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Investment Adviser Brochure
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This brochure provides information about the qualifications and business practices of Ardevora Asset Management LLP (“Ardevora”). If you have any questions about the contents of this brochure, please contact us at 01144 20 7842 0630 or by email at info@ardevora.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Ardevora is available on the SEC's website at www.adviserinfo.sec.gov.

Registration as an investment adviser with the SEC does not imply a certain level of skill or training.

ITEM 2. MATERIAL CHANGES

This document is a new brochure produced by Ardevora in connection with its initial registration as an investment adviser with the SEC. Therefore, there are no material changes to report at this time.

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Item 4. Advisory Business

Ardevora Asset Management LLP (“Ardevora”) was established in 2010 by Jeremy Lang and William Pattisson who have worked together for most of their careers. Each of the founders currently own 33% of Ardevora. Their experience of working at other firms has shown them the importance of creating a stable environment in which to manage money. Ardevora is structured as a Partnership and is 100% owned by its staff.

To have a stake in the firm, you need to be an active partner. Ardevora doesn’t have external shareholders. Rather, the founders have funded the start-up of the firm.

Ardevora is and will be owned largely by investment managers who want the firm to provide a good environment to manage money and to achieve good returns for clients. Decisions such as how much money we can run and which products we should have will not be allowed to compromise the integrity of our investment capability.

Ardevora has been authorised and regulated by the United Kingdom Financial Conduct Authority (“FCA”) since 2010 to carry on investment business.

Ardevora undertakes discretionary management of UK Equity and Global Equity mandates which are offered to clients either by way of segregated accounts or through pooled investment vehicles (“Private Funds”).

Advisory Services Provided to Segregated Account Clients

For segregated account clients, Ardevora offers asset management services that consist of continuous and ongoing supervision over specified account(s). Each client enters into a written investment management agreement to appoint Ardevora as the investment adviser with respect to an account. Each account consists only of assets held by a qualified custodian under the client’s name. The custodian maintains custody of all funds and securities in the account, and the client retains all rights of ownership (e.g., the right to withdraw securities or cash, and the right to exercise or delegate proxy voting).

As set forth in each investment management agreement, each account shall be invested in one of the firm’s investment strategies. The strategies are UK Income, UK Equity, Global Long-only Equity and Global Equity. A description of each strategy and certain risk factors is set forth in Item 8 below.

The investment recommendations and any decisions of Ardevora with respect to each strategy and account are subject to various market, currency, economic, political and business risks, and will not necessarily be profitable. Ardevora cannot guarantee the future performance of any strategy or account, promise any specific level of performance, or promise that the firm’s investment decisions or overall management of any strategy or account will be successful.

Any asset withdrawals or any client investment restrictions may impair achievement of investment objectives. Ardevora may manage investments for a number of clients, and

Ardevora may give advice or take actions for some clients that is different than the advice provided or actions taken for others. Ardevora is not obligated to buy, sell or recommend any security or investment that we may buy, sell or recommend for any other client or for our own accounts. Neither the firm nor its partners or employees make any representations or warranties, express or implied, that any level of performance or investment results will be achieved by any strategy or account, or that any strategy or account will perform comparably with any standard or index, including any other strategies or clients of the firm, and including clients whose accounts may be invested in the same strategy as you.

Ardevora is generally not expected to consider and diversify a client's account based on any other assets the client might hold, and Ardevora's only responsibility with respect to diversification is to invest the assets held in the account in accordance with the investment strategy set forth in the investment management agreement.

Each investment management agreement will also identify any investment restrictions that the client may impose with respect to the account. Ardevora will not enter into any investment management agreement if a prospective client seeks to impose unduly restrictive investment restrictions.

Advisory Services Provided to the Private Funds

Ardevora provides discretionary advisory services for Private Funds organised outside the United States. A description of each strategy is set forth in Item 8 below. Details regarding the services provided to the Private Funds and otherwise regarding the firm's arrangements with the Private Funds are set forth in each Private Fund's prospectus.

Each Private Fund is managed only in accordance with its own characteristics and is not tailored to any particular shareholder (each an "investor"). Since Ardevora does not provide individualised advice to the investors (and an investment in a Private Fund does not, in and of itself, create an advisory relationship between the investor and Ardevora), investors must consider whether a particular Private Fund meets their investment objectives and risk tolerance prior to investing. While this Brochure may be provided to investors, and may include information about the Private Funds, this Brochure is intended solely to provide information about Ardevora and should not be considered to be an offer of interests in any Private Fund. Information about a Private Fund can be found in the prospectus.

As at 27 February 2015 Ardevora's assets under management were US\$1.75 billion, all managed on a discretionary basis.

Item 5. Fees and Compensation

Fees For Segregated Account Clients

Ardevora charges a management fee, payable monthly or quarterly, of up to 1% of the net assets of the relevant mandate. In addition Ardevora may be entitled to a performance related fee, which is described in more detail in Item 6 below.

The specifics of each fee arrangement are negotiated for each client mandate and are fully described in the client mandate. We may offer lower fees to investors in certain circumstances, for example on size considerations or for early investors in a newly established strategy.

Fees relating to segregated mandates are negotiated on a case by case basis. The management fee rate may vary from client to client, and is based on a variety of factors that may include the nature and complexity of the particular mandate or fund, the nature of the services provided or the size of the investment.

Payment frequency varies between different clients and is agreed with clients prior to the provision of any discretionary investment management services. The majority of segregated accounts are calculated and billed quarterly in arrears. For the initial or final billing period, fees are usually prorated based on the number of days for which the service is provided. Ardevora does not charge additional fees for termination or redemption of any investments. Ardevora's fees are exclusive of certain costs and expenses relating to the management of client investments such as brokerage commissions, transaction fees, transfer fees, registration fees, or other fees which may be incurred by the clients. Item 12 provides more information on our brokerage practices. Depending on the tax jurisdiction some fees may also be subject to ad valorem tax or other government taxes, or transactions may be subject to withholding taxes payable and required to be withheld by issuers or their agents. Clients may also incur custody fees, administration fees and bank charges for operating their own segregated accounts.

Ardevora's sole business activity is investment management and we do not receive compensation from any party other than an investment management fee from the client.

Fees for Private Funds

Management Fees: Each Private Fund pays Ardevora management fees, the fees are accrued daily and paid monthly in arrears, based on an annual rate of up to 1.5% of the Private Fund's net asset value. Management fees will be paid in accordance with the daily accruals as at the date of redemption in the event of a liquidation or redemption on a date other than a permitted redemption date.]

Other Fees and Expenses: Incidental expenses for each Private Fund will include custodial charges; brokerage fees, commissions and related costs and expenses; governmental

charges, taxes and duties; transfer fees, registration fees and other expenses associated with buying, selling or holding investments; and withholding taxes payable and required to be withheld by issuers or their agents. Each Private Fund also bears expenses such as legal, accounting, offering and printing, regulatory or tax compliance expenses, operational expenses, audit expenses and administrative expenses. Each investor bears a *pro rata* share of all Private Fund fees and expenses.

From time to time, Ardevora may agree to limit the total expenses of a Private Fund, including Ardevora's management fee.

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

Ardevora is entitled to receive from certain of its Clients including the Private Funds a performance-based fee where this type of fee is agreed with a client.

The structure of any performance fee is subject to negotiation and agreement with the client and documented in the investment management agreement and fund documentation. An example of the format for such a fee is in addition to the agreed “base fee”. Ardevora shall be entitled to a Performance Fee which shall be payable if the performance of the account is above that of the agreed benchmark return (which may vary) over a specified period as agreed between Ardevora and the client. In the event that there is any such outperformance attributable to the account for the specified period Ardevora shall be entitled to a performance fee of an amount equal to 25% (or as agreed) of any such outperformance.

With respect to Segregated Account Clients, Ardevora manages similar investment strategies for clients who choose performance fees alongside clients where we charge fees based on the value of assets under management.

Performance based fee arrangements could create conflicts of interest for Ardevora to invest in riskier investments or favour the performance fee client by allocating investment opportunities to them instead of to clients from whom Ardevora does not earn a performance based fee. Ardevora’s compensation therefore might be larger than it would otherwise be because the fee would be based on account performance in addition to percentage of assets under management.

Ardevora has strict policies in place to ensure that all clients are treated fairly and equitably. This includes policies that require us to undertake fair allocation of trades across the portfolios that we manage, and monitoring the performance of each client’s portfolio to ensure that there is no bias in the treatment of performance fee based accounts.

Item 7. Types of Clients

Segregated Account Clients

Ardevora offers segregated discretionary portfolio management services to professional and institutional investors and financial institutions such as retirement plans for corporate and government entities, charitable institutions, foundations, investment trusts, wealth managers, insurance companies and multi-manager funds.

We do not offer investment management services to private individuals such as retail or high net worth investors.

The minimum account managed by Ardevora should generally be at least US\$75 million, although we may at our discretion and in certain circumstances manage accounts of lesser amounts.

Ardevora also serves as adviser or sub-adviser to pooled funds operated by other financial institutions.

Private Funds

Interests in the Private Funds are not registered under the Securities Act of 1933, as amended (the “1933 Act”), and therefore are offered only to “accredited investors” under the 1933 Act’s Regulation D. Private Fund investors in the United States are generally professional and institutional investors. The minimum initial investment amount for investors in the Private Funds ranges from £5,000 to £50,000.

IMPORTANT NOTE:

The Private Funds may be offered only through a prospectus, which may be provided to current and prospective investors only by Ardevora or another authorised party. **In no event should this Brochure be considered to be an offer of interests in the Private Funds or relied upon in determining whether to invest.**

This Brochure is not intended to, and does not, represent a complete discussion of the features, risks or conflicts associated with the Private Funds. While this Brochure may include information about the Private Funds and may be provided to current or prospective investors, this Brochure is designed solely to provide information about Ardevora for the purpose of compliance with the Investment Advisers Act of 1940, as amended (the “Advisers Act”) and, as such, responds to requirements under the Advisers Act, which may differ from the information provided in the prospectus. To the extent there is any conflict between this Brochure and the prospectus, the prospectus shall govern.

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

Investment Philosophy

Ardevora's investment philosophy is rooted in cognitive psychology. We observe the behaviour of three participants in equity markets: company management, analysts and investors.

At Ardevora, we believe intuition contributes a lot to the way these people make decisions. We know from academic research that, when considering complex problems like forecasting and risk, intuition can lead to persistent bias and, therefore, poor decision-making.

Ardevora's view is that investors are most prone to "over-reaction" – placing too much weight on a narrow range of information to draw black and white conclusions. We think analysts (who produce research reports and forecasts for stocks) are most prone to "under-reaction" – they are over-confident about their forecasting ability and are resistant to information that contradicts their views. We think company management are most prone to excessive "risk taking".

At Ardevora, we look for the circumstances which encourage these biases – we believe this throws up stock-picking opportunities. When buying stocks, we look for "out of character" behaviour by company management, where their usual excessive risk-taking is more likely to be either curtailed or be less damaging. We think company management create risk for investors, and we prefer to stick to stocks where in our view risk is likely to be relatively low.

Then, we look for one of two things to create potential reward. Either we look for circumstances where investors are most likely to be over-reacting to easily remembered, emotionally traumatic events. Or, we look for circumstances where analysts are more prone to striking biased forecasts, like where a company is quite different from its peer group, or where a company is experiencing a lot of change.

Investment Strategies for Segregated Account Clients

Ardevora currently offers UK strategies and Global Strategies. These are available as either long/short (150/50) strategies or long only. Other strategies may be available as agreed with clients.

For our long/short (150/50) strategies, the aim is that the portfolios are roughly 150% long and 50% short. Therefore the maximum gross exposure is expected to be below 200% and we aim to keep the net exposure at around 100%. These strategies will utilise derivatives to obtain these exposures. Variations on these strategies may be available as agreed with clients.

UK Income Strategy

The objective of the UK Income strategy is to achieve long-term capital appreciation and income. The strategy invests primarily in UK listed equities with a free float greater than £250m.

We build the Income strategy by taking our best ideas and double weighting the highest yielding stocks and half weighting the lowest yielding stocks. We do not put more of the strategy in big stocks just because they are a big part of an index.

There is no set maximum or minimum, but we would normally expect to have around 30-40 positions.

UK Equity Strategy

The objective of the UK Equity strategy is to achieve long-term capital appreciation. The strategy invests primarily in UK listed equities with a free float greater than £250m.

The strategy aims to expose around 150% of the total value into “long” investments and 50% of the total value into “short” investments. Therefore the use of derivatives and leverage is a significant part of the investment strategy. The value of these investments can change rapidly and may cause the account to lose a significant amount of value.

There is no set maximum or minimum, but we would normally expect to have around 30-40 long positions and 10-20 short positions.

Global Long-only Equity Strategy

The objective of the Global Long-only Equity strategy is to achieve long-term capital appreciation.

We build our Global Long-only Equity Strategy by dividing the world into four regions: North America, Europe, Japan and Emerging Markets. Within each region the Global Long-only Equity strategy invests primarily in global equities with a free float greater than \$1bn listed on markets we view as liquid and transparent.

There is no set maximum or minimum, but we would normally expect to have around 125-175 positions.

Global Equity Strategy

The objective of the Global Equity strategy is to achieve long-term capital appreciation.

We build our Global Equity Strategy by dividing the world into four regions: North America, Europe, Japan and Emerging Markets. Within each region the Global Equity strategy invests primarily in global equities with a free float greater than \$1bn listed on markets we view as liquid and transparent.

The strategy aims to expose around 150% of the total value into “long” investments and 50% of the total value into “short” investments. Therefore the use of derivatives and leverage is a significant part of the investment strategy. The value of these investments can change rapidly and may cause the account to lose a significant amount of value.

There is no set maximum or minimum, but we would normally expect to have around 125-175 long positions and 50 -100 short positions.

Investment Strategies for Private Funds

UK Income Fund Strategy

This strategy aims to achieve long term capital growth with a bias towards income by investing primarily in UK listed equities with a free float greater than £250 million.

UK Equity Strategy

This strategy aims to achieve long term capital growth by investing primarily in UK listed equities with a free float greater than £250 million. The strategy aims to expose around 150% of the total value into “long” investments and 50% of the total value into “short” investments. Therefore the use of derivatives and leverage is a significant part of the investment strategy. The value of these investments can change rapidly and may cause the account to lose a significant amount of value.

Global Long-only Equity Strategy

This strategy aims to achieve long term capital growth by investing primarily in global equities with a free float greater than \$1 billion listed on markets Ardevora views as liquid and transparent.

Global Equity Strategy

This strategy aims to achieve long term capital growth by investing primarily in global equities with a free float greater than \$1 billion listed on markets Ardevora views as liquid and transparent. The strategy aims to expose around 150% of the total value into “long” investments and 50% of the total value into “short” investments. Therefore the use of derivatives and leverage is a significant part of the investment strategy. The value of these investments can change rapidly and may cause the account to lose a significant amount of value.

Risk Factors:

Investing in Ardevora’s strategies involves investment risk which generally includes, but is not limited to:

- **Investment Risk**

A prospective investor should be aware that investments are subject to normal market fluctuations and other risks inherent in investing in securities. There is no assurance that any appreciation in the value of investments will occur or that the investment objectives of any mandate will actually be achieved. The value of investments and the income derived therefrom may fall as well as rise and investors may not recoup the original amount invested.

Past performance is not indicative of future results. Therefore, an investor should never assume the future performance of any specific investment or investment strategy will be profitable.

- **Risks associated with Currency**

Overseas stocks are subject to fluctuations in currency movements and there is a risk that the portfolio might experience currency and foreign exchange rate fluctuations that may adversely affect the value of investments in the portfolio.

- **Risks associated with Emerging Markets**

Ardevora may invest in emerging markets, which are more volatile than investments in more developed markets due to political and economic situations in emerging countries. Securities markets in emerging market countries may be smaller than those in developed countries, making it more difficult to sell securities in order to take profits or avoid losses. Potential political instability and corruption, as well as lower standards of regulation for business practices, increase the possibility of fraud or other legal problems. Public information may be limited with respect to emerging market issuers, and they may not be subject to uniform accounting, auditing, and financial standards and requirements. Investment in emerging market securities presents greater risk and is intended only for investors who are able to bear and assume this increased risk.

- **Risks associated with the use of counterparties**

There is a risk that any company providing services such as safe keeping of assets or acting as counterparty to derivatives may become insolvent which could cause losses to the client accounts.

- **Risks associated with Liquidity**

Some assets in client accounts may be difficult to sell (i.e. illiquid stocks) when required and may limit the fund manager's ability to readily convert the investment into cash.

- **Risks associated with Leverage**

While the use of leverage may increase the returns of an investment, it will also involve a high degree of risk. Leverage will create an opportunity for greater yield and total return

but it will also increase client accounts exposure to capital risk and interest costs and may result in significant losses.

- **Risks associated with Long / Short Strategies and Derivative Instruments**

There is no guarantee that the use of long and synthetic short positions will succeed in limiting client accounts exposure to market movements, sector swings or other risk factors. Derivative instruments may be riskier than other types of investments because they may be more sensitive to changes in economic or market conditions than other types of investments.

Where Ardevora uses derivatives as a significant part of the investment strategy, the value of these investments can change rapidly and may cause the fund to lose a significant amount of value. Ardevora will use contracts for differences (“CFDs”) or swaps to create synthetic long positions and synthetic short positions but may also use futures, options, warrants, swaps and other derivative instruments. Derivative instruments may be exchange-traded or over-the-counter. Ardevora may also engage in short sales. Amounts may be retained in cash or cash equivalents (including money market funds) pending reinvestment, for use as collateral if it is considered appropriate to the client’s objective.

- **Risks associated with Non-Diversification/Concentration**

Accounts that are non-diversified or more concentrated may have larger positions in fewer companies than would a diversified portfolio. A concentrated portfolio is more likely to experience significant fluctuations in value, exposing an investor to a greater risk of loss in any given period than a diversified portfolio.

- **Risks for Private Fund Investments**

Principal risks for the Private Funds are described above. More detail and specific risks associated with certain investment objectives or strategies is set forth in each Private Fund’s prospectus.

This list does not purport to be an exhaustive list of risks that may be associated with any particular account or investment.

Item 9. Disciplinary Information

Neither Ardevora, or any of its partners or employees, have been the subject of any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management,

Item 10. Other Financial Industry Activities and Affiliations

Ardevora is 100% owned by its staff. Its Controllers (who each own more than 25% of the Company) are Jeremy Lang and William Pattisson. There are no external shareholders or affiliations.

None of Ardevora's management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Ardevora only undertakes investment advisory services and does not undertake any other business activities. Specifically Ardevora does not recommend or select other investment advisers for our clients or receive compensation directly or indirectly from any advisers that creates a material conflict of interest. Ardevora's personnel have significant interests in the Private Funds, and investors in the Private Funds may include clients of Ardevora. *Please see Items 11 and 12 for a discussion of related conflicts and the policies and procedures Ardevora has adopted to assess these conflicts.*

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

Code of Ethics

Ardevora has adopted a Code of Ethics (“the Code”) which is designed to assist in maintaining the highest standards of integrity, competence and fairness. The Code of Ethics provides employees with guidelines on a range of activities including personal account dealing, gifts and inducements policy, conflicts of interest and reporting of Code breaches. It is available to all clients or prospective clients on request.

The Code applies to Ardevora, its staff and connected persons. In complying with the Code, the following key areas must be considered:

Ardevora employees and its connected parties may buy or sell for their own account the same securities that are invested on behalf of clients or buy or sell interests in funds that Ardevora manages on a discretionary basis. Ardevora’s policy prohibits staff from dealing in a security or fund ahead of a client account. The procedures require that all relevant personal account transactions obtain prior clearance from an authorised officer. In addition, all employees are required to sign a written undertaking to confirm that they understand and will comply with Ardevora’s personal account dealing policy. The Compliance Officer carries out regular monitoring reviews of personal account transactions to ensure that the procedures are adhered to and that there are no violations of the Code.

Trading while in possession of material non-public information (“inside information”) is strictly prohibited, whether it is for client trades or for personal account trade. Ardevora has an Insider Dealing Policy, applicable to all employees, which sets out the procedures in the event that any staff member comes into possession of inside information. Ardevora has a restricted list where all securities that are subject to inside information restrictions are recorded.

The Code also requires staff to consider other potential conflicts of interest that may arise in the course of business. The Code has policies and procedures set out that cover the offering or receiving of gifts or any other potential inducement.

As described in Item 10 above, Ardevora’s personnel have significant investments in the Private Funds. These interests may create an incentive to favour a Private Fund over other client accounts when, for example, placing trades, aggregating orders, selling short or engaging in cross trades. Ardevora maintains policies and procedures, including the Code and policies and procedures regarding batch transactions (described in Item 12), reasonably designed to assure that Ardevora and its personnel service all client accounts in a manner consistent with the duties an adviser owes to its clients and applicable law and without considering such persons’ ownership, compensatory or other pecuniary or financial interests.

Ardevora does not trade in securities as principal or effect transactions for any person other than for a client.

You may obtain a copy of our Code of Ethics by sending a request to:

Ardevora Asset Management LLP, 6 New Bridge Street, London, EC4V 6AB.

Item 12. Brokerage Practices

Ardevora provides discretionary investment management services to its clients. In making brokerage decisions for client accounts, Ardevora can only deal with an approved list of brokers for all our clients' accounts.

Selection Process for Brokers

Ardevora places orders for the purchase or sale of securities with the primary objective of obtaining the best price and execution from responsible brokers at competitive commission rates. Brokers may be nominated by the investment team or the traders and are approved by the Chief Compliance Officer subject to satisfactory due diligence checks and agreement of the terms of business, execution policy and correct categorisation under UK Financial Conduct Authority rules.

Our use of brokers is guided by their presence in the marketplace and the amount of liquidity that they provide. Ardevora is obliged to take all reasonable steps to obtain the best possible result when executing client orders. This does not necessarily mean achieving the best price for every client order, but rather the best possible result that can reasonably be expected with the resources available. There is also an obligation to implement procedures which provide for the prompt, fair and expeditious execution of client orders in relation to other client orders.

Through its trading process, Ardevora will take all reasonable steps to obtain the best possible result in the execution of client orders, taking account of all relevant execution factors. Those factors which must be accounted for in any best execution determination include:

- price, which may include explicit transaction costs, bid-ask spread or net price
- implicit transaction costs or market impact
- potential speed of execution
- likelihood of execution and settlement
- size and nature of the order
- price momentum before and during order execution
- broker's willingness to share information and commit capital
- confidentiality provided by the broker
- any other considerations relevant to the execution of the order

The relative importance of these factors may change depending on the specific order at hand.

Research/Execution or "Soft Dollars"

To date, Ardevora has not entered into any commission sharing arrangements with any brokers. Commissions paid to brokers are solely for the execution of trades. Ardevora does receive research from brokers. These arrangements do not affect or influence the

choice of broker for trading and Ardevora will endeavour to achieve best execution and act in the best interests of all client accounts. It should be noted that the trades for an account that generate a particular benefit may or may not benefit from these arrangements.

Directed Brokerage:

Ardevora does not recommend, request or require that Clients direct Ardevora to execute transactions through a particular broker or dealer. When a client directs Ardevora to use particular brokers to execute portfolio transactions for their account, Ardevora may not be in a position to negotiate commission rates, and may not be able to combine or “batch” transactions for execution purposes. Therefore, Ardevora does not permit its Clients to direct brokerage arrangements.

Trade Aggregation and Allocation:

Aggregation (or “bunching”) of trades describes the practice of combining the orders of more than one Client for the purchase or sale of the same security. Trades on behalf of Ardevora’s personnel do not participate in these policies.

It may be advantageous to aggregate orders as this may achieve better execution at more favourable prices and reduce transaction costs including commissions. Ardevora will allocate transactions from aggregate orders promptly, fairly and equally in particular where accounts are managed with the same investment strategy.

When Ardevora trades for more than one client, the executed trades may be allocated in accordance with the procedure set out below:

- The intended allocation of a trade must be determined prior to execution. In determining the initial allocation prior to trade execution. Initial allocations must be included on the order.
- Each client account that participates in an aggregated order will participate at the average share price for all transactions relating to that aggregated order on a given business day, with all transaction costs relating to that aggregated order shared on a pro rata basis.

If the entire order is filled, the securities must be allocated among client accounts based on the initial allocations. If the basis of the initial allocation is changed after the trades have been executed, the rationale for any change must be approved.

If the order is partially filled, the order should be allocated pro rata among clients in the same proportions as the initial allocation. However it is recognised that in some cases reasonable judgement may be used to determine a non-pro rata allocation. For example where the amount of the order filled results in:

- The resultant holding in each account being too small a number of shares in relation to the size of the participating accounts or its investment strategy for it to be economically appropriate, or
- an odd-lot.

In both cases above, a reasonable judgement will need to be made that could, prima facie, favour one client over another or others. In such cases the Portfolio Managers and Traders must take steps to consider the treatment afforded clients over time in other instances where non-pro rata allocations were employed. Portfolio Managers and Traders must not favour a particular account. Compliance will review allocation decisions on a periodic basis to determine that no account is favoured over any other over time. If an order is only partially filled, Ardevora will continue to partially fill until the order is met over a few days.

Ardevora does allow cross-trades between client accounts. Any such trades must be executed through a broker to ensure that the price used is independently verifiable, and the price must be fair to both parties and must be no less advantageous than could have otherwise been achieved.

Item 13. Review of Accounts

Following the take on of an account or the launch of a Private Fund, the portfolio managers review the portfolios continuously. Individual stocks within the portfolio are monitored on a daily basis in terms of unexpected share price movement, company news-flow and other factors affecting them.

Investment restrictions on a client's account or Private Fund are independently monitored by the Compliance Systems on a daily basis to ensure adherence to mandate restrictions and any other regulatory requirements where applicable. They also ensure that any appropriate corrective actions are promptly carried out where necessary and that breaches are reported to the client. The Compliance Officer also monitors operational risk including some exposure parameters on all portfolios.

In addition, Ardevora also undertakes formal risk and performance reviews of all accounts on a quarterly basis where the performance and risk characteristics of the portfolio are reviewed by the Risk and Compliance Committee.

Subject to each client's requirements, we provide our segregated account clients with written monthly or quarterly portfolio reports that may show details of securities held, valuations, cash positions, portfolio performance including appropriate attribution analysis, as well as commentary by the investment managers.

Monthly statements are provided to each investor in a Private Fund showing the shares held and the value of the account. Financial statements are made available annually and semi-annually to investors in the Private Funds.

Item 14. Client Referrals and Other Compensation

Ardevora does not receive any economic benefit from non-clients for investment advisory services.

Ardevora does not pay compensation for client referrals to any external parties in relation to segregated mandates or business undertaken in the USA.

In relation to pooled investments it manages, Ardevora may pay, or may require the investment fund to pay, a portion of the management fee to individuals or entities that refer non-U.S. investors to certain of the investment funds. Ardevora does not offer any compensation for referrals to any of the Private Funds in the United States.

Item 15. Custody

Ardevora does not have custody of client assets and is not permitted by the Financial Conduct Authority in the United Kingdom to have custody of client assets.

Each client account is maintained at a qualified custodian that is not affiliated with Ardevora in a separate account for the client and under the client's name. Each client will direct, in writing, the establishment of all accounts and are therefore aware of the qualified custodian's name, address and the manner in which the funds or securities in the account are maintained.

Clients should receive at least quarterly statements from the qualified custodian that holds and maintains the client's investment assets. Ardevora urges clients to carefully review such statements and compare such official custodial records to any account statements that Ardevora may provide. Account statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methods of certain securities. If the client has a question about an account statement, the client should contact Ardevora and the qualified custodian.

With respect to the Private Funds, investors in each Private Fund receive copies of the Private Fund's audited financial statements within 120 days following the Private Fund's fiscal year end. If you have invested in the Private Fund, you should review these audited financial statements carefully upon receipt and you should contact Ardevora immediately if you do not receive the audited financial statements in a timely manner.

Item 16. Investment Discretion

Ardevora obtains discretionary authority to manage securities accounts on behalf of our clients. Such discretion is exercised in accordance with the investment objectives and restrictions set out in the relevant client investment management agreement or Private Fund prospectus and Private Fund investment management agreement. Ardevora's discretionary management may be limited in certain circumstances. For example, a segregated account client may place restrictions or prohibitions on transactions in certain securities or industries or with socially responsible criteria. Any limitations must be agreed upon in advance in writing.

For the Private Funds, the investment objectives and restrictions are set forth in the prospectus. Individual investors in the Private Funds do not have authority to impose any restrictions upon Ardevora's discretion.

Item 17. Voting Client Securities

To date Ardevora does not have authority to vote proxies for any of our segregated account clients or Private Funds. Segregated account clients reserve their authority to vote their securities. With respect to segregated account clients, they will receive their proxy materials directly from their custodian, transfer agent or Ardevora, as applicable.

Item 18. Financial Information

Ardevora is required to provide certain financial information or disclosures about our financial condition if our financial condition is reasonably likely to impair our ability to meet our contractual commitments to our clients. Ardevora has no financial commitment that impairs its ability to meet any contractual and fiduciary commitments to clients. Ardevora has not been the subject of a bankruptcy proceeding.

The Firm does not require or solicit prepayment of fees.