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Form ADV Part 2A Brochure

This brochure provides information about the qualifications and business practices of Heronbridge Investment Management LLP (“Heronbridge”). Questions about the contents of this brochure should be directed to Heronbridge’s Chief Compliance Officer, Katie McMahon, on +44 (0)1225 328309 or via email to katie@heronbridge.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”), any other state or federal regulatory authority, any foreign regulatory authority or any self-regulatory body. Additional information about Heronbridge is also available on the SEC’s website at www.adviserinfo.sec.gov or Heronbridge’s website on www.heronbridge.com.

Heronbridge is a registered investment adviser with the SEC. Any reference to or use of the terms “registered investment adviser” or “registered” does not imply that Heronbridge or any person associated with Heronbridge has achieved a certain level of skill or training. Investors invested in any one of Heronbridge’s commingled funds (collectively referred to as “Unitholders”) and any separate account clients (together with the commingled funds, collectively referred to as “Clients”) and potential investors should rely only on the information contained in this document or in documents that Heronbridge has specifically provided. Heronbridge has not authorized any third party to provide information in connection with its investment programme or investment operations.

Item 2. Material Changes

Heronbridge is providing this information as part of its annual update of information filed with the SEC. The last update of Heronbridge’s Form ADV brochure took place on 23 July 2020 as part of the annual updating requirement. This brochure reflects no material changes to Heronbridge’s Form ADV brochure from the last annual update of the brochure.

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Item 4. Advisory Business

History and Firm Structure

Heronbridge was established in 2005 to provide investment management services in publicly traded equity investments principally issued by companies incorporated in the United Kingdom. As of 30 April 2021, Heronbridge managed approximately US\$2 billion of assets under management on a discretionary basis.

Heronbridge is a UK incorporated entity which is authorised and regulated by the Financial Conduct Authority (the “FCA”) in the United Kingdom (“UK”) and registered with the SEC in the United States (“US”). It acts as the investment manager for two commingled funds, the Heronbridge Value Equity Fund (the “US” Fund) and the Heronbridge United Kingdom Equity Fund (the “Offshore Fund”). It also provides investment management services to separate account clients. Heronbridge is managed by an Executive Committee of five people, four of whom are active in the business.

Heronbridge is a limited liability partnership. As of 30 April 2021, Heronbridge had four members and eight employees. Heronbridge Limited (“HB Ltd”) owns a substantial majority (>90%) of Heronbridge’s capital. The remaining capital has been contributed by the working members. Under the terms of the limited liability partnership agreement (the “LLP Agreement”), the members will endeavour to ensure that the majority of individuals who form part of Heronbridge’s Executive Committee are active in Heronbridge’s business. The actual appointment or removal of these individuals is determined by vote. Voting rights are determined by capital ownership of each underlying class of member.

Under the terms of the LLP Agreement, 99% of Heronbridge’s capital profits and 40% of Heronbridge’s income profits will accrue to HB Ltd. The remaining capital and income profits are allocated to the employees and working partners of Heronbridge. Heronbridge would be pleased to answer any questions that any client or prospective investor may have on its ownership structure, industry affiliations or direct and indirect beneficial owners.

HB Ltd (the capital provider to Heronbridge) is owned by current and former working members of Heronbridge and their related parties, (50.1% of the share capital), and Silchester Partners Limited (“SP Ltd”) (49.9% of the share capital). HB Ltd has two classes of shares. SP Ltd holds 100% of the Class A shares. These shares represent 49.9% of HB Ltd’s authorised share capital. The current and former working members and their related parties hold 100% of the Class B shares. These shares represent 50.1% of HB Ltd’s authorised share capital. The A Shares and the B Shares have different rights. The B Shares (i.e. those controlled by the current and former working members and their related parties) control HB Ltd. The A Shareholders effectively sit as minority shareholders. The consent of A Shareholders is required when material business decisions must be made (such as the sale of the business, the cessation of the business, entering into any commitment over a pre-set limit, amendments to the articles, etc.).

Types of Services that Heronbridge Provides to Clients

Heronbridge provides discretionary investment management services to its Clients using a wide range of analytical, research, portfolio implementation and administrative skills. Heronbridge specialises in investing in publicly traded equity securities of companies located in the United Kingdom using a bottom up value investment approach. Heronbridge does not manage assets on a non-discretionary basis and does not participate in any wrap fee programmes. Heronbridge does not provide financial planning, quantitative planning or market timing services. Although Unitholders cannot impose restrictions on the Fund’s ability to invest in certain securities or types of securities, a client who invests with Heronbridge through a separate account may be permitted to impose reasonable restrictions on the account’s ability to invest in certain securities or types of securities, subject to acceptance by Heronbridge.

Item 5. Fees and Compensation

Funds

Heronbridge provides discretionary investment management services to Unitholders in its privately offered commingled funds (the “Funds”) that are primarily invested in United Kingdom equity securities. The following fee scale is applicable to Heronbridge’s Fund for US investors, Heronbridge Value Equity Fund (“US Fund”):

On the first \$15,000,000	1.00%
on the next \$25,000,000	0.90%
on the next \$75,000,000	0.70%
thereafter	0.60%

The above fees apply to all US Fund Unitholders. A separate fee scale for Heronbridge’s Fund for non-US investors, Heronbridge United Kingdom Equity Fund (“Offshore Fund”), is available on request. Heronbridge members, shareholders and related parties are invested in the Funds on the same terms, pay the same fees and have the same liquidity rights as other unaffiliated clients in the Funds. No fees are waived.

Management fees paid by each Unitholder invested in the US Fund are based upon the market value of the units held by the Unitholder rather than the value of the Fund itself. Management fees are normally payable monthly in arrears and paid via the redemption of part of the units held by each Unitholder in the US Fund on a monthly basis. The Offshore Fund is invoiced on a quarterly basis in arrears for the investment management services that Heronbridge provides. Unitholders will incur brokerage and other transaction costs as described in ‘Brokerage Practices’. No other additional fees or expenses are charged.

The Funds pay their own direct trading expenses. Direct trading expenses include brokerage commissions related to trade execution, “bid-ask” spreads on securities trading, mark-ups, clearing fees, registration and transfer fees, regulatory and governmental charges and duties, and transactional fees and expenses related to its investments. The Funds are obligated to pay all income, capital gains and other taxes related to their underlying investments. In addition, the Funds will be required to reimburse Heronbridge in some instances, or the third party service providers to the Funds, for extraordinary legal expenses not otherwise borne by Heronbridge, including expenses incurred to protect or promote the investment rights or obligations of the Funds and legal, registration or accounting expenses incurred in connection with the reclamation of foreign withholding taxes or, if applicable, maintaining a particular tax status.

Heronbridge pays for the costs of third party research directly out of its own financial resources. No bundled brokerage commissions are incurred. Substantially all trades are done at a single execution only rate of commission.

Heronbridge pays all routine legal, audit and accounting fees related to the Funds and the ongoing offering of units as well as annual audit fees and tax return expenses (if any). Heronbridge pays any fees payable to the Custodians, Depositories, Trustees, Fund Administrators, Managers, Auditors, Tax Advisors and other similar service providers of the Funds. Heronbridge has paid all expenses incurred in connection with the organization and the formation of the Funds and will pay all costs associated with the ongoing issuance of the units of the Funds so long as Heronbridge remains the appointed investment manager of the Funds. The Funds are not required to raise a minimum amount in order to defray these costs and expenses. The Funds are not required to reimburse Heronbridge in the event that the investment management fees are insufficient to cover the expenses borne by Heronbridge.

Separate Accounts

Heronbridge would not ordinarily anticipate opening any new separate managed accounts. Heronbridge does however provide discretionary management services to a number of existing separate account clients. Fees are generally payable on a quarterly basis in arrears. The fee scales for separate account clients vary based on the length of a client's relationship with Heronbridge and are set forth in the written agreement with each client.

Clients invested in separate accounts pay their own direct trading expenses. Direct trading expenses include brokerage commissions related to trade execution, "bid-ask" spreads on securities trading, mark-ups, clearing fees, stock loan expenses, registration and transfer fees, regulatory and governmental charges and duties, and other fees and expenses relating to investments. Clients invested in separate accounts are obligated to pay all income, capital gains and other taxes related to their underlying investments. In addition, Clients invested in separate accounts may be required to reimburse Heronbridge for extraordinary legal expenses not otherwise borne by Heronbridge, including expenses incurred to protect or promote the investment rights or obligations of the investors invested in separate accounts and legal or accounting expenses incurred in connection with the reclamation of foreign withholding taxes. In addition, Clients invested in separate accounts are responsible for paying their own legal, audit and accounting fees as well as annual audit fees and tax return expenses (if any). Clients invested in separate accounts pay any fees payable to their separately appointed Custodians, Trustees, Fund Administrators, Managers, Managing Members, Auditors, Tax Advisors and other similar service providers.

Fee Rebate Policy

Fees are not generally negotiable. However, Heronbridge will rebate fees paid by Unitholders invested in the Funds or charge lesser fees to separate account clients as set forth in the written agreements with those clients, based upon their relationship with Heronbridge, the assets invested, the timing of the investment, and other factors deemed relevant by Heronbridge.

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

Heronbridge does not charge performance based fees. All fees are charged on an *ad valorem* basis. Heronbridge employees and/or members (current and former) and their related parties are invested in the Funds on the same terms and pay the same fees as other unaffiliated Unitholders in the Funds. No fees are waived for Heronbridge employees and/or members (current and former) and related parties.

Item 7. Types of Clients

Each Fund, and not the underlying Unitholders in each Fund, is considered a Client for the purposes of the Investment Advisers Act of 1940. Heronbridge makes investments on behalf of the Funds for the benefit of the underlying Unitholders in each respective Fund. Units in the US Fund are sold only to US Unitholders that qualify as "accredited investors" and "qualified purchasers" as defined under applicable US federal securities laws. Units in Heronbridge's Offshore Fund are sold only to Unitholders that qualify as "expert investors" under applicable Jersey securities laws. An investment in units of a Fund involves the risk of loss. Heronbridge has generally offered separate account services to institutional clients, such as pension plans, foundations and endowments. Heronbridge, in its capacity as investment manager, is responsible for reviewing and managing the holdings, and for making appropriate recommendations to satisfy the respective investment goals of the Funds. Additional information is available in the respective Agreement and Declaration of Trust, Private Offering Memorandum and Subscription Agreement of the US Fund and the Prospectus and Subscription Agreement of the Offshore Fund (hereafter referred to collectively as the "Governing Documents").

Conditions for Managing Accounts

Subject to the Governing Documents, the minimum initial subscription for units in the US Fund is US\$5 million. Heronbridge will, in its sole discretion, accept or reject, in whole or in part, any investment or impose conditions or restrictions on such investment. Unitholders may redeem all or part of their units in a Fund on any dealing day by providing Heronbridge with written notice at least ten (10) Business Days prior to the dealing day upon which the redemption is to be effective. Certain documentation must also be returned at least eight (8) Business Days prior to such dealing day. There is no minimum redemption size for redemptions from the Funds. Additional information is available in the respective offering memorandum of each commingled Fund.

Transition Accounts

Heronbridge has the discretion to direct Unitholders making cash contributions or redemptions to use transition accounts. Transition accounts are temporary custody accounts opened under a Fund's general legal structure. They are used to facilitate large subscriptions and withdrawals. The transition account structure allows Heronbridge to invest cash contributions or liquidate holdings outside of a Fund's direct assets and therefore avoid impacting existing investors. By investing new cash flows or liquidating the securities separately, the incoming or outgoing Unitholders bear their own market risk during the investment or redemption periods (usually one month but this can be longer depending on market conditions) as well as their own dealing costs. Heronbridge believes that these procedures safeguard the benefits of commingled investing for all participants and represent a fair and equitable way of accommodating periodic subscriptions and withdrawals. Prospective investors should refer to the specific provisions of the Governing Documents for a complete discussion of transition accounts and the risks involved therein.

Sideletter Agreements

Heronbridge generally will consider entering into a sideletter agreement only when rules governing the investment by a specific Unitholder (such as state law or the governing documents related to such Unitholder) in a Fund require a specific variation, provided that such change is not expected to materially impact Heronbridge, other service providers to the Funds or other Unitholders. Even in those instances, it is Heronbridge's policy not to agree to any sideletter or other similar agreements that grant any Unitholder or group of Unitholders preferential rights with respect to the payment or timing of redemptions, indemnification from Heronbridge, the law governing Heronbridge's and each Unitholder's responsibilities under the governing documents for the Funds, or access to data on a Fund's holdings or trading activity. Heronbridge will provide a summary of all sideletter agreements currently in effect upon the written request of a current or prospective Unitholder.

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

Investment Strategy and Analysis

Heronbridge's investment objective is to achieve long-term growth primarily by investing in a diversified portfolio of equity securities of companies located in the United Kingdom. As many companies have multinational operations, a company's location ordinarily is determined by its jurisdiction of incorporation or by reference to its primary stock exchange listing. To achieve its objectives, Heronbridge seeks to invest in a portfolio of securities that, in its opinion, possess fundamental investment value.

Heronbridge believes that securities with low market price to earnings, cash flow, asset value or sales ratios typically, but not necessarily, possess fundamental investment value. Investments meeting the above criteria are identified by Heronbridge in part through the use of database screens. Heronbridge carries out financial analysis on prospective investments and reviews their underlying business strengths and

weaknesses, their plans, and their management. Heronbridge believes that investments that appear attractive on these criteria will be suitable investments for a United Kingdom based portfolio and that these investments will normally constitute the majority of each client portfolio.

When allocating investments among industries and sectors, the prime determinant for Heronbridge will be the attraction of the individual security investments (a “bottom up” approach). Business or economic cycles will also be considered as they affect individual companies. Nonetheless, Heronbridge intends to ordinarily retain a reasonable diversification of investments across sectors and industries.

Heronbridge has established investment parameters as to the amount each Client’s portfolio can be invested in, including but not limited to, securities with particular characteristics, individual securities, and the securities of companies in particular industries and sectors. These investment parameters are outlined more fully in the Fund Governing Documents. An investment in the units of a Fund involves the risk of loss that Unitholders should be prepared to bear.

Types of Investments

Heronbridge will seek to achieve the investment objectives principally by investing in a wide range of equity and equity-related instruments, including common and preferred shares, convertible preferred stocks and investment grade instruments. Heronbridge intends to invest primarily in United Kingdom equities and equity-related securities; however, Heronbridge may invest in securities located in other markets to facilitate the establishment of a position in a United Kingdom company or the disposal of a position previously held in a United Kingdom company. These situations would ordinarily arise following corporate activity, particularly takeovers and mergers, involving United Kingdom companies.

Heronbridge is not permitted to invest in futures, options on futures, derivative contracts or other “over the counter” traded investments. Restrictions are disclosed in further detail in separate account investment management agreements (where applicable) and each Fund’s investment guidelines.

Subject to the Funds’ investment guidelines and the mandate for each separate account, Heronbridge can invest in (i) non-exchange traded securities including private placements and securities subject to transfer restrictions under Rule 144A or Regulation S of the Securities Act of 1933 or otherwise commit to acquire securities on a forward commitment basis, and (ii) unregistered and bearer securities. Heronbridge does not invest in futures or options on futures. Heronbridge may, however, invest in, hold, and purchase, or otherwise acquire rights, stock options, stock coupons, warrants, and other similar investments issued, sold, or distributed by a portfolio holding as part of a corporate action or other similar transaction. Heronbridge may purchase the securities of issuers during an initial public or secondary offering of securities. Companies involved in initial public or secondary offerings of securities typically have short operating and trading histories and generally are less established. The prices of securities issued as part of initial public or secondary offerings traditionally have been quite volatile. Heronbridge also may be required to agree to certain transferability restrictions as a precondition for participating in these types of security offerings.

Frequency of Trading

Over the course of a market cycle, Heronbridge would expect the turnover of securities to typically be in the range of 15-30% per annum. Information on historic levels of turnover is available from Heronbridge. Heronbridge makes investment decisions on when to sell a security solely based on its investment criteria and does not take into account tax considerations. In other words, Heronbridge does not engage in “tax loss harvesting” strategies.

Material Risks:

There are a number of material risks associated with the strategies offered. These include, but are not limited to, the following matters. Further information on investment risks is disclosed in the Fund Governing Documents or in a particular Client's separate account investment management agreement.

- *Concentration in United Kingdom Equity Securities.* Heronbridge concentrates its investments in equity securities of companies incorporated in the United Kingdom or trading on the United Kingdom stock exchanges. Consequently, Heronbridge portfolios may be more volatile than those that do not share this geographic concentration. The value of portfolio investments may vary in response to political and economic factors affecting companies in the United Kingdom.
- *Foreign Currency Risk.* Heronbridge concentrates its investments in equity securities of companies incorporated in the United Kingdom or trading on the United Kingdom stock exchanges which are generally denominated and quoted in Sterling. A portion of assets also may be invested in the equity securities of companies located outside the United Kingdom, which may be denominated in currencies other than Sterling.

Sterling is fully convertible and transferable based on floating exchange rates into all readily convertible currencies without administrative or legal restrictions for both non-residents and residents of the United States. Although unlikely, the United Kingdom monetary authorities may periodically prevent Sterling from freely fluctuating in price and may, periodically for long periods of time, intervene in foreign currency markets. The United Kingdom monetary authorities may also periodically consider adopting an alternative currency as the primary currency for the United Kingdom. As a result, the value of Client assets may be affected favourably or unfavourably by fluctuations in the value of Sterling relative to other major currencies.

- *Exposure to Other Markets.* Heronbridge invests primarily in the equity securities of companies located in the United Kingdom but may invest in other markets to facilitate the establishment or disposal of United Kingdom companies. Investors are therefore subject to: (i) currency exchange-rate risk; (ii) the possible imposition of withholding, income, capital gains or excise taxes; (iii) the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and little, or potentially biased, government supervision and regulation; (iv) financial, economic and political risks, including expropriation, currency exchange control and potential restrictions on foreign investment and repatriation of capital; and (v) global market turmoil.
- *Options.* Heronbridge may from time to time acquire options for a Client's account as part of a corporate action or other similar transaction. Investing in options can provide a greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a decline in the value of the underlying asset relative to the strike price, the passage of time, changes in the market's perception as to the future price behavior of the underlying asset, or any combination thereof. In the case of the purchase of an option, the risk of loss of an investor's entire investment in the option (i.e., the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires.
- *Warrants.* Heronbridge may from time to time acquire equity warrants for a Client's account as part of a corporate action or other similar transaction. Equity warrants are securities that give the holder the right, but not the obligation, to subscribe for newly created equity issues of the issuing company or a related company at a fixed price either on a certain date or during a set period. Changes in the value of a warrant do not necessarily correspond to changes in the value of its underlying security. The price of a warrant may be more volatile than the price of its underlying security, and a warrant may offer greater

potential for capital appreciation as well as capital loss. Warrants do not entitle a holder to dividends or voting rights with respect to the underlying security and do not represent any rights in the assets of the issuing company. A warrant ceases to have value if it is not exercised prior to its expiration date. These factors can make warrants more speculative than other types of investments.

- *Investment in Initial Public and Secondary Offerings.* To the extent permitted by law, Heronbridge may purchase the securities of issues during an initial public or secondary offering of securities. Companies involved in initial public or secondary offerings of securities typically have short operating and trading histories and generally are less established. The prices of securities issued as part of initial public or secondary offerings traditionally have been quite volatile. Heronbridge also may be required to agree to certain transferability restrictions as a precondition for participating in these types of security offerings.

Financial Industry Regulatory Authority (“FINRA”) rules prohibit securities firms from selling “new issues” (i.e., initial public offerings of equity securities) to investment funds if restricted persons hold beneficial interests in the investment fund in excess of ten percent (10%) in the aggregate or if covered persons hold beneficial interests in the investment fund in excess of twenty-five percent (25%) in the aggregate. As a consequence of these FINRA rules, if the 10% and/or 25% thresholds are exceeded, an account will be unable to invest in new issues until such time as compliance is restored.

- *Price Fluctuations.* Prices of equity securities are highly volatile and may respond to a number of factors that affect markets in general, as well as factors that affect particular companies or other issuers. For example, prices are affected by a wide variety of complex and difficult-to-predict factors, including, but not limited to, supply of money, inflation, weather and climatic conditions, changing supply and demand relationships, governmental activities and regulations, political and economic events and prevailing psychological characteristics of the marketplace. These same factors can also affect the securities markets adversely. Prices of equity securities also may be affected by individual company earnings, product developments and other factors that affect particular companies.
- *Position Limits.* Market regulatory authorities may, from time to time, establish limits as to the maximum number of shares that Heronbridge and its associated entities may hold or control in particular securities of a company without requiring the investment adviser to make an offer to purchase all the outstanding shares of the company or obtaining a regulatory waiver to hold a larger position. Market regulatory authorities may also assess additional income, capital gain and withholding taxes in these situations. All accounts controlled by Heronbridge and its associated companies may be combined for these purposes. It is possible that trading decisions of Heronbridge and its associated entities may have to be modified such that a further position in a given company is not acquired or that positions held would have to be liquidated to avoid exceeding such limits or that such limits may, in fact, be exceeded. This may influence the overall returns.
- *Illiquidity.* Heronbridge may purchase investment instruments that later become illiquid or otherwise restricted. A Client might only be able to liquidate these positions at disadvantageous prices, should Heronbridge determine, or it becomes necessary to do so. For example, substantial redemptions from a Fund could require a Fund to liquidate its positions more rapidly than otherwise desired in order to obtain the cash necessary to fund the redemptions. Illiquidity in certain markets could make it difficult for a Fund to liquidate positions on favorable terms, thereby resulting in losses or a decrease in the net asset value of a Fund. Although many of the securities that a Client may acquire may be traded on public exchanges, each exchange typically has the right to suspend or limit trading in the securities which it lists. Such a suspension could render it difficult or impossible for a Client to liquidate any or all of its positions and would thereby expose it to losses. Clients therefore may be locked into an adverse price movement for several days or more which may result in immediate and substantial losses.

- *Transactions on Non-US Exchanges.* Heronbridge engages in trading on markets outside the United States. Transactions on non-US exchanges are not regulated by US governmental agencies. Some non-US exchanges may be “principals markets” in which responsibility for performance is only that of the principal with whom a trader has entered into a transaction, and not of an exchange or clearing corporation. In some cases, a broker with whom Heronbridge enters into a transaction may in effect take the opposite side of trade. Because some non-US exchanges lack a clearing house system, market disruptions may be more likely to occur and, in extreme circumstances such as the failure of a broker or other counterparty, the settlement of security trades may be delayed or cancelled. To minimize the risk of broker or other counterparty, the settlement of security trades may be delayed or cancelled. To minimize the risk of broker or counterparty default and subsequent loss, Heronbridge will ordinarily arrange for security purchases and sales to be settled on a “delivery versus payment” basis.
- *Cash Balances.* The US dollar cash balances for the US Fund are currently invested in the Government Select Portfolio, a money market fund sponsored by Northern Trust. Heronbridge may direct Northern Trust to hold the US Fund’s US dollar cash balances in other money market funds, deposit accounts or other vehicles in its sole discretion. The Government Select Portfolio primarily invests in securities issued by the US Government, government agencies and government sponsored enterprises. Investors could incur losses in the event that the net asset value of the Government Select Portfolio was to fall below US\$1.00 or if redemptions from the Government Select Portfolio or other such money market funds, deposit accounts or other vehicles were restricted. The US Fund’s non-US dollar cash balances are held in deposit accounts established by Northern Trust. These deposit accounts are subject to counterparty and credit risk. The US Fund could incur losses in the event of any such default or if the return of these deposits was restricted.
- *No Formal Diversification Policies.* Although the allocation of assets across different securities is an integral part of Heronbridge’s overall portfolio risk management process, except as provided in the Investment Guidelines, there are no fixed guidelines for diversification of investments among issuers, sectors, instruments or markets and may be heavily concentrated, at any time, in a limited number of positions. In attempting to maximize returns, Heronbridge may concentrate the holdings in those companies, instruments or sectors which, in the sole judgment of Heronbridge, provide the best profit opportunity in view of the investment objectives.
- *Investment Approach.* There is no guarantee that the investment approach, techniques, or strategies utilized by Heronbridge will be successful or profitable. All investments risk the loss of capital. Furthermore, there can be no assurance that the specific trading strategies utilized will produce profitable results.
- *Credit Risk.* Clients are subject to the risk that the brokers and counterparties with which, and the exchanges on which, Heronbridge executes transactions or carries positions may default. The default by an exchange, clearing house or counterparty with or through which Heronbridge trades could result in material losses. Certain markets require all securities to be held in a central securities depository and, in certain cases, the depository may be owned by a foreign government or government body and not be supported by a national network of well capitalized financial institutions. The default of such government or depository, or the failure of such depository to maintain suitable and sufficient procedures to mitigate against theft or loss, could result in material losses. To minimize transaction and foreign exchange dealing costs, Heronbridge may request that a broker “warehouse” smaller security trades. In these situations, the executed trade remains the property of the broker until such time as the trade is allocated to a specific client account. If the broker defaults or declares bankruptcy, losses could occur.
- *Eurozone Risk.* One or more countries may abandon the Euro and/or, as the UK has done, withdraw from the European Union. The impact of these actions, especially if they occur in a disorderly fashion, is not clear but could be significant and far-reaching. Whether or not Heronbridge invests in securities

of issuers located in the European Union or with significant exposure to European Union issuers or countries, these events could negatively affect values and the liquidity of investments. If the Euro is dissolved entirely, the legal and contractual consequences for holders of Euro-denominated obligations would be determined by laws in effect at such time.

Item 9. Disciplinary Information

There have been no material criminal, civil, regulatory, business, or administrative proceedings against Heronbridge and/or any of its employees, members, principals or advisory affiliates.

Item 10. Other Financial Industry Activities and Affiliations

Heronbridge is not affiliated with any banks, broker dealers or custodians. Heronbridge is an independent limited liability partnership that is primarily owned and controlled by its members. HB Ltd is owned and controlled by current and former Heronbridge members and their related parties as well as by SP Ltd.

Heronbridge has two wholly owned subsidiaries, Heronbridge, Inc. and Heronbridge (Jersey) Ltd (“Heronbridge Jersey”). Heronbridge, Inc. is a US incorporated entity and principally provides support for the US Fund, Heronbridge’s privately offered commingled Fund for US investors.

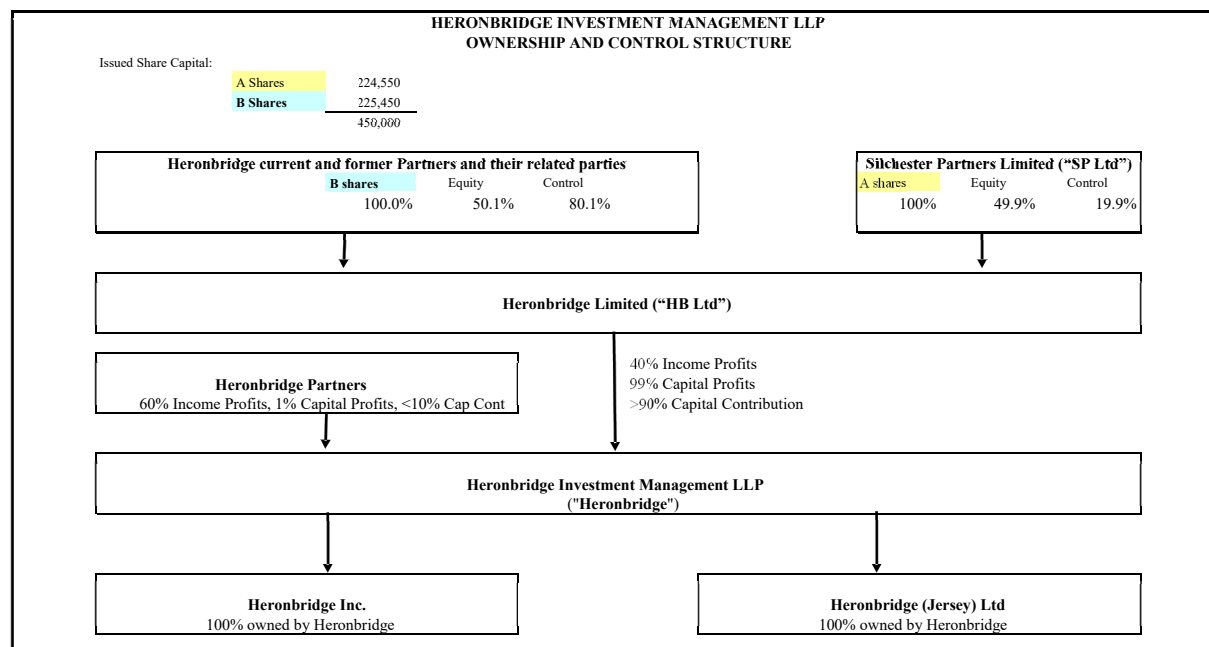
Heronbridge Jersey is a Jersey incorporated entity and acts as the manager for the Offshore Fund. Heronbridge Jersey is responsible for certain management, registrar and administrative functions. Heronbridge has day-to-day responsibility for the portfolio and risk management functions but has delegated certain risk management functions to Heronbridge Jersey. Heronbridge Jersey is authorised and regulated by the Jersey Financial Services Commission (“JFSC”).

SP Ltd is an indirect minority owner of Heronbridge. SP Ltd is an indirect member of Silchester International Investors LLP (“SII LLP”), a UK based investment manager registered with the SEC as an investment adviser (SEC File Number: 801-49530). SP Ltd also maintains direct and indirect investments in a number of other regulated investment management firms. Heronbridge does not have any direct business relationships with these firms and, as a result, has not described them in its regulatory filings. Further information on these other investment management firms is disclosed in SII LLP’s Form ADV. SII LLP’s CRD Number is 110987. Alternatively, information is available from SII LLP’s Chief Compliance Officer, Timothy Linehan (tlinehan@silchester.com).

Lucy Crawford sits on the Board of HB Ltd in the capacity of Non-Executive Director and on the Executive Committee of Heronbridge as a non-working member appointed by HB Ltd with limited influence in the day-to-day management of Heronbridge’s operations and business. Lucy is a Partner and London Marketing and Client Services Manager at SII LLP. Other than Lucy Crawford in her capacity as a Non-Executive Director of HB Ltd and Executive Committee member of Heronbridge, there is no overlap in directors, senior management, investment portfolio managers, working members or other employee relations between SP Ltd, SII LLP, HB Ltd and Heronbridge. Heronbridge’s Executive Committee discussions are limited to partnership operations, not including any particular investments made or to be made by Heronbridge on behalf of the Funds. These are discussed only by Heronbridge members and employees. Lucy Crawford is not involved, directly or indirectly in the day-to-day activities of HB Ltd or Heronbridge.

SII LLP employees and members, SP Ltd and its shareholders and former employees and their related parties have and may, from time to time, invest assets in Heronbridge’s Funds. SP Ltd is eligible to receive dividends from HB Ltd as the result of its equity holding.

Heronbridge's Organization Chart



Partnership Representative:

Heronbridge, Inc. acts as the partnership representative for the US Fund.

Privacy Considerations:

Heronbridge is committed to maintaining the confidentiality, integrity and security of personal information provided by Clients and Unitholders in the Funds. Personal information may be obtained in a number of ways, such as during the application process for units or ongoing communications between Heronbridge and its Clients. Personal information obtained in these ways may include a Unitholder's (and/or its representatives') name, address, tax residency, tax identification number, bank account details, telephone number and e-mail address. All information obtained about Clients or Unitholders is treated as confidential unless the Client or Unitholder has otherwise made the information public, such as its relationship with Heronbridge or investment in a commingled Fund. Heronbridge generally exercises the same care dealing with personal information obtained from its Clients and Unitholders that Heronbridge uses in dealing with its own internal confidential information.

Heronbridge protects personal information provided by Clients and Unitholders in a number of ways. All of Heronbridge's staff are subject to policies reasonably designed to protect client confidentiality. Heronbridge takes reasonable measures to dispose of personal information to protect against unauthorized access and use. Heronbridge has adopted various procedures to implement its policy to monitor and ensure the policy is observed, implemented properly and amended or updated as appropriate. Heronbridge attempts to ensure that its systems are secure and applies password protections, firewalls, encryption technologies, and other mechanisms to guard confidential Client and Unitholder information that are believed by Heronbridge to be suitable and sufficient based on the size and nature of its business. Select physical and procedural safeguards have been established to guard Client and Unitholder information. Former staff are also prohibited from disclosing non-public personal information.

Heronbridge may use data obtained from Clients and Unitholders for the purpose of communicating information about its investment products. Heronbridge may also provide information concerning Clients and Unitholders to firms that assist Heronbridge in servicing a Fund and its Clients and Unitholders. This

helps to ensure that all Clients and Unitholders are given an appropriate level of service. Information concerning Clients and Unitholders may also be passed to regulatory authorities or law enforcement officials who have jurisdiction over Heronbridge or Northern Trust, or if reasonably required to prevent fraud and unauthorized transactions or as otherwise required by applicable law or regulations.

On at least an annual basis Heronbridge provides copies of its privacy policy to its Clients. Clients and Unitholders may request a copy of the current privacy policy at any time by contacting Heronbridge's Client Services representative. A copy of Heronbridge's Data Protection Policy and approach for complying with Data Protection Legislation can be found on Heronbridge's website at www.heronbridge.com

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

Heronbridge has adopted a Code of Ethics (the "Code") in accordance with Rule 204A-1 of the Investment Advisers Act of 1940. The Code sets forth Heronbridge's business conduct in its capacity as a fiduciary for its Clients and establishes standards of conduct for its supervised personnel. Among the topics covered in the Code are: prohibitions on insider trading, resolving conflicts of interest, personal securities transactions and confidentiality of Client information. Heronbridge will provide a copy of its Code to any Client, Unitholder or prospective investor upon request and without charge. To obtain a copy of Heronbridge's Code of Ethics, please contact Heronbridge's Chief Compliance Officer using the contact details on the front of this brochure.

Participation or Interest in Client and Fund Transactions:

Heronbridge established each of its Funds and pays for the ongoing costs of operating these Funds, including custody, depositary, fund administration, legal, tax accounting, annual audit, and reporting fees. Heronbridge derives fees from each Unitholder based upon the market value of each Unitholder's units in the Funds. Heronbridge and Heronbridge Ltd as well as employees, members, shareholders and their related parties have invested in the Funds.

To encourage alignment, Heronbridge is supportive of its members and employees, related parties and shareholders investing in the Funds (for these purposes, "related party" refers to the immediate family of Heronbridge members and employees, and "shareholder" refers to those with an interest in HB Ltd (such interest held either directly, or indirectly through an interest in SP Ltd)). Whilst those parties invest on the same terms and pay the same fees as external parties, they will not need to join a wait list to make a contribution to the Funds, if a wait list is in operation.

Personal Account Trading Policies:

Employees and members of Heronbridge can trade securities for their own accounts in accordance with Heronbridge's established procedures. These procedures provide, in part, that employees and members of Heronbridge are prohibited from acquiring (i) securities that Heronbridge is currently purchasing, or selling on behalf of its Clients, or (ii) securities that represent prospective investments. Heronbridge's procedures prohibit Heronbridge from favouring accounts in which it, its associated entities, or its/their employees, members, principals or directors have a direct or indirect financial interest. Certain agents and other independent contractors (including individuals that may provide research to Heronbridge on a contractual basis) may be subject to differing restricted trading procedures. Employees and members of Heronbridge are generally prohibited from acting as the directors of any publicly traded companies that may form part of a Client portfolio.

Material Non-Public Information:

Employees and members of Heronbridge are prohibited from using or disclosing material, non-public information for their personal benefit or for the benefit of third parties, including clients. If an employee or member believes that they have received inside information, they must notify Heronbridge Compliance immediately. If Compliance determine that Heronbridge is in possession of material non-public

information, all trading in the given name is suspended immediately. If Heronbridge has been inadvertently provided with the market sensitive information (say as part of a meeting with company management) as opposed to engaging in a voluntary “wall crossing”, Compliance will work with the company involved, external legal counsel, and if necessary, market regulators to normalise the situation so trading activity can continue.

Determination of Type, Number and Timing of Transactions:

Other than as specified by a Client’s investment guidelines or pursuant to the terms of a separate account investment management agreement, Heronbridge has sole authority to determine, without obtaining specific consent, the amount and specific securities to be bought and sold for each account.

Item 12. Brokerage Practices

Brokerage Selection and Commission Issues:

Heronbridge selects brokers on behalf of its privately offered commingled funds and any separate account clients, to be used in purchasing or selling securities and for executing and clearing trades in its sole discretion. Heronbridge is not affiliated with any broker. Accordingly, Heronbridge selects unaffiliated brokers to execute all Client transactions although, as permitted by applicable law and described in more detail below, Heronbridge may from time to time cause a Client to purchase or sell equity securities or currencies directly from or to another Client as part of transactions not requiring the use of a broker. Unitholders have no direct contractual rights against any broker.

Under FCA and SEC rules, Heronbridge is obligated to take sufficient steps to seek “best execution” on all security transactions for its Clients. In selecting brokers, Heronbridge seeks the best combination of price and other execution factors. These execution factors include the size of the order, the speed and nature of the transaction, the likelihood of execution and settlement and any other considerations deemed relevant. Although under normal circumstances, Heronbridge regards price as being the most important factor when trying to obtain the best possible result for Clients, Heronbridge also ensures adequate consideration is given to the relative importance of each of the other execution factors.

Heronbridge uses a number of brokers to execute and clear Client trades. The suitability of broker appointments is reviewed and approved annually and, where necessary, more frequently. The execution factors detailed above are incorporated in this review through consideration of the particular expertise of the broker with respect to the size or type of transaction, the commission rates charged, the nature and character of the relevant markets on which the transactions will be executed, and the broker’s execution experience, integrity, credit-worthiness, financial responsibility, operational efficiency, historic performance and previous experience of the service provided. The results of this review are used to assess whether it is appropriate for an existing broker relationship to be continued or terminated. For potential new broker appointments, the same factors are considered although without the benefit of historic performance and experience of service. Since inception in 2005 Heronbridge has maintained active relationships with between three and six brokers which Heronbridge believes provides a balance of sufficient choice of brokers to place trades with and the ability to perform manageable oversight. Monitoring of each broker’s performance and ongoing suitability against the factors is achieved through regular internal reviews of price deviations against benchmarks, coverage and share of the market in stocks of interest, commission costs, dealer feedback on overall added-value, error rate and efficiency of corrective action taken, as well as consideration of operational and settlement efficiency. Periodic meetings and/or discussions are held with each broker to review performance.

To facilitate Client subscriptions and redemptions and to minimise liquidity risks to Clients, Heronbridge may utilise program or block trades. Program and block trades involve directing a broker to trade a large number of securities at a specific point in the day (for example, at market open or close) or over the course of part or all of the trading day. The broker may also be asked to guarantee that a specific price can be obtained for the security purchases or sales (for example, the volume weighted average price of each

security during the trading day, the opening price or the closing price of the security). Additional charges or increased spreads may be payable by the Client to facilitate these program or block trades.

Subject to ERISA or other applicable laws, to reduce transaction costs, rebalance investment portfolios or for other reasons, Heronbridge may from time to time, cause a Client account to enter into cross transactions directly with other Client accounts for which Heronbridge also acts as the discretionary investment manager. This normally occurs where inflows into one Client account coincide with outflows from another Client account. In the event that Heronbridge causes one Client to purchase securities from or sell securities to another Client, Heronbridge uses its best efforts to mitigate potential conflicts of interest by causing the transaction to occur at the then prevailing market price of the applicable securities and by considering the interests of all Clients that are parties to the transaction. Heronbridge may use unaffiliated third party brokers to facilitate these cross transactions and/or execute such cross transactions “off-exchange” without using a broker. No commissions are paid when the cross trades are executed “off-exchange”. Heronbridge will provide an underlying investor with details of the Client’s crossing activities on a periodic basis upon the receipt of a written request for such information from the underlying investor. If the assets of the Client are treated as “plan assets” subject to ERISA, Heronbridge does not intend to cause the Client to engage in cross transactions as described in this paragraph.

Heronbridge does not participate in commission recapture or directed brokerage arrangements and Clients are not permitted to direct Heronbridge to use or allocate commissions from any broker.

Heronbridge does not share, directly or indirectly, in any of the revenues generated by Clients’ brokerage transactions.

Soft Dollar Considerations:

Heronbridge does not pay “soft dollar” commissions and/or receive “soft dollar” benefits from brokers. These services are paid for by Heronbridge out of its own financial resources.

Allocation of Investment Opportunities:

Heronbridge endeavours to act in a manner that it considers fair, reasonable and equitable in allocating investment opportunities.

When Heronbridge determines that it would be appropriate and feasible for more than one Client to participate in an investment opportunity, Heronbridge may place combined orders for all such Clients simultaneously and, if the order is not filled at the same price, Heronbridge will average the prices paid over a particular trading day or such longer period consistent with the accumulation or disposition of a particular trade. Similarly, if an order is placed on behalf of more than one Client and the order cannot be fully executed under prevailing market conditions, Heronbridge may allocate the trade execution among different Clients on a basis that Heronbridge deems equitable. This is normally achieved by pro-rating actual trade executions among Clients in accordance with the total number of shares outstanding on each Client’s order and rounding such executions to reflect minimum trading sizes, and taking into account settlement and foreign exchange costs, cash availability and warehousing of smaller orders. Situations may occur where a Client could be disadvantaged because they participated in the aggregate order.

Heronbridge anticipates that the substantial majority of its trade executions will be allocated between Clients in a pro-rata manner. In the rare circumstance where Heronbridge determines that this pro-rata allocation methodology may not be in a Client’s best interest, Heronbridge may, in its reasonable discretion, make an adjustment to the pro-rata allocation. This may occur when a Client has insufficient cash on hand to settle an allocated order or satisfy certain future commitments. This may also occur if a Client will be overdrawn as a result of accepting a commitment to purchase the allocated securities or if the Client will suffer unnecessary costs or charges related to trading or settlement. In these situations, Heronbridge will use its judgment to determine whether a Client should receive no allocation or a smaller allocation of shares resulting from a given execution. In other situations, a larger allocation of shares may be made to a Client

if, for example, an additional allocation is required to clear a Client's negative cash balances or to raise funds to satisfy future Client commitments.

Subject to certain trading restrictions outlined in Heronbridge's Compliance Manual and Code of Ethics, Heronbridge's executive directors, officers, and employees may buy and sell securities (or other derivative instruments) for their own account and/or the accounts of others. Such trading may be similar to, or different from, the investment strategies pursued on behalf of Heronbridge's Clients and securities included in Client portfolios.

Item 13. Review of Accounts

Reviews and Reviewers:

All Client accounts are kept under daily review both for price and changes in fundamentals affecting the securities. All portfolios are reviewed weekly. The principal reviewers are Bevis Comer and Benoit Bouchaud (both investment managers). All reviewers are equally responsible for ensuring that accounts are maintained in line with Heronbridge's policies and are equally responsible for all accounts.

Frequency of Regular Reports to Clients:

Separate account clients receive, in writing, a monthly valuation, a schedule of transactions and a performance statement for their portfolios. Unitholders receive a written monthly participation report showing selected information about their investments in the Fund directly from each Fund's fund administrator. Such reports are ordinarily distributed on or before the seventh business day of each calendar month. Unitholders also receive audited financial statements for the Funds on an annual basis. On a quarterly basis, Heronbridge provides a written report that describes the results achieved together with certain analytical information describing portfolio holdings.

Item 14. Client Referrals and Other Compensation

Heronbridge does not receive any compensation or other economic benefit from any persons or firms for providing investment management services beyond the investment management fee as described above. Heronbridge does not compensate persons for referrals.

Item 15. Custody

Northern Trust acts as the custodian, fund administrator and custodial trustee for Heronbridge's US Fund. Unlike most privately offered collective investment funds which generally are organised as limited partnerships or limited liability companies, the US Fund is organised as a Delaware statutory trust. This type of fund calls for a specific custodial trustee and Delaware trustee to be appointed. With respect to the US Fund, Northern Trust has been appointed as custodial trustee and an indirect wholly owned subsidiary of Northern Trust has been appointed as Delaware trustee. The Offshore Fund is an unregulated collective investment scheme for the purposes of the Financial Services and Markets Act 2000 of the United Kingdom that is legally structured as a Jersey Unit Trust. Northern Trust has been appointed as the depositary, Crestbridge Corporate Trustees Limited has been appointed as the trustee and Crestbridge Fund Administrators Limited has been appointed as the Jersey based administrator.

Heronbridge does not act as custodian or depositary for, or hold any Client moneys or assets. Northern Trust is solely responsible for the custody and safekeeping of each Funds' assets, performs certain administrative functions for the Funds at the direction of Heronbridge in accordance with each Fund's Governing Documents and provides certain recordkeeping and accounting services to the Funds, including the calculation of the Net Asset Value of the Funds and its units on a monthly (or more frequent) basis and the distribution of valuation statements directly to the Unitholders. Heronbridge pays Northern Trust's fees related to the services Northern Trust performs on behalf of the Funds and the Unitholders. Northern Trust acts as the principal counterparty to the US Fund's spot currency contracts and provides certain trade services in accordance with various agreements with Heronbridge.

Valuation of the Funds:

Northern Trust acts as the custodian/depositary and performs certain administrative functions for the Funds. Northern Trust is responsible for independently valuing each Fund's assets. Equity securities are valued using the closing price reported by their primary stock exchange and translated into USD (with the exception of the Offshore Fund which is valued in Sterling using exchange rates provided by WM/Reuters). These are the same prices and exchange rates used by major market indices such as MSCI. Dividend accruals are valued at fair market value in accordance with GAAP.

The "Net Asset Value" of the Funds and the calculation of the Net Asset Value of each unit of the Funds are determined in US Dollars for the US Fund and Sterling for the Offshore Fund by Northern Trust as of the last business day of each month. Heronbridge may require Northern Trust to value the Funds more frequently.

For these purposes, the Net Asset Value of a Fund equals the aggregate value of the assets of the Fund, less its accrued liabilities (irrespective of whether such liabilities may in fact ever be paid) determined by Northern Trust in good faith in its sole direction in accordance with the Funds' valuation rules and such other procedures as Northern Trust may establish from time to time with the consent of Heronbridge. The Net Asset Value of a Fund is determined under the accrual method of accounting in accordance with US generally accepted accounting principles for the US Fund and International Financial Reporting Standards for the Offshore Fund. The Net Asset Value of any units held by a Unitholder as of a valuation date shall be equal to the net asset value of the Fund as of such valuation date multiplied by the number of units held by such unitholder at such time, divided by the total number of units outstanding at such time corresponding to such unitholder as of such valuation date. Northern Trust is required to independently assign valuations to portfolio investments for the purposes of determining the Net Asset Value of each of the Funds and the Net Asset Value of the unit of each Fund.

Securities which are listed or traded on any generally recognized securities exchange are valued at their closing price as is customarily ascertained by the respective primary exchange on which such security is traded and disseminated by quotation services such as WM/Reuters or Bloomberg or published in recognized newspapers such as The Wall Street Journal and the Financial Times. If no sale has been reported for that day or if the exchange or market herein designated for the valuation of any given asset was not open on that day, the last published sale price or the last recorded bid price, whichever is more recent, shall be used, unless, in the opinion of Northern Trust, the value obtained does not fairly indicate the actual market value. In these cases, Northern Trust may rely on a value obtained from a reputable broker, investment banker or investment manager (including Heronbridge).

Securities traded only in the over-the-counter market are valued at the mid-point between the closing representative bid and asked prices as reported by such securities' reporting system. Other over-the-counter securities are valued at the mid-point between the last current bid and asked prices determined in accordance with quotations obtained from a reputable broker, investment banker or investment manager (including Heronbridge). Northern Trust may also use any other method of valuation which is or which becomes generally accepted practice for valuing collective investment vehicles or which is or becomes permitted by the Codification of Financial Reporting Policies promulgated by the SEC or, for the Offshore Fund, other current financial reporting standards.

When determining the value of the Funds' securities, Northern Trust may rely upon reports printed in any newspaper of general circulation or in any other newspaper Northern Trust deems appropriate, or in any financial periodical or industry-recognized quotation service, or in the records of any securities exchange, as sufficient evidence of sale, bid and asked prices, and over-the-counter quotations.

Other securities or assets which otherwise cannot be valued under the preceding provisions are valued on the basis of data obtained from the best available sources, including employees of Northern Trust, brokers or dealers who deal in or are familiar with the type of investment involved or other qualified appraisers

including Heronbridge, or by reference to the market value of similar investments for which a market value is readily ascertainable.

Notwithstanding the foregoing, if the securities or other assets to be valued constitute a block that, in the judgment of Heronbridge, could not be liquidated in a reasonable time without depressing or inflating the market, or restrictions upon marketability exist with respect to such securities or other assets, Heronbridge may direct Northern Trust to assign securities or other assets a different value than that calculated above; provided that such block shall not be valued at a unit value in excess of the quoted market price of such securities or assets. The foregoing valuations also may be modified by Heronbridge if and to the extent Heronbridge determines that such modifications are advisable to reflect other factors affecting the value of assets (see details of the “challenge procedure” below).

Before permitting Heronbridge to modify a valuation, Northern Trust requires Heronbridge to follow an established challenge procedure. Under this challenge procedure, Heronbridge must provide evidence in writing of the discrepancy and support for its alternate market price and/or exchange rates. Northern Trust will consider the challenge over the subsequent 24 hour period and compare the proposed price and/or exchange rate to other independent pricing sources and its own internal valuations. If Northern Trust determines that the proposed price and/or exchange rate is more appropriate than the original price or exchange rate, Northern Trust will change the market price/exchange rate used in the valuation of the Funds’ Net Asset Value. If the proposed price and/or exchange rate are not determined to be more appropriate than the original price or exchange rate, the original price and/or exchange rate used in the valuation will stand unless Heronbridge formally directs Northern Trust to use a different price or exchange rate. Heronbridge will notify Unitholders in writing within ten (10) business days of any such overrides or directions. Because of the nature of the Funds’ investments (publicly traded equities), pricing challenges are infrequent. No securities or other assets held in the commingled funds were subject to pricing challenges or pricing overrides in the current period.

Net Asset Value determinations reflect the deduction of all accrued debts and liabilities of the Fund, as the case may be, including any contingencies for which reserves are determined to be required by Heronbridge, in its sole discretion. Unitholders should be aware that situations involving uncertainties as to the valuation of portfolio positions could have an adverse effect on the Fund’s Net Asset Value if Northern Trust’s or Heronbridge’s judgments regarding appropriate valuations should prove incorrect. Northern Trust may request that Heronbridge certify the value of any securities or other property held in the Fund. Any such certification is regarded as a direction with regard to such valuation and shall be conclusive with respect to the valuation of the assets involved.

When approved, Northern Trust is responsible for preparing monthly Unitholder statements. As with the Funds’ valuations, Heronbridge reviews the reports prior to their transmittal to Unitholders. Once approved, the reports are sent directly by Northern Trust to the Unitholder. Unitholders should carefully review their statements. Heronbridge does not have any opportunity to ‘alter’ or ‘adjust’ Unitholders valuations.

From time to time, Heronbridge receives class action claims forwarded by Northern Trust. Where Heronbridge believes that it is cost effective, Heronbridge will work with Northern Trust to pursue the claim. Heronbridge does not actively participate in class actions and would not normally expect to engage counsel to pursue class action claims.

Item 16. Investment Discretion

Heronbridge accepts discretionary authority to manage securities accounts as provided in the investment agreements it enters into with clients. Other than as specified by the Fund’s investment guidelines or pursuant to the terms of a separate account investment management agreement, Heronbridge has sole authority to determine, without obtaining specific consent, the amount of and specific securities to be bought and sold.

Error Correction Considerations:

On rare occasions, an error may be made with respect to a Client transaction. For example, a security or other financial instrument may be erroneously purchased or sold, an investment restriction may be inadvertently breached, or a security may be tendered in error as part of a corporate action. When it bears legal responsibility for correcting the error, Heronbridge generally seeks to place a Client in a substantially similar position as the Client would have been in had the error not occurred. In certain circumstances, Heronbridge may be required to obtain the consent of its insurers, regulators (which may include, but are not limited to the FCA, the SEC, and the US Department of Labour), an independent fiduciary acting on behalf of its Clients, and/or its Clients before resolving an error. Obtaining these consents or correcting the error may result in, among other items, delays in placing the Client in a substantially similar position as it would have been had the error not occurred, or the payment of compensatory amounts (these payments may, in certain circumstances, be paid over a period of years if Heronbridge has insufficient funds available to reimburse the impacted Client), and/or the suspension of the calculation of a Fund's Net Asset Value.

Item 17. Voting Client Securities

Heronbridge considers it to be of paramount importance when assessing proxy voting responsibilities on behalf of its privately offered commingled funds and any separate account clients to recognise the fiduciary responsibility it assumes in acting as investment manager. It is Heronbridge's policy, subject to the considerations described below, to use its commercially reasonable efforts to vote proxies arising on all shares held on behalf of its Clients and to exercise its proxy voting obligations with a view to enhancing its Clients' long term investment returns.

Standard issues typically arise at Annual General Meetings ("AGMs") or Ordinary General Meetings ("OGMs"). Standard issues may include items of a routine nature such as the presentation of financial statements to shareholders, approval of routine executive compensation or incentive plans, approval of financial statements by shareholders, election of directors and approval of director's fees, election of auditors and approval of audit fees, and declaration of dividends.

Material issues may arise at Extraordinary General Meetings ("EGMs"), Special General Meetings ("SGMs"), OGMs or AGMs. Material issues may include items that relate to corporate governance matters; changes in a company's country of incorporation; mergers and other corporate restructurings; anti-takeover provisions such as staggered boards, poison pills, or supermajority provisions; changes to capital structures including increases and decreases of capital and preferred stock issuance; material stock option, management compensation or incentive plan issues; and social and corporate responsibility considerations. Heronbridge also considers standard issues to be material issues when it has knowledge that a potential conflict of interest with management is present. These situations can arise where Heronbridge manages a portfolio company's assets, a portfolio company or one of its affiliated entities is also a brokerage counterparty to a Client security or foreign currency transaction, or where the person responsible for overseeing investments at a Client that is invested in one of Heronbridge's Funds is also a director or officer of a portfolio company that would materially benefit from any executive compensation or incentive scheme subject to shareholder vote. Heronbridge may not, however, be aware of the roles performed for portfolio companies by underlying investors holding units in Heronbridge's privately offered commingled funds. Unitholders are requested to notify Heronbridge of any known affiliations with publicly traded companies that could fall within Heronbridge's investment universe. Unitholders are also requested to notify Heronbridge if they are actively involved in the financial services industry or affiliated or employed by an investment bank, broker/dealer, depositary, custodian or asset management firm.

Northern Trust acts as the custodian/depositary of the Funds and holds all securities, cash and other assets owned by the Funds for the benefit of their underlying investors. Northern Trust has outsourced certain of its proxy processing responsibilities to Broadridge, who provides Heronbridge with details of meetings and vote instruction processing services. Meeting notifications are provided according to an established service level agreement in place between Northern Trust and Broadridge and one in place between Northern Trust

and Heronbridge. Heronbridge does not outsource any part of its proxy voting decision making process to Broadridge or Northern Trust. Longer term and temporary separate account clients generally name their own custodians who may use a different provider of proxy processing services and may occasionally direct Heronbridge with respect to proxy voting issues.

Following receipt of proxy voting materials from the proxy processing services provider, Heronbridge's administration group prepares a "Proxy Voting Summary Form". The form includes the details of the number of shares held by a Client, a deadline for the response and a list of resolutions. If only standard issues are included on the proxy, one of Heronbridge's portfolio managers responsible for implementation will decide on how to vote the proxy and sign the proxy voting summary form. If material issues are included, enhanced procedures apply. The first portfolio manager will discuss the issues with a second portfolio manager, assess the potential impact that the issues may have on the portfolio company, and decide on how to vote the proxy in question. Both portfolio managers will then sign the proxy voting summary form. Once approved, Heronbridge will process the proxy vote electronically using each proxy processing services provider's proprietary system.

In certain circumstances, Heronbridge may be unable to vote a specific proxy including (but not limited to) when Northern Trust or the proxy processing services provider does not provide a voting service in a given market, because Northern Trust's agent, in error, does not process a proxy or provide sufficient notice of a vote, or because an error is committed by any party involved in the proxy voting or registration process. Heronbridge may also refrain from voting if, for example, it is considering liquidating a position (as shares may be blocked when proxies are submitted), where the costs of voting a specific proxy outweigh the economic benefit that Heronbridge believes would be derived by the Client, where a specific class of shares does not carry voting rights with respect to a given issue subject to shareholder vote, or where re-registration of the shares into the Client's name (rather than Northern Trust's nominee name in the case of the Funds) may (or may reasonably be expected to) result in a violation of local privacy laws or adversely impact the Client's economic interests. Heronbridge may also be constrained by portfolio company-specific issues. Furthermore, some companies in the portfolio may restrict Heronbridge from voting proxies where disclosures of holdings have not been made on a timely basis or in a format required under their articles of incorporation.

Additional information on Heronbridge's proxy voting and corporate governance policies can be found in the Stewardship and Shareholder Engagement Statement on Heronbridge's website (www.heronbridge.com). Clients may receive a quarterly summary of proxies voted or not voted and issues raised at meetings held by portfolio companies by contacting Heronbridge's Client Services representatives and asking to be included on the proxy voting distribution list.

Item 18. Financial information

This item is not applicable.

Heronbridge Investment Management LLP

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[SEC Number: 801-76855](#)

CRD Number: 164314

21 July 2021

Form ADV Part 2B Brochure Supplement

This brochure supplement provides information about Benoit Marie Thierry Bouchaud that supplements information in the Heronbridge Investment Management LLP (“Heronbridge”) Form ADV Part 2A brochure. You should have received a copy of that brochure. Please contact Heronbridge’s Chief Compliance Officer, Katie McMahon, on +44 (0)1225 328309 or via email on katie@heronbridge.com if you did not receive a copy of Heronbridge’s brochure or if you have any questions about the contents of this supplement. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”), any other state or federal regulatory authority, any foreign regulatory authority or any self-regulatory body.

Item 2. Educational Background and Business Experience

Name: Benoit Marie Thierry Bouchaud
Date of Birth: 1965

Education and Degree: (1) London School of Economics, UK
BSc Honours Degree in Management Sciences

(2) Ecole Supérieure de Commerce de Paris, France
MBA

Business Background: Heronbridge Investment Management LLP; 2005 to present
Member of Executive Committee, Partner, Chairman and Chief Executive Officer

Heronbridge Limited; 2005 to present
Director, Chairman

Silchester International Investors Ltd; 1996 to 2004
Senior Partner

Item 3. Disciplinary Information

Benoit Bouchaud has never been the subject of any legal or disciplinary events.

Item 4. Other Business Activities

None.

Item 5. Additional Compensation

Benoit Bouchaud does not provide any other advisory services and, as such, does not receive any economic benefits from other advisory services.

Item 6. Supervision

Benoit Bouchaud in his role as Chairman and Chief Executive of Heronbridge is supervised by Heronbridge's Executive Committee.

Heronbridge's Executive Committee comprises:

Benoit Marie Thierry Bouchaud

William Bevis Comer

Katie Louise McMahon

Thomas Peter Day

Lucy Anna Crawford

Members of Heronbridge's Executive Committee can be contacted on Tel +44 (0)1225 328300.

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21 July 2021

Form ADV Part 2B Brochure Supplement

This brochure supplement provides information about William Bevis Comer that supplements information in the Heronbridge Investment Management LLP (“Heronbridge”) Form ADV Part 2A brochure. You should have received a copy of that brochure. Please contact Heronbridge’s Chief Compliance Officer, Katie McMahon, on +44 (0)1225 328309 or via email on katie@heronbridge.com if you did not receive a copy of Heronbridge’s brochure or if you have any questions about the contents of this supplement. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”), any other state or federal regulatory authority, any foreign regulatory authority or any self-regulatory body.

Item 2. Educational Background and Business Experience

Name: William Bevis Comer
Date of Birth: 1965

Education and Degree: (1) Southampton University, UK
BSc Honours Degree in Accounting and Law

(2) Cambridge University, UK
MPhil in Management Studies

Business Background: Heronbridge Investment Management LLP; 2005 to present
Member of Executive Committee, Partner, Chief Investment Officer

Heronbridge Limited; 2005 to present
Director

Merrill Lynch Investment Managers; 1997 to 2004
Director

Item 3. Disciplinary Information

Bevis Comer has never been the subject of any legal or disciplinary events.

Item 4. Other Business Activities

None.

Item 5. Additional Compensation

Bevis Comer does not provide any other advisory services and, as such, does not receive any economic benefits from other advisory services.

Item 6. Supervision

Bevis Comer in his role as Chief Investment Officer of Heronbridge is supervised by Heronbridge's Executive Committee.

Heronbridge's Executive Committee comprises:

Benoit Marie Thierry Bouchaud

William Bevis Comer

Katie Louise McMahon

Thomas Peter Day

Lucy Anna Crawford

Members of Heronbridge's Executive Committee can be contacted on Tel +44 (0)1225 328300.

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[SEC Number: 801-76855](#)

CRD Number: 164314

21 July 2021

Form ADV Part 2B Brochure Supplement

This brochure supplement provides information about Fletcher Charles Tully that supplements information in the Heronbridge Investment Management LLP (“Heronbridge”) Form ADV Part 2A brochure. You should have received a copy of that brochure. Please contact Heronbridge’s Chief Compliance Officer, Katie McMahon, on +44 (0)1225 328309 or via email on katie@heronbridge.com if you did not receive a copy of Heronbridge’s brochure or if you have any questions about the contents of this supplement. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”), any other state or federal regulatory authority, any foreign regulatory authority or any self-regulatory body.

Item 2. Educational Background and Business Experience

Name: Fletcher Charles Tully
Date of Birth: 1984

Education and Degree: University of Western Australia, Australia
Bachelor of Economics

Business Background: Heronbridge Investment Management LLP; 2016 to present
Investment Analyst

Stamford Associates; UK, 2014 – 2016
Research Analyst

Goldman Sachs; UK; 2010 – 2014
Research Analyst

Item 3. Disciplinary Information

Fletcher Tully has never been the subject of any legal or disciplinary events.

Item 4. Other Business Activities

None.

Item 5. Additional Compensation

Fletcher Tully does not provide any other advisory services and, as such, does not receive any economic benefits from other advisory services.

Item 6. Supervision

Fletcher Tully in his role as an investor is supervised by Bevis Comer, Heronbridge's Chief Investment Officer. Bevis Comer can be contacted on Tel +44 (0)1225 328300.

Heronbridge Investment Management LLP

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Form ADV Part 2B Brochure Supplement

This brochure supplement provides information about Scott Donald Cargill that supplements information in the Heronbridge Investment Management LLP (“Heronbridge”) Form ADV Part 2A brochure. You should have received a copy of that brochure. Please contact Heronbridge’s Chief Compliance Officer, Katie McMahon, on +44 (0)1225 328309 or via email on katie@heronbridge.com if you did not receive a copy of Heronbridge’s brochure or if you have any questions about the contents of this supplement. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”), any other state or federal regulatory authority, any foreign regulatory authority or any self-regulatory body.

Item 2. Educational Background and Business Experience

Name: Scott Donald Cargill
Date of Birth: 1987

Education and Degree: Durham University
BSc Honours Natural Sciences – Mathematics, Chemistry and Physics

Business Background: Heronbridge Investment Management LLP; 2013 to present
Investment Analyst

USS Investment Management; 2008 to 2013

Item 3. Disciplinary Information

Scott Cargill has never been the subject of any legal or disciplinary events.

Item 4. Other Business Activities

None.

Item 5. Additional Compensation

Scott Cargill does not provide any other advisory services and, as such, does not receive any economic benefits from other advisory services.

Item 6. Supervision

Scott Cargill in his role as an investor is supervised by Bevis Comer, Heronbridge's Chief Investment Officer. Bevis Comer can be contacted on Tel +44 (0)1225 328300.