



Stewart Investors

First Sentier Investors International IM Limited

Form ADV Part 2A – Brochure: A Guide to Our Services

Updated March 2021

Stewart Investors is a trading name for First Sentier Investors International IM Limited (FSII). This brochure provides information about the qualifications and business practices of the Stewart Investors division (SI) of First Sentier Investors International IM Limited (FSII).

First Sentier Investors entities referred to in this document are part of First Sentier Investors a member of MUFG, a global financial group. First Sentier Investors includes a number of entities in different jurisdictions.

If you have any questions about the contents of this brochure, please contact us on +44 (0)131 473 2900 or enquiries@stewartinvestors.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about First Sentier Investors International IM Limited is also available on the SEC's website www.adviserinfo.sec.gov.

Stewart Investors

First Sentier Investors International IM Limited

23 St Andrew Square, Edinburgh, EH2 1BB, United Kingdom

www.stewartinvestors.com

First Sentier Investors International IM Limited is registered as an investment adviser with the SEC. Please note, registration as an investment adviser with the SEC does not imply a certain level of skill or training.

2. Material changes

We have identified no material changes since the last update of this brochure, which was carried out in September 2020.

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4. Advisory business

First Sentier Investors International IM Limited (FSII), formerly known as First State Investments International Limited, was incorporated in 1982. FSII is part of First Sentier Investors (“FSI”), a global asset management business. FSII is 100% owned by Mitsubishi UFJ Trust and Banking Corporation (MUTB) and ultimately 100% owned by Mitsubishi UFJ Financial Group, Inc. (MUFG).

FSII is an investment advisory firm providing discretionary investment management and portfolio management services to a range of institutional clients and funds. We have historically specialised in investing in Asia Pacific and Global Emerging markets but continue to expand our range of investment strategies (which are covered in Section 8 of this document).

On 1 July 2015 the First State Stewart investment team split to form two new teams, one primarily based in Hong Kong (FSSA Investment Managers) and the other primarily based in Edinburgh, Sydney and Singapore (Stewart Investors). Stewart Investors (SI) has become an investment division in its own right. Both teams remain part of First Sentier Investors. Stewart Investors operates as a division of First Sentier Investors International IM Limited, and this brochure relates solely to Stewart Investors.

Where we provide discretionary investment management services through a separate account we agree the investment objectives with the client and they may specify investment restrictions which would be set out in their investment management agreement with FSII. In addition we may tailor the fees charged to clients and the type of reporting they receive.

As at 31st December 2020, FSII had a total of \$13 billion of client assets under management.

SI does not participate in wrap fee programs.

5. Fees and compensation

Fees and compensation are negotiated on a case-by-case basis with our clients. We either charge an advisory fee based on a percentage of funds under management or clients may choose to pay a fee with an element of percentage of funds under management and an element of performance-based advisory fee.

Clients pay advisory fees quarterly in arrears and performance based fees are normally paid annually in arrears.

We will normally invoice clients directly for the fees they have incurred. We will not deduct fees directly from client accounts unless clients have explicitly instructed us to do so. This may be done after receipt and review of the invoice or fee calculation.

In addition to SI's advisory fee, clients incur other fees and expenses charged by third parties in relation to their accounts, including custody fees, brokerage, foreign exchanges fees and other transaction costs.

Account termination provisions are specified in the individual client agreements; however, generally the client may terminate the agreement by providing us with written notice at our principal place of business.

6. Performance based fees and side-by-side management

As described in the Fees and Compensation section, clients may choose a fee containing an element of a performance based advisory fee.

Where SI outperforms the relevant benchmark or hurdle we will earn a higher fee from clients who pay a performance based fee.

We have clear and equitable trade allocation procedures to ensure fair treatment of all clients and avoid potential conflicts of interest for clients who elect to have different fee structures.

7. Types of clients

We provide investment advice to institutional investors, including:

- Pension plans
- Investment companies
- Endowments
- State and Municipal organisations
- Charitable organisations

SI typically requires a minimum account size of US\$50 million for a separate account. Clients are generally 'qualified purchasers' as defined in section 2(a)(51)(A) of the Investment Company Act of 1940.

8. Methods of analysis, investment strategies and risk of loss

Our approach to investing

Stewart Investors is an investment business. We manage portfolios on behalf of clients in Asia Pacific, Emerging Markets and Worldwide equity investment strategies. Primarily based in Edinburgh, but with offices also in London, Singapore and Sydney, we have a distinct culture and investment philosophy that is unchanged in more than two decades, since the launch of our first investment strategy in 1988.

The principle of stewardship has remained central to our investment philosophy. We believe that investment ought to have a social purpose, this being the efficient allocation of our clients' assets to high quality companies at a sensible price. We are long-term investors and have held some shares for over twenty years - when we make an investment, we regard ourselves as buying shares, on behalf of our clients, in a real business. Our investment style is inherently conservative and by focusing on the potential downside as well as on the upside when making any investment decision, we believe the risk to long-term client returns is significantly reduced. Capital preservation is as important to us as capital growth. We adopt an absolute return mindset to avoid being carried away by indiscriminate euphoria.

Our investment approach represents a balance between the collegiate and the individual. We are very much a team, united by one investment philosophy, in how we research companies and contemplate decisions. Yet we are equally committed to giving clarity to the single point of decision-making for client portfolios. In our view, portfolio construction is most effectively undertaken by one lead manager who is best placed to balance all the risks taken in a portfolio. This focus also promotes clear accountability and responsibility for decision making over alternative approaches such as management by committee.

Everyone on the team is considered an analyst and this includes all portfolio managers. Members of the team are personally invested in the strategy and have multiple opportunities to challenge lead managers on their decisions.

Key strategies

Asia Pacific ex-Japan equities

Our investment management team is one of the most stable and well-known in the industry, and includes individuals based in both the UK and the Asian region. We employ a rigorous, bottom-up research process which combines regular company visits with extensive fundamental analysis.

Our investment research aims to identify the highest quality companies with sustainable long-term earnings per share growth prospects and focuses on those stocks where we believe the market has incorrectly priced future growth potential.

We see a dynamic long-term picture emerging for Asia, including positive demographic trends in countries such as India which should contribute to a major expansion of consumer markets. Another encouraging factor is the entrepreneurial culture which is firmly entrenched across the region. We continue to find many high-quality companies with excellent management and strong business franchises focused on shareholder value.

Emerging markets equities

We have been managing global emerging markets equities since 1992 through both pooled and segregated portfolios.

Our investment management team has strong credentials in this asset class as each team member has first-hand knowledge of specific regions throughout the emerging markets. Our extensive contact with companies allows us to thoroughly assess company managements before making any stock decisions.

As with our other funds, we maintain a conservative style in what can be a volatile asset class, focusing on capital preservation as well as growth. We aim to produce consistent long-term outperformance, seeking out opportunities that allow us to invest in the highest quality companies in the emerging markets universe.

Frontiers markets equities

Our investment approach is to start with a blank piece of paper and not a benchmark index when building portfolios. We do not target tracking error relative to any benchmark index and instead define risk as that of losing money in real terms in the medium term. We invest with a three to five year time horizon and aligns our remuneration structures with this time horizon.

We try to identify the right type of companies and only then considers any macroeconomic factors. We seek to invest in high quality companies defined as being owned and run by people who we believe have been conscientious stewards of investors' money. We also prefer companies with pricing power and more stable cash flows to cyclical price takers.

We aim not to overpay for quality companies. We focus as much on capital preservation (what can go wrong) as capital gain (what can go right) and tend to outperform the markets more often when markets fall than when they rise.

We do not believe that markets are efficient or that there is any useful trade-off between risk and return in the long run. We spend most of our time meeting managers and owners of companies using these meetings to explore their values as well as their business franchises. Based on these principles, we will select our 'best ideas' from these frontier markets.

Worldwide Sustainability

We believe our job is to entrust our clients' capital to good quality companies with strong management teams and sound long-term growth prospects. All the Stewart Investors' strategies strive to integrate environmental, social and governance (ESG) considerations into every investment decision. Our sustainability strategies take this one step further by focusing on long-term sustainability themes as a key driver of the investment process:

- We aim to generate attractive, long-term, risk-adjusted returns for our clients by investing in the shares of those companies which are particularly well positioned to benefit from, and contribute to, the sustainable development of the countries in which they operate;
- We seek to invest only in good quality companies. Quality is measured through the lenses of quality of management, financials and the franchise. By analysing the sustainability performance and positioning of companies we can better measure less tangible elements of quality and identify hidden risks;
- We are long-term investors. We strive to make investment decisions with a minimum five-year time horizon; and
- We have an absolute return mind-set. That is, we define risk as losing money for our clients, rather than in terms of deviation from any benchmark Index.

General investment risk

Investing in securities involves a risk of loss that clients should be prepared to bear. Investments are focused on securities of issuers that we believe are undervalued or inexpensive relative to other investments. These types of securities present risks in addition to the general risk of investing in equity and bond securities. These securities generally are selected on the basis of an issuer's fundamentals relative to current market price and are subject to the risk of misestimating certain fundamental factors. In addition, during certain time periods market dynamics may favour securities of issuers that do not display strong fundamentals relative to market price based upon positive price momentum and other factors. Disciplined adherence to our investment approach during such periods may result in significant

underperformance relative to overall market indices and other managed investments that pursue growth style investments and/or flexible style mandates.

Foreign investment risk

Maintaining assets in foreign countries generally involves higher costs and greater risks than those associated with similar investments in the UK or clients' home jurisdictions, particularly in the case of assets maintained in emerging countries. Investments in securities of issuers located in emerging markets can be more speculative than investments in securities of issuers located in developed countries and are subject to certain special risks.

Custody risk

The scope and range of custodial services offered in many foreign countries, particularly less developed or developing nations (known as "emerging markets") can be limited. As a result, assets may be maintained with banks, brokers and other financial institutions which have more limited custody services, less experience, less developed procedures for safekeeping of assets, poorer capitalisation, and greater risks of bankruptcy, insolvency and fraud than would typically be the case in other jurisdictions.

Political & economic risk

The political and economic structures in many emerging markets are in their infancy and developing rapidly, as such these countries may lack the social, political and economic characteristics of more developed countries. In the past, some of these countries have failed to recognise private property rights and have at times nationalised and expropriated the assets of private companies. Many emerging markets have experienced periods of substantial and sometimes extremely high rates of inflation for many years. Continued inflation may adversely affect the economies and securities markets of such countries. In addition, unanticipated political or social developments may affect the value of investments in these countries.

Liquidity risk

The small size, limited trading volume and relative inexperience of the securities markets in some countries makes investments in such countries less liquid and more volatile than investments in more developed countries. Assets may be invested in illiquid or restricted securities for which there is no established resale market; these securities may only be able to be liquidated at disadvantageous prices.

Currency risk

A majority of assets will be invested in equity or bond securities denominated in currencies other than the base currency of the client's account and in other financial instruments, the prices of which are determined with reference to currencies other than the base currency of the client's account. Currency exchange rates can also be affected unpredictably by intervention, or lack thereof, by foreign governments or central banks. These factors will affect the value of your investments.

Forward currency contracts may be utilised to hedge against currency fluctuations, however we generally do not undertake such hedging transactions, and there can be no assurance that such hedging transactions will be effective. Further, by engaging in cross-hedging transactions, the risk of imperfect correlation between the subject currencies will be assumed. These practices present risks different from, or in addition to, the risks associated with investments in foreign currencies.

Market risk

Trading and investment strategies are subject to market risk. There can be no assurance that what is perceived as an investment opportunity will not, in fact, result in substantial losses as a result of one or more of a wide variety of factors. Certain general market conditions, for example, a reduction in the volatility or pricing inefficiencies in the markets in which assets are invested, could materially reduce profit potential. Where the portfolio or fund we manage includes bond (or debt) securities, these will also be affected by movements in interest rates. In general, if interest rates rise the value of such securities will fall, and if interest rates fall the value of such securities will rise.

9. Disciplinary information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's or prospective client's evaluation of our company or the integrity of our management. At the present time, we do not have any material legal, financial or other disciplinary items to report.

10. Other financial industry activities and affiliations

FSII is directly owned by MUTB. MUTB is one of Japan's leading asset managers and is a wholly owned subsidiary of MUFG, a global financial group. In some cases, FSII may have business arrangements with related persons/companies or with their clients. In some cases, these business arrangements create potential conflicts of interest or the appearance of a conflict of interest between FSII and a client. Recognized conflicts of interest are discussed in Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading) of this Brochure.

Affiliated broker dealers

FSII is associated with two broker dealers, MUFG Securities Americas Inc. ("MUSA") and Unionbank Investment Services, LLC ("UBIS"). MUSA and UBIS are broker dealers registered under the US Securities Exchange Act of 1934 and are members of FINRA.

As appropriate and in accordance with regulation and client agreements, FSII will on an arm's length basis, utilize the services of MUSA and UBIS as broker dealers. FSII will execute client transactions through MUSA or UBIS only when consistent with its duty to place the interests of clients first and to seek best execution (please see Item 12 – Brokerage Practices).

Associated Investment Advisers

First Sentier Investors (Australia) IM Limited is a registered investment adviser and is an associate of FSII. It was incorporated in 2005 and is a wholly owned subsidiary of MUTB. It is an investment advisory firm providing discretionary investment management and portfolio management services to a range of institutional clients and funds.

FSII may appoint any of its affiliates, and has currently appointed First Sentier Investors (Australia) IM Limited to act as a Sub-Adviser and provide discretionary investment management services in respect of the following funds and certain client portfolios:

- Stewart Investors Global Emerging Markets Sustainability Leaders Fund, a series of Stewart Investors Delaware Statutory Trust
- Stewart Investors Worldwide Sustainability Fund, a series of Stewart Investors Delaware Statutory Trust

First Sentier Investors (UK) Funds Limited (FSI UK) and First Sentier Investors (UK) IM Limited (FSIIM), are both FCA regulated entities, acting as investment managers for both US and non-US institutional clients. FSIIM and FSI UK are SEC registered investment advisers.

First Sentier Investors (Ireland) Limited is a wholly owned subsidiary of MUTB and regulated by the Central Bank of Ireland. It is acting as Alternative Investment Fund Manager for both US and non-US clients. It is a SEC registered investment adviser. FSII has entered into a sub-delegation agreement with FSI Ireland to act as sub-adviser to the European Diversified Infrastructure Fund III SCSP.

First Sentier Investors (Singapore) (FSIS) is licensed by the Monetary Authority of Singapore in the conduct of its investment business in Singapore and is registered as an investment adviser with the United States Securities and Exchange Commission (the "SEC"). FSIS was incorporated in 1969 and is a wholly owned subsidiary of MUTB. FSIS provides portfolio construction and investment management services to a range of institutional clients and funds.

First Sentier Investors (Hong Kong) Limited ("FSI HK"), is licensed by the Securities and Futures Commission in Hong Kong and is an SEC registered investment adviser. It was incorporated in 1987 and is a wholly owned subsidiary of MUTB. FSI HK is an investment advisory firm providing discretionary investment management and portfolio management services to a range of institutional clients and funds.

First Sentier Investors (US) LLC (FSI US) is an SEC registered investment adviser and is an affiliate of FSII. Employees of FSI US provide U.S. marketing and solicitation services for the advisory services of FSII. FSI US serves as a sub-adviser for accounts or clients for which one or more First Sentier Investors affiliates serve as investment manager or investment adviser.

FSII receives services, including but not limited to investment advisory services, from certain affiliates. For example, in the areas of legal and compliance, risk management, human resources, finance, information technology, trade support, back and middle office support, and sales and marketing, services are provided or received and employees are shared between FSII and various affiliates.

11. Code of Ethics

SI has adopted a Code of Ethics (the “Code”) that requires all Supervised Persons (including Access Persons) to:

- Act with integrity, competence and in an ethical and professional manner;
- Always act in the best interests of our clients;
- Comply with all applicable US federal securities laws, as well as all other applicable laws and regulations; and
- Promptly report any violation of the Code of Ethics.

Definitions:

Supervised Person: any partner, officer, director (or other person occupying a similar status or performing similar functions), or employee of an investment adviser, or other person who provides investment advice on behalf of the investment adviser and is subject to the supervision and control of the investment adviser.

Access Person: a supervised person who has access to non-public information regarding clients’ purchase or sale of securities, is involved in making securities recommendations to clients or who has access to such recommendations that are non-public.

All Supervised Persons have received a copy of the Code and are required on an annual basis to confirm that they have read and understood the content.

The Code includes policies which will ensure the standards detailed above are adhered to and include:

Protection of Material Non-public Information

It is a crime in the U.S. and many other countries to transact in a company’s securities while in possession of material non-public information about the company. Questions regarding perceived material information should be directed to a member of the Compliance staff. Supervised Persons are responsible for safeguarding non-public information relating to securities recommendations, fund and client holdings. As such, Supervised Persons should not trade based on SI’s confidential and proprietary investment information. Other types of information (e.g. marketing plans, employment issues, client identities, etc.) may also be confidential and should not be shared with individuals outside SI (except those retained to provide services for SI).

Personal Securities Trading

An investment adviser is required to designate the categories or sub-categories of persons covered by its Code or portions of its Code. Rule 204A-1 requires this Code to cover SI’s ‘Supervised Persons’. A subset of these Supervised Persons, known as ‘Access Persons’, are required to comply with specific reporting requirements in relation to personal account trading. Rule 204A-1, contains a presumption that, if the firm's primary business is providing investment advice, then all of its directors, officers and partners are Access Persons.

All SI Supervised Persons are subject to personal trading restrictions as required. There are additional pre-clearance and reporting requirements applicable to Access Persons.

Additional personal trading restrictions also apply, through policies adopted outside the Code, to all SI personnel and their associates such as their partner. In summary, pre-approval is required for transactions in listed securities. These restrictions operate in addition to the requirements of this Code and their effectiveness is monitored by the Compliance and Risk Management teams.

Gifts and Gratuities

Giving and accepting gifts and entertainment still occurs in many areas of business. In our industry, although the practice is decreasing it is still, to an extent, prevalent in many regions in which Stewart Investors operates. As a business which insists on its people meeting the highest professional standards, Stewart Investors provides guidance on how its employees should conduct themselves accordingly:

- Employees must ensure they do not receive or offer gifts or entertainment which could be seen as being inappropriate or which may give rise to actual or potential conflicts of interest.
- Employees should ensure that personal relationships with third parties, clients or suppliers, do not influence or prejudice their obligations to Stewart Investors or its clients.
- Employees should only attend client related or business partner lunches or dinners or similar events (e.g. drinks receptions) where there is a significant industry, relationship or business agenda and can reasonably be deemed to be beneficial to our clients.

Conflicts of Interest

In the discharge of its fiduciary duties SI has in place policies and procedures to manage actual or perceived conflicts of interest. In summary this involves:

- Putting in place controls to ensure the impact of the actual or potential conflict is reduced to an acceptable level; and/or
- Disclosing all material facts concerning any actual or potential conflict that may arise; or
- Avoiding situations where an actual or potential conflict cannot be effectively managed by either disclosure or control.

Outside business interests and affiliations

To manage conflicts of interest, inside information and other compliance and business issues, SI maintains a record of its Supervised Persons serving as officers or members of the board of any other entity. Advice must be obtained through the Compliance team where there is a perceived potential conflict of interest. SI can deny approval where the perceived conflict of interest cannot be managed effectively.

SI will, from time to time, invest in the same securities that First Sentier Investors (Australia) IM Limited (CRD 160034) and/or First Sentier Investors (Singapore), First Sentier Investors (Hong Kong) Limited, First Sentier Investors (UK) Fund Limited, First Sentier Investors (UK) IM Limited, First Sentier Investors (US) LLC are also currently invested. Portfolio management and security recommendations are undertaken within SI separately to other investment teams within FSII and other affiliates. Information barriers and other controls exist between investment teams to manage any potential conflicts that may arise.

You may request a copy of our Code of Ethics by writing to the Chief Compliance Officer, First Sentier Investors International IM Ltd., Finsbury Circus House, 15 Finsbury Circus, London, EC2M 7EB, UNITED KINGDOM.

12. Brokerage practices

Order Aggregation and Allocation

SI seeks to aggregate and allocate trade orders in a manner that is consistent with its duty to: (1) seek best execution of client orders; (2) treat all clients fairly and equitably over time; and (3) not systematically advantage or disadvantage any single client or group of clients.

SI follows policies and procedures pursuant to which it may combine or aggregate purchase or sale orders for the same security for multiple client accounts (also known as a bunched order) so that the orders can be executed at the same time. SI aggregates orders when it considers doing so appropriate and in the interests of its clients. Client accounts may be included in the aggregated orders with clients of SI's affiliated advisers.

When orders are aggregated, the orders will generally be placed with one or more brokers for execution. When an aggregated order is filled, SI generally will allocate the securities purchased or proceeds of sale pro rata among the participating client accounts based on the pre-trade allocation. Adjustments or changes may be made under certain circumstances, such as to avoid small allocations or to satisfy cash flows and guidelines. If an order at a particular broker is filled at several different prices, through multiple trades, generally all participating client accounts will receive the average price.

Although allocating orders among SI clients creates potential conflicts of interest because SI could receive greater fees or overall compensation from some clients than received from other clients, allocation decisions will not be made based on such greater fees or compensation. When an investment opportunity is suitable for two or more clients, allocations will be made in a fair and equitable manner, and will take the following factors, among others, into consideration: the relative size of the client account, available cash for investment, investment objectives and restrictions, liquidity considerations, legal and regulatory restrictions, portfolio risk/return objectives, investment horizons, and client instruction.

Counterparty Approval

SI has a rigorous counterparty approval process to ensure that we use suitable, reliable counterparties (brokers) when dealing on behalf of clients. In order to ensure that they are suitable and reliable we have adopted an approved list of counterparties which have been reviewed and considered to be appropriate for us to deal with on behalf of our clients.

The process of conducting new counterparty reviews is the responsibility of the portfolio support group, with approval by business management who work with the compliance, finance and legal teams in assessing the suitability of a new counterparty using the following criteria:

- financial strength
- profitability
- leverage
- ethical standards
- terms of business
- acceptance of our standard commission rates

The portfolio support group conducts a rolling programme of counterparty reviews and each counterparty is reviewed at least annually.

Use of Dealing Commission

SI's policy is that all externally provided execution services are paid for as a part of the agreed standard commission, however all externally provided research is paid for directly by us from our own resources.

Where we execute orders through a broker or other person and those broker's or other person's charges are passed on to our customer in return for which goods or services in addition to the customer order execution are received, we must have reasonable grounds to be satisfied that those goods or services are related to the execution of trades on behalf of our customers, and will reasonably assist us providing services to our customers on whose behalf the orders are being executed and do not, or are not likely to, impair our compliance with our duty to act in those customers' best interests.

Where goods or services relate to execution, we should have reasonable grounds to be satisfied we have met the above requirements if the goods or services are linked to the arranging and conclusion of a specific investment transaction (or series of related transactions), and are provided between the point at which we make the investment or trading decision and the point at which the investment transaction (or series of transactions) is concluded. No arrangements regarding the use of dealing commission may be entered into that could compromise our ability to provide best execution to our customers.

The following is a list of examples of goods or services relating to execution which are specifically highlighted as not meeting the requirements described above and are therefore not accepted by SI:

- services relating to the valuation or performance measurement of portfolios;
- computer hardware;
- connectivity services such as electronic networks and dedicated telephone lines;
- seminar fees;
- corporate access services;
- subscriptions for publications;
- travel, accommodation or entertainment costs;
- computer software including order and execution management systems and office administrative computer software, such as word processing or accounting programmes;
- membership fees to professional associations;
- purchase or rental of standard office equipment or ancillary facilities;
- employees' salaries;
- direct money payments;
- publicly available information; and
- custody services relating to designated investments belonging to, or managed for, customers other than those services that are incidental to the execution of trades.

Commission rates and allocation

The allocation of payment for execution services is the responsibility of the dealing team, as a by-product of the selection of a broker on an individual trade on the basis of best execution. In the day-to-day management of trading, the dealing desk is responsible for managing broker selection such that the achievement of best execution is the primary consideration on each individual trade

The dealing desk is responsible for agreeing the commission rates with each broker across each market. Stewart Investors' standard practice is to adopt fixed execution-only rates per market.

Directed commission

Directed commission is where a client may instruct us to generate commission on their account in order to pay for a service which they have contracted from one or more particular brokers. As we only purchase execution services from the use of dealing commission, our view is that it would not be treating all our clients fairly to allow individual clients to enter into such arrangements. We are also unwilling to

make any commitment to trade, whether at certain amounts or even at all, with particular brokers. SI will therefore not enter into directed commission arrangements if requested to do so by clients or prospective clients.

Role of the Execution Oversight Group

The Stewart Investors Execution Oversight Group has responsibility for oversight of order execution activity in relation to all relevant funds and portfolios under the management of the Stewart Investors division of FSII. This includes a formal review of the use of counterparties, counterparty risk and associated issues.

13. Review of accounts

We regularly review client accounts. The frequency of that review is determined by the requirements of the client and the nature of the mandate and includes periodic reviews of performance, investment activity and outlook. Normally these reviews would be carried out by the named Portfolio Managers or other qualified members of the investment team, together with the Relationship Manager, or in some cases, by the Relationship Manager directly. The named Portfolio Manager or senior member of the investment team and the primary Relationship Manager will normally discuss with the client on at least an annual basis.

Periodic written data, including valuations and transaction information, is usually provided on a monthly basis and may be supplied to the client or the client's custodian for accounting or reconciliation purposes. In addition, clients normally receive quarterly reports, either following a standard Stewart Investors template, or tailored to suit the individual client or mandate requirements.

Clients are also invited to participate in regular webcasts where the investment team discusses topics relevant to clients. Clients also receive a replay link by email after the webcast has taken place.

The Stewart Investors Board and Execution Oversight Group have responsibility in relation to all relevant funds and portfolios under the management of SI and regularly review performance, counterparty risk and associated issues, breaches of investment guidelines and any general dealing or operational factors which may affect the funds that we manage.

In the event of a major market dislocation, or similar event, client accounts would be reviewed and appropriate action and communication undertaken promptly.

14. Client referrals and other compensation

SI does not enter into agreements with third parties for the referral of new clients in the US.

SI does not receive any economic benefit from anyone who is not a client for providing investment advice.

15. Custody

Because SI is authorised to deduct fees from private fund accounts, SI is deemed to have custody of these private fund assets within the meaning of Rule 206(4)-2 of the Investment Advisers Act of 1940. Physical custody of private fund assets is at a broker-dealer, bank or other qualified custodian.

All clients should receive account statements directly from the broker-dealers, banks, trustees, or other qualified custodians with whom they have accounts. We strongly urge all clients to compare the reports they receive from SI to the statements they receive from their broker-dealers, banks, trustees or custodians. Any issues or discrepancies should be communicated to us promptly so that we may investigate.

16. Investment discretion

We accept discretionary authority to manage securities accounts on behalf of clients through the negotiation, agreement and execution of an Investment Management Agreement which sets out the investment objectives of the client and any limits that the client may wish to impose on our discretionary authority.

For instance, clients may restrict the type of securities that may be included in the portfolio, place limits on borrowing or underwriting or limit investment in particular securities.

Each Investment Management Agreement will contain specific provisions that both parties and, in some cases, multiple parties will agree to.

From time to time, we may also accept client mandates on a sub-advisory basis.

17. Voting client securities

The concept of stewardship is at the heart of SI's investment approach. We believe our job is to allocate our clients' capital in accordance with the investment process and philosophy that has been agreed with our clients. SI is in a position to influence the environment, social and governance performance of companies via discussions with management or the board of directors and through the exercising of proxy votes. The exercising of the voting rights must be in the best interests of our customers.

SI has in place a comprehensive corporate engagement policy that describes how we vote on various issues. Subject to specific client directions, we will exercise every vote in accordance with that policy, however occasionally exceptions arise. The key criteria for how we vote is what we consider to be the best interests of our clients.

Where a Portfolio Manager or Analyst making a proxy voting decision, or SI as a whole, has a potential material conflict, such instructions will be forwarded to the Head of Investment Business for agreement with the course of action to be taken. Following advice from the Compliance and Legal teams, where it is determined a material conflict does in fact exist, the final decision on how to vote such securities will be made by a Managing Partner.

The authority and responsibility for exercising proxy votes will be defined within the investment management agreement executed between SI and each discrete mandate client. However, SI may still receive proxy voting instructions from each discrete mandate client on a case-by-case basis (provided SI is notified in a timely manner) or, alternatively, the discrete mandate client may instruct their custodian directly.

Wherever a discrete mandate client delegates responsibility for exercising proxy votes, and if requested by the client, SI will report back to the client how votes were cast on their behalf.

Our corporate engagement policy or additional information regarding how we vote on the clients' securities can be obtained by writing to our Chief Compliance Officer.

18. Financial information

SI does not require prepayment of any advisory fees. Presently, SI has no financial commitments or obligations that would interfere with our obligations to our clients. FSII has never filed for bankruptcy protection.

For further information

Stewart Investors First Sentier Investors International IM Limited

Registered office:
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