors or Clients.* The Adviser and/or its affiliates may enter into agreements with Fund investors or Clients that contractually require the Adviser or its affiliates to take, or prohibit them from taking, or may contractually require them to permit the applicable Fund investor or Client to take, certain actions, which could result in some Fund investors or Clients having rights that are superior in some respect to other Fund investors or Clients. The Adviser may, but is not required to, disclose the existence or terms of any such agreements to

any other Fund investors or Clients or to offer the terms of any such arrangements to any other Fund investors or Clients.

*Limitation of Risk Disclosures.* The foregoing list of risks does not purport to be a complete enumeration or explanation of the risks involved in the Adviser's investment programs. Prospective investors in a Fund, the RIC, or the UCITS Fund should read carefully the entire confidential offering memorandum, Prospectus or equivalent of the Fund, the RIC, or the UCITS Fund and should consult with their own advisors before deciding whether to invest. In addition, as the Adviser's investment programs develop and change over time, Clients and investors may be subject to additional and different risk factors. No assurance can be made that profits will be achieved or that substantial losses will not be incurred.

*Liquidation of an Account.* In the event a Client account closes or liquidates, the Adviser seeks to liquidate such Client account in a manner that is consistent with its fiduciary duty and will attempt to mitigate any harm to non-liquidating clients.

RICs. The risks associated with investing in a RIC will vary depending on its investment objective, policies and strategies. Many of the above risks are applicable to the RIC advised by the Adviser or the portion of a RIC's portfolio subadvised by the Adviser. However, certain restrictions and limitations under the Investment Company Act applicable to the management of mutual funds will cause these risks to vary. Also, the aggregate risks of a multi-manager RIC may be very different from the risks associated with the sleeve of the RIC's portfolio subadvised by the Adviser. For a more complete description of the applicable risks, please see the applicable RIC's prospectus and SAI which can be obtained as described in Item 5.

## **Item 9 – Disciplinary Information**

In 2008, following an informal inquiry by the SEC staff, the SEC alleged that on two occasions the Adviser violated Rule 105 of Regulation M under the Securities Exchange Act of 1934 (the "Exchange Act"), by covering a short sale that occurred within five days of pricing of a follow-on offering of equity securities with stock purchased in the offering. Without admitting or denying the SEC's findings, the Adviser agreed to cease and desist from committing or causing any violations of Rule 105, was censured, and agreed to pay disgorgement of \$198,069 plus prejudgment interest in the amount of \$38,990 and a civil penalty in the amount of \$50,000.

The Adviser has since adopted and implemented enhanced policies and procedures in relation to compliance with Rule 105 of Regulation M. When the SEC staff conducted its informal inquiry of the Adviser's trading activity, the Adviser reviewed trading records for transactions for the period of more than four years, from January 1, 2003 through April 30, 2007, which included 152 secondary offerings in which the Adviser participated during that period. The inquiry resulted in the SEC findings of two instances during the period where the Adviser covered a short sale in violation of Rule 105 (*i.e.*, a finding that the short sale occurred within five days of pricing a follow-on offering with stock purchased in the offering):

- In one instance, the short position was covered as a result of the Adviser's former trading personnel "collapsing" an existing boxed position rather than going to the market to sell the long side of the boxed position. Given the liquidity and size of the position, the Adviser could have gone to the market to unwind the position, but it instead collapsed the position in order to minimize transaction costs for the participating funds. The Adviser has since implemented enhanced Rule 105 policies and procedures, which are designed to ensure against the Adviser's trading personnel collapsing a boxed position to save transaction costs if the Adviser holds a restricted short position in the security.
- In the other instance, the short position was covered as a result of market trading initiated by an automated computer trading program used for cash flow rebalancing. The Adviser has taken measures to update its technology to incorporate restrictions under Rule 105 to ensure that violations are not inadvertently caused by its automated computer trading programs. Specifically, the Adviser implemented a new feature in its automatic trading system, which codes as "restricted" securities of issuers of secondary offerings as soon as those offerings have been announced. This feature is designed to ensure that the system will not short such securities as part of the system's routine systematic portfolio rebalancing transaction.

The SEC has since amended Rule 105 to simplify its application by changing the standard to a flat prohibition on participating in a follow-on offering if the adviser shorted during the five-day restricted period prior to the offering (rather than a prohibition on *using stock purchased in the offering* to cover a short sale that occurred during the five-day restricted period prior to the offering). The Adviser will continue to provide training on the topic and will continue to monitor and review the effectiveness of its Rule 105 procedures and seek to improve them as necessary.

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

*General Partner Affiliates.* In addition to providing investment advisory services, the Adviser and its affiliates sponsor the Funds. Certain of the Adviser's affiliates, Sirios Capital, L.L.C. and Sirios Focus, L.L.C. (the "Sirios GP Affiliates") serve as general partners of the Funds that are organized as limited partnerships, and as such, receive the Performance Fee for their services. Sirios Associates, L.L.C. serves as the general partner of the Adviser and as the managing member of the Sirios GP Affiliates.

*Affiliated Research Provider.* Sirios Capital Singapore Pte. Ltd. ("Sirios Singapore"), a wholly-owned subsidiary of the Adviser located in the Republic of Singapore, is a research provider to the Adviser with respect to non-U.S. securities, securities markets, currencies and economies.

*Certain other Arrangements.* The Adviser may enter into contractual arrangements with sponsors and/or service providers (each, an "Investor Servicing Party") to certain collective investment vehicles that invest in the Funds (the "third-party funds"), under which the Adviser may agree to pay fees to the Investor Servicing Party as consideration for the Investor Servicing Party's sponsoring and providing ongoing administrative and operational support and/or services

to the third-party funds and/or the underlying investors in the third-party funds that invest in the Funds. The Adviser has entered into one such arrangement with an Investor Servicing Party and may enter into similar arrangements in the future. Such fees are paid from the Adviser's assets and do not increase the fees paid by any investor in the Funds.

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

*General.* The Adviser does not buy or sell securities for its own account. However, the Adviser or an affiliate of the Adviser may have an interest, as general partner or otherwise, in one or more of the Funds. In addition, certain officers, managers and employees of the Adviser and its affiliates are permitted to own, buy and/or sell interests in the Funds. Accordingly, the Adviser and/or its affiliates and employees may from time to time have a substantial interest in certain of the Funds or other accounts managed by the Adviser. If the Adviser's or its affiliates' interests in a Fund are substantial, the Fund may be treated as a proprietary account of the Adviser for certain purposes. To the extent any such proprietary account participates in transactions in securities or other instruments in which Client accounts participate, the Adviser will ensure that such proprietary account participates on a *pari passu* basis in accordance with the Adviser's policies and procedures on allocation of investments. In addition, the Adviser has established a master-feeder structure whereby one of the Funds, Sirios Focus Fund, Ltd. invests substantially all of its assets in another Fund, Sirios Focus Partners, L.P. Investors in this structure are subject to only one level of Management Fees and Performance Fees.

*Transactions Between Client Accounts.* On occasion, the Adviser may determine that it is appropriate and in the best interest of each Client if one Client account purchases a security while another Client account is selling the same security. To the extent permitted by law and the Adviser's applicable policies and procedures, the Adviser may effect "cross trades" involving Client accounts in which a security is sold from one account advised by the Adviser and bought for another such advised account through a book-entry or custodial transfer or through a broker-dealer. For example, cross trades may occur (i) when Funds or other Client accounts have different investment objectives or guidelines, (ii) if there are other factors specific to a Client or (iii) when the Adviser is re-balancing Client portfolios as a result of variations in cash positions due to fees, expenses and current or anticipated subscriptions and withdrawals by underlying investors. In such circumstances, the Adviser may be able to reduce or eliminate transaction costs by arranging for one Client account to buy or sell a portfolio security directly from or to another Client account. No such transactions will be effected unless the Adviser determines it is in the best interest of each Client. In addition, no such transactions will be permitted with respect to any Client account governed by ERISA.

*Code of Ethics.* The Adviser has adopted a Code of Ethics (the "Code") that establishes formal standards of business conduct and professionalism for its employees, officers, directors, and any other person who provides investment advisory advice on its behalf (collectively "employees"). In addition, the Code incorporates, by reference, the Adviser's Policy Statement Against Insider Trading (the "Policy Statement"). Upon employment, and annually thereafter, employees are required to certify compliance with the Code and the Policy Statement.

The Code holds employees to high standards of ethical conduct and places upon them a duty to act for the Client's benefit as well as to place the financial interests of the Adviser's Clients ahead of their own interests at all times. The Code complies with the requirements of Rule 204A-1 under the Advisers Act regarding codes of ethics and contains provisions that are more restrictive than those mandated by such rule. The Code sets forth, among other things, trading restrictions on effecting new transactions in "covered securities," requires pre-clearance for sales of pre-existing positions in covered securities and for other transactions, contains certain other restrictions on personal securities transactions and mandates quarterly transaction and annual holdings reporting. The term "covered security" generally includes all securities except direct obligations of the United States government, money market funds and shares of open-end investment companies registered under the Investment Company Act of 1940 (other than investment companies, if any, for which the Adviser acts as a subadviser or adviser). If a personal securities transaction is approved, the employee may proceed with the approved trade on the date clearance is granted. In the event an employee engages in personal securities trading in violation of the restrictions or pre-clearance requirements of the Code, the relevant employee may be subject to discipline including fines or termination. The Adviser's Chief Compliance Officer reviews quarterly transaction reports and annual holdings reports to ensure appropriate pre-approvals were obtained and to identify potential conflicts of interest.

The Policy Statement includes policies to monitor, restrict (if necessary), and educate employees with respect to acquiring and investing when in possession of material, non-public information.

Copies of the Code and Policy Statement are available to any prospective or existing Client upon request to the Adviser's Chief Compliance Officer, One International Place, Boston, Massachusetts 02110.

## **Item 12 – Brokerage Practices**

*Brokerage Transactions Generally.* In the absence of specific written instructions to the contrary from a Client, the Adviser generally has complete discretion with respect to Client accounts without any limitations on its authority. This discretion includes the authority, without prior notice to the Client, to buy and sell securities for Client accounts and to establish and effect securities transactions through accounts with broker-dealers selected by the Adviser and to negotiate rates of commissions, commission equivalents, and other transaction-related charges ("commissions") to be paid.

*Best Execution.* In seeking best execution for the securities transactions of its Clients, the Adviser considers a wide range of factors in judging whether a broker-dealer is providing best execution as discussed below.

In placing orders for and selecting brokers and dealers to execute a Client's securities transactions, the Adviser seeks prompt execution of orders at the most favorable prices reasonably obtainable under the circumstances. The Adviser has no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular portfolio transaction or to select any broker-dealer on the basis of its purported or "posted"

commission rate, but will endeavor to be aware of the current level of the commissions of eligible broker-dealers and to minimize the expenses incurred for effecting Client transactions to the extent consistent with the interests and policies of the accounts. Although the Adviser generally seeks competitive commission rates, it will not necessarily pay the lowest commission. Transactions may involve specialized services on the part of the broker-dealer involved and thereby entail higher commissions than would be the case with other transactions requiring more routine services.

The Adviser maintains a list of brokers and counterparties that have been approved for trading Client assets based on the criteria described below. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including, but not limited to, the following:

- A broker's trading expertise, including the broker's ability to complete trades; execute and settle difficult trades; obtain liquidity to minimize market impact and accommodate unusual market conditions; maintain anonymity; and account for its trade errors and correct them in a satisfactory manner.
- A broker's infrastructure, including order-entry systems; adequate lines of communication; timely order execution reports; an efficient and accurate clearance and settlement process; and capacity to accommodate unusual trading volume.
- A broker's ability to minimize total trading costs while maintaining its financial health, such as whether a broker can maintain and commit adequate capital when necessary to complete trades; respond during volatile market periods; and minimize the number of incomplete trades.
- A broker's ability to provide research and execution services, including advice as to the value or advisability of investing in or selling securities; analyses and reports concerning such matters as companies, industries, economic trends and political factors; or services incidental to executing securities trades, including clearance, settlement and custody.
- A broker's relationships with and ability to provide access to company management.
- A broker's ability to provide services to accommodate special transaction needs, such as the broker's ability to execute and account for arrangements for the provision of research or execution services, participate in underwriting syndicates and obtain initial public offering shares.

*Use of Soft Dollars.* The Adviser intends that any use of soft dollar arrangements will be in accordance with Section 28(e) of the Exchange Act. Where more than one broker-dealer is believed to be capable of providing the best combination of price and execution with respect to a



particular portfolio transaction, the Adviser may select a broker-dealer that furnishes products and/or research services. In addition, if the Adviser determines in good faith that the commission charged by a broker-dealer is reasonable in relation to the value of brokerage and research services provided by such broker-dealer, the Adviser may cause a Client account to pay such a broker-dealer an amount of commission greater than the amount another broker-dealer may charge, but generally within a competitive range for full service brokers. Research products and/or services may include: research reports on particular industries and issuers, economic surveys and analyses, services that provide market, economic and company data, recommendations as to specific securities and other products or services (*e.g.*, quotation services, trade analytics software and related costs and expenses), as well as execution services and products (*e.g.*, trading-related software used to execute and route trades and communicate with broker dealers), as well as other products or services consistent with Section 28(e) of the Securities Exchange Act of 1934.

The Adviser may also enter into arrangements with brokers regarding the allocation of amounts of brokered transactions to such brokers. In exchange, the Adviser may receive from such brokers research products and/or services and research-related software. A transaction will be placed with such brokers only if consistent with the best execution policies described above (which would take into account the provision of research and related services) and the Adviser will terminate any such arrangement or compensate the broker in cash for such research or software to the extent it could not fulfill the arrangement consistent with such policies.

Some “mixed-use” products or services could be used by the Adviser for both research/execution and non-research purposes, such as administration. If these products or services were obtained with soft dollars, the Adviser would allocate their cost between research and non-research uses. The Adviser would use its own hard dollars to pay that part of the cost that is attributable to non-research uses.

The Adviser’s use of Client brokerage commissions to obtain research or other products or services, benefits the Adviser because the Adviser does not have to produce or pay for the research, products or services it receives in such arrangements. This may create an incentive for the Adviser to select or recommend a broker-dealer based on the Adviser’s interest in receiving the research or other products or services, rather than on the interests of its Clients in receiving the most favorable execution. Brokerage and research services received by the Adviser could benefit Client accounts other than the Client account generating the soft dollar credits. The Adviser’s receipt of research services will not reduce any Client’s fees, including any asset-based fee (*e.g.*, the Management Fee paid by the Funds) or any performance-based compensation.

*Allocation of Investments.* The Adviser may purchase or sell the same securities for the accounts of multiple Client accounts at the same time or in the same proportionate amounts for all eligible Clients. For example, each Fund that has the same investment objectives and strategies will generally invest in the same portfolio of securities. However, the Adviser need not purchase or sell securities for Client accounts at the same time or in the same proportions, and may determine

that there are circumstances when Client accounts with similar objectives or strategies will not trade in the same securities at the same time.

The Adviser will allocate investment and trading opportunities (including the sequence of placing orders if not “batched”) in a manner believed by the Adviser to be fair and equitable to each Client over time. In making these allocations, the Adviser will take into account the following factors:

- The Clients’ investment objectives and strategies.
- The composition, size and characteristics of each Client account.
- The cash flows and amount of investment funds available to each Client account.
- The amount already committed by each Client account to a specific investment.
- Each Client’s risk tolerance and the relative risk of the investment.
- The marketability of the security being considered.

The Adviser may deviate from strictly *pro rata* allocations, when appropriate, taking into account the following factors:

- To avoid creating odd lot positions in any Client account;
- To allocate a smaller portion to those Client accounts for which the purchased security would be a peripheral investment and a larger portion to those Client accounts for which the security would be a core investment;
- To the extent that the purchased security is especially appropriate for one or more Client accounts with certain investment goals, tax considerations or risk tolerances;
- To satisfy demand with respect to a Client’s account’s cash position relative to its portfolio (*e.g.*, to allocate a small portion to accounts with less cash or liquidity and a greater portion to accounts with more cash or highly liquid investments); and
- When a proportionate allocation would, given the size of the Client, result in a position that is too small to be meaningful or too large to maintain an appropriate level of diversification.

*Aggregation of Orders.* When the same investment decision is made for more than one Fund or other Client on the same day, the Adviser may place orders to buy or sell the same securities for a number of Clients. Whenever possible, orders to purchase or sell the same security for multiple Client accounts are aggregated. All accounts that participate in an aggregated transaction shall participate on a *pro rata* basis based on the amount of the order. The Adviser

shall not aggregate investment transactions unless the transaction is consistent with the terms of the applicable investment management agreement and each participating Client's investment objectives, restrictions and policies.

The Adviser may batch any Client's trades with trades of other Client accounts, or in accounts in which persons affiliated with the Adviser have a significant interest. Such trades will be subject to equal treatment, with each participating account receiving average execution and average commissions, and any securities being purchased or sold will be allocated on a *pro rata* basis.

If it is not possible, in a single transaction or at a single price, to effect trades in a particular security that are appropriate for multiple accounts, the Adviser may, if feasible, compute and give to each participating Client account the average price for that day's transactions in the securities.

### **Item 13 – Review of Accounts**

At least weekly, and more often as required by special circumstances (such as a relevant development in market conditions affecting one or more of the portfolio securities or markets in which Clients invest), the Adviser's personnel (individually or as part of a group) will review the performance of each Client account (including the portfolios managed by the Adviser on behalf of certain RICs). The following Adviser personnel are involved in the review of Client accounts: the Managing Director; the Chief Financial Officer; the Principal and Head of Trading; the Principal and Director – Financial Sector; the Principal – Asia; the Principal – Domestic; and the Principal – Europe.

Investors in certain Funds have access to monthly reports that include the balances of their interests in such Funds. Investors in all of the Funds receive annual financial statements audited by an independent public accounting firm. Investors in most of the Funds also receive quarterly investment letters (either by mail or electronic means) that include commentary and performance information. Additionally, information with respect to certain Funds' performance and portfolio holdings is available to investors through the Adviser's password protected website.

Investors in the UCITS Fund may, upon request to the Company, receive an abridged version of the audited annual report of the Company in advance of the Company's annual general meeting of investors. This abridged version includes the report of the Company's directors, a statement of the net assets of the UCITS Fund and statistical information, a statement of operations and changes in net assets of the UCITS Fund, notes to the financial statements and the Independent Auditors' report. Investors may also obtain the full audited annual report of the Company and the unaudited semi-annual report of the Company free of charge from the Company's registered officer or via Schroder's website at [www.schroders.lu](http://www.schroders.lu).

Investors in RICs are entitled to receive, on a semi-annual basis, a report to shareholders containing information required by the Investment Company Act, including audited financial statements at least annually. The Investment Company Act also requires that a RIC's assets be maintained with a qualified custodian that is subject to board review and approval. For

additional information regarding review and reporting of RICs, please see the applicable RIC's prospectus and SAI which can be obtained as described in Item 5.

Other Clients generally receive reports and other information regarding their account from the Adviser as set forth in the investment management agreement between the Adviser and the Client.

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

*Other Compensation.* In exchange for using the services of certain broker-dealers or custodians, the Adviser may receive from such broker-dealers or custodians, without cost, computer software and related systems support, which allow the Adviser to better monitor Client accounts maintained with them. In addition, the Adviser may receive the following benefits from such broker-dealers: access to a trading desk that exclusively services institutional brokerage group participants; access to block trading services which provide the ability to aggregate securities transactions and then allocate the appropriate shares to Client accounts; access to prime brokerage capital introduction services and/or access to an electronic communication network for client order entry and account information. The Adviser currently has such arrangements with the entities that serve as the Funds' prime brokers. Although the Adviser receives these services and generally may direct trading for the Funds through the prime brokers, they are not considered by the Adviser to be "soft dollar" benefits because the services are not provided in exchange for the Adviser's Clients paying higher transaction commissions or fees than those obtainable from other brokers in return for similar products and services.

*Other Arrangements.* As described in Item 10, the Adviser has entered into certain arrangements with Investor Servicing Parties to third-party funds under which the Adviser pays fees to such Investor Servicing Parties for the sponsoring and provision of ongoing administrative and operational support and/or services to the third-party funds and/or the underlying investors in the third-party funds that invest in the Funds. The Adviser does not view these arrangements as referral fee arrangements because the fees paid pursuant to these arrangements are primarily for administrative and operational support rather than for the referral of investors.

#### **Item 15 – Custody**

The funds and securities of the Funds, the RIC, the UCITS Fund and each other Client account are held by qualified custodians. As noted in Item 13 above, investors in the Funds receive the applicable Fund's annual financial statements audited by an independent public accounting firm within 120 days of the Fund's fiscal year end. Investors in RICs receive the applicable RIC's annual financial statements audited by an independent public accounting firm in an annual shareholder report. Investors in the Funds are urged to carefully review such statements. The Adviser may be deemed to have custody of the Funds' assets as a result of the Adviser and its affiliates having authority over the Funds and of their accounts.

## **Item 16 – Investment Discretion**

The Adviser exercises discretion in managing the investments of each Client, including the Fund, RICs which it advises, and the UCITS Fund, based on the applicable investment objectives, policies and strategies set forth in the Client’s investment management agreement or if applicable, governing documents.

In a subadvisory or multi-manager situation, the Adviser typically receives broad discretion from a RIC to select portfolio securities for a segment of the portfolio. However, the Adviser must operate within each RIC’s investment objectives, restrictions and policies set forth in the RIC’s Governing Documents, as well as any more specific parameters communicated to the Adviser by the RIC’s board or investment adviser. The Adviser’s discretion may also be limited by certain federal securities and tax laws applicable to RICs that, for example, require diversification of investments and favor the holding of investments once made.

The Adviser’s discretion to make investment decisions or to select brokers, dealers and other counterparties may, but need not, be limited by the investment management agreement between the Adviser and a Client.

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

The Adviser has authority to vote proxies on behalf of the Funds, the RIC, the UCITS Fund and certain other Client accounts in accordance with the Adviser’s Proxy Voting Procedures and Guidelines and subject to applicable law. The Adviser has retained Institutional Shareholder Services (“ISS”), a third-party proxy voting service, to assist with the Adviser’s proxy voting responsibilities. ISS is responsible for the maintenance of copies of the Adviser’s proxy records, and related documentation, as well as other proxy-related services, such as voting recommendations, meeting notification, vote execution, potential conflict resolution, and recordkeeping. ISS provides summaries of proxy proposals (including social responsibility issues), publications discussing key proxy voting issues, and specific vote recommendations regarding portfolio company proxies to assist in the proxy research process. The Adviser uses such materials and recommendations to assist in the vote determination process. However, the final authority and responsibility for proxy voting decisions remain with the Adviser. The Adviser’s Proxy Voting Procedures and Guidelines also provide methods for addressing conflicts of interest and guidelines for circumstances in which the Adviser may abstain from voting proxy statements.

Each Fund, acting through its general partner or board of directors, may request information from the Adviser with respect to such Fund regarding how the Adviser voted any proxies on behalf of the applicable Fund. In addition, each Fund, acting through its general partner or board of directors, may request a copy of the Adviser’s Proxy Voting Procedures and Guidelines. The Adviser is required to report to Schroder at least annually on the exercise of voting rights and corporate actions with respect to the assets of the UCITS Fund. Other Clients generally will be entitled to receive similar information regarding proxy voting with respect to their accounts.

In the event the Adviser becomes aware that there may be a material conflict of interest between the interests of its clients and its interests (including those of its affiliates, managers, officers, employees and other similar persons) (referred to hereafter as a “potential conflict”) the Adviser generally votes the proxy in accordance with the Adviser’s pre-determined policies and guidelines or otherwise in a manner consistent with the voting recommendation of ISS. Alternatively, the Adviser may, but need not, establish an ethical wall or other informational barriers between the person(s) that are involved in the potential conflict and the person(s) making the voting decision in order to insulate the potential conflict from the decision maker. A potential conflict shall be deemed to exist if and only if one or more of the Adviser’s senior investment staff actually knew or reasonably should have known of the potential conflict.

Clients may obtain a copy of the Adviser’s proxy voting policies and procedures upon request. The Adviser is required to report how it exercises voting rights with respect to the assets of the RICs. Information regarding how each RIC voted proxies relating to portfolio securities held during its most recent 12-month period ended June 30 can be obtained from the EDGAR Database on the SEC's website at: <http://www.sec.gov>.

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

A balance sheet is not required to be provided as the Adviser (i) does not solicit fees more than six months in advance, (ii) does not have a financial condition that is likely to impair its ability to meet contractual commitments to Clients and (iii) has not been subject to any bankruptcy proceeding during the past 10 years.