



ADV Part 2

M&G Investment Management Limited (“MAGIM”)

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This brochure provides information about the qualifications and business practices of the investment adviser; M&G Investment Management Limited.

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.

MAGIM is a “registered investment adviser”, this qualification does not imply a certain level of skill or training.

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Introduction

This brochure dated 30 March 2021, is a document prepared according to the SEC's disclosure requirements and rules.

Item 2 Summary of Material Changes

Please note that amendments have been made to the following Items:

Item 4: Advisory Business

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss – Equity Mandates

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

Item 12: Brokerage Practices

Item 13: Review of Accounts

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

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Item 4 Advisory Business

Description of Firm

M&G Investment Management Limited ("MAGIM") is an indirect wholly owned subsidiary of M&G Plc ("M&G"), a publicly traded holding company, a London Stock Exchange-listed financial services company. M&G is headquartered in London, United Kingdom. As of December 31, 2020, M&G had approximately 6,000 employees in 22 locations around the world.

Services

The following paragraphs describe our services and fees. Refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we," "our," and "us" refer to MAGIM and the words "you," "your," and "client" refer to you as either a client or prospective client of our firm.

MAGIM provides investment management for a broad range of clients, with a product range that includes segregated mandates for institutions as well as retail mutual funds for individuals. Client funds are invested by MAGIM on the basis of the individual aims and needs of each client at such time as deemed necessary, having regard to the assessment of prevailing investment opportunities. MAGIM provides investment management services regarding a range of asset classes including equities.

Investment Restrictions

All advisory services are provided under the terms of an advisory agreement between MAGIM.

Wrap Fee Programs

We do not participate in any wrap fee program.

Assets Under Management

MAGIM's total assets under management are \$360,304,669,992 as at 31st December 2020. This is calculated using the methodology as per the Part 5F of the Form ADV.

Item 5 Fees and Compensation

Fee scales are determined by the nature, size and potential asset growth of the mandate and are subject to minimums being applied. There is no specific fee schedule; the fees are agreed with the client at inception.

Client fees are generally computed based on the 'market value' or principal amount as applicable, of assets under management in a client's account. Other costs include brokerage fees; see item 12.

Fees are normally billed on a semi-annual, quarterly or monthly basis in arrears and are due from clients on receipt of a billing statement.

MAGIM's sole business is asset management from which revenue is generated. In the management of equity invested portfolios, neither MAGIM nor any of its supervised persons receives compensation from anyone other than the client (i.e. no brokerage commission).

Unless otherwise agreed, MAGIM is not obligated to pay any expenses of a client. Group Affiliate clients will directly bear the costs associated with custodians and other service providers to their separately managed account, as well as brokerage and other transaction costs associated with trading in the account.

Item 6 Performance-Based Fees and Side-By-Side Management

When agreed with the client, MAGIM may charge performance-related fees.

MAGIM could face a conflict of interest when it carries on investment business for clients that are charged performance fees and those that are not. For example, MAGIM could favour clients that pay performance fees over those that do not, in the allocation of investment opportunities.

MAGIM manages this conflict by employing the following policies that ensure that all clients are treated fairly:

- the fair allocation of investments;
- that customer order priority is respected;
- that employee remuneration structures do not favour one client over another; and
- that where an employee manages more than one client account the oversight processes consider both trading activity and the performance of each client's portfolio to identify any indication that one client account is being treated more favourably than another.

Item 7 Types of Clients

MAGIM typically offers a fully discretionary investment management service and has the following types of clients, which under the UK regulatory framework are classified as professional clients:

- Banking or thrift institutions;
- Pooled investment vehicles;
- Pensions and profit-sharing plans;
- Corporations or other businesses;
- State or municipal government entities;
- Other investment advisers; and
- Insurance companies.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss – Equity Mandates

Companies and their related securities are researched by specialist teams of analysts and fund managers, involving both face-to-face meetings with company management and the reviews of financial statements and other research material. Using the company meeting as the focal point, these investment professionals make a thorough assessment of both quality and valuation for each potential investment. The output of research activity is coordinated and communicated at morning meetings and regular investment group reviews, as well as being available electronically to all investment professionals. Equity fund managers are responsible for constructing portfolios that meet clients' objectives in terms of both risk and reward. It is also the fund managers' responsibility to understand the cash impact of any transaction undertaken.

MAGIM traders are responsible for providing thoughtful and timely feedback on market news and overall tone, trading technical and asset valuations to portfolio managers and research analysts to help determine an asset's fair value.

In terms of the risk management process, the Investment Risk team is independent from the portfolio management teams and the team reports into the Chief Risk Officer (CRO) via the Head of Investment Risk. The Investment Risk team provides second line assurance that funds are managed in line with their investment objective. This is best achieved through both partnership

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and independence. The Equity Risk team interacts with the portfolio manager providing insight and analysis. The process also incorporates periodic risk meetings with fund managers as appropriate and a second line escalation process (the Investment Performance and Risk Committee 'IPRC') where any concerns can be further escalated if necessary. The IPRC is chaired by the second line and first line representation includes representation from senior management in the 1st line. The Liquidity Management Sub-committee is also chaired by the second line and reports into the IPRC and seeks to ensure portfolio level liquidity is appropriate for funds.

The Equity Risk team which forms part of the Investment Risk team uses several tools, software and metrics to aid its understanding of portfolios and conversations with Fund managers and Senior Management. This includes 3rd party risk models such as Aladdin and Style Research. Risk metrics used can include Tracking error, risk breakdowns such as stock, factor and sector contributions to risk as well as other measures such as style exposures and active share.

MAGIM's equity strategies invest in UK and non-UK equities, using a variety of investment approaches including (but not limited to) growth, income or value styles.

General risks that the client may face are:

- **Investment Risk** - The risk that the value of assets may decline both in absolute terms and/or relative to a designated benchmark, driven by factors including but not limited to market levels, biases within the portfolio (e.g. style, size, geographical, industry) and stock concentration;
- **Liquidity Risk** - The risk the fund cannot meet its obligations due to a lack of adequate liquidity in the portfolio or the market; and that a fund or account cannot sell a security at a particular time for approximately the price at which MAGIM or its agent has valued the security;
- **Counterparty Risk** - The risk of default by market counterparties;
- **Settlement Risk** - The risk of direct or indirect loss resulting from failed trades;
- **Cyber Risk** - The risk of systems failing to operate properly or becoming disabled because of events wholly or partly beyond our or their control.

Equity Investment Risks

The risks of investing in equity securities include:

- **Market Risk** - The market value of securities owned in a strategy may decline, at times sharply and unpredictably. Price changes may occur in the market, or they may occur in only a particular country, company, industry, or sector of the market. Market values of equity securities are affected by different factors, including the historical and prospective earnings of the issuer, the value of its assets, management decisions, decreased demand for an issuer's products or services, increased production costs, general economic conditions, interest rates, currency exchange rates, investor perceptions and market liquidity.
- **Style-Specific Risk** - Different types of stocks may shift in and out of favour depending on market and economic conditions. A growth strategy seeks companies experiencing or forecasting high rates of growth; which may be more volatile than other types of investments. Other styles of equity investments may have different risk profiles which may vary over time.
- **Equity Security Risk** - Equity securities may decline significantly in price over short or extended periods of time, and such declines may occur because of declines in the equity market, or because of declines in only a particular country, company, industry, or sector of the market or indeed due to stock specific reasons.
- **Foreign Securities Risk** - Companies with significant foreign operations may be subject to additional risks such as political, social and economic developments, given different regulatory environments and laws, potential seizure by the government of company assets, higher taxation, withholding taxes on dividends and interest and limitations on the use or transfer of portfolio assets. Enforcing legal rights in other jurisdictions may be difficult, costly, in addition

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accounting standards or governmental supervision standards will differ and there may be less public information about their operations.

- **Currency Risk** - Changes in currency exchange rates will affect, the value of dividends and interest earned from securities, and gains and losses realised on the sale of such securities.
- **Correlation Risk** - Equity markets often rise and fall at different times or by different amounts due to economic or other developments particular to a given country or region. This may lower the overall volatility of a portfolio (diversification). Sometimes, however, global trends will cause markets to move in the same direction, reducing or eliminating the risk reduction benefit of diversification.
- **Concentrated Portfolio Risk** - To the extent that a strategy invests in a limited number of stocks, it may have more risk because changes in the value of a single security may have a more significant effect, either negative or positive, on a strategy's performance.
- **Management Risk** - This is a risk that MAGIM will not successfully execute a strategy even after applying its investment process and sell discipline. There can be no guarantee that MAGIM's decisions will produce the intended result, and there can be no assurance that the investment strategy will succeed.
- **Inflation Risk** - Inflation risk is the risk that the value of assets or income from investments will be worth less in the future as inflation decreases the value of money. As inflation increases, the real value of the account and distributions can decline.
- **Illiquid Securities Risk** - Illiquid securities are securities that are not readily marketable. Illiquid securities involve the risk that the securities will not be able to be sold in a timely fashion or at a fair price.

This description of general investment risks is qualified in its entirety by any discussion of risks in a fund's prospectus or offering document, or in our investment management agreement.

General Risks

The general risks include:

- **Cybersecurity risk:** Cyber-attacks could disrupt daily operations related to trading and portfolio management. In addition, technology disruptions and cyber-attacks may impact the operations or securities prices of an issuer or group of issuers, and thus may have an adverse impact on the value of account's investments. Cyber-attacks on securities markets or the financial services infrastructure could cause market volatility or the failure of critical financial services and could impact an account's performance.
- **Force Majeure events:** Portfolio investments may be affected by force majeure events (i.e. events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemics or other serious public health concerns, war, terrorism, labour strikes, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, defective design and construction, accidents, governmental policies and social instability). Some force majeure events may adversely affect the ability of a party (including an issuer or a counterparty to a portfolio investment) to perform its obligations until it is able to remedy the force majeure event. Furthermore, force majeure events that are incapable of or are too costly to cure may have a permanent adverse effect on a portfolio company. Certain force majeure events (such as war or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in a particular country and may contribute to volatility in financial markets. Any of the foregoing may therefore adversely affect the performance of an account.
- **Operational risk:** An account may suffer a loss arising from shortcomings or failures in internal or external processes, people or systems, or from external events. Operations risks can arise from factors such as processing errors, human errors, inadequate or failed processes, fraud, failure in systems and technology, changes in personnel, and errors caused by affiliated or third-party service providers.

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- Regulatory risk: MAGIM is an indirect wholly owned subsidiary of M&G. Through this ownership structure, MAGIM has several global financial industry affiliates. As a result of this structure, and the asset management and financial industry business activities of MAGIM and its affiliates, MAGIM may be prohibited or limited in effecting transactions in certain securities for client accounts. Additionally, changes in US or other applicable law regulating investment advisers or financial markets may result in changes to MAGIM's investment strategy or practices, increases in client transaction costs and related fees, delay implementation of desired investment strategies, and potentially adversely impact MAGIM's provision of investment advisory services to a client.

Item 9 Disciplinary Information

The Federal Financial Supervisory Authority of Germany ("BaFin") alleged that MAGIM did not have procedures in place to ensure compliance with German law regarding notification to the BaFin of significant shareholders in German securities. MAGIM paid a fine and costs of \$78,300 to the BaFin on 4th April 2017.

Item 10 Other Financial Industry Activities and Affiliations

This brochure discusses only those functions performed by MAGIM on behalf of its clients and does not discuss the activities of other affiliated entities or related persons on behalf of their respective clients except to the extent such activities are conducted in connection with the investment advisory activities of MAGIM.

MAGIM serves as investment adviser to numerous affiliates of its parent group (M&G).

MAGIM does not use any affiliated broker dealers.

MAGIM has identified that there could be a firm-client conflict where MAGIM carries on investment business for an affiliated client. To ensure that MAGIM treats all its clients fairly and does not favour affiliated clients, MAGIM ensures compliance with the policies outlined in item 6 of this brochure.

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

MAGIM has adopted a Code of Ethics (the "Code") pursuant to Advisers Act Rule 204A-1 applicable to all employees, officers, and certain contractors and affiliated employees. The Code addresses MAGIM's and its Access Persons' fiduciary obligations to its clients. This includes implementation of provisions to address ethical standards and professional standard of behaviour, conflicts of interest, personal account dealing, gifts and hospitality, political contributions, outside business activities, and the handling of material, non-public information.

MAGIM permits employees to receive business gifts and hospitality as long as this is done in accordance with the requirements set out in its gifts and hospitality standard. The receipt of gifts and hospitality pose a conflict of interest. Our policy enforces standards for the receipt of such gifts, including approval of some gifts and limitations on others, and the firm monitors the receipt of gifts and hospitality for any conflict or impropriety. Soliciting or receiving gifts designed to influence the performance of duties is strictly prohibited.

MAGIM Employees are expected to maintain the highest ethical and professional standards. Amongst other requirements this means that staff should do nothing to gain advantage for themselves to the detriment of MAGIM's clients. Where a member of staff identifies a situation that puts his/her interests in conflict with those of a client the member of staff should:

- put the client's interests first; or
- refer the matter to senior management for guidance.

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To manage the conflicts arising from staff investment transactions MAGIM has issued a Personal Account Dealing Standard

A copy of the Personal Account Dealing Standard is available upon request.

The Personal Account Dealing Standard sets out:

- Personal account dealing requirements; Staff are required to preclear transactions in listed securities. Preclearance may be withheld to avoid conflicts.
- Investment reporting requirements;

MAGIM has identified that there could be an employee-client conflict where a member of staff or related person may undertake personal account dealing for a security that the investment adviser buys or sells for a client.

To manage this conflict, the Advisor employs an automated system to monitor personal account dealing requests and trades.

MAGIM has identified that there could be an employee-client conflict where the fund manager or related person has a material interest in a company that the adviser buys or sells for client accounts.

To manage this conflict, the Personal Conflicts Standard incorporates a requirement for individuals to disclose outside directorships/interests where these interests could conflict with the interests of one or more of MAGIM's clients. Where such outside interests are material, MAGIM may invoke specific dealing exclusions/limitations for the investment management activities of the member of staff concerned. To mitigate this conflict, the Personal Conflicts Standard incorporates strict requirements for individuals to disclose outside directorships where these interests could conflict with the interests of MAGIM or one or more of its clients. Where such outside interests are material, MAGIM may invoke specific dealing exclusions or limitations for the investment management activities of the member of staff concerned. To date there are no such outside interests that warrant the invocation of such controls.

All persons must certify that they have received, read and understand our Code, upon commencement of employment, annually, and when the Code is materially amended. The Compliance department monitors compliance with the Code by reviewing the required initial, quarterly and annual reporting by all persons.

We will provide any client or prospective client a copy of our Code upon request.

12. Brokerage Practices

Broker Selection Process

To minimise operational risk, MAGIM typically transacts only with approved brokers that have been set up on the order management system by an independent Data Management team. Authorised counterparties and their trading limits are formally documented on a Counterparty Limit List maintained by an independent Risk department within MAGIM. Approved brokers must conform to all relevant legal agreements with MAGIM and they are assessed for credit worthiness on an ongoing basis. In very rare cases it may become necessary to trade with a non-approved broker (i.e. a broker who is not on MAGIM's permanent list of approved counterparties) as the only way in which a trade can be completed, but this will be undertaken only after careful due diligence has been carried out.

For a new broker to be taken on, a fund manager or dealer will initially recommend that the new broker be considered for adoption by MAGIM and the Dealing Desk will provide a valid justification for its use to the Dealing Management Committee (DMC). If the DMC approves the recommendation (and accepts the broker's execution policy), the Financial Crime Compliance Department will carry out a review, and the Legal and Credit Risk Departments will conduct their due diligence, by agreeing the terms of business, and by setting a broker credit limit.

Execution commission rates are reviewed on a regular, and formally on an annual, basis to ensure that rates are reasonable and broadly in line with the market. Execution rates are formally reviewed by the DMC.

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The DMC oversees all global dealing-related activities, ensuring that they are managed in line with the M&G Risk Appetite Statement and in accordance with relevant regulatory requirements, in order to help deliver fair outcomes to customers and support market integrity. The Committee is designed to support accountable executives in the discharge of their responsibilities under relevant regulatory frameworks, including the Senior Managers and Certification Regime (SMCR) in the UK and meets ten times in a calendar year to exercise oversight & control of the dealing desks and associated activities.

The DMC is jointly chaired by the COO, M&G Investments and a delegate of the CIO, M&G Plc and will include the Heads of all Dealing Desks - Fixed Income, Equities, Derivatives Management Group and Cash & Currency (or their delegates). The DMC includes representatives from teams across the Lines of Defence and is attended by senior representatives from risk and compliance. A summary of matters discussed and any key issues arising are reported to the MAGIM Board.

Soft Dollar Practices

M&G does not charge investors for equity external research through the use of client dealing commission. All goods and services received will be 'research and brokerage services' within the meaning of Section 28(e) of the Securities Exchange Act of 1934, however MAGIM complies with stricter European standards such that all equity and Fixed Income research is paid for by MAGIM.

Client Referrals

MAGIM does not use client brokerage to compensate brokers for client referrals.

Directed Brokerage

MAGIM does not, at the behest of its clients, direct trades to specific broker-dealers for execution in return for some sort of benefit (where such benefits would include services or payments that are realized by the client).

Trade Aggregation

Our Public Client Order Handling Policy operates under the principle that all customer orders (regardless of client type) and connected party orders in designated investments should be affected in a manner which is prompt, fair and expeditious. To that end, a policy is in force, that aggregates same-day client orders in the same securities and allocates them pro rata. Where that is not the case there must be clear, justifiable reasons for not doing so which are properly recorded.

Best Execution

The Dealing Desks take all sufficient steps to achieve the best result for the client. In deciding how to manage the order, the Dealing Desks will consider a range of execution factors, which include: price, costs, speed, likelihood of execution and settlement, size, and nature of the transaction.

A copy of our Execution Policy is available on our corporate website.

Item 13 Review of Accounts

All client accounts that are managed by MAGIM are reviewed on a 6-monthly basis (although most client accounts are reviewed on a quarterly basis). These reviews are chaired by the Head of Investment Risk or an appropriate delegate and attended by the relevant investment team Head/fund managers/risk analysts as appropriate. The reviewers consider several reports on various aspects of the client accounts including: performance, turnover, liquidity, dealing activity, attribution, risk and breaches. Minutes and any unresolved issues are then escalated to the relevant board or committee.

Furthermore, MAGIM provides client reporting which typically includes copies of the valuation of the clients' portfolio (including a statement of the method of valuation adopted), a list of security transactions, a cash reconciliation, income and realised gains/losses schedules, performance statistics and a report on the period under review. In general, MAGIM would expect to meet clients twice a year, but is available (as a minimum) for annual meetings.

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Item 14 Client Referrals and Other Compensation

MAGIM does not receive compensation from any third party for providing investment advice to its clients.

MAGIM has entered into arrangements to pay its affiliates, to solicit new business on behalf of the firm. MAGIM requires its affiliates to disclose their relationship to clients and prospects and requires third-party solicitors to provide an appropriate disclosure statement to clients and prospects regarding that arrangement.

Item 15 Custody

MAGIM does not have custody of any US client funds or securities.

Clients should receive quarterly or monthly account statements from the broker-dealer, bank or other financial services firm that serves as qualified custodian to their account(s), and clients should carefully review those statements. Clients who do not receive such account statements are encouraged to follow up directly with their custodian and request such statements. Clients who receive additional reports from MAGIM are urged to compare these reports to the account statements they receive from the qualified custodian.

Item 16 Investment Discretion

MAGIM has discretionary authority over client accounts. This includes buying or selling securities, the amount of securities bought or sold, broker or dealer to be used and the commission rates paid.

Investment activity is not undertaken unless a signed investment management agreement is in place. Client investment restrictions are coded into trading systems used by MAGIM to ensure adherence to client mandates. All fund managers are required to be accredited as Approved Persons under the rules of the FCA before managing client assets to ensure that fund objectives, restrictions and risk tolerances are fully understood before investment activity is carried out.

Item 17 Voting Client Securities

If clients wish to vote independently of M&G this is reflected in the investment management agreement which is put in place with the client at client-take-on stage. Where MAGIM has been given the responsibility to vote on behalf of its clients, it is not our policy to discuss company voting with clients unless specifically mandated to do so.

MAGIM only votes for active international holdings, this does not include passive holdings. MAGIM has an active voting policy which is integral to our investment process. By exercising our votes, we seek both to add value and to protect our clients' interests as shareholders. We have a dedicated Corporate Finance department that maintains a continuing dialogue with investee companies.

We look to work with the management of companies we hold and where we have a differing opinion, we will hold management accountable and/or work with them to understand our viewpoint. Investee companies are monitored closely, both in terms of their performance for creating shareholder value and issues arising from how they are directed and controlled.

We seek to act as a responsible shareholder and our approach is consistent with the UK's Stewardship Code. We also support the UK Corporate Governance Code which sets out standards of good practice in relation to board leadership and effectiveness, remuneration, accountability and relations with shareholders which contribute to effective corporate governance. Our policy

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is to make informed judgments about the application of the Code subject to the particular circumstances of the company concerned.

We take our responsibilities as a share owner seriously. It is our policy to vote at all meetings although in certain markets our desire to vote may be assessed on a case-by-case basis, considering the size of our holding and the significance of each resolution, the difficulties of voting in the market in question and the risk of having securities

blocked for sale ahead of company meetings. We do not hesitate to protect the interests of shareholders and our clients where necessary, although it should be noted that some of our clients do not permit us to vote on their behalf.

Investment and voting decisions are always taken by individual M&G fund managers in the best interests of ultimate beneficiaries to avoid any potential conflict of interest. Conflicts are managed in accordance with M&G's Conflicts Policy. Where a potential conflict arises, the matter will be referred to the Equities Business Board and any decision as well as the underlying rationale will be documented and available to clients upon request.

Details of our voting are available on the M&G website and from Q3 2016 the rationale for voting against resolutions was also made available. Our approach to voting is described in our voting policy on M&G's website.

Where MAGIM does not perform voting for the client, the client receives details of up and coming proxies and other solicitations from its custodian or another third-party provider that the client directly employs.

Item 18 Financial Information

Shares of M&G plc are listed for trading on the London Stock Exchange. The shareholder reports for M&G plc are available on the internet at <https://www.mandgplc.com>.

MAGIM does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore has not included a balance sheet of its most recent fiscal year. MAGIM is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients, nor has MAGIM been the subject of a bankruptcy petition at any time during the past ten years.