

Pyrford International Ltd

Part 2A of form ADV

95 Wigmore Street

London W1U 1FD

United Kingdom

+44 (0) 2074954641

www.pyrford.co.uk

30 January 2019

This Brochure provides information about the qualifications and business practices of Pyrford International Ltd. ("Pyrford"). If you have any questions about the contents of this Brochure, please contact us at the above address. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Pyrford is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an investment adviser provide you with information through which you determine to hire or retain an investment adviser.

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

Material Changes

We have made two changes to this document since our last update on 29 January 2018. These changes are not of material nature; however they are described below for completeness.

Section	Change	Materiality
Other Financial Industry activities and affiliations	Updated	No material change
Code of ethics and personal account trading	Updated	No material change
Financial Industry Activities and Affiliations	Updated to name Chief Operating Officer and Head of Business Development	No material change

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

This Brochure may be requested by contacting Drew Newman, Chief Operating Officer at drew.newman@pyrford.co.uk.

Additional information about Pyrford is available via the SEC's web site at www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with Pyrford who are registered, or are required to be registered, as investment adviser representatives of Pyrford.

Table of Contents

Item 1 – Cover Page.....	Error! Bookmark not defined.
Item 2 – Material Changes.....	2
Item 3 - Table of Contents	3
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation	4
Item 6 – Performance-Based Fees and Side-By-Side Management	5
Item 7 – Types of Clients.....	5
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	5
Item 9 – Disciplinary Information	8
Item 10 – Other Financial Industry Activities and Affiliations.....	8
Item 11 – Code of Ethics, Participation or Interests in Client Transactions and Personal Trading	9
Item 12 – Brokerage Practices.....	10
Item 13 – Review of Accounts	11
Item 14 – Client Referrals and Other Compensation	11
Item 15 – Custody	12
Item 16 – Investment Discretion	12
Item 17 – Voting Client Securities	13
Item 18 – Financial Information	13
Additional Information	14

Advisory Business

Pyrford International Ltd (“Pyrford”) is a global asset manager providing investment management and advisory services to institutional clients. Clients include pension schemes, local and municipal government authorities, and corporate entities, regulated and unregulated collective investment schemes (registered and private funds).

Pyrford specializes in Total Return, Global Equity (including US), International Equity (excluding US), Asia Pacific and Constrained Equity investment strategies. As at 31 October 2018 Pyrford had \$10,761,771,000 assets under discretionary management. Pyrford's investment team uses their experience and expertise to carefully select a universe of companies to invest on behalf of clients. Pyrford is able to accommodate specific client requirements to restrict investment in certain companies.

Pyrford operates in the Global Asset Management division of the BMO Financial Group. It is a fully owned subsidiary of Bank of Montreal Capital Markets (Holdings) Ltd. (the “Bank of Montreal”). Pyrford was established in 1987 and in December 2007 the Bank of Montreal acquired 100% of Pyrford.

Fees and Compensation

Investment management fees payable to Pyrford depend on the nature of the product and vehicle used by a client. The normal range of these fees is 0.4% to 1.25% per annum. Generally speaking, fees are based on an account's net asset value and payable monthly or quarterly in arrears. Where possible and in accordance with the requirements of applicable law, the fees are subject to negotiation and approval of the client. We may also agree to be paid a performance fee.

The specific manner in which fees are charged by Pyrford is established in a client's written agreement with the firm. Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any unpaid fees will be due and payable.

Clients will also incur expenses such as brokerage commissions, transaction fees, and other market costs, which are paid to trading counterparties and are directly related to investment activity that we undertake. Please see the ‘Brokerage Practices’ section for more information on brokerage arrangements,

Clients may incur certain operating charges imposed by custodians, third party investment and other third parties such as deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded

funds also charge internal management fees, bid-offer spreads, and exit and entry charges which are disclosed in the fund's prospectus.

Such charges, fees and commissions are exclusive of and in addition to management fees and we do not receive any portion of these commissions, fees, and costs.

Performance-Based Fees and Side-By-Side Management

At the request of a client, we may agree to charge a performance fee insofar as such fee arrangements are permitted under applicable laws and regulations, including Rule 205-3 under the Investment Advisers Act of 1940, as amended. All such fees are subject to individualized negotiation with a client. We include realised and unrealised capital gains and losses when measuring a client's' assets for the calculation of performance-based fees.

Performance based fee arrangement may create an incentive for us to favour high fee paying accounts over other accounts in the allocation of investment opportunities. Similarly, the investment team may also manage accounts or funds (including Pyrford's own funds) which have different objectives, fees, and benchmarks. We have implemented procedures to ensure that all clients are treated fairly and equally, and to prevent these conflicts from influencing the allocation of opportunities among clients. Our compliance monitoring and testing activities provide further assurance on the effectiveness of these procedures.

Types of Clients

Pyrford provides global discretionary asset management services for institutional clients. Clients include pension funds, insurance companies, registered mutual funds, private investment funds, charities, endowments and other corporate entities. Pyrford offers its asset management services for a range of both segregated and pooled fund products mainly in the UK, Europe, North America and Australia.

Pyrford also manages assets on a sub-advisory basis where an affiliate has contracted a client to provide investment services.

Methods of Analysis, Investment Strategies and Risk of Loss

Pyrford's investment philosophy is based on a value-driven, absolute return approach, with both top-down and bottom-up elements included. At the country level, we seek to overweight countries that provide value relative to their long-term prospects and underweight or avoid countries that do not. At the stock level, we identify

companies that offer value relative to its in-house forecast of long-term earnings growth. This approach is intended to produce long-term investment returns characterised by low absolute volatility and downside protection.

The overall asset allocation strategy - equities/bonds/cash - is determined by the Investment Strategy Committee ("ISC"), which is made up of the five senior investment professionals within the firm. The ISC meets regularly and follows a defined framework for making its decisions. The goal is to achieve an absolute rate of return (expressed in real terms) for clients over the long term. The ISC starts with a blank piece of paper and assesses the competing asset classes on their relative merits. There is no bias in favour of one asset class over another and as a consequence allocations can be markedly different from the "norm".

In equities, the ISC assesses value based on the potential long-term growth rate in real earnings per share in the various countries in our investment universe. The figure is calculated internally after extensive macro and micro research. The estimate is combined with the average dividend yield in the listed corporate sector in each country to arrive at a "value indicator".

In assessing bonds (high quality sovereign risk only), we use internal research to make forward estimates of movements in interest rates and the shape of the yield curve to determine the potential return from this asset class over the next five years.

The potential returns from equities and bonds are compared and the portfolio constructed to attempt to provide the best possible outcome for the client. If neither of the major asset classes offers value, our investments team is prepared to invest heavily in cash if the yield provides a more attractive alternative.

Pyrford is a disciplined contrarian investor and seeks to take advantage of the cycles of fear and greed in the market. Valuations are at their most attractive when investors in general are most fearful and we recognise that long term troughs in valuation occur when points of capitulation are reached. Conversely, an asset class will be avoided where the market exhibits signs of euphoria or irrational exuberance on the part of investors.

Pyrford follows a team approach in implementing investment policy. Decisions regarding asset and country allocation, fixed income duration and currencies are made by the ISC. Decisions regarding stock selection are passed to the regional teams responsible for each country. All material changes to the portfolio in terms of security selection must be brought before the Global Stock Selection Committee, which is chaired by Tony Cousins, CEO and CIO. This committee meets monthly (or more frequently if required) and consists of all investment professionals at Pyrford. The format required for a specific proposal is clearly defined and all proposals are subject to rigorous peer review.

Investing in securities involves risk of loss that clients should be prepared to bear. Past performance does not guarantee future results.

Material Risks

The lists of risk factors below are the principal risks involved in portfolios managed by Pyrford or the securities in those portfolios.

Stock Market Risks

The values of securities in a portfolio are subject to fluctuations in the stock market. Stocks are more volatile than debt securities. If the value of the portfolios investments goes down, you may lose value.

Sector Risks

To the extent the portfolio invests its assets in a particular sector; the portfolio's performance may be more susceptible to any economic, business or other developments that generally affect that sector.

Management Risks

The portfolio manager's judgments about the attractiveness, value, level of expected volatility and potential appreciation of a portfolio's investments may prove to be incorrect. Accordingly, no guarantee exists that the investment techniques used by the portfolio manager will produce the desired results.

Foreign Securities Risks

Investing in foreign securities may involve additional risks, including currency-rate fluctuations, political and economic instability, differences in financial reporting standards, and less-strict regulation of the securities markets and possible imposition of foreign withholding taxes. Furthermore, a portfolio may incur higher costs and expenses when making foreign investments, which will affect the portfolio's total return.

Emerging Markets Risks

Investments in emerging markets can involve risks in addition to and greater than those generally associated with investing in more developed foreign markets, which may make emerging market securities more volatile and potentially less liquid than securities issued in more developed markets.

Company Size Risks

Generally, the smaller the market capitalization of a company the fewer the number of shares traded daily, the less liquid its stock and the more volatile its price. Companies with smaller market capitalisations also tend to have unproven track records, a limited product or service base and limited access to capital. These factors also increase risks and make these companies more likely to fail than companies with larger market capitalisations.

Currency Risks

To the extent that a portfolio invests directly in foreign (non-US) currencies or in securities denominated in, or that trade in, foreign (non-US) currencies, it is subject to the risk that those currencies will decline in value relative to the US dollar or, in the case of hedging positions, that the US dollar will decline in value to the currency being hedged.

Sovereign Debt Risks

Sovereign debt instruments are subject to the risk that a governmental entity may be unable to pay interest or repay principal on its sovereign debt due to cash flow problems, insufficient foreign currency reserves or political concerns. Financial markets have experienced increased volatility due to the uncertainty surrounding the sovereign debt of certain European countries.

Interest Rate Risks

Prices of fixed income securities rise and fall in response to changes in the interest rate paid by similar securities. Generally, when interest rates rise prices of fixed income securities fall, interest rate changes have a greater effect on the price of fixed income securities with longer maturities.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Pyrford or the integrity of Pyrford's management. Neither Pyrford or any of our management persons have faced any disciplinary, administrative or regulatory action by the SEC, any other federal regulatory agency or any foreign financial regulatory authority.

Other Financial Industry Activities and Affiliations

BMO Global Asset Management is the brand name for various affiliated entities of BMO Financial Group that provide trust, custody, securities lending and investment management services.

BMO Global Asset Management includes BMO Asset Management Corp., BMO Asset Management (Canada) ®, BMO Global Asset Management (Europe) Limited, BMO Global Asset Management (Asia) Limited and BMO's specialized investment boutiques: LGM Investments, and Taplin, Canida & Habacht, LLC. BMO Asset Management (Canada) ® includes BMO Asset Management Inc. BMO Global Asset Management (Europe) Limited is a wholly owned subsidiary of the Bank of Montreal and consists of a number of affiliated investment firms in the BMO Asset Management (Holdings) Group (previously F&C), including BMO Asset Management

Limited, which are held in common ownership by BMO Asset Management (Holdings) plc. BMO Global Asset Management is part of the BMO Financial Group, a service mark of Bank of Montreal (BMO).

For regulatory purposes Pyrford is a fully owned subsidiary of Bank of Montreal Capital Markets (Holdings) Ltd and forms part of the Capital Markets London consolidation group.

Pyrford provides investment advisor services to funds of BMO Financial Group or its related persons.

Pyrford is a sub-adviser to the BMO Pyrford International Stock Fund. This fund is a series of BMO Funds Inc. a U.S. registered investment company advised by BMO Asset Management Corp.

Pyrford serves as sub-adviser to the following private investment funds none of which is a U.S. registered investment company:

- South LaSalle International Equities Trust
- International Stock Fund LLC

We also provide investment advisor services on a discretionary basis to funds registered in Ireland, Canada and Australia. These funds are not U.S. registered investment companies and do not have any U.S. investors. In Ireland, Pyrford is the investment manager to BMO Investments Ireland PLC, a pooled investment company, where Pyrford's Chief Operating Officer, Drew Newman, and Head of Business Development, Lars Nielsen, hold director positions.

Pyrford may have common management and officers with some of its affiliates, including with affiliated investment advisers. We rely on BMO Financial Group for corporate functions including information technology, human resources, and internal audit. Pyrford also shares facilities with certain affiliates.

We have adopted processes and governance arrangements to mitigate any conflicts of interests that may be posed. In addition, our monitoring and testing activities provide assurance on the adequacy of our control environment.

Code of Ethics, Participation or Interests in Client Transactions and Personal Trading

Pyrford has implemented a Code of Ethics framework which establishes the standard and procedures which reflect our fiduciary obligation to clients and the importance we place on conduct and ethics to meet these obligations.

Employees are permitted to undertake personal transactions subject to the requirements set out in our Code of Ethics. When undertaking personal transactions the interests of our clients must take priority. Employees are required to give due care and attention in ensuring they avoid personal transactions interfering with the performance of their duties of employment. Pyrford requires pre-clearance of a transaction in covered securities. In addition we also require our employees to disclose their personal account transactions once a quarter as well as an annual disclosure of their personal account holdings.

Brokerage Practices

Except where directed by a client to route orders to a specific broker, Pyrford has the authority to appoint or remove any brokers. Brokers are added to an 'approved list' following a review of their expertise and access in the relevant market, their financial standing and credit ratings and most importantly their proven ability to provide best execution.

Pyrford does not use any affiliate broker-dealers for client transactions.

In selecting a broker we consider a number of factors deemed relevant in the context of a particular transaction. Price and associated costs of a transaction will ordinarily be given high importance; however the relative importance of the execution factors will vary based on the characteristics of the order (for example market, limit orders or negotiated transactions), nature or type of financial instrument (for example if it is traded over the counter) and the execution venue to which the order can be directed. In some cases we may determine factors other than price and associated costs have greater importance in meeting our responsibility toward best execution.

Where a client gives us a specific instruction for the execution of an order, we execute that order in accordance with the instruction where permissible under applicable laws and regulatory requirements.

In order to facilitate best execution, we place all orders for the same security and execution criteria arriving at the trading desk at approximately the same time through a block order. Where specifically directed by a client to not participate in a block trade we place the client's trade separately.

Securities bought or sold through a block trade shall be allocated on a pro-rata basis amongst the clients participating in the block trade in proportion to the size of the original orders placed for each client. Each client participating in a block trade receives the same average price and shall be charged the same commission rate.

It is our policy to not carry out principal or agency cross securities transactions for client accounts.

We pay execution only commission rates for all trading. These rates have been negotiated following dialogue with our brokers and have been set at industry competitive rates and are subject to a regular review.

Commission rates can vary from market to market with higher rates generally payable in less developed markets. At a firm wide level, execution-only rates vary from a rate of 5 basis points in developed markets to 12 basis points for trading in emerging markets. We have negotiated lower rates for both program, electronic and also trading services.

Review of Accounts

Every client account is monitored on a daily basis by at least one portfolio manager. Our investment process involves a team approach to managing investment strategies, therefore no one person is assigned to monitor a client account. The investments team is structured on geographical regions rather than sectors which allows every member of the team to be familiar with all client accounts.

In addition, we have implemented a portfolio compliance framework which involves daily pre and post trade monitoring of client accounts against agreed investment guidelines, regulatory rules and in-house investment guidelines (collectively referred to as 'rules'). These rules are coded into the Charles River Investment Management system enabling an automated screening process. As part of this framework we apply a breach resolution process which stipulates the time frame and method upon which breaches must be identified, reported and resolved.

The compliance team also conducts regular random reviews to test performance dispersions, allocation of investments and investment charter limits.

Client Referrals and Other Compensation

From time to time, Pyrford may enter into arrangements whereby payments are made to BMO, BMO Harris Bank N.A., or other affiliates of Pyrford in the BMO Financial Group companies (collectively referred to as "Pyrford Affiliates") and/or their respective employees and officers, for clients referrals. Pyrford Affiliates may include other investment advisers registered with the SEC or with securities regulators in foreign countries, U.S. or foreign banks, U.S. or foreign broker-dealers, or other regulated entities. Referral payments are paid by Pyrford and do not result in any additional fee to any Pyrford's advisory clients.

Pyrford employees may introduce new clients or otherwise market products and services of one or more of the Pyrford Affiliates under solicitation agreements, and such persons may receive incentive compensation related to such activities.

Custody

Pyrford does not provide custody of client assets or money for accounts under management. Clients are responsible for appointing and managing a custodian for the safekeeping of assets.

Depending on client requirements we are able to send monthly or quarterly statements for accounts under our management. These statements include:

- Summary of portfolio by cost
- Summary of portfolio by market value
- Analysis of hedging positions
- Capital transactions
- Revenue transactions
- Expense transactions
- Contributions / Withdrawals
- Cash reconciliations
- Detailed portfolio analysis
- Exchange gains and losses
- Cost and market value valuation
- Proxy voting
- Performance data

Clients should receive at least quarterly statements from the qualified custodian that holds and maintains investment assets. Pyrford urges clients to carefully review such statements and compare such official custodial records to the account statements that we may provide to the client. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Investment Discretion

At the outset of an advisory relationship, Pyrford receives discretionary authority from the client to select the identity and amount of securities to be bought or sold. In all cases, such discretion is exercised in a manner

consistent with the stated investment objectives for the particular client account. Investment guidelines and restrictions must be provided in writing.

When selecting securities and determining amounts, we observe the investment policies, limitations and restrictions of the clients it advises. For US registered investment companies, our authority to trade securities may also be limited by certain US federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Voting Client Securities

Pyrford maintains Proxy Voting Guidelines which are applied in the absence of client specific voting guidelines. Where a client has directed us to vote in a particular way, we will implement that instruction. In the absence of such an instruction, it is our policy to consider every resolution individually and to cast a proxy on each issue; the sole criteria for reaching these voting decisions being the financial interest of the client.

Pyrford's practice in voting proxies reflects the issues that we consider important in making investments. We seek to invest in well financed companies with a strong management team and sound strategy which is capable of delivering attractive earnings and dividend growth over the long term. It is in this way that we believe our clients will achieve the best investment performance. We therefore support management in any proposals which, in our opinion, further these aims; conversely, we oppose any resolutions which we believe detract from the company's growth prospects.

Our Proxy Voting Guidelines are appended to the investment management agreement which is agreed with clients. Revisions to these Proxy Voting Guidelines are provided to those clients who delegate proxy voting to the applicant. A copy of the Proxy Voting Guidelines is also available upon request and on our website.

We provide clients with schedules detailing the issues and our voting decisions as part of regular statements and clients may also request further information about how we voted any proxies on behalf of their account.

Financial Information

Pyrford has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding. A balance sheet is not required to be provided

because Pyrford does not require prepayment of more than \$1,200 in fees per client, six months or more in advance.

Additional Information

Anti – Money Laundering

To help the government fight the funding of terrorism and money laundering activities, U.S. federal law requires all financial institutions to obtain, verify and record information that identifies each person who opens an account. What this means for you: When you open an account, we will ask for your name, address, date of birth, and other information that will allow us to identify you. We may ask to see your driver's license or other identifying documents.

A corporation, partnership, trust or other legal entity may need to provide other information such as its principal place of business, local office, employer identification number, certified articles of incorporation, government-issued business license, a partnership agreement or a trust agreement. We may be required to disclose this information pursuant to applicable laws, rules or regulations, but it will otherwise be retained in confidence according to our privacy policy.

Privacy Policy

Pyrford's Privacy Policy is available upon request and on our website.