

Santa Lucia Asset Management Pte. Ltd.

19th December 2017

This brochure provides information about the qualifications and business practices of Santa Lucia Asset Management Pte. Ltd. ("SLAM"). SLAM is applying to register as an investment adviser with the United States Securities and Exchange Commission (the "SEC") under the United States Investment Advisors Act of 1940 as amended. If you have any questions about the contents of this brochure, please contact Michael Paganussi at +65 6513 4103. The information in this brochure has not been approved or verified by the United States Securities Exchange Commission or by any state securities authority.

Additional information about Santa Lucia Asset Management Pte. Ltd. is also available on the SEC's website at www.adviserinfo.sec.gov.

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Item 4. Advisory Business

SLAM is an investment adviser with its principal place of business in Singapore. It commenced operations as an investment adviser in February 2011. As of September 30 2017 SLAM managed approximately \$546,800,000 of client assets on a discretionary basis and \$26,000,000 on a non-discretionary basis.

SLAM has entered into a sub-management agreement with CIM Investment Management Limited ('CIM'), a London, England based entity, which is registered with the SEC as an investment adviser, whereby SLAM provides investment management services to CIM. Under this agreement significant portions of CIM's client portfolios are managed by SLAM on a discretionary basis although CIM oversees the work of SLAM and retains full responsibility for these portfolios.

SLAM and CIM are under common ownership. James Morton owns 95% of SLAM and 100% of CIM and is the Chief Executive Officer and Chief Investment Officer of SLAM.

SLAM provides portfolio based investment management services on a discretionary and non-discretionary basis to its clients which, at September 30 2017, comprised CIM and other investment managers.

SLAM provides its investment management services to clients based on specific investment objectives and strategies and, under certain circumstances, SLAM agrees to tailor advisory services to those clients.

Clients may impose restrictions on investing in certain securities or certain types of securities.

Item 5. Fees and Compensation

Asset-Based Compensation

SLAM charges each client an investment management fee based on the value of the client's assets under management. For managed accounts these fees vary depending on the size of the client account and range between .05% and 1.00% per annum.

Investment management fees are usually charged each month in arrears and are normally based on the total market value of the assets in the client account (including net unrealized appreciation or depreciation of investments and cash, cash equivalents and accrued interest) on the last day of the month.

In relation to CIM, SLAM receives a pre-agreed proportion of the total remuneration received by CIM from its clients where SLAM is providing portfolio management services.

If a new client account is established during a month or a client makes an addition to its account during a month, the investment management fee will be prorated for the number of days remaining in the month. If a client's investment management agreement is terminated or a withdrawal is made from a client account during a month, the fee payable to SLAM will be calculated based on the value of the assets on the termination date or withdrawal date and prorated for the number of days during the month in which the investment management arrangement was in effect or such amount was in the account.

These fees are negotiable.

Performance-Based Compensation

SLAM may also be paid a performance-based fee, which is compensation that is based on a share of capital gains on or capital appreciation of the assets of a client. This compensation typically equals 10% of the capital gains or the capital appreciation.

These fees are negotiable.

SLAM also receives a proportion, at pre-agreed rates, of any performance fees received by CIM where SLAM is providing portfolio management services in relation to the relevant portfolios.

SLAM does not deduct the investment management fees and performance fees from client accounts. Instead SLAM bills clients. The client may select the method by which it would like to pay the investment management and performance fees. SLAM usually bills clients for investment management fees monthly.

In addition to paying investment management fees and, if applicable, performance-based fees, client accounts will also be subject to other investment expenses such as custodial charges, brokerage fees, commissions and related costs; interest expenses; taxes, duties and other governmental charges; transfer and registration fees or similar expenses; costs associated with foreign exchange transactions; other portfolio expenses; and costs, expenses and fees (including, investment advisory and other fees charged by investment advisers with, or funds in, which the client's account invests) associated with products or services that may be necessary or incidental to such investments or accounts.

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

SLAM and its investment personnel provide investment management services to multiple portfolios for multiple clients. SLAM is entitled to be paid performance-based compensation by its clients. In addition, SLAM's investment personnel are typically compensated on a basis that includes a performance-based component. In addition, certain client accounts may have higher asset-based fees or more favorable performance-based compensation arrangements than other accounts. When SLAM and its investment personnel manage more than one client account a potential exists for one client account to be favored over another client account. SLAM and its investment personnel may have a greater incentive to favor client accounts that pay SLAM (and indirectly the portfolio manager) performance-based compensation or higher fees.

SLAM has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including accounts with multiple fee arrangements, and the allocation of investment opportunities.

The vast majority of SLAM's investment mandates are distinct and have differing investment criteria. Its policy for dealing with such situations, is to review investment decisions for the purpose of ensuring that all accounts are treated equitably. The performance of similarly managed accounts is required to be regularly compared to determine whether there are any unexplained significant discrepancies. SLAM's procedures relating to the allocation of investment opportunities require that substantially similarly managed accounts participate in investment opportunities pro rata based on asset size subject to cash availability in the clients' accounts and require that, to the extent orders are aggregated, the client orders are price-averaged. SLAM's procedures also require the objective allocation of limited opportunities (such as initial public offerings and private placements) to ensure fair and equitable allocation among accounts. These areas are monitored by SLAM's Chief Compliance Officer.

Item 7. Types of Clients

SLAM's clients consist of other investment managers such as CIM and other institutions.

SLAM requires that a client invests a minimum of \$3 million (subject to regulatory requirements) to open an account and to maintain a minimum account size of \$3 million. If the account size falls below the minimum requirement due to market fluctuations only, a client will not be required to invest additional funds with CIM to meet the minimum account size. The minimum amount for an advisory account is \$1,000,000.

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

A. Methods of Analysis and Investment Strategies. SLAM utilizes a variety of methods and strategies to make investment decisions and recommendations. The methods of analysis include fundamental research including desk top reviews of available financial information and financial modeling and proprietary valuation analysis, as well as company visits, complimented by technical analysis.

SLAM employs the following investment strategies:

Buy and Hold. SLAM primarily engages in a buy and hold investment strategy wherein SLAM buys securities and holds them for a relatively longer period of time (the initial expectation is 6-36 months), regardless of short-term factors such as fluctuations in the market or volatility of the stock price.

Equity. SLAM's equity strategies focus on a subset of investment styles, including growth, absolute fundamental value and relative value. Some are global in scope while others are focused on particular geographic regions or specific countries.

Fundamental Value. SLAM engages in a fundamental value investment strategy wherein SLAM attempts to invest in asset-oriented securities it believes are undervalued by the market.

Relative Value. SLAM pursues relative value strategies by taking long positions in securities believed to be undervalued relative to comparable companies or sector.

Growth. SLAM engages in a growth investment strategy wherein SLAM attempts to select securities of a company whose earnings and net asset value expects to grow at an above-average rate compared to the company's specific industry or the overall market and where valuation multiples are lower than these growth rates.

Fixed Income. SLAM invests to a limited degree in fixed income and convertible debt instruments across the duration (from money market and short bond to intermediate to long bond) and credit (from investment grade to high yield) spectrums.

The range of currencies contained in SLAM client accounts includes all major currencies and reflects the geographic location of the relevant instrument.

These strategies and investments involve risk of loss to clients and clients must be prepared to bear the loss of their entire investment.

B. Material Risks (Including Significant, or Unusual Risks) Relating to Investment Strategies.

Issuer-Specific Changes. Changes in the financial condition of an issuer or counterparty, changes in specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can increase the risk of default by an issuer or counterparty, which can affect a security's or instrument's value. The value of securities of smaller, less well-known issuers can be more volatile than that of larger issuers. Smaller issuers can have more limited product lines, less effective management, a more vulnerable competitive position, and limited financial resources, any one of which can increase the risk level of an investment. The shares of smaller companies can be more prone to declines in trading volumes in times of declining prices.

Relative Value Risk. In the event that the perceived mispricings underlying SLAM's relative value trading positions were to fail to converge toward, or were to diverge further from, relationships expected by SLAM, client accounts may incur a loss.

Lack of Diversification. Some client accounts will not necessarily be diversified among a wide range of types of securities, countries or industry sectors. Accordingly, client portfolios may be subject to more rapid change in value than would be the case if SLAM were required to maintain a wider diversification among types of securities and other instruments, and more concentration can lead to higher risk levels.

Interest Rate Risks. Generally, the value of fixed-income securities changes inversely with changes in interest rates. As interest rates rise, the market value of fixed-income securities tends to decrease.

Conversely, as interest rates fall, the market value of fixed-income securities tends to increase. This risk is greater for long-term securities than for short-term securities. High yield shares may also experience a similar relationship, though the degree of impact is generally lower and thus the degree of risk may vary.

Hedging. There can be no assurances that a particular hedge is appropriate, or that risk is measured properly. Further, while SLAM may enter into hedging transactions to seek to reduce risk, such transactions may result in poorer overall performance and increased (rather than reduced) risk for SLAM's investment portfolios than if SLAM did not engage in any such hedging transactions.

Distressed Situation Risk. Investment in distressed situations exposes the client to significant risks, over and above the normal operating and financial risks including: the difficulty in obtaining information as to the issuer's true condition; regulatory risk, including laws relating to fraudulent conveyances, inaccurate or fictitious accounts, voidable preferences, lender liability and bankruptcy; litigation risk; liquidity risk; and collection risk. Moreover, to the extent client accounts are invested in sovereign debt obligations, those investments will be subject to additional risks and considerations not present in private distressed situations, including the uncertainties involved in enforcing and collecting debt obligations against sovereign nations, which are affected by world events and other factors outside of the control of SLAM.

C. Risks Associated With Types of Securities that are Primarily Recommended (Including Significant, or Unusual Risks).

Equity Securities. The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and "growth" stocks can react differently from "value" stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geo-political risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.

Emerging Markets. The risks of foreign investments typically are greater in less developed countries, sometimes referred to as emerging markets. For example, political and economic structures in these countries may be less established, can be open to abuse, and may change rapidly. These countries also are more likely to experience high levels of inflation, deflation, currency devaluation or regulatory intervention which can harm their economies and securities markets and increase volatility. Restrictions and/or taxes on trading of currencies and/or financial instruments that may be imposed by emerging market countries will have an adverse effect on the value of the securities of companies that trade or operate in such countries. Lower reporting requirements and less rigorous enforcement can make reporting vulnerable to inaccuracy or even manipulation.

Non-U.S. Securities. Foreign securities, foreign currencies, and securities issued by U.S. entities with substantial foreign operations can involve additional risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign currencies; withholding or other taxes; trading, settlement, custodial, and other operational risks; and the less stringent investor protection and disclosure standards of some foreign markets. All of these factors can make foreign investments, especially those in emerging markets, more volatile and potentially less liquid than U.S. investments. In addition, foreign markets can perform differently from the U.S. market.

Currency Risks. Clients' investments are likely to be denominated in several currencies, which may or may not be linked to the US Dollar. SLAM may hedge currency risks back to the US dollar against other currencies such as the UK pound Sterling or the Euro and Yen, but will only do so where, in SLAM's opinion, it is practicable and economic to do so. Certain currencies especially those of emerging markets are not easy to hedge or hedging may only be available at such cost as to be unattractive. Clients will therefore be exposed to currency fluctuations.

REITs. REITs in which SLAM invests client accounts are affected by underlying real estate values, which may have an exaggerated effect to the extent that REITs in which SLAM invests concentrate investments in particular geographic regions or property types. Investments in REITs are also subject to the risk of interest rate volatility. Further, rising interest rates will cause investors in REITs to demand a higher annual yield from

future distributions, which will in turn decrease market prices for equity securities issued by REITs. REITs are subject to risks inherent in operating and financing a limited number of projects because they are dependent upon specialized management skills, and have limited diversification. REITS depend generally on their ability to generate cash flow to make distributions to investors.

Natural resource investments. Companies exploring for, developing and producing natural resources are affected by business, financial market or legal uncertainties that could affect the value of and return on their investments. Prices of such investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic, social and political developments including changes in regulation, tax or property rights, may significantly affect their value.

Technology Investments. Investments in technology stocks are especially vulnerable to the rapid pace of change and to new developments that may render their product or services obsolete. Thus investment in such securities usually involves a higher level of volatility and a higher degree of risk, than in most other types of equity.

Illiquid Instruments. Certain instruments may have no readily available market or third-party pricing. Reduced liquidity may have an adverse impact on market price and SLAM's ability to sell particular securities when necessary to meet liquidity needs or in response to a specific economic event, such as the deterioration of creditworthiness of an issuer. Reduced liquidity in the secondary market for certain securities may also make it more difficult for SLAM to obtain market quotations based on actual trades for the purpose of valuing a fund's portfolio.

Distressed Securities. Securities of distressed companies are generally more likely to become worthless than the securities of more financially stable companies. In addition, evaluating credit risk for foreign debt securities involves greater uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult.

Fixed-Income and Debt Securities. Investment in fixed-income and debt securities such as bonds, notes and asset-backed securities, subject a client's portfolio to the risk that the value of these securities overall will decline because of rising interest rates. Similarly, portfolios that hold such securities are subject to the risk that the portfolio's income will decline because of falling interest rates. Investments in these types of securities will also be subject to the credit risk created when a debt issuer fails to pay interest and principal in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of that debt to decline. Lastly, investments in debt securities will also subject the investments to the risk that the securities may fluctuate more in price, and are less liquid than higher-rated securities because issuers of such lower-rated debt securities are not as strong financially, and are more likely to encounter financial difficulties and be more vulnerable to adverse changes in the economy.

Derivatives. Swaps, and certain options and other custom derivative or synthetic instruments are subject to the risk of nonperformance by the counterparty to such instrument, including risks relating to the financial soundness and creditworthiness of the counterparty. In addition, investments in derivative instruments may require a high degree of leverage, meaning the overall contract value (and, accordingly, the potential for profits or losses in that value) is much greater than the modest deposit used to buy the position in the derivative contract. Derivative securities can also be highly volatile. The prices of derivative instruments and the investments underlying the derivative instruments may fluctuate rapidly and over wide ranges and may reflect unforeseeable events or changes in conditions, none of which can be controlled by the client or CIM. Further, transactions in derivative instruments are not undertaken on recognized exchanges, and will expose the client's account to greater risks than regulated exchange transactions that provide greater liquidity and more accurate valuation of securities.

Item 9. Disciplinary Information

SLAM and its employees have not been involved in any legal or disciplinary events in the past ten years that would be material to a client's evaluation of the company or its personnel.

Item 10. Other Financial Industry Activities and Affiliations

SLAM has entered into a sub-management agreement with CIM Investment Management Limited ('CIM') a London, England based company.

Under this contract significant portions of CIM's client portfolios are managed by SLAM on a discretionary basis, although CIM oversees the work of SLAM and retains full responsibility to its own clients.

The sub-management agreement between CIM and SLAM sets out the operational procedures that must be adopted in the management by SLAM of defined portions of the portfolios of CIM's clients. Additionally CIM monitors the work of SLAM on CIM's clients' portfolios on a regular basis.

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

SLAM has adopted a Code of Ethics (the “Code”) that obligates SLAM and its related persons to put the interests of SLAM’s clients before their own interests and to act honestly and fairly in all respects in their dealings with clients. All of SLAM’s directors and employees and its related persons are also required to comply with applicable federal securities laws. Clients or prospective clients may obtain a copy of the Code by contacting Michael Paganussi (Chief Compliance Officer) by email at michaelp@slam.com.sg or by telephone at +65 6513 4103. See below for further provisions of the Code as they relate to the pre-clearing and reporting of securities transactions by related persons.

SLAM, in the course of its investment management activities may come into possession of confidential or material nonpublic information about issuers, including issuers in which the SLAM or its related persons have invested or seek to invest on behalf of clients. SLAM is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is a client. SLAM maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that SLAM is meeting its obligations to clients and remains in compliance with applicable law. In certain circumstances, SLAM may possess certain confidential or material, nonpublic information that, if disclosed, might be material to a decision to buy, sell or hold a security, but SLAM will be prohibited from communicating such information to the client or using such information for the client’s benefit. In such circumstances, SLAM will have no responsibility or liability to the client for not disclosing such information to the client (or the fact that the SLAM possesses such information), or not using such information for the client’s benefit, as a result of following SLAM’s policies and procedures designed to provide reasonable assurances that it is complying with applicable law.

Investments by SLAM or its related persons in the same securities (or related securities, e.g., warrants, options or futures) that SLAM or a related person recommends to clients could present a conflict where, because of the information SLAM has, SLAM or its related person are in a position to trade in a manner that could adversely affect clients (e.g., place their own trades before or after client trades are executed in order to benefit from any price movements due to the clients’ trades). In addition to affecting SLAM’s or its related person’s objectivity, these practices by SLAM or its related persons may also harm clients by adversely affecting the price at which the clients’ trades are executed.

SLAM has adopted the following procedures in an effort to minimize such conflicts: SLAM prohibits any acquisitions of such securities by itself or its related persons that are held in client portfolios. In relation to disposals of any such security by a member of staff or a related person SLAM requires that all such transactions be pre-approved by its Chief Compliance Officer who may deny permission to execute the transaction if such transaction will have any adverse economic impact on one of its clients.

SLAM’s Code prohibits it or its related persons from executing personal securities transactions of any kind in any securities on a restricted securities list maintained by the Chief Compliance Officer. All SLAM’s related persons are required to disclose their securities transactions on a quarterly basis. All of SLAM’s related persons are also required to provide broker statements on a bi-annual basis and an annual confirmation that they have provided all relevant information. Trading in employee accounts is reviewed by the Chief Compliance Officer and compared with transactions for the client accounts and reviewed against the restricted securities list.

Item 12. Brokerage Practices

SLAM considers a number of factors in selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation. Such factors include net price, reputation, financial strength and stability, efficiency of execution and error resolution, and availability of securities to purchase or sell. In selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation, SLAM need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not SLAM's practice to negotiate "execution only" commission rates, thus a client may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate. SLAM's Chief Compliance Officer and portfolio managers meet periodically to evaluate the broker-dealers used by SLAM to execute client trades using the foregoing factors.

SLAM may receive research or other products or services other than execution from broker-dealers in connection with client securities transactions. This is known as a "soft dollar" relationship. SLAM limits the use of "soft dollars" to obtain research and brokerage services to services that constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)"). Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from broker-dealers on order execution; and certain proxy services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations.

When SLAM uses client commissions to obtain Section 28(e) eligible research and brokerage products and services SLAM's Chief Compliance Officer and portfolio managers meet periodically to review and evaluate its soft dollar practices and to determine in good faith whether, with respect to any research or other products or services received from a broker-dealer, the commissions used to obtain those products and services were reasonable in relation to the value of the brokerage, research or other products or services provided by the broker-dealer. This determination will be viewed in terms of either the specific transaction or SLAM's overall responsibilities to the accounts or portfolios over which SLAM exercises investment discretion.

The use of client commissions (or markups or markdowns) to obtain research and brokerage products and services raises potential conflicts of interest. For example, SLAM will not have to pay for the products and services itself. This could create an incentive for SLAM to select or recommend a broker-dealer based on its interest in receiving those products and services; although the client fee structure creates a strong incentive for SLAM to maximize investment performance.

Research and brokerage services obtained by the use of commissions arising from a client's portfolio transactions may be used by SLAM in its other investment activities, including, for the benefit of other client accounts. SLAM does not seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

During SLAM's last fiscal year, as a result of client brokerage commissions (or markups or markdowns) SLAM and/or its related persons acquired research reports (including market research); certain financial newsletters and trade journals; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from broker-dealers on order execution; and certain proxy services. However, in relation to all broker organized conference and client visits either SLAM or SLAM's clients pay for travel and associated costs.

SLAM sometimes purchases or sells the same security for more than one of its clients at or near the same time and using the same executing broker. In these circumstances it is SLAM's practice, where possible, to aggregate client orders for the purchase or sale of the same security submitted contemporaneously/at or near the same time for execution using the same executing broker. Such aggregation may enable SLAM to obtain for clients a more favorable price or a better commission rate based upon the volume of a particular transaction. When an aggregated order is completely filled, SLAM allocates the securities purchased or proceeds of sale pro rata among the participating accounts, based on the purchase or sale order. Adjustments or changes may be made under certain circumstances, such as to avoid odd lots or excessively small allocations, or depending on the liquidity of the particular security in client portfolios. If the order at a particular broker is filled at several different prices, through multiple trades, generally all such participating accounts will receive the average price and pay the average commission, subject to odd lots, rounding, and market practice. If an aggregated order is only partially filled, SLAM's procedures provide that the securities or proceeds are to be allocated in a manner deemed fair and equitable to clients. Depending on the investment strategy pursued and the type of security, this may result in a pro rata allocation to all participating clients. This area is monitored by SLAM's Chief Compliance Officer.

Item 13. Review of Accounts

Each client account is reviewed by SLAM's Chief Compliance Officer on a monthly basis to determine whether securities positions should be maintained in view of adherence to investment guidelines and the performance of each client account. Each client account is also reviewed daily by the portfolio manager to determine whether securities positions should be maintained in view of current market conditions. Matters reviewed include specific securities held, adherence to investment guidelines and the performance of each client account

Significant market events affecting the prices of one or more securities in client accounts, changes in the investment objectives or guidelines of a particular client or specific arrangements with particular clients may trigger reviews of client accounts on other than a periodic basis.

Each client that is a separate account will receive a monthly portfolio report, summary sheet showing account statistical data and a written review produced by SLAM. Such reports may be delivered electronically to the client in accordance with the client's agreement with SLAM.

Item 14. Client Referrals and Other Compensation

SLAM does not make cash payments to third-party solicitors for client referrals. .

Item 15. Custody

This section is not applicable

Item 16. Investment Discretion

SLAM provides investment advisory services on a discretionary basis to clients. Please see Item 4 for a description of any limitations clients may place on SLAM's discretionary authority.

Prior to assuming full/limited discretion in managing a client's assets, SLAM enters into an investment management agreement or other agreement that sets forth the scope of SLAM's discretion.

Unless otherwise instructed or directed by a discretionary client, SLAM has the authority to determine (i) the securities to be purchased and sold for the client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines) (ii) the amount of securities to be purchased or sold for the client account. Because of the differences in client investment objectives and strategies, risk tolerances, tax status and other criteria, there may be differences among clients in invested positions and securities held. SLAM's portfolio managers work together to agree the allocation of securities to (or from) client accounts. The portfolio managers may consider the following factors, among others, in allocating securities among clients: (i) client investment objectives and strategies; (ii) client risk profiles; (iii) tax status and restrictions placed on a client's portfolio by the client or by applicable law; (iv) size of the client account; (v) nature and liquidity of the security to be allocated; (vi) size of available position; (vii) current market conditions; and (viii) account liquidity, account requirements for liquidity and timing of cash flows. These factors may lead SLAM to allocate securities to client accounts in varying amounts. These areas are monitored by SLAM's Chief Compliance Officer.

Allocations will be made among client accounts eligible to participate in initial public offerings (IPOs) and secondary offerings on a pro rata basis, except when SLAM determines in its discretion that a pro rata allocation is not appropriate, which may include a client's investment guidelines explicitly prohibiting participation in IPOs or secondary offerings and a client's status as a "restricted person" under applicable regulations.

Securities acquired by SLAM for its clients through a limited offering will be allocated pursuant to the procedures set forth in SLAM's allocation policy. The policy provides that each portfolio manager will determine the proposed allocation of limited offering securities after considering the factors described above with respect to general allocations of securities and determining those client accounts eligible to hold such securities. Eligibility will be based on the legal status of the clients and the client's investment objectives and strategies.

If it appears that a trade error has occurred, SLAM will review the relevant facts and circumstances to determine an appropriate course of action. To the extent that trade errors and breaches of investment guidelines and restrictions occur, SLAM's error correction procedure is to ensure that clients are treated fairly and, following error correction, are in the same position they would have been if the error had not occurred. SLAM has discretion to resolve a particular error in any appropriate manner that is consistent with the above stated policy.

Item 17. Voting Client Securities

To the extent that SLAM has been delegated proxy voting authority on behalf of its clients, SLAM complies with its proxy voting policies and procedures that are designed to ensure that in cases where SLAM votes proxies with respect to client securities, such proxies are voted in the best interests of its clients.

In circumstances where SLAM's clients have given SLAM discretion to vote securities clients are permitted to direct their votes in a particular solicitation. A client that wishes to direct its vote in a particular solicitation shall give reasonable prior written notice to SLAM indicating such intention and provide written instructions directing SLAM's vote in regard to the particular solicitation. Where such prior written notice is received, SLAM will vote proxies in accordance with such written instructions received from a client, provided that such instructions are provided to SLAM in a timely manner.

If a material conflict of interest between SLAM and a client exists, SLAM will determine whether voting in accordance with the guidelines set forth in the proxy voting policies and procedures is in the best interests of the client or take some other appropriate action.

Clients may obtain a copy of the SLAM's proxy voting policies and procedures and information about how SLAM voted a client's proxies by contacting Michael Paganussi (Chief Compliance Officer) by email at michaelp@slam.com.sg or by telephone at +65 6513 4103.

In the case of clients where SLAM does not have authority to vote client securities clients will receive their proxies or other solicitations directly from their custodian or their transfer agent. In the case of certain clients SLAM has undertaken to produce voting recommendations which must be submitted to the client for their consideration. With respect to any questions about a particular solicitation, clients can contact Michael Paganussi (Chief Compliance Officer) by email at michaelp@slam.com.sg or by telephone at +65 6513 4103.

Item 18. Financial Information

This Item is not applicable.