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FRANCHISE PARTNERS™

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This brochure provides information about the qualifications and business practices of Independent Franchise Partners, LLP “the Firm” and its investment personnel. If you have any questions about this brochure, please contact the Firm at + 44 207 495 9070 or at the above address. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or any state securities authorities. Registration with the SEC does not imply that Independent Franchise Partners, LLP possesses a certain level of skill or training.

Additional information about the Firm is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 MATERIAL CHANGES

This brochure contains all material updates made since the previous annual amendment in March 2020, as summarized.

Effective 1st April 2020, Sandeep Ghela was elected as an equity partner of the Firm. Sandeep joined the Firm in March 2010 and is the Firm's Chief Operating Officer and Chief Compliance Officer.

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Item 4 ADVISORY BUSINESS

a) Advisory Business.

Independent Franchise Partners, LLP (“the Firm”) is committed to delivering attractive long-term returns while focusing on the absolute risks inherent in equity investment. The Firm offers a single, differentiated discipline expressed in three strategies: the US Franchise strategy, the Global Franchise strategy and the Global Franchise II strategy which launched in Q2 2019. The Global Franchise II strategy follows the same franchise investment approach as the current Global Franchise and US Franchise strategies but will not invest in tobacco securities, according to the GICS sub-industry classification 30203010 – Tobacco.

The Firm provides discretionary investment management services to institutional clients for whom the Firm conducts business via a number of segregated client accounts and four funds: a registered investment company, Independent Franchise Partners US Equity Fund (“RIC”); two UCITS funds, Independent Franchise Partners Common Contractual Fund (“CCF”), Independent Franchise Partners Variable Capital Company PLC (“VCC”); and two Private Funds, Independent Franchise Partners Global Equity, L.P. (“Global Equity LP”) and the Independent Franchise Partners Global Equity II, L.P. (“Global Equity II LP”). These are referred to in this document collectively as the Franchise Partners’ Funds.

The Franchise investment approach is founded on the belief that a concentrated portfolio of exceptionally high quality companies - whose primary competitive advantage is supported by a dominant intangible asset - selected with an absolute value bias will earn attractive long-term returns with less than average absolute volatility.

The Firm was founded in June 2009 and is 100% owned by the equity partners, Hassan Elmasry, Jayson Vowles and Sandeep Ghela. It is not affiliated with any other investment management company, fund distributor, investment bank or commercial bank. This allows the Firm to focus on delivering the best Franchise portfolios to its clients and eliminates many of the conflicts inherent in larger, more diversified or distribution-driven organisations.

As at 31 December 2019, the Firm had approximately US \$15.8 billion in assets under management.

The Firm is a UK incorporated Limited Liability Partnership. The Firm is authorised and regulated by the Financial Conduct Authority in the United Kingdom and is a registered investment adviser with the Securities and Exchange Commission in the US under the Investment Advisers Act of 1940. The Firm was established in June 2009 and, prior to its inception, the Firm’s founding partners worked as an investment team at Morgan Stanley Investment Management.

Investment services may be more specifically tailored in accordance with: the governing investment management agreement for each segregated account; the limited partnership agreements for the Global Equity LP and the Global Equity II LP; and the prospectus for each of the RIC and UCITS funds. Segregated account clients can and do impose reasonable restrictions on their accounts. Individual limited partners may not impose investment restrictions on management of the Global Equity LP or Global Equity II LP beyond those set out within the governing agreements of the Funds.

The minimum size for new segregated accounts is US\$200 million.

The Firm has capacity available in all three strategies, but this capacity is managed conservatively. Given this conservative approach to the assets the Firm manages, the situation may arise where the Firm adopts a wait list approach to capacity management.

Under such a wait list approach, clients may be offered additional capacity based on a number of factors, including but not limited to the amount of time on the waitlist, geographic distribution of investors, concentration of relationships with consultants, investor type and the ability of the investor to fund within 90 days' notice of the offer of capacity. Additional capacity related to de minimis flows of capital may be negotiated with existing clients (including investors in the Franchise Partners' Funds) and existing clients can move between the Global Franchise and Global Franchise II strategies without joining the wait list.

b) Management Team

Hassan Elmasry is the Managing Partner and lead portfolio manager at Independent Franchise Partners, LLP. He has 36 years of investment experience. Prior to the establishment of the Firm, Hassan was Managing Director and lead portfolio manager for Global and American Franchise portfolios at Morgan Stanley Investment Management. Hassan joined Morgan Stanley in 1995 and was originally responsible for international and European equity portfolios until assuming responsibility for the Global Franchise strategy in April 2002 and launching American Franchise in June 2005. Previously, Hassan was an international equity portfolio manager for Mitchell Hutchins Asset Management and worked as an international equity analyst for First Chicago Corporation. Hassan received an A.B. in Economics and an M.B.A. in Finance, both from the University of Chicago. He is a CFA® charterholder.

Michael Allison is a partner and portfolio manager of Independent Franchise Partners, LLP. He has 23 years of investment experience. Prior to the establishment of the Firm in June 2009, Michael was Executive Director and a portfolio manager/research analyst for Global and American Franchise portfolios at Morgan Stanley Investment Management. Michael joined Morgan Stanley in 2000 and served as a portfolio manager for global and European equity portfolios before joining the Franchise team in February 2005. Previously, Michael worked at NatWest Markets and Unilever. He received a BComm and a post-graduate diploma in Management Accounting, both from the University of Natal. He is a CFA® charterholder and a Chartered Global Management Accountant.

Richard Crosthwaite is a partner and portfolio manager at Independent Franchise Partners, LLP. He joined the Firm in January 2014 and has 14 years of investment experience. Prior to joining the Firm, Richard was a fund manager at Legal & General Investment Management. In this role he continued his previous analyst responsibility for the TMT sector. Previously, Richard was a senior equity research associate at Sanford C Bernstein Ltd, working with the firm's Telecoms and European Media teams, following earlier experience working in corporate finance. Richard received an M.A. in Classics from the University of Cambridge.

Sandeep Ghela is a partner and the Chief Operating Officer and Chief Compliance Officer for Independent Franchise Partners, LLP. He joined Independent Franchise Partners, LLP in March 2010 as the Head of Middle Office and has 22 years of industry experience. Before joining the Firm, Sandeep was a managing consultant within the Financial Services Practice of Navigant Consulting where his role

included providing the Firm with operations advice and management. Sandeep's career focus has been in investment operations and technology, with consulting roles at Navigant Consulting (Europe) and, prior to that, consulting and operational roles in South Africa at Morse Management Consulting, Microgen and Momentum Advisory and Administration Services. Sandeep received a BComm. (Accounting) from the University of the Witwatersrand and has a Registered Persons Qualification from the Institute of Financial Markets and a Higher Certificate in Insurance from the Insurance Institute of South Africa.

Karim Ladha is a partner and portfolio manager at Independent Franchise Partners, LLP. He joined Independent Franchise Partners, LLP in May 2011 and has 13 years of industry experience. Prior to joining the Firm, Karim worked at Neptune Investment Management in London. Previously, Karim performed both equity and fixed income research at Morgan Stanley Investment Management, including working with the Franchise team. Karim received a B.A. (Hons) in Philosophy, Politics and Economics at St John's College, University of Oxford and an MBA from the University of Chicago and is a CFA® Charterholder.

Jayson Vowles is a partner and portfolio manager at Independent Franchise Partners, LLP. He has 19 years of investment experience. Prior to the establishment of the Firm in June 2009, Jayson was Vice President and a portfolio manager/research analyst for Global and American Franchise portfolios at Morgan Stanley Investment Management, which he joined in August 2003. Previously, Jayson worked at Goldman Sachs and Deloitte & Touche. Jayson received a BComm. and a post-graduate diploma in Accounting from the University of Natal. He is a Qualified Chartered Accountant, a member of the South African Institute of Chartered Accountants (SAICA) and a CFA® charterholder.

CFA definition:

The CFA is a graduate level self-study program offered by the CFA institute to investment and financial professionals. In order to claim this designation a candidate must complete the CFA Program, possess a bachelor's degree (or equivalent) from an accredited institution; have four years (48 months) of qualified work experience (or a combination of education and work experience acceptable by the CFA Institute); become a member of the CFA Institute and apply for membership to a local CFA member society and adhere to the CFA Institute Code of Ethics and Standards of Professional Conduct. CFA® and Chartered Financial Analyst® are registered trademarks owned by CFA Institute.

c) Portfolio Management

The Firm was founded with the aim of offering the Franchise investment approach to institutional investors through a dedicated, independent, investment management partnership. The Firm employs a research process that is focused on identifying investment opportunities which demonstrate both the quality and value characteristics that it believes can deliver sustainable, long-term investment returns. Once identified, the Firm believes a patient, buy-and-hold approach is the best way to allow these companies to compound wealth for shareholders over the long-term.

The Firm measures its success through its long-term investment results and enduring client relationships. The partnership structure supports a focus on a single investment discipline; it directly aligns its interests with its clients' portfolio returns; and, ensures ownership stability and the consistency of commercial priorities.

The Firm's portfolios are actively managed using a completely bottom-up approach driven by in-depth fundamental qualitative research, supplemented by quantitative financial analysis. The Firm bases all its investment decisions on primary sources of information. It places significant emphasis on evaluating the health of a company's underlying franchise and checking for symptoms of franchise abuse.

d) Financial Planning

The Firm does not undertake any financial planning.

e) Describe other investment activities or specialties, if any

The Firm has only one discipline and there has been no change to the underlying Franchise philosophy or fundamental approach since the inception of the philosophy in March 1996. The team's approach to investing has always been focused on identifying companies with exceptionally high quality Franchises and attractive absolute valuation characteristics. However, the Firm regularly reviews its investment process and evaluates its investment tools.

Item 5 FEES AND COMPENSATION

a) Fees and minimum investment amounts for segregated portfolios

The Firm's standard asset management fee is 100bps for Global Franchise and Global Franchise II and 88bps for US Franchise. As part of the alignment of the Firm's interests with those of its clients, the Firm shares the benefits of scale with its clients. It offers a scale discount pricing structure which equitably benefits all clients. This scale discount is based on the combined total assets under management for the Global and US Franchise strategies and lowers the effective overall annual fee for all clients as assets in the strategies increase.

The scale discount applies to combined total Firm assets above US\$1 billion and steadily reduces the effective overall annual fee from 100bps to 80bps for Global Franchise and Global Franchise II and from 88bps to 68bps for US Franchise when combined total Firm assets reach US\$5 billion. The fee excludes custody fees, expenses discussed in (c) below, and applicable taxes.

The operation of the discount on the standard fee is illustrated in the tables below.

Global Franchise / Global Franchise II Fee Table

| Combined Global/ US Franchise Asset Ranges | Scale Discount for Assets in each Range | Net Fee for Assets in each Range after Discount | Effective Overall Annual Fee (*) |
|---|--|--|---|
| First US\$1 billion | - | 1.00% | 1.00% |
| US\$1 – 2 billion | 0.10% | 0.90% | at US\$2bn - 0.95% |
| US\$2 – 3 billion | 0.20% | 0.80% | at US\$3bn - 0.90% |
| US\$3 – 4 billion | 0.30% | 0.70% | at US\$4bn - 0.85% |
| US\$4 – 5 billion | 0.40% | 0.60% | at US\$5bn - 0.80% |
| Above US\$5 billion | - | - | 0.80% |

(*) Total assets and the corresponding effective annual fee to be applied throughout each quarter are calculated at the start of the quarter.

US Franchise Fee Table

| Combined Global/ US Franchise Asset Ranges | Scale Discount for Assets in each Range | Net Fee for Assets in each Range after Discount | Effective Overall Annual Fee (*) |
|--|---|---|----------------------------------|
| First US\$1 billion | - | 0.88% | 0.88% |
| US\$1 - 2 billion | 0.10% | 0.78% | at US\$2bn - 0.83% |
| US\$2 – 3 billion | 0.20% | 0.68% | at US\$3bn - 0.78% |
| US\$3 – 4 billion | 0.30% | 0.58% | at US\$4bn - 0.73% |
| US\$4 – 5 billion | 0.40% | 0.48% | at US\$5bn - 0.68% |
| Above US\$5 billion | - | - | 0.68% |

(*) Total assets and the corresponding effective annual fee to be applied throughout each quarter are calculated at the start of the quarter.

The investment advisory fee for the RIC is 0.88% per annum, discounted according to the total value of the assets managed by the Firm as described above. Based on the current combined assets managed by the Firm, the effective annual rate for the RIC is 0.68%.

As the strategy has limited capacity, the Firm does not offer any client-specific discounts, performance fees, high watermarks or most favoured nation warranties. All clients pay the same fee net of the scaled discount. Clients are invoiced for their fees unless they have provided the Firm with written authorization to directly debit such fees. Clients do not have the ability to pay in advance.

b) Investment Advisory Fee

There are no additional fees from the schedules set out above.

c) Other Expenses

Clients are responsible for and do incur other expenses separate and apart from the Firm's management fees. These expenses typically include custody fees, trading and brokerage service fees and other transaction fees, and/or expenses associated with a Fund for the type of services being performed.

d) Fund Fees and Expenses

Prospective fund investors should consult the relevant fund documents for applicable fund terms, including management fee, liquidity terms, etc. Certain investors, including staff, are not subject to management fees. All investors bear the cost of expenses related to the operation of the funds, such as legal, audit and tax services.

In addition, investors in the funds may pay a "anti-dilution levy" in connection with capital contributions and withdrawals from the Franchise Partners' Funds. The levy covers dealing costs, stamp duties and market impact relating to the acquisition or disposal of assets in respect to the contribution or withdrawal, respectively. The levy is maintained for the benefit of the relevant fund. Investors in the RIC may pay a redemption fee which is intended to encourage long-term investment

in the fund, facilitate portfolio management, eliminate or reduce, so far as practicable, any dilution of the value of the outstanding shares issued by the fund and compensate the fund for costs related to portfolio security transactions and other fund expenses incurred as a result of shareholder purchases and redemptions.

e) Other Compensation

The Firm does not have any affiliated entities, other than those affiliated with the Funds or RIC structures as disclosed under Item 10 below. The Firm does not accept additional compensation for the sale of securities or other services from third parties and does not receive compensation for other services besides the investment advisory services the Firm provides.

The Firm's staff does not generally receive compensation for other services besides the investment advisory services the Firm provides, other than those described in Item 14 for solicitation or marketing of segregated client accounts. However, in extremely limited circumstances where pre-approved by Compliance and following a review for any conflicts of interest pursuant to our Code of Ethics, staff may have outside business interests.

Item 6 PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

The Firm does not charge performance-based fees. However, the Firm does manage segregated accounts trading in the same securities as those of the RIC and the Private Funds. Services to the segregated accounts are provided pursuant to the agreed-upon investment guidelines set forth in the investment management agreement. Unlike investors in the RIC and the Private Funds, segregated accounts may impose reasonable mandates, guidelines, or restrictions relating to investments. For example, segregated clients may impose limits on concentration, risk, exposure, and liquidity that may be different from those in the funds. A segregated client directly owns the positions in its segregated account, therefore, the client will typically have full, real-time transparency to all transactions and holdings in such account, and may be better able to assess the future prospects of a portfolio that is substantially similar to the funds. The account owner in a segregated account typically has the right to withdraw all or a portion of their capital from such account on shorter notice and/or with more frequency than the terms applicable to an investment in the Private Funds. In addition, certain segregated clients may request reports containing additional information than that which is shared with all fund shareholders and investors.

Management of such accounts requires adherence to the allocation policies discussed below in Item 12. Occasionally, the Firm may effect "cross" transactions between client accounts in which one client will purchase securities held by another client. Such transactions are entered into only when the Firm deems the transaction to be in the best interests of both clients and at a price the Firm has determined by reference to independent market indicators and at which the Firm believes to constitute "best execution" for both parties. The Firm does not receive any compensation in connection with such "cross" transactions and any such trades are made in keeping with relevant regulations.

In addition, conflicts exist where staff, including portfolio managers, have personal investments in certain accounts either directly via discretionary managed accounts or in Franchise Partners' Funds or through pension or deferred compensation arrangements. The Firm currently waives management fees received in respect of Franchise Partners associated persons including staff. Staff, including the portfolio managers, may have an incentive to favor these accounts over others. The Firm has adopted trade allocation procedures, a Code of Ethics (as summarized in Item 11 of this document) and other policies and procedures that it believes are reasonably designed to address these and other conflicts of interest.

Item 7 TYPES OF CLIENTS

The Firm offers only the Global Franchise, Global Franchise II and US Franchise strategies, primarily to institutional segregated account clients and fund investors, who include pension plans, investment companies, sovereign wealth funds, pooled investment vehicles, state or municipal government entities, charitable organizations and banking institutions.

The Firm requires a minimum of \$200 million for the management of new segregated accounts and \$3 million in order to invest in the Firm's pooled vehicles with the exception of the CCF which has a minimum of \$10 million for initial investment. In addition, in order to invest in the Global Equity LP or the Global Equity II LP, the investor must qualify as an "accredited investor" as defined under Rule 501(a) of Regulation D under the Securities Act of 1933 and as a "qualified purchaser" as defined under Section 2(a)(51) of the Investment Company Act of 1940.

The Firm reserves the right to serve only those clients who meet certain criteria and may refuse to enter into an agreement with any person or institution for any legally acceptable reason.

Item 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

The Franchise investment approach is founded on the belief that a concentrated portfolio of exceptionally high quality companies - whose primary competitive advantage is supported by a dominant intangible asset - selected with an absolute value bias will earn attractive long-term returns with less than average absolute volatility.

The Firm's investment universe comprises securities listed on major stock exchanges around the world. However, the actual investment universe is small and well defined.

The Firm's preliminary sources of information include annual reports and regulatory filings, independent databases, the press and both brokers' and independent equity research. Meeting company management before investment is also an important part of the Firm's research process.

The Firm produces detailed proprietary financial models for each company. The models are used to measure the absolute valuation of the company and to help assess the quality of the franchise.

Portfolio Guidelines and Risk

The Firm does not invest more than 10% of any portfolio in any one company, nor does it invest more than 25% of a portfolio in any one industry. The Firm does not hold more than 10% of the outstanding shares of any publicly listed company. These limits apply at the date of purchase. The Firm does not invest in options, futures or other derivatives except, where permitted by client guidelines, it may invest in forward foreign exchange contracts used for currency hedging purposes. The Firm does not use leverage. Sector, industry and country weightings result from the Firm's stock selection process and it does not impose any hard or soft benchmark-relative exposure limits.

The Firm monitors absolute risk as part of its rigorous analysis of potential and existing investments and in constructing portfolios. Control of company and stock-specific risk is built directly into the Firm's stock selection process. The objective is to minimise business risk while avoiding the further risk of overpaying.

Investing in securities in general involves risk of loss that clients should be prepared to bear. The Firm cannot guarantee that it will achieve its investment objective. The Firm's principal investment strategy of investing in common stocks presents the following material risks:

- **Market Risk.** From time to time, stock prices in general may decline significantly. Markets go through periods of rising prices as well as periods of falling prices depending on investors' perceptions about the economy, interest rates, and the attractiveness of other securities such as bonds or real estate.
- **Individual Company Risks.** The price of one or more of the stocks of the companies in which the Firm invests on behalf of clients may fail to appreciate for an extended period or may decline rapidly and significantly due to adverse company developments. Price declines may occur for any number of reasons including changes in the competitive or regulatory environment, or changes in customer preferences.
- **Equity Risk.** The value of equity and equity-related securities can fluctuate, at times dramatically. The prices of equity securities are affected by various factors, including market

conditions, political and other events, and developments affecting the particular issuer or its industry or geographic sector.

- **Currency Risk.** The strategies' investments may be acquired in a wide range of currencies and changes in exchange rates between currencies may cause the value of an investment to fluctuate due to the fact that the currency positions may not correspond with the securities positions held. Financial instruments such as forward contracts may be used to seek to hedge against fluctuations in the relative values of the strategies' positions as a result of changes in currency exchange rates.
- **Small and Mid-Cap Company Risk.** These companies may be subject to greater market risks and fluctuations in value than large capitalization companies and may not correspond to changes in the stock market in general.
- **Foreign and Emerging Market Investment Risk.** Foreign investing involves risks not typically associated with US investments, including adverse fluctuations in foreign currency values and adverse political, social and economic developments affecting a foreign country. The foreign securities in which the strategies may invest may be issued by issuers located in emerging markets or developing countries. Emerging markets may have relatively unstable governments, economies based on only a few industries and securities markets that trade a small number of securities.
- **Concentration Risk.** The strategies are concentrated to a limited number of securities. A concentrated investment strategy may be subject to a greater degree of volatility and risk than a strategy following a more diversified strategy. In addition, the strategies may be concentrated in a single market, country or industry. As such, its investments may be susceptible to fluctuations in value resulting from adverse economic or business conditions in that market, country or industry.
- **Management Risk.** The Firm's judgments about the attractiveness, value and potential appreciation of a particular asset class or individual security in which the strategy invests may prove to be incorrect, and there is no guarantee that individual companies will perform as anticipated.
- **Cybersecurity Risk.** Investment advisers, including the Firm, must rely in part on digital and network technologies ("cyber networks") to maintain substantial computerized data about activities for client and investor accounts and otherwise conduct their businesses. Such cyber networks might in some circumstances be subject to a variety of possible cybersecurity incidents or similar events that could potentially result in the inadvertent disclosure of confidential computerized data or client data to unintended parties, or the intentional misappropriation or destruction of data by malicious hackers seeking to compromise sensitive information, corrupt data, or cause operational disruption. The Firm maintains policies and procedures on information technology security. It also has certain technical and physical safeguards intended to protect the confidentiality of its internal data and takes other reasonable precautions to limit the potential for cybersecurity incidents, and to protect data from inadvertent disclosure or wrongful misappropriation or destruction. Nevertheless, despite reasonable precautions, the risk remains that cybersecurity incidents could potentially

occur, and such incidents, in some circumstances, might result in unauthorized access to sensitive information about the Firm or its clients or their investors, and/or cause damage to client accounts or the Firm's activities for clients or their investors.

- **Business, Terrorism and Catastrophe Risks.** Clients could be subject to the risk of loss arising from exposure that it may incur, indirectly, due to the occurrence of various events, including hurricanes, earthquakes, and other natural disasters, terrorism and other catastrophic events such as a pandemic. These catastrophic risks of loss can be substantial and could have a material adverse effect on client accounts or the Firm's activities for clients or their investors.

Item 9 DISCIPLINARY INFORMATION

The Firm and its supervised persons have not been involved in any disciplinary events since inception in June 2009. Furthermore, no litigation claim was made against the team or any individual members of the team during their time at Morgan Stanley Investment Management or at any of their previous employers.

Item 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

The Firm is the parent company of the General Partner of the Global Equity LP and the Global Equity II LP. The General Partner is Independent Franchise Partners GP, LLC (the “General Partner”) a Delaware limited liability company. The Global Equity LP and Global Equity II LP have retained the Firm as its discretionary investment manager. Certain members, officers and staff may serve as directors or hold executive positions with the General Partner of the Fund.

The Firm serves as the investment adviser for the RIC, an open-ended registered investment company. The RIC is sold through the mutual fund platform provided by Foreside Management Services, LLC, an unrelated third party. The Firm does not have any relationships with any related industry participants that create material conflicts of interests with clients.

The Firm no longer retains Frontier Partners Inc., an investment adviser registered with the US Securities and Exchange Commission and its affiliate Frontegra Strategies, LLC, a FINRA registered broker dealer in relation to new referrals to the Firm, the RIC or the Global Equity LP. However, we continue to list these entities as they receive fees for their work in relation to clients that they previously introduced.

Item 11 CODES OF ETHICS, PARTICIPATION OR INTERESTS IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Pursuant to Rule 204A-1 of the Advisers Act, the Firm has adopted a Code of Ethics (“Code”) imposing on each supervised person a duty to place the interests of clients first, and to report to the Firm any actual or potential conflict of interest. The Firm’s Code is based on the principle that the Firm’s personnel owe a fiduciary duty to the Firm’s clients to conduct their affairs, including personal securities transactions, in such a manner to avoid (i) serving their own personal interests ahead of clients; (ii) taking inappropriate advantage of their position with the Firm; and (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility. The Code also includes formal personal securities trading policies and procedures. The Code was created to address the fiduciary duties of staff to clients, limit potential conflicts of interest, prevent the inappropriate use of material non-public information, and to monitor the personal securities trading by employees. The Code requires each officer and any member of staff with access to investments or portfolio information of the Firm’s clients (each an “Access Person”), to report quarterly and annually their and their immediate family members’ securities holdings and transactions to the Firm’s Chief Compliance Officer (“CCO”) or his designate. Personal trading in initial public offerings is prohibited. The Code also requires staff to report certain outside business activities.

The Firm’s personnel must obtain prior written approval as appropriate from the CCO, or his designate, for personal account transactions in securities. These personal transactions will be approved only if they are not likely to have any adverse economic impact on the Firm’s clients. The Firm’s personnel are not permitted to carry out personal account transactions in securities within the Firm’s investment strategies’ stock universe. The CCO or his designate, reviews all securities transactions to ensure no conflicts exist with client transactions.

Staff receive training on the Code and must sign an annual attestation confirming they have disclosed: a) any compliance breach that they have committed; b) any potential conflicts of interest of which they are aware; and, c) all securities accounts in which they have a potential interest.

The Code also imposes restrictions and safeguards on the use of material non-public information. All clients and prospective clients may obtain a copy of the Firm’s Code by writing to the Firm at:

Level 1
10 Portman Square
London
W1H 6AZ
or calling: + 44 207 495 9070

The Firm, its staff or a related entity will generally have an investment in the strategies and Franchise Partners’ Funds. Additionally, the Firm’s partners are required to invest alongside clients in the Franchise strategies to ensure the direct, long-term alignment of the partners’ interests with the interests of the Firm’s clients.

Therefore, the Firm, its staff or a related entity participate, indirectly, in transactions effected for Franchise Partners’ Funds. Due to the relationship between the Firm and Franchise Partners’ Funds, the Firm could be considered to have recommended the investment should a person who is otherwise a client of the Firm invests. In addition, the Firm’s Managing Partner seeded investment in the Global

Equity II LP. The Firm currently waives management fees received in respect of investments by Franchise Partners associated persons, including staff, and therefore there are no management fees associated with these investments. These investments will incur their relevant share of fund expenses. However, third party investors will pay fees and expenses which will reduce their returns. The Firm has adopted trade allocation procedures, and other policies and procedures that it believes are reasonably designed to address these and other conflicts of interest.

Item 12 BROKERAGE PRACTICES

Subject to each client's guidelines, limitations or restrictions, the Firm generally has the authority to determine for each client:

- Which securities are to be bought or sold.
- The total amount of securities to be bought or sold.
- Through which broker(s) or dealer(s) those securities are to be bought or sold; and
- The commission rates or spreads to be paid for each transaction.

The Firm has put in place an Order Execution Policy that sets out the processes by which the Firm seeks to achieve best execution. Best execution is defined as the Firm taking all sufficient steps to achieve the best possible result for the client. It documents the execution arrangements in place and demonstrates how the Firm complies with its best execution obligations. The Firm has no obligation to deal with any particular counterparty in the execution of transactions.

a) Selection of Broker-Dealers

The Firm has a duty to select broker-dealers, banks, or other financial institutions as counterparties who will provide clients with best execution when the Firm transacts on a client's behalf.

The Firm's trading and engagement with counterparties is managed in accordance with its Counterparty Selection and Order Execution policies and related procedures. A proposed counterparty is evaluated by the partners of the Firm in consultation with the trader, the compliance manager and the head of the Firm's middle office employing the following criteria:

- the reputation and integrity of the counterparty.
- the counterparty's credit rating.
- the counterparty's accessibility and experience of the markets where the Firm wishes to transact.
- the ability of the counterparty to effect prompt and reliable transactions.
- the ability of the counterparty to provide liquidity.
- the ability of the counterparty to provide consistent best execution,
- the competitiveness of the costs of the counterparty's services.
- the prices achieved for the Firm's trades.
- speed of execution.
- the quality of market information provided by the counterparty; and
- the counterparty's conflicts policy.

The Firm undertakes periodic reviews of the best execution performance of counterparties and commissions earned by counterparties. The Firm verifies the credit rating of the Firm's designated counterparties on a monthly basis.

1. *Soft-Dollars Arrangement*

This section is not applicable to the Firm.

2. *Brokerage for Client Referrals*

This section is not applicable to the Firm.

3. *Directed Brokerage*

The Firm does not accept clients who require the Firm to execute equity transactions through a specified broker-dealer.

b) Aggregation and allocation

Investment decisions for each strategy are taken independently. However, when the Firm determines that it would be appropriate for one or more of the strategies to participate in the same investment decision, the Firm seeks to execute orders for all of the participating accounts on an equitable basis. In order to ensure that all clients are treated fairly, the Firm employs an aggregation and allocation policy. In the normal course, and where possible, orders are bunched and allocated pro-rata to the nearest round lot to all client accounts. Bunching avoids placing competing orders, improves order management, and may, because of larger order size, permit some degree of price improvement relative to a series of individually placed orders.

Bunched trades are then allocated across accounts that are participating in that purchase. The Firm's allocation process is defined by a model within Bloomberg AIM which allocates trades automatically (equity and FX hedges) to all participating accounts on a pro-rata basis. Any exception to the above requires approval from the CCO or his designate and must be sought before any allocation is made and advised to the broker.

c) Errors

As a fiduciary, the Firm has the responsibility to execute orders in the best interest of its clients. In the event any trade error occurs in the handling of any client transaction, the Firm's policy is to identify and correct any error as promptly as possible without disadvantaging the client. Trade errors are documented with appropriate supervisory approval and maintained in a trade error file.

Item 13 REVIEW OF ACCOUNTS

a) Client Account Reviews

The Firm's portfolio managers, compliance and operations team review the positions in all client portfolios daily. The Firm undertakes a review of each client account as may be agreed in its Investment Management Agreement, and typically meets with clients annually to review their portfolio.

b) Client Reports

On a monthly basis, clients receive reports from the Firm's administrator, detailing holdings and transactions, including the account's beginning and ending values, return/performance for the period, and other portfolio characteristics, commentary and narratives. In addition, on a quarterly basis clients receive a newsletter that discusses the return/performance, holdings and transactions during the previous quarter. On a semi-annual basis the Firm hosts webinars to discuss the return/performance, holdings, transactions and other topical items during the previous six months. Clients also have access to a web-based Client Portal, where they can access their monthly reports and quarterly newsletters, as well as other information such as white papers, webinar recordings, a blog and a Q&A.

Franchise Partners' Funds are subject to annual audits and the audited financial statements are provided to investors in the funds.

Item 14 CLIENT REFERRALS AND OTHER COMPENSATION

The Firm does not currently engage placement agents or other introducing firms in order to identify it to potential clients or fund investors. Although there are no current placement agents the Firm continues to list Frontegra Strategies and its affiliate Frontier Partners Inc., in relation to clients that they previously referred to the Firm, including investors in the RIC and the Global Equity LP.

The RIC is sold through the mutual fund platform provided by Foreside Management Services, LLC.

The Firm compensates certain members of its staff in relation to the solicitation or marketing of segregated client accounts.

Item 15 CUSTODY OF CLIENTS CASH & SECURITIES

All segregated client account assets are held by each client's chosen custodian. All client accounts are held in custody by unaffiliated broker/dealers or banks. Clients will receive statements directly from their custodian and should carefully review the statements they receive from their custodian and compare those statements to any account information provided by the Firm.

Assets of Franchise Partners' Funds are held at the Firm's qualified custodian bank The Northern Trust Company. Under Rule 206(4)-2 of the Investment Advisers Act of 1940, an adviser has custody if it acts in any capacity that gives the adviser legal ownership of, or access to, a client's funds or securities. Accordingly, the Firm generally has custody of the assets of the Global Equity LP and the Global Equity II LP because its affiliate, as discussed in Item 10 above, acts as General Partner or investment manager. The Global Equity LP is subject to an annual audit and audited financial statements are distributed to each investor within 120 days of the Global Equity LP's fiscal year end. Following its launch in June 2019 the Global Equity II LP is also subject to the annual audit and audited financial statements requirements.

Item 16 INVESTMENT DISCRETION

The Firm manages client assets on a discretionary basis with the authority to determine what investments are made, as well as when and how they are made. This authority is set out in investment management agreements which are negotiated and agreed between the Firm and the segregated clients or Franchise Partners' Funds prior to the Firm beginning to manage the assets.

Accounts are invested in the Global Franchise, Global Franchise II or US Franchise strategies aligning with their respective model portfolios and all accounts are invested equitably. A segregated client may impose additional restrictions, limitations or other requirements, subject to agreement by the Firm.

Item 17 VOTING CLIENT SECURITIES

The Firm will vote proxies in a prudent and diligent manner and in the best interests of clients. The Firm's portfolio managers are jointly responsible for monitoring and reviewing all proxies received by the Firm. The Firm utilizes the recommendation-based proxy advisory services of Institutional Shareholder Services Inc. ("ISS"). ISS is an independent adviser that specializes in providing a variety of fiduciary-level proxy-related services to institutional investors and their clients. The services provided include in-depth research, global issuer analysis and voting recommendations. While the Firm may review and utilize the recommendations of ISS in making proxy voting decisions, the Firm is in no way obligated to follow such recommendations.

In accordance with Rule 206(4)-6 under the Investment Advisers Act of 1940, the Firm has adopted a Proxy Voting Policy and procedures. Proxies will be voted according to this policy. The Proxy Voting Policy addresses a broad range of issues and provides general voting parameters on proposals that arise most frequently. Details of specific proposals do vary and may affect particular voting decisions. The Firm may vote in a way that is not in accordance with the general guidelines, provided that the investment team member responsible for the particular proxy vote consults with the Managing Partner and the vote is consistent with the objective of maximising long term investment returns. In the Managing Partner's absence, the investment team member responsible for the particular proxy vote will confer with the other members of the investment team in order to make a consensus decision.

The Firm uses its best efforts to vote proxies for which we receive notice as part of its authority to manage client assets. However, for clients who participate in stock lending programmes, the Firm will not generally vote when proxies are received for stock that is out on loan. The proxy voting procedures are designed to ensure that proxies are voted in the best interest of the Firm's investors and no conflicts of interest exist. The Firm cannot guarantee that it will vote all proxies and may be hampered by particular rules relating to the jurisdiction in which the company is located. Clients may obtain a copy of the Firm's Proxy Voting Policy by contacting the address listed on the front page of this brochure, or by calling: + 44 207 495 9070. The Firm is under no obligation to advise or act for clients in legal proceedings including bankruptcies and class actions involving securities purchased or held in client accounts.

The Firm has full authority to vote for those clients who have provided authorisation to do so. The Firm does not accept directions from clients, except in situations where such authority is retained.

The Firm endeavours to integrate governance and proxy voting policy with investment goals, using the vote to encourage portfolio companies to enhance long-term shareholder value and to provide a high level of transparency.

The Firm may provide on request, a copy of its proxy voting policies and procedures and information on how the proxies were voted.

Item 18 FINANCIAL INFORMATION OF THE FIRM

The Firm prepares its financial statements in accordance with generally accepted accounting principles, audited by an independent public accountant and accompanied by a note stating the principles used to prepare such statements. There are no financial events that have occurred to the Firm that would negatively affect the financial viability of the Firm or that are expected to affect its ability to manage client accounts.