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This brochure provides information about the qualifications and business practices of Aberdeen Standard Alternative Funds Limited (“ASAFI”). If you have questions about the contents of this brochure, please contact us at +44 131 245 3535. The information contained in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or any state securities authority.

ASAFI is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provides you with information which may help you determine whether to hire or retain an adviser.

Additional information about ASAFI is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Summary of Material Changes**

Since the most recent filing of the ADV Part 2A on February 17, 2021, AS AFL has made the following changes to this Brochure:

- “Item 4 – Advisory Business” was updated to reflect the AUM of \$2,680,102,792 as of December 31, 2020.
- “Item 5 – Fees and Compensation” was updated to reflect possible fees charged for co-investment products and fee rebates on certain hedge fund products.
- “Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss” were amended to include revised language regarding several of ASI’s investment strategies.
- “Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss”, updates were made to several of AS AFL’s investment risk categories.
- “Item 10 – Other Financial Industry Affiliations” – updated to reflect current business arrangements.
- “Item 17 – Voting Client Securities” was expanded to provide greater detail on ASI’s proxy voting process.

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## **Item 4 – Advisory Business**

### Our Firm

Aberdeen Standard Alternative Funds Limited (previously Standard Life Investments (Corporate Funds) Limited (herein “ASAFI”, “our”, or “we”) is headquartered in Edinburgh, United Kingdom, and is a wholly owned subsidiary of Standard Life Investments Limited (“SLIL”). SLIL is ultimately 100% owned by Standard Life Aberdeen plc (“SLA”). The asset management business of SLA operates under the name Aberdeen Standard Investments (“ASI”).

In addition to ASAFI, Aberdeen Standard Investments Inc. (ASI Inc.), Aberdeen Standard Investments (Asia) Ltd., Aberdeen Standard Investments Management Australia Ltd., and Aberdeen Asset Managers Ltd. are all wholly owned subsidiaries of Aberdeen Asset Management PLC (Aberdeen PLC). Aberdeen Capital Management LLC and Aberdeen Standard Investments ETF Securities Advisors LLC are wholly owned subsidiaries of ASI Inc. SL Capital Partners LLP, based in Edinburgh, Scotland, is also a wholly owned subsidiary of SLIL. ASAFI, ASI Inc., Aberdeen Standard Investments (Asia) Ltd., Aberdeen Standard Investments Management Australia Ltd., Aberdeen Asset Managers Ltd., Aberdeen Capital Management LLC and Aberdeen Standard Investments ETF Securities Advisors LLC, and SL Capital Partners LLP (collectively, “ASI” or “the Advisers”) are registered as investment advisers with the Securities and Exchange Commission (the “SEC”). In rendering investment advisory services, the Advisers may share resources, including personnel and facilities, and research information. The Advisers may also use the resources of other SLA subsidiaries. The Advisers have entered into a Memorandum of Understanding (“MOU”) and have elected to appoint as associated persons certain individuals who are employed by affiliated offshore unregistered advisers. These individuals render portfolio management, research and trading services to the Advisers' clients.

ASAFI has been registered with the SEC as an investment adviser since May of 2009.

### Advisory Services

ASAFI offers discretionary investment advisory services to institutional clients globally. ASAFI manages assets across an array of classes including multi-asset, long-only equity and credit, and real estate.

Our clients include U.S. Private Funds, Non-U.S. Private Funds, Registered Investment Companies, and Separate Accounts, described more below:

- **U.S. Private Funds**

ASAFI serves as investment adviser to certain private funds with U.S. investors. As private funds, these are not registered or required to be registered under the Investment Company Act of 1940, and any offer or sale of interest in these private funds is made pursuant to an exemption from registration under the Securities Act of 1933. These funds may be domiciled in the U.S., as in the case of a Delaware partnership, or outside the U.S., as in the case of a Cayman LTD. U.S. investors in these funds would be deemed qualified purchasers.

- **Non-U.S. Private Funds**

ASAFI serves as investment adviser to private funds not offered to U.S. investors. ASAFI is registered as an adviser and an Alternative Investment Fund Manager with the Financial Conduct Authority (“FCA”). As such, ASAFI provides these management services under the appropriate regulatory framework.

- **Registered Investment Companies**

ASAFI provides sub-advisory services to the advisers of investment companies registered under the Investment Company Act of 1940.

- **Separate Accounts**

ASAFI manages separate accounts for non-U.S. institutional clients.

### Tailoring Services to Client Needs

We typically manage client accounts on a discretionary basis; however, we will manage client accounts on a non-discretionary basis subject to client instruction.

We make investments for clients in accordance with mutually agreed upon written investment guidelines and provide continuous supervision of client portfolios. Investment services may be tailored for each client's specific needs and objectives, and clients may impose reasonable restrictions on investing in certain securities or types of securities. We have established procedures and controls to help ensure compliance with each client's specific investment guidelines and any client-imposed restrictions.

Where we are the investment adviser to a pooled investment vehicle, investment objectives, guidelines and any investment restrictions are not typically tailored to the needs of individual investors in those vehicles, but rather are described in the prospectus or other relevant offering document for the vehicle. We create and maintain files supporting the rationales for these recommendations. The advisory or sub-advisory fee is subject to negotiation and is fully disclosed to clients. Upon request, clients may also receive investment advice on a more limited basis through advisory or consulting-like services, including advice on isolated areas of concern such as special projects or a specific topic. Clients wishing to engage AS AFL for consulting services will be required to enter into a written agreement and may be subject to certain fees and conditions.

#### U.S. Private Funds and Non-U.S. Private Funds

The relevant markets, risks, target performance, strategy, benchmarks, and other investment details will be detailed in the offering memorandum of the vehicle.

#### Registered Investment Companies

The totality of regulatory, client specific, and ASI internal restrictions will be discussed and agreed with the client prior to engagement.

#### Separate Accounts

We will tailor our advisory services for an individual client, at its request, by accepting limitations or restrictions, which may include diversification requirements, benchmark deviation, industry concentration, restrictions prohibiting the purchase of certain securities or securities of certain types of issuers, prohibiting investments in certain countries or markets, and prohibiting the employment of certain investment strategies or techniques, or any other applicable restrictions. Investment limitations and restrictions, and their potential impact on account performance, are discussed with the client at the time the account is opened and are included in the client's investment management agreement ("IMA").

We may, directly or indirectly, and without notice to other investors, enter into "side letter" agreements with certain prospective or existing investors (including investors affiliated with AS AFL) granting them, among other things, greater portfolio transparency, fee waivers or reductions, future capacity rights in a fund, interests or shares having different voting rights or restrictions, reduced minimum subscription amounts, additional rights to reports and other information and other more favorable terms than the terms that are described in the relevant offering memorandum. The funds that enter into these arrangements have no obligation to offer such differing or additional rights, terms or conditions to all interest holders, and AS AFL may or may not offer similar differing or additional rights, terms or conditions to other clients in customized discretionary accounts it manages or to non-discretionary accounts to which it provides investment advice. In rare instances where AS AFL is provided with enhanced portfolio disclosure (including potentially material non-public information concerning the portfolio holdings of an underlying fund pursuant to a confidentiality agreement with the underlying fund or its manager), AS AFL will not be able to share information concerning such holdings or information or the fact of the existence of such a confidentiality agreement with advisory clients unless specifically authorized to do so by the underlying fund or its manager. The relevant markets, risks, strategy, benchmarks, fees, expenses and other investment details will be detailed in the offering memorandum of the vehicle.

Please also see the "Fees and Compensation" and "Brokerage Practices" items of this Brochure for more information.

#### Assets under Management

As of December 31, 2020, AS AFL managed \$2,680,102,791 on a discretionary basis. We do not manage any assets on a non-discretionary basis.

## Item 5 – Fees and Compensation

The rate of our advisory fee varies with the type of client, account or product, the asset class being managed, or the investment strategy employed. We may charge advisory fees based upon: (a) the net asset value of the account at the end of each billing period, (b) the unrealized or realized gain of the accounts during the billing or other specific period (i.e. a performance fee), or (c) any combination of (a) and (b).

ASAFI generally reserves the right, in our sole discretion, to negotiate advisory fees for any client or investor based on a variety of factors, including but not limited to, the size of the investment, the complexity of the investment strategy, the level of reporting and administrative operations required to service the account, and our relationship with the investor. For example, affiliates of ASAFI will generally pay lower management fees than unaffiliated investors. Generally, investment advisory fees for amounts in excess of \$250 million are negotiable. Generally, fees are paid monthly or quarterly in arrears based on assets outstanding at the close of each month, quarter or the average of the month-ends within a quarter, or in advance based on assets outstanding at the end of prior month or quarter, pursuant to the prospectus or other relevant offering document for the vehicle. We will either invoice clients for these fees, or in certain situations deduct these fees from the client's custody account. In some instances, fee schedules are negotiable and can vary depending on a variety of factors such as the client, size of the account, and the investment strategy selected.

We will not generally be required to provide notice to, or obtain the consent of, one client when waiving, reducing or varying fees or modifying other contractual terms with any other client. However, some clients may from time to time seek to negotiate most favored nation ("MFN") clauses in their investment management agreements with ASI. These clauses may require us to notify the MFN client if we subsequently enter into an investment management agreement with another client that offers more favorable pricing or other contractual terms than those currently offered to the MFN client. The applicability of an MFN clause will depend on the degree of similarity between clients, including the type of client, the scope of investment discretion, reporting and other servicing requirements, the amount of assets under management, the fee structure and the particular investment strategy (and therefore the relevant investment adviser) selected by each client. We have sole discretion over whether or not to grant any MFN clause in all circumstances. A conflict may arise if preferential treatment is given to clients who are paying higher fees. These circumstances raise a conflict of interest in that we may make decisions which would give an unfair performance advantage to one client over another. These decisions could include:

- allocate limited investment opportunities to the fund with the highest degree of performance incentive, or cause certain portfolios to trade ahead of others (i.e. front running),
- dedicate more resources to the identification and vetting of investment opportunities for the funds with the highest degree of performance incentive.

All advisory arrangements may be terminated by either party upon prior written notice, according to the termination provisions outlined in the investment management agreement. If a contract is terminated, all advisory fees are subject to a pro-rata adjustment based upon the date of termination. Upon termination of the agreement, any prepaid, unearned fee will be promptly refunded, and any earned, unpaid fees will be due and payable.

### Valuation of Assets

ASAFI will receive advisory fees generally based upon the value of the assets we manage. Therefore, we have an incentive for the value of those assets to increase. In the case of the private funds that we manage, including real estate, we have engaged third party administrators and/or valuation agents to provide valuations.

We may, from time to time, be asked to provide input into the valuation of certain illiquid or other hard to price assets. In these cases, the Valuation and Pricing Oversight team ("VPO") is charged with implementing an established hierarchy for the provision of information. The APT reports through the Operations function which is independent of the Portfolio Management function. The Fair Value Pricing Committee will review pricing determinations.

All of our private funds are audited by independent auditors who will test the validity of prices used by the funds. In addition, key valuation functions are within the scope of the Report of Internal Controls conducted pursuant to International Standard on Assurance Engagements (ISAE 3402).

One U.S. private fund, Standard Life Investments Global Absolute Return Strategies (“GARS”), has a dilution prevention levy which is described below.

#### Dilution Prevention Levy

When one of our multi-asset private funds, GARS, must buy (sell) underlying investments in response to subscription (redemption) activity by investors in the feeder funds, it will generally incur transaction costs which are not reflected in the price paid by (to) the investor. This effect is known as “dilution”. This cost may have an adverse effect on continuing investors’ interests. In order to prevent this adverse effect, a dilution prevention levy (“DPL”) may be imposed where a subscription for interests represents at least ten percent (10%) of the net asset value of GARS.

The board of directors or the general partner, as applicable, of the feeder funds is responsible for ensuring the consistent and fair implementation of the DPL.

Any DPL imposed shall be an amount which shall not exceed the estimated cost of dealing in the underlying securities, shall be offset against the subscription amount and shall become part of the Fund property.

Where a DPL is imposed, an investor who redeems its interest after a short period may not realize the amount originally invested, even in the absence of a fall in the value of the relevant investments. In particular, where a DPL is imposed upon redemption, investors should note that the percentage rate at which the DPL is calculated is based on the market value rather than the initial purchase value of the interests.

The decision to impose a DPL, or not, is in the absolute discretion of the board of directors or the general partner of the feeder funds (as applicable). The board of directors or the general partner, and their decision in relation to the imposition, or not, of a DPL is final. They cannot be held liable for the imposition or lack of imposition of any dilution prevention levy.

In no instance will the application of the DPL cause a gain for AS AFL, in financial or other terms.

#### Registered Investment Companies

AS AFL currently provides sub-advisory services for investment companies registered under the Investment Company Act of 1940 (“fund”). As such, we receive a portion of the advisory fee paid by the fund to the adviser. The accrual of advisory fees is reflected in the fund’s daily net asset value and paid monthly in arrears.

We serve in a sub-advisory capacity for U.S. and offshore investment companies both registered and unregistered that are managed by third parties. Fees for such services are negotiated with the manager, and may be set forth in the fund’s registration statement or other similar offering document.

AS AFL will cause the account to pay brokerage, spreads, and other transaction costs. Investors in registered funds will pay a suite of fees including investment advisory services, custody, legal/accounting, and other fees deemed appropriate by the fund’s board. A full discussion of fees is contained within the fund’s prospectus and statement of additional information.

#### Separate Accounts

All fees charged for the management of assets in a segregated mandate are negotiable. AS AFL reserves the right to negotiate fees based on, among other things, asset size, complexity of the asset class, costs of administration or service to the client, or relationship with the client. All fees charged to the account will be detailed within the IMA.

AS AFL will receive advisory fees for each billing period in arrears. Billing periods will vary depending on the client and/or investment vehicle, but in all cases would be disclosed within the IMA or fund offering documents, as applicable. We may consider alternative arrangements on request by the client.

In the management of accounts, AS AFL will cause the account to pay brokerage, spreads, and other transaction costs. Other common costs include legal, auditing, and custody. Generally, we would expect these costs to be at the discretion of these investors. The amount and timing of these fees will vary according to, among other things, strategy and investment structure. In all instances, costs which are controlled by AS AFL and paid by clients are considered in light of our fiduciary duty and our duty to seek best execution.

#### U.S. Private Funds and Non-U.S. Private Funds

As an investment manager to private funds, we may charge advisory fees based upon: (a) the net asset value of the account at the end of each billing period (i.e. AUM fees), (b) the unrealized or realized gain of the accounts during the billing or other specific period (i.e. a performance fee), or (c) any combination of (a) and (b). Billing periods will be monthly or quarterly with fees generally being paid in arrears. Advisory and all other fees are fully disclosed in the offering documents of the fund.

Private funds may gain exposure to asset classes through investments in underlying portfolios managed by AS AFL or its affiliates, subject to any regulatory restrictions applicable to particular client types, such as mutual funds or ERISA accounts. We have implemented controls to prevent the double-charging of advisory fees. AS AFL will cause the account to pay brokerage, spreads, and other transaction costs. Other common costs include legal, auditing, and custody. The amount and timing of these fees will vary according to, among other things, strategy and investment structure. In all instances, costs which are controlled by AS AFL and paid by clients are considered in light of our duties under the relevant regulatory authority (e.g. FCA), including our duty to seek best execution.

#### Private Market Funds

Investors and prospective investors should review the confidential private placement memorandum, limited partnership agreement and other governing documents (collectively, the “Governing Documents”) of each Private Market Fund in conjunction with this brochure for complete information on the fees and compensation payable with respect to that particular Private Market Fund. “Private Market Funds” include private equity, venture capital and real assets fund of funds, as well as Private Credit and the Asset Manager Minority Investments (“AMMI”) strategy, which focuses on acquiring direct minority equity interest in alternative asset managers. Different Private Market Funds and advisory accounts may be subject to different management fees and performance-based compensation arrangements. In certain circumstances, the advisory fees payable to AS AFL by individual investors are negotiable and waived for certain investors. Investors and prospective investors in each Private Market Fund should note that similar advisory services may (or may not) be available from other investment advisers for similar or lower fees.

Fees charged by AS AFL to separate account or investment advisory clients vary from client to client depending on the type, size and complexity of the client account. In general, such fees may include a management fee (which is generally calculated as a percentage of the notional value of the separate account portfolio or client commitment) and/or a performance-based compensation arrangement.

AS AFL is authorized under the Governing Documents to charge and deduct advisory fees directly from the assets of the Private Market Funds. Payments of advisory fees are generally made quarterly in advance and in accordance with the terms set forth in the Governing Documents. Please refer to the Governing Documents of each of the Private Market Funds for complete information on the timing of advisory fee payments.

AS AFL will typically charge and deduct advisory fees directly from its separate account or investment advisory clients pursuant to the contracts entered into with such clients. Payments of advisory fees will generally be made quarterly in advance and in accordance with the terms of such contracts. Upon termination of any client advisory relationship with AS AFL any prepaid, unearned advisory fees will be promptly refunded to the client and any earned, unpaid fees will be due and payable.

In addition to the advisory fees and performance-based compensation payable to AS AFL, each client invested in certain Private Market Funds will generally incur certain charges imposed by AS AFL and/or third parties, including (but not limited to): legal, auditing, consulting, financing, accounting (including, without limitation, accounting software), independent appraisal, valuation, administration and custodian fees and expenses; expenses associated with preparing, printing and distributing communications and reports to investors and



monitoring Private Market Fund portfolio activity, including the Private Market Funds' financial statements, tax returns and K-1s (including, third party expenses in connection with tax preparation, financial statements and other accounting or similar administrative functions); costs of developing, licensing, implementing, maintaining or upgrading any web portal, extranet tools, computer software or other administrative or reporting tools (including subscription-based services) for the benefit of the Private Market Fund or investors; out-of-pocket expenses incurred in connection with transactions not consummated; expenses of the Private Market Fund's Advisory Board (including, without limitation, its independent legal counsel and/or other consultants as permitted pursuant to the relevant Private Market Fund's Governing Documents) and annual or special meetings of the Private Market Funds' and/or their limited partners (including, without limitation, travel-related expenses, setup, room and board, dining and entertainment and other related expenses in connection with attendance with the foregoing); premiums for insurance (including director and officer liability) obtained by a Private Market Fund to protect such Private Market Fund, its general partner, and/or any of their affiliates, directors, officers, employees or agents in connection with the activities of the Private Market Fund; fees, costs and expenses incurred in connection with the Private Market Funds' legal and regulatory compliance with U.S. federal, state, local, non-U.S. or other law or regulation; compliance with Foreign Account Reporting Regimes, the AIFM Directive (including the appointment of a depository or other agents), (and the preparation and administration of any reports, disclosures, filings or notifications prepared in accordance with the foregoing) or in connection with complying with provisions of the Private Market Funds' Governing Documents or any side letter or similar agreements; interest on, and fees and expenses arising out of, all borrowings made by the Private Market Funds and entities formed to facilitate investments, including, but not limited to, the costs and expenses incurred in arranging, negotiating, structuring, entering into and amending any credit facility and of any lenders, investment banks and other financing sources; other expenses associated with the investigation, evaluation, acquisition, holding or disposition of investments, including extraordinary expenses (such as litigation or threatened litigation involving the client or the general partner of a Private Market Fund and its affiliates or investigations undertaken by governmental entities, if any), costs of attending meetings of investments and/or with representatives thereof and travel-related expenses in connection with the foregoing; any other extraordinary expense of the Private Market Funds, including fees and expenses associated with any pending or threatened litigation, audit, investigation, administrative or other proceedings, settlement or review of the business or activities of the Private Market Funds and certain indemnification expense or liability relating to the Private Market Funds' affairs; any taxes, tax fines incurred for late state filings resulting from failure to receive underlying tax forms, fees or other governmental charges levied against the client or the separate account vehicle; certain organizational expenses (as described below); bank service fees, investment banking fees, registration fees and expenses, title fees, commissions or brokerage fees, financing fees, finders' fees or similar charges incurred in connection with the purchase and sale of securities; expenses incurred in connection with the managed distribution of marketable securities; public notice or communication costs; fees, expenses or costs for activities with respect to protecting the confidential or non-public nature of any information or data; costs incurred in connection with the default by an investor in the payment of any capital contributions; unreimbursed costs and expenses incurred in connection with any transfer or proposed transfer of interests in a Private Market Fund; fees attributable to ancillary, operational, strategic or financial support provided to any actual or prospective portfolio investment of a Private Market Fund; private placement or finders' fees paid to placement agents, finder or other third-parties; taxes assessed against the client or the general partner of a Private Market Fund in respect of advisory fees (e.g., any sales or value added tax on services, should such a tax become applicable); and costs of dissolving and liquidating a Private Market Fund (or a separate account vehicle).

Organizational expenses for which a Private Market Fund may be responsible include any fees, costs, or expenses incurred by the Private Market Fund's general partner, Service Provider, or affiliate thereof, the Private Market Fund and any parallel fund, or entity related to the Private Market Fund or parallel fund, but only to the extent that such items are attributable to the organization of such Private Market Fund, parallel fund, or any entity related to such Private Market Fund or any parallel fund (including but not limited to the Private Market Fund's general partner), or the offer of and sale of interests in such Private Market Fund or any parallel fund to the investors or prospective investors of such funds, including, without limitation, costs, or expense relating to reasonable travel, legal fees and expenses relating to organizational and Governing Documents, prospectuses, diligence responses, disclosure documents, legal opinions, side letters and similar agreements, consulting or other advice needed as a result of making funds available to investors outside of the United States, accounting fees and expenses, any costs and expenses relating to compliance with the AIFM Directive, printing fees and expenses, and filing fees.

In addition, each private investment fund in which a Private Market Fund, a separate account client or an investment advisory client acquires an interest will generally pay advisory fees, performance-based compensation and/or other fees and expenses to an investment adviser and/or general partner that are not affiliated with ASAFL. Compensation and expenses paid to ASAFL, as the case may be, for investment advisory services are separate and distinct from the advisory fees, performance - based compensation and expenses charged by the independent investment advisers or general partners of the private investment funds in which Private Market Funds, separate account clients or investment advisory clients invest.

Certain Private Market Funds may offer to provide investors with liquidity at the tail-end of a Fund's life by offering investors the opportunity to sell their interests to prospective secondary private market investors ("Prospective Buyers"). This process is referred to as a "tail-end sale." The offer comes after ASAFL's consultation with the Fund's Advisory Board and a bidding process for Prospective Buyers by ASAFL. Any sales price is expected to be at a discount to NAV of the Fund but will depend on a number of factors, including market demand. In general, as a condition to participating in a tail-end sale, ASAFL and each Prospective Buyer agrees that, pursuant to terms that may amend or modify the Fund's Governing Documents, ASAFL may charge and allocate, solely to the Prospective Buyers, a per annum management fee based on the fair market value of the Prospective Buyer's acquired interests (the "Secondary Buyer Fee"). Any Secondary Buyer Fee will be borne solely by the Prospective Buyer and will not be borne by any investor choosing not to sell its interest. Proportionate expenses incurred by the Private Market Fund and the general partner in the transaction may be borne by the selling investor. Investors are not required to sell their interests and may elect to continue to hold their interest in the Private Market Fund without material change to their rights under the Governing Documents. The specific terms and conditions of any prospective tail-end sale will be disclosed in advance to all investors.

This arrangement may create an incentive for ASAFL to promote a tail-end sale to Prospective Buyers. However, ASAFL makes no recommendations to clients on whether or not to participate in the tail-end sale. For investors seeking liquidity, we believe a tail-end sale is a useful mechanism by which such investor may receive liquidity in a timely and cost efficient manner without the need to seek offers on the secondary market. For investors seeking to retain their economic exposure to the Private Market Fund, the tail-end sale is optional, allowing them to decline to participate or to continue to potentially benefit from realizations of the underlying portfolio funds.

Neither ASAFL nor any of its affiliates receive any compensation as broker or agent for the sale of securities or other investment products to any Private Market Fund, separate account client or investment advisory client.

Factors ASAFL may consider in negotiating fees or other terms to which any investor may be subject may include, without limitation, the nature of the services required, the extent of reporting or other administrative services required, the type of assets invested, the amount of assets invested, ASAFL's prior relationship with the applicable investor or its affiliates, other investments with ASAFL by the applicable investor or its affiliates, the other terms to which the investor's investment with ASAFL would be subject and the impact such special terms might have on other investors.

#### Other Fees

ASAFL may have different fee schedules for products and services offered in other jurisdictions outside of the U.S.

We examine fee ranges and average fees using comparative universes. Terms are negotiated on a case by case basis.

In addition to the advisory fees discussed above, clients may incur additional fees related to the services we provide. Clients may incur the fees and expenses charged by the custodian of client assets managed by us, as well as brokerage and other transaction costs associated with securities trades that we order on behalf of the assets in a client account.

We occasionally invest client assets in other products that we or an affiliate may also advise.

For an additional discussion of brokerage and other transaction costs, please refer to Item 12 - Brokerage Practices of this Brochure.

## **Item 6 – Performance-Based Fees and Side-by-Side Management**

### Performance Fees

As discussed in Item 5 above, we may enter into IMA's or offer products which call for fees based on the assets of the client account, performance of the account, or a combination of both. Performance fees will only be used in compliance with Rule 205-3 of the Investment Advisers Act of 1940. In the U.S., such fees would only be discussed and offered to Institutional Investors.

The existence of such a performance-based fee may create conflicts of interest in the allocation of management time, resources and investment opportunities between different strategies. Additionally, collecting performance-based fees may result in instances in which a portfolio manager concurrently manages accounts with different fee structures for the same strategy. This is referred to as "side-by-side" portfolio management and, in these instances, we will not determine allocations based on whether we are participating in a trade or on the fee structure of the managed accounts participating in the trade. Furthermore, we may seed investment vehicles and make co-investments along with clients invested in property funds, direct property investments, or other private fund investments.

The potential management of different types of accounts and accounts with different fee arrangements for the same strategy may give rise to potential conflicts of interest. Registered funds, for example, generally pay management fees based on a fixed percentage of assets under management, while separate accounts and private funds potentially may have more varied fee structures, including performance-based incentives. Where performance is good, performance-based fee clients may be charged fees higher than the industry standard. We may have a material incentive to favour certain, more lucrative accounts over those that may be less lucrative. Additionally, we may have a material incentive to favour accounts in which we, or our affiliates, have significant proprietary interest. For example, we have an incentive to allocate better-performing securities to those accounts subject to performance fees rather than to those which are not. These performance fees may also incentivize the portfolio manager to take riskier positions than would have otherwise been initiated. Additionally, the calculation of performance fees is based upon a number of factors both within and out of our control. To mitigate these conflicts, we have adopted policies and procedures to ensure that investment decisions are made based in the best interests of our clients and without consideration of our financial interests.

ASI's policies generally prohibit Portfolio Managers from trading in conflict with themselves – specifically, across same strategy accounts that they manage. Generally, Portfolio Managers are prohibited from taking an "inconsistent position", or from holding the same security long in some accounts and short in others, unless they are materially underweight in a long only account that must hold that security at some level for benchmark tracking purposes (as this would not appear to represent a conflict of interest). Portfolio Managers may, however make different investment decisions for the same security or credit for different strategies they manage, as appropriate.

In the event that a potential conflict of interest is identified, the Department Head and the Risk and Compliance Department will discuss the conflict and take appropriate corrective action. Risk and Compliance will also review the procedures in such instances to ensure that they are appropriately crafted to identify similar future conflicts of interest.

From time to time, ASI, its directors, officers, employees or affiliates ("affiliated persons") may, directly or indirectly, have interests in securities owned by or recommended to our clients. As these situations may represent a potential conflict of interest, we have adopted a Code of Ethics ("Code") in compliance with the requirements of Rule 17j-1 adopted under the 1940 Act and Sections 204A and 206 of the Investment Advisers Act of 1940, as amended (the "Advisers Act"), to govern personal transactions by directors, officers, and advisory personnel of ASI ("Access Persons"). For further detail on ASI's Code, please refer to Item 11 of this Brochure.

We also monitor for conflicts by implementing "best execution" trading procedures and reviewing account allocation and performance.

In the case of certain real estate funds portfolio management teams receive compensation directly relating to the performance of the funds. Where this is not the case with other funds, there exists a conflict of interest

where the portfolio manager be personally incentivized to favour one fund over another (including those conflicts listed directly above). This conflict is heightened in any case where the portfolio manager serves as the supervisor to other portfolio managers on the teams. Additional controls and oversight have been put in place to mitigate these conflicts. These additional controls include oversight of investment decisions by the appropriate fund governance teams as well as the Risk and Compliance Team.

ASAFI or an affiliate may provide concurrent advisory services to client accounts that are not charged a performance-based fee or allocation by ASI's related persons and client accounts that are charged a performance-based fee or allocation by a related person of ASI. ASAFI or an affiliate may also provide concurrent advisory services to private market funds, and/or separate account or investment advisory clients that are charged different performance-based fees or allocations and, in certain cases, ASAFI or an affiliate may only be permitted to take a performance-based fee or allocation from a private market fund, or separate account client or investment advisory client after the applicable investors or client received a preferred return on their committed or contributed capital. Additionally, the General Partner may, in its discretion, agree to special terms regarding carried interest with respect to certain Partners including, without limitation, ASI employees, ASAFI affiliates, and certain Limited Partners with significant capital commitments to the Fund. As a result, the potential for ASI's related persons to receive different fees or allocations from performance-based accounts creates a potential conflict of interest with respect to the allocation of investment opportunities because ASAFI may have an incentive to direct the best investment ideas to, or to allocate investments in favor of, the account that pays a more favorable performance fee or allocation.

To mitigate this potential conflict of interest, allocation of commitments and investment decisions with respect to investment opportunities are made by ASAFI or an affiliate for all private marketfunds, and separate account and investment advisory clients in accordance with ASAFI's investment allocation policies. With respect to investment opportunities that are appropriate for more than one client including a Fund and/or a separate account or investment advisory client, the investment allocation policies takes into account multiple criteria, including but not limited to the investment objectives and strategies of each applicable client, differences with respect to the available capital, size, and remaining life of the applicable clients, differences in risk profile at the time the opportunity becomes available, potential conflicts of interest, the nature of the security or the transaction, and current and anticipated market conditions. In the event the investment opportunity is suitable for more than one client, ASAFI will derive an allocation that, over a period of time, is fair and equitable to each applicable client relative to other clients, taking into account all relevant facts and circumstances. Prospective investors should refer to the Governing Documents of the Private Market Funds for more details on investment allocation decisions among the Private Market Funds.

## **Item 7 – Types of Clients**

### Clients

Our client base comprises a variety of institutional clients, including corporate plans, non-profit organizations, public plans, governments, private investors, multi-employer plans, financial institutions, intermediaries, sub-advised funds and pooled investment vehicles, encompassing both affiliated and unaffiliated U.S. and non-U.S. Registered Funds and U.S. and non-U.S. unregistered funds, among others. The requirements for opening any account will vary depending on the type of product and type of client. We have minimum account size requirements for certain accounts which may be waived at our discretion. Please refer to Item 5 of this Brochure for additional information on minimum account size requirements.

### Privacy Policy

We recognize and respect the privacy concerns of our customers. We are committed to protecting the privacy of client information and will not disclose any non-public personal information about our customers or former customers to anyone, except as permitted by law. In order to service your account and effect your transactions, we may provide your personal information to our affiliates and to financial service providers that assist us in servicing your account and have a need for such information, such as a broker-dealer, custodian or administrator. We may also provide client information to a third party in situations where clients have given us consent to do so, at the request of a regulator or where we are required to disclose the information by law or regulation. We require third-party service providers and financial institutions with which we have joint marketing arrangements to protect the confidentiality of your information and to use the information only for the purposes for which we disclose the information to them. We maintain physical, electronic and procedural safeguards that comply with federal standards to guard your non-public personal information. We have adopted privacy policies and procedures that are designed to prevent the unauthorized disclosure and use of client non-public personal information.

## **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

### **Methods of Analysis and Investment Strategies**

We utilize various investment approaches when managing discretionary client accounts and providing recommendations to non-discretionary clients. We have described below the various methods of analysis and investment strategies, as well as the primary risks associated with the investment strategies. These include Equities, Fixed Income, Alternative Investment Strategies (Hedge Funds), Multi Asset Solutions, Quantitative Investment Strategies, Client Solutions Group, Real Estate, US Venture Capital, US Private Equity, International Private Equity & Venture Capital, Real Assets and Private Markets.

#### **Equities**

At ASI, we believe that deep fundamental research into companies, mediated through team debate and a rigorous stock selection process, is the key to unlocking investment insight and driving investment returns in portfolios. We utilize a bottom-up, fundamental stock-picking approach, where sector, regional and country allocations are a residual of our bottom-up stock selection decisions, constrained by appropriate risk controls.

Our scale affords coverage of a wide and dynamic universe, with in-depth, locally-sourced insights. We have approximately 140 highly experienced equity professionals across the world, each engaged in fundamental stock research and insight generation.

Research coverage is organized on a sector basis, with analysts developing expertise which enables them to identify investment opportunities through fundamental knowledge at both the sector and stock level. We also use quantitative screening tools and risk tools to help us identify interesting stock opportunities and the most appropriate coverage universe.

Environmental, social and governance (ESG) considerations are core to our approach. By actively engaging with companies on ESG issues and fully integrating these insights into our stock research and decision making, we aim to enhance investor returns and reduce risk.

To leverage the benefits of our research resources, our equity teams use a common investment language and research framework that structures how we express our thinking on companies. Our investment ideas are subject to peer review, both at regular meetings and on an ad hoc basis. This facilitates the effective articulation of research insights.

The generation of research insights combined with rigorous peer review allows our fund managers to effectively assess the investment potential of companies for any of our distinct client outcomes.

Portfolios are built from the bottom up, prioritizing high conviction stock ideas in a risk aware framework. Portfolio risk budgets are derived from our clients' investment objectives and required outcomes.

As active equity investors we express our research views through a principled portfolio construction process which actively takes appropriate and intentional risk to drive return. The largest component of our active risk will be stock-specific along with appropriate levels of diversification. We use a variety of both proprietary and external quantitative tools to support this decision making. Our risk systems monitor and analyze risk exposures across multiple perspectives. We are able to break down the risk within the portfolio by industry and country factors, by currency and macro factors, and by other fundamental factors (quality, momentum, etc). We can thus highlight the stocks with the highest marginal contribution to risk and the largest diversification benefit which can be usefully combined with our view of the return we expect from each stock. We also have pre-trade functionality which can simulate changes to our current portfolio and assess how any changes would impact the overall risk profile of the fund. We can then manage that risk with the objective of maximizing risk-adjusted returns and ensuring appropriate diversification. Continuous coverage and monitoring of both the company fundamentals and price action allow us to review any stock's position in the portfolio.

## **Fixed Income**

Our investment teams seek to generate investment alpha within their specialist areas utilizing a foundation of fundamentally-driven research. Strategies are tailored to meet individual portfolio and client objectives and benefit from independent risk monitoring and oversight.

### **Key points**

- Active management, operating globally, aiming to deliver outperformance
- Using diversified sources of added value to improve risk-return profiles
- Specialist decision makers, working within allocated risk budgets.
- Collaborative research process with global perspective
- Derivatives capability for both active and liability management

### **Active management**

We give our client added value by exploiting market inefficiencies in interest rates, currency, investment grade credit, emerging market debt and high yield. ASI has dedicated portfolio managers and analysts in the United Kingdom, Europe, North America and Asia/Australia that operate as close-knit teams, delegating investment decision-making to specialists, depending on their knowledge and expertise.

### **Flexible and disciplined investment process**

Our investment structure enables us not only to follow a disciplined investment process while allowing flexibility to manage portfolios for a wide variety of client requirements. This may range from strategies which employ multiple sources of uncorrelated returns to those that are focused on a particular specialist area.

### **Diverse solutions**

Fixed income is not a static area. Many clients are moving to higher performance or core plus mandates, with others moving away from market-based indices and the use of liability driven benchmarks. We aim to deliver superior performance across the full range of our fixed income capabilities. We also use derivatives, such as interest rate and credit default swaps, to add value and match liability exposures.

### **ESG Considerations**

ESG considerations also represent a core component of our approach as it relates to Fixed Income. By actively engaging with companies on ESG issues and fully integrating these insights into our credit research and decision making, we aim to enhance investor returns and reduce risk.

## **Alternative Investment Strategies (Hedge Funds)**

We consider hedge fund strategies as a set of investment trading strategies that can offer potential diversification benefits for investors in traditional asset classes. Due to the potential non-traditional nature of hedge strategy returns, performance is not necessarily correlated with traditional investment markets or indices, such as equities or bonds. We believe that, through understanding the properties and behavior of different strategies; portfolios can be created that are not solely dependent on market direction for returns. Such investments can therefore be potentially diversifying for investors in traditional asset classes.

In constructing portfolios, we believe one of the key focuses should be the understanding, monitoring and management of risk. Risk exposures and market sensitivities must be appropriate to the longer-term investment objective. We also believe that value can be added through active portfolio management to reflect strategic and tactical views and opportunities. Throughout the investment process, we believe that the best outcomes are delivered by making team-based, high-conviction decisions.

Our approach:

We have a long track record of building multi-manager hedge fund portfolios. We do this through:

- Proprietary research and understanding prospective managers and their strategies well. This is how we understand the investment proposition and develop conviction in a manager's ability to deliver on their stated investment strategy.
- Conduct proprietary style and strategy research to develop views on different strategies, their potential return characteristics and the underlying drivers of their future returns.



- Thoroughly investigate the non-investment risks associated with various investments, and do not invest if these risks are deemed too high regardless of the perceived strength of an investment proposition.
- Assess the collective risks in a portfolio of strategies and managers.
- Understand the overall exposures in your portfolios and ensure they reflect your investment views and the portfolio objectives. While individual investments may reflect appropriate risk exposures, the aggregated portfolio may not be appropriately weighted.
- Committee based approach to portfolio management and construction, led by the team's Governance and Investment Committee.

We view alternative risk premia as an extension of traditional hedge fund strategies which can exist due to behavioural biases, investor constraints, mispricing of risk and differences in adoption of new information. The risk premia have been evidenced through detailed academic research but has also been captured for many years by both discretionary and systematic/quantitative hedge fund managers. Individual risk premia can be used as building blocks to achieve exposure to specific risk factors or combined to create cost effective, transparent and liquid solutions for investors looking for exposure to alternative sources of return. Investing in alternative risk premia requires considerable investment due diligence, risk management and well-resourced operational capabilities. Our philosophy can broadly be described by the following themes:

- Undertake proprietary research to fully understand the validity of a particular risk premia strategy before using it as a component of a portfolio.
- Through our proprietary style and strategy research develop views on different risk premia strategies, to ascertain their likely return characteristics and the underlying drivers of their future returns. This research also drives our understanding of how different risk premia strategies are likely to perform in different environments and scenarios.
- Thoroughly investigate operational/non-investment risks.
- Strategic Asset Allocation: follow a quantitative, risk-based portfolio construction process to form a long-term strategic asset allocation to risk premia strategies.
- Continuously assess investment related risks as we recognise these are both dynamic and multi-dimensional.

## **MultiAsset Solutions**

Our multi-asset experts are supported by over 1,000 asset class specialists around the world, maintaining deep and continuous insight into equities, fixed income, real estate and alternatives., combining this with an expertise in the structuring and implementation of derivative strategies for risk mitigation and return enhancement. Our collaborative team ethos ensures insight is fully and effectively shared so we can create outcome-focused portfolios comprising the most compelling opportunities we can find across markets and asset classes.

Our multi-asset solutions include:

- absolute return strategies that aim to deliver positive annualised returns regardless of market direction
- dynamic multi asset allocation strategies that seek to generate equity-like returns over the medium term with less volatility than investing only in equities
- diversified asset strategies generating income or capital appreciation through a broad range of traditional and alternative asset classes including listed private assets,
- risk-based portfolios that are tailored to provide investors with an investment based on their preferred investment style and tolerance to risk
- traditional balanced portfolios that spread investment across a range of different asset classes to outperform a defined benchmark or outcome
- liability-driven investment (LDI) and cashflow-driven investment (CDI) strategies that aim to match all current and future liabilities through actively and passively managed hedging techniques

## **Real Estate and Real Assets**

### **Real Estate Multi-Manager (“REMM”)**

ASI’s investment philosophy in real estate reflects the general approach that ASI adopts across all asset classes. The core aspects of this are as follows:

- We can manage risk, we cannot manage market returns. This means every investment decision is essentially a risks bundle selection decision. We think long-term, taking advantage of short-term, irrational behavior.
- We follow a process, which does not allow distraction from long-term goals. Our process is global, but implemented locally. This provides a common language for team-based decision making.
- We build high-conviction portfolios, bottom up. We do our own research, only investing in what we understand.
- We invest on the basis of quality.

The focus on risk selection is encapsulated in the investment thesis approach – a comprehensive understanding of macro and capital markets risk factors like interest rates and capital flows on the one hand, and fundamentals and micro risk factors like supply and demand on the other, to select at every point in the cycle, the appropriate risks bundle. This in turn leads to an understanding of the return drivers of a strategy, and an awareness of when to realise those returns.

The focus on risk management and investment thesis define our investment philosophy and approach. In investment execution and process, we are defined by quality.

At ASI, the starting point to any mandate is an open and transparent discussion with the client to understand the investment objectives and decide the investment parameters, including risk tolerance. We believe that an open discussion is an important first step to building our relationship with our clients, and that a transparent process on an on-going basis is necessary for a successful long-term partnership.

Once the investment objectives and parameters are agreed, we will begin portfolio construction, the starting point of which is our “read” of the markets globally, i.e. understanding where the different cycles are at for all the major markets in which we are looking to invest, i.e. the interest rate, capital value, rental value and construction cycles, and assessing what types of risks we want to take in the short, medium and long term based on how we think those risks will be compensated. We incorporate the macro views of our Real Estate Research and Investment Strategy team, which considers if a market is over- or under-priced, and where opportunities are. From these macro analyses, we then drill deeper into identifying where the best risk-adjusted opportunities are in each market currently and may arise in the near future, which we articulate through our investment thesis. At ASI, every investment has to be underpinned by a clear investment thesis.

Research is an integral part of our process. All our research is carried out in-house and our focus is always on the practical application of research for the benefit of investments and clients. The REMM team is actively engaged in market research activities, working in collaboration with the Real Estate Research and Investment Strategy team. While our research involves inputs from external sources, all our research outputs including interpretation, modelling and house views are carried out internally.

### **Real Assets**

This strategy aims to provide investors with options for investing across the real assets continuum. This strategy focuses on natural resources funds (including funds with a focus on energy, timber, agriculture, commodities, and/or other natural resources) and private real estate (including distressed real estate). The funds also invest a portion of their portfolios in co-investments and may also invest in opportunistic secondaries

## **Private Markets**

Private Market investments, and potential Private Market investments, are analyzed based upon the investment strategy and focus of the underlying funds, the relevant experience of the underlying funds' managers, the past performance of related funds, if any, and any other methods deemed appropriate by the firm.

## **U.S. Venture Capital**

The primary investment objective of this strategy is to provide access to U.S. venture capital funds (and, in certain circumstances, venture capital funds in select developed regions outside of the United States) and to selectively provide exposure to emerging venture capital funds that meet the standards for inclusion in its portfolios. ASI Venture Partner funds may also opportunistically invest a portion of their portfolios in co-investments and secondaries.

## **U.S. Private Equity**

This strategy aims to invest in a diversified portfolio of lower middle market turnaround, value buyout and growth capital funds primarily based in the U.S. Aberdeen U.S. Private Equity funds may also opportunistically invest a portion of their portfolios in co-investments and secondaries.

## **International Private Equity and Venture Capital**

This strategy is focused on investing in a balanced portfolio of non-U.S. private equity and venture capital managers, primarily focusing on managers based in the European Union and Asia, with select strategic exposure to other non-U.S. markets. Additionally, we manage funds to invest in a balanced portfolio of leading Asian private equity and venture capital managers. ASI International Private Equity and Venture Capital Funds may also opportunistically invest a portion of their portfolios in co-investments and secondaries.

## **Investment Strategy Risks**

As with any investment, there is no guarantee that a portfolio will achieve its investment objective. Investing in securities involves risk of loss that clients should be prepared to bear. However, clients should be aware that not all of the risks listed below will pertain to every account as certain risks may only apply to certain strategies. It is not possible to identify all of the risks associated with investing and the particular risks applicable to a client account will depend on the nature of the account, its investment strategy or strategies and the types of securities held. Given the volume of new rules and regulations in the industry, we are continuously reviewing the application of our risks.

While we seek to manage accounts so that risks are appropriate to the strategy, it is often not possible or desirable to fully mitigate risks. Any investment includes the risk of loss and there can be no guarantee that a particular level of return will be achieved. Clients and other investors should understand that they could lose some or all of their investment and should be prepared to bear the risk of such potential losses. Clients and other investors should read carefully all applicable informational materials and offering/Governing Documents, including offering memorandums and prospectuses prior to retaining ASI to manage an account or investing in any ASI investment product.

Clients and other investors should be aware that while ASI does not limit its advice to particular types of investments, mandates may be limited to certain types of securities or to the recommendation of investment advisers or managed funds, and may not be diversified. The accounts managed by ASI are generally not intended to provide a complete investment program for a client or investor. Clients and other investors are responsible for appropriately diversifying their assets to guard against the risk of loss.

Below is a summary of the material risks associated with our significant strategies and methods of analysis. Not all possible risks are described below.

**Absolute Return Strategy Risk** – Absolute return funds employ certain techniques that are intended to reduce risk and volatility in the portfolio and provide protection against a decline in the fund's assets. They are not designed to outperform stocks and bonds in strong markets and there is no guarantee of positive returns or that the Fund's objective will be achieved.

**Adjustable Rate Risk** – Adjustable rate securities are securities that have interest rates that are reset at periodic intervals, usually by reference to some interest rate index or market interest rate. Some adjustable rate securities are backed by pools of mortgage loans. Although the rate adjustment feature may act as a buffer to reduce sharp changes in the value of adjustable rate securities, these securities are still subject to changes in value based on changes in market interest rates or changes in the issuer's creditworthiness. Because the interest rate is reset only periodically, changes in the interest rates on adjustable rate securities may lag changes in prevailing market interest rates. Also, some adjustable rate securities (or, in the case of securities backed by mortgage loans, the underlying mortgages) are subject to caps or floors that limit the maximum change in interest rate during a specified period or over the life of the security. Because of the resetting of interest rates, adjustable rate securities are less likely than non-adjustable rate securities of comparable quality and maturity to increase significantly in value when market interest rates fall.

**Allocation Risk** – The allocation among different investment opportunities may have a significant effect on a portfolio's value when one of these investments is performing more poorly than others. There will be transaction costs which may be significant over time because both the direct investments and derivative positions will be adjusted periodically to reflect our view of market and economic conditions. In addition, there is a risk that certain allocation decisions may not achieve the desired results and, consequently, a portfolio may incur losses.

**Bank Loans** – Bank loans include floating and fixed rate debt obligations. Floating rate loans are debt obligations issued by companies or other entities with floating interest rates that reset periodically. Floating rate loans are secured by specific collateral of the borrower and are senior to most other securities of the borrower (e.g., common stock or debt instruments) in the event of bankruptcy. Floating rate loans are often issued in connection with recapitalizations, acquisitions, leveraged buyouts, and refinancing. Floating rate loans are typically structured and administered by a financial institution that acts as the agent of the lenders participating in the floating rate loan. Floating rate loans may be acquired directly through the agent, as an assignment from another lender who holds a direct interest in the floating rate loan, or as a participation interest in another lender's portion of the floating rate loan.

**Borrowing Risk** – Borrowing creates leverage. The use of leverage may subject investments to additional risk and could magnify losses. It also adds to any given portfolio expenses, and at times could effectively force a portfolio to sell securities when it otherwise might not want to do so.

**Business Continuity Risk** – We have adopted a business continuity plan to maintain critical functions in the event of a partial or total building outage affecting our offices or a technical problem affecting applications, data centers or networks. The plan is designed to limit the impact on clients from any business interruption or disaster, including those related to third party service providers. Nevertheless, our ability to conduct business may be curtailed by a disruption in the infrastructure that supports our operations and the regions in which our offices are located. While ASI and its service providers have established business continuity plans in the event of, and risk management systems to prevent, such incidents, there are inherent limitations in such plans and systems, including the possibility that certain risks have not been identified.

The firm may be subject to adverse effects caused by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred). A pandemic, epidemic or other public health concern, natural disaster, the occurrence of terrorism, military, geopolitical and other actions, may result in loss of life, property damage, and disruptions to commerce and reduced economic activity. Investments may be adversely affected by declines in the equity markets, changes in interest rates, reduced liquidity and economic activity caused by force majeure events. Additionally, events that impact infrastructure (physical infrastructure, telecommunications, transportation) could have a material effect on sales, liquidity and the ability for the firm to perform its obligations to clients.

The illness caused by a novel coronavirus (COVID-19) has resulted in a global pandemic and major disruption to economies and markets around the world, including the United States. Financial markets have experienced extreme volatility and severe losses, and trading in many instruments has been disrupted. Liquidity for many instruments has been greatly reduced for periods of time. Some interest rates are very low and in some cases yields are negative. Some sectors of the economy and individual issuers have experienced particularly large losses. These circumstances may continue for an extended period of time, and may continue to affect adversely the value and liquidity of the fund's investments. The ultimate economic fallout from the pandemic, and the long-term impact on economies, markets, industries and individual issuers, including the Funds, are not known.

Cash Flow Risk – The yields available from equity investments in real estate depend in large part on the amount of income generated and expenses incurred. If the investments do not generate revenues sufficient to meet operating expenses, including debt service, tenant improvements, leasing commissions and other capital expenditures, clients may be required to fund or borrow additional amounts to cover fixed costs, and the cash flow of such client account (and, with respect to investment funds, its ability to make distributions to shareholders) will be adversely affected. Although each client will be investing in a range of investments, all real estate investments are speculative in nature and the possibility of partial or total loss of capital exists.

Co-Investment Opportunities – With respect to Private Market Funds, from time to time, ASAFL may, in its sole discretion offer co-investment opportunities to select clients. ASAFL is not expected to offer co-investment with respect to all of a Private Market Fund's investments, and may allocate any such opportunities in its sole discretion, including for example, on the basis of contractual rights to co-investments provided to some but not all clients, and the size of investor commitments to the funds, vehicles, and separately managed accounts. The allocation of co-investment opportunities may involve a benefit to ASAFL including, without limitation, fees or carried interest from the co-investment opportunity and capital commitments to other Private Market Funds. ASAFL may form committed co-investment vehicles both during and following a Private Market Fund's fundraising period to participate alongside a Private Market Fund in investment opportunities that ASAFL has determined in good faith exceed prudent diversification levels for such fund. The capital committed to such co-investment vehicles would not be included in the overall size limitation on a Private Market Fund's investment program. Further, it is possible that funds managed by ASI may compete with each other for the same limited co-investment opportunities..

Collateralized Loan Obligations ("CLOs") – CLOs are trusts or other special purpose entities that are backed by a pool of loans. Such loans may include domestic and foreign senior secured loans, senior unsecured loans and subordinate corporate loans, some of which may be below investment grade or equivalent unrated loans. CLOs issue classes or "tranches" that vary in risk and yield, and may experience substantial losses due to actual defaults, decrease of market value due to collateral defaults and disappearance of subordinate tranches, market anticipation of defaults, and investor aversion to CLO securities as a class. The risks of CLOs depend largely on the type of the underlying loans and the tranche of CLOs in which the client invests. In addition, CLOs carry risks including interest rate risk, credit risks and default risk. Certain CLOs may not hold loans directly, but rather, use derivatives such as swaps to create "synthetic" exposure to the collateral pool of loans.

Commitment Strategy Risks – With respect to Private Market Funds, ASAFL may expect certain funds in which it invests to draw down less capital than a client has committed to those funds. If the relevant ASI related person decides it is in the best interest of the client to fully deploy the total capital commitments of the client, such ASI related person may make aggregate commitments to funds that exceed the aggregate capital commitments of the client. Although ASAFL and its affiliates will monitor cash flow projections closely, there can be no assurance that any client will be able to meet all of its commitments to the funds or otherwise successfully implement its commitment strategy. If a client is not able to meet all of its commitments to the funds, such client may be subject to penalties arising under the terms of its contractual commitments with respect to its investment in funds, including, without limitation, being required to sell its interest in a Private Market Fund or forfeiting a portion of its investment in an investment fund. In such cases, the client's return from such fund could be materially lower than it would have been had the client been able to meet all of its commitments.

Competitive Investment Environment – The activity of identifying, completing and realizing limited offering investments is highly competitive and involves a high degree of uncertainty. We may, at times, be in

competition with other funds and managers with similar investment objectives for the acquisition of the same targets.

Conflicts of Interest – Due to the structure of ASI, it is possible that we may hold or trade the same securities and instruments as our underlying fund managers in which we invest. Additionally, we may utilize similar techniques and strategies as those adopted by our underlying fund managers. As a result, we may directly or indirectly compete with our underlying managers and investment vehicles on an “arm’s length” basis. Clients of our Solutions team may be recommended to invest in other funds that we manage, which may present a conflict of interest. In the event that knowledge of a conflict of interest does arise, we will endeavor to ensure that it is resolved fairly and at arm’s length.

Concentration Risk – The risk that if a portfolio concentrates its investments in issuers within the same country, state, industry or economic sector, an adverse economic, business or political development may affect the value of the portfolio’s investments more than if its investments were not so concentrated.

Convertible Bond Arbitrage – Underlying fund managers may engage in convertible bond arbitrage and the positions intended to offset one another may not move as expected. In addition to the risks associated with fixed income, these types of strategies have risks associated with equity investments. Although the underlying fund manager is expected to hedge all equity exposure, there can be no assurance that such exposures won’t exist or that such hedges will be effective.

Convertible Securities Risk – The value of a convertible security will vary based on the perceived value of the equity security underlying the convertible security. Convertible securities are frequently issued with a call feature that allows the issuer to choose when to redeem the security, which could result in the accounts being forced to redeem, convert, or sell the convertible security under circumstances unfavorable to the accounts. In addition, if the value of the equity security underlying the convertible security declines enough, the convertible security is more likely to be valued as a debt security and subject the accounts to the risks of debt securities as described herein.

Counterparty Risk – A portfolio may be exposed to the credit risk of counterparties with which, or the brokers, dealers, custodians and exchanges through which, it deals in connection with the investment of its assets, whether engaged in exchange-traded or off-exchange transactions.

Credit Lines – The general partner may utilize a capital call line of credit to fund investments and to pay expenses and other liabilities. Although the general partners intend to use each Fund’s capital call line of credit primarily for administrative convenience to reduce the overall number of capital calls from the limited partners and avoid having excess cash on hand, each Fund’s net IRR may be higher than it would be in the absence of such capital call line of credit, since each Fund’s net IRR may will be based on the time limited partner contributions are actually made and use of the capital call line of credit will delay such contributions. The Funds (and indirectly its partners) will bear any interest expense, fees or other cost in connection with such capital call line of credit.

The capital call line of credit may provide the lender with certain rights, which the general partner expects to include, among others, the right to call capital from the partners in the event of a default and, in the event of failure by a limited partner to fully fund its capital contributions to the Funds when due, the right to exercise certain default remedies directly against such limited partner.

Credit/Default Risk – An issuer or guarantor of a fixed income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed income security may be downgraded after purchase, which may adversely affect the value of the security. Investments in fixed income securities with lower ratings tend to have a higher probability that an issuer will default or fail to meet its payment obligations.

Credit Spread Risk – Changes in credit spreads will affect the value of financial instruments. Credit spreads represent the credit risk premiums required by market participants for a given credit quality. When credit

spreads widen, the value of investments in fixed income securities tend to fall and this decrease in value may not be offset by higher income from new investments. Credit spreads can be driven by macroeconomic factors as well as issue specific factors.

Cross-Class Liabilities – If the investment vehicle held by an underlying manager offers multiple share classes, there is the potential that losses in a share class not held may have an adverse effect on its NAV.

Currency Hedging Risks – There can be no guarantee or assurance that any attempt to protect against adverse currency movements will be successful. As such, hedging transactions may result in a poorer overall performance and any realized loss resulting from these currency hedging strategies may also affect the level of redemptions required of our underlying managers. In extreme circumstances, this may result in the concentration of the underlying manager's investments in less liquid or illiquid investments.

Currency Risk – Fluctuations in currency exchange rates may negatively affect the value of your portfolio's investments or reduce its returns.

Cyber Security Risk – ASI, like all companies, may be susceptible to operational and information security risks. Breaches in cyber security include, among other behaviours, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information or various other forms of cyber-attacks. Cyber security failures or breaches of ASI or its service providers or the issuers of securities in which ASI invest have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, the inability of ASI's clients to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, and/or additional compliance costs. ASI and its clients could be negatively impacted as a result.

Debt Securities Risk – Debt securities in which an account may be invested may be unrated or lower-rated, and may have a risk profile closer to that of an equity security. Compared to other debt securities, those issues with the lowest investment-grade ratings (often called "junk bonds") are considered to have speculative characteristics. Debt securities that are below investment grade or unrated generally are considered predominately speculative with respect to the issuer's capacity to pay interest and repay principal according to the terms of the obligation and, therefore, carry greater investment risk, including the possibility of default and bankruptcy. They are likely to be less marketable and more adversely affected by economic downturns than high-quality debt securities. The accounts may invest in debt securities without considering the maturity of the instrument. Debt securities have varying levels of sensitivity to changes in interest rates. In general, the price of a debt security can fall when interest rates rise and can rise when interest rates fall. Securities with longer maturities can be more sensitive to interest rate changes. Therefore, changes in interest rates both in the U.S. and outside the U.S. may affect the accounts' debt investments unfavorably.

Depository Receipts – Depository receipts may be issued in a sponsored program, where an issuer has made arrangements to have its securities traded in the form of depository receipts, or in an unsponsored program, where the issuer may not be directly involved. The holders of depository receipts that are unsponsored generally bear various costs associated with the facilities, while a larger portion of the costs associated with sponsored depository receipts are typically borne by the foreign issuers. Investments in unsponsored depository receipts may be subject to the risks that the foreign issuer may not be obligated to cooperate with the U.S. depository, may not provide additional financial and other information to the depository or the investor, or that such information in the U.S. market may not be current. The depository of an unsponsored facility frequently is under no obligation to distribute shareholder communications received from the issuer of the deposited securities or to pass through the voting rights to facility holders with respect to the deposited securities. Available information concerning the issuers may not be as current for unsponsored depository receipts and the prices of unsponsored depository receipts may be more volatile than would be the case if the receipts were sponsored by the issuers.

Derivatives Risk – Derivatives are financial instruments that have a value which depends upon, or is derived from, the value of something else, such as one or more underlying securities, pools of securities, options, futures, indexes or currencies. Derivatives may be illiquid, difficult to price, and leveraged so that small changes may produce disproportionate losses for your portfolio, and may be subject to counterparty risk to a

greater degree than more traditional investments. Because of their complex nature, some derivatives may not perform as intended. As a result, your portfolio may not realize the anticipated benefits from a derivative it holds or it may realize losses.

Gains or losses involving derivative instruments may be substantial, because a relatively small price movement in the underlying security(ies), instrument, currency or index may result in a substantial gain or loss. Derivatives will typically increase exposure to the principal risks to which a fund or client is otherwise exposed, and the following additional risks:

- Counterparty credit risk – A counterparty to the derivative instrument becomes bankrupt, insolvent, enters administration, liquidates or otherwise fails to perform its obligations due to financial difficulties, and the Fund may obtain no recovery of its investment or may only obtain a limited recovery, and any recovery may be delayed.
- Hedging risk – derivative instruments used to hedge against an opposite position may offset losses, but they may also offset gains.
- Correlation risk – There may be an incomplete correlation between the hedge and the opposite position, which may result in increased or unanticipated losses.
- Liquidity risk – An instrument may be difficult or impossible to sell or terminate, which may cause the client to be in a position to do something we would not otherwise choose, including accepting a lower price for the derivative instrument, selling other investments or forgoing another, more appealing investment opportunity.
- Leverage risk – Losses from the derivative instrument may be greater than the amount invested in the derivative instrument.

Deterioration of Market Conditions – In the case of extreme and continued market disruptions, attractive investment returns may be adversely affected. Continued market disruption or deterioration of market conditions and uncertainty could result in decreases in the market values of existing or potential investments. Additionally, liquidity may be affected, resulting in the inability to sell or liquidate investments at favorable times or prices. These circumstances may adversely impact the ability to meet investment objectives.

Dilution Levy Risk – Investment in underlying funds may subject the investor to dilution levies, which are fees charged by fund managers on investors buying and selling units in a fund. These fees may be applied at any combination of the purchase and sale of a unit and may have adverse effects on the returns of the investment.

Distressed Investments – Underlying fund managers may invest in securities and obligations of companies that are experiencing financial or business difficulties, including companies involved in bankruptcy or other reorganization and liquidation proceedings. These investments involve a substantial degree of risk and may not compensate investors adequately for the risks they assume. Due to the degree of complexity and unpredictability of bankruptcy and other insolvency proceedings, investors may be adversely affected.

Due Diligence Process – The due diligence process that we intend to undertake may not reveal all material facts or circumstances. Any due diligence process involves subjective analysis and there can be no assurance that this process will reveal all issues related to the potential allocation of assets to underlying fund managers.

Early Termination of Portfolio Funds – The governing documents of many of the portfolio funds are expected to include provisions that would enable the general partner, the manager, or a percentage in interest of the limited partners to terminate such portfolio funds prior to the end of their respective stated terms. Early termination of a portfolio fund may result in (i) the Funds receiving distributions of immature or illiquid securities or (ii) the Funds' inability to invest all of its committed capital as anticipated, either of which could have a material adverse effect on the performance of the Funds. Moreover, a portfolio fund may, among other things, in certain circumstances be permitted to terminate the Funds' interest in such portfolio fund.

Effect of Substantial Redemptions – Occasionally, investors may make large redemptions or purchases in fund, which may cause the fund to have to sell securities or invest additional cash. These transactions may adversely affect a fund's performance and increase transaction costs. In addition, for fund of funds, redemptions by investors in the underlying funds held by a strategy within a short period of time may require the underlying fund manager to liquidate positions more rapidly than desired. This may lead to a reduction in value of the



underlying funds' assets or a disruption of the investment strategy. Additionally, this may lead to an increase in the concentration of the underlying funds in illiquid assets which could, in turn, reduce the liquidity of the shareholder's position.

**Environmental Risk**– In addition to Force Majeure incidences, Infrastructure-related issuers can have substantial environmental impacts. Ordinary operations or operational accidents may cause major environmental damage, which could cause infrastructure-related issuers significant financial distress, substantial liabilities for environmental cleanup and restoration costs, claims made by neighboring landowners and other third parties for personal injury and property damage, and fines or penalties for related violations of environmental laws or regulations. Infrastructure-related issuers may not be able to recover these costs from insurance. Failure to comply with environmental laws and regulations may trigger a variety of administrative, civil and criminal enforcement measures, including the assessment of monetary penalties, the imposition of remedial requirements, and the issuance of orders enjoining future operations. Voluntary initiatives and mandatory controls have been adopted or are being discussed both in the United States and worldwide to reduce emissions of “greenhouse gases” such as carbon dioxide, a by-product of burning fossil fuels, and methane, the major constituent of natural gas, which many scientists and policymakers believe contribute to global climate change. These measures and future measures could result in increased costs to certain companies in which we may invest.

**European Union Uncertainty** –UK's exit from the EU was finalized on January 31, 2021 (“Brexit”). The EU and UK are currently in the process of agreeing a Memorandum of Understanding (MOU) establishing a framework for structured regulatory cooperation on financial services. Whether or not a portfolio invests in securities of issuers located in Europe (whether the EU, Eurozone or UK) or with significant exposure to European, EU, Eurozone or UK issuers or countries, the unavoidable uncertainties and events related to Brexit, or a future event involving EU countries, could negatively affect the value and liquidity of the portfolio's investments; increase taxes and costs of business; cause volatility in currency exchange rates and interest rates; adversely affect the performance of contracts and European, UK or worldwide political, regulatory, economic or market conditions; and could contribute to instability in political institutions, regulatory agencies and financial markets. This could also lead to legal uncertainty and politically divergent national laws and regulations as a new relationship between the UK and EU is defined and the UK determines which EU laws to replace or replicate.

**Event Arbitrage** – Arbitrage opportunities may exist in securities which are subject to tender offers, exchange offers, mergers, liquidations, reorganizations, bankruptcies or other extraordinary corporate transactions. Although it is expected that the underlying fund managers hedge such exposures, there can be no guarantee that these hedges will either be in place or be effective.

**Emerging Markets Risk** – Foreign investment risk may be particularly high if a portfolio invests in emerging market securities that are economically tied to countries with developing economies. These securities may present market, credit, currency, liquidity, legal, political and other risks different from, or greater than, the risks of investing in developed foreign countries.

**Equity Securities Risk** – Equity securities represent an ownership interest, or the right to acquire an ownership interest, in an issuer. Equity securities also include, among other things, preferred stocks, convertible stocks and warrants. The values of equity securities, such as common stocks and preferred stocks, may decline due to general market conditions which are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. They may also decline due to factors which affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry. Equity securities generally have greater price volatility than fixed income securities. Your portfolio at any point in time may be worth less than the amount that you invested, even after taking into account the reinvestment of dividends and distributions. Regardless of how well an individual investment performs, if financial markets go down, you could lose money.

**Focus Risk** –A portfolio which invests a larger percentage of its assets in a relatively small number of issuers may be subject to greater risks than a more diversified account. That is, a change in the value of any single

investment held by a portfolio may affect the overall value of the account more than it would affect an account that holds a greater number of investments.

Foreign (Non-U.S.) Risk – A portfolio’s investments in securities of non-U.S. issuers may involve more risk than those of U.S. issuers. The prices of these securities may fluctuate more widely and may be less liquid due to adverse market, economic, political, regulatory or other factors.

Forward Commitment Risk – When a portfolio engages in when-issued, delayed delivery or forward commitment transactions (e.g., “to be announced” securities or TBAs), the portfolio relies on the counterparty to consummate the sale. Failure to do so may result in the strategy missing the opportunity to obtain a price or yield considered to be advantageous. Such transactions may also have the effect of leverage on the strategy and may cause it to be more volatile. Additionally, these transactions may create a higher portfolio turnover rate.

Forward Foreign Currency Contracts – We may enter into forward foreign currency contracts, which are types of derivative contracts whereby we may agree to buy or sell on behalf of a client a country’s currency at a specific price on a specific date, usually 30, 60, or 90 days in the future for a specific exchange rate on a given date. These contracts may, however, fall in value due to foreign market downswings or foreign currency value fluctuations. A fund or client may enter into forward foreign currency contracts for investment purposes, for risk management (hedging) purposes, and to increase flexibility, depending on the mandate. A fund’s or client’s investment of hedging strategies may be unable to achieve their objectives. These risks are in addition to the general “Derivatives Risks” described above.

Futures Contracts – We may enter into futures contracts on behalf of client accounts, including currency, bond, commodity, index and interest rate futures, for investment purposes, for risk management (hedging) purposes, and to increase flexibility. The volatility of futures contracts prices has been historically greater than the volatility of stocks and bonds. The liquidity of the futures markets depends on participants entering into off-setting transactions rather than making or taking delivery. To the extent participants decide to make or take delivery, liquidity in the futures market could be reduced. In addition, futures exchanges often impose a maximum permissible price movement on each futures contract for each trading session. A client’s account may be disadvantaged if it is prohibited from executing a trade outside the daily permissible price movement.

General Partner Risk – Governing Documents often limit the circumstances under which a general partner, manager and their affiliates can be held liable to a private fund. As a result, investors may have a more limited right of action in certain cases than they would otherwise have in the absence of this provision.

Growth Investing Risk – As a category, growth stocks may underperform value stocks (and the stock market as a whole) over any period of time. Because the prices of growth stocks are based largely on the expectation of future earnings, growth stock prices can decline rapidly and significantly in reaction to negative news about such factors as earnings, the economy, political developments, or other news.

High Yield Risk – Portfolios that invest in high yield securities, lower-rated or unrated securities, may be subject to greater levels of credit and liquidity risk than accounts that do not invest in such securities. These securities are considered predominately speculative with respect to the issuer’s continuing ability to make principal and interest payments. An economic downturn or period of rising interest rates could adversely affect the market for these securities and lead to liquidity risk. If the issuer of a security is in default with respect to interest or principal payments, an account may lose its entire investment.

Impact of the AIFM Directive – Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers and amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) No 1060/2009 and (EU) No 1095/2010 (the “AIFM Directive”) entered into force on July 21, 2011, and took effect on July 22, 2013. The AIFM Directive applies to (a) alternative investment fund managers (each, an “AIFM”) established in the European Economic Area (“EEA”) (as it is expected that Liechtenstein will implement the AIFM Directive) who manage EEA or non-EEA alternative investment funds (each, an “AIF”), (b) non-EEA AIFMs who manage EEA AIFs, and (c) non-EEA AIFMs who market their AIFs within the EEA. European secondary implementing legislation has now been adopted, and individual EEA member states were required to have implemented the AIFM Directive into domestic law by July 22,

2013. Although the AIFM Directive only governs the marketing of AIF interests to professional investors, EEA member states may impose the same or stricter conditions on the marketing of AIF interests to “retail” investors, including some high net worth individuals. EEA member states may also impose stricter conditions on the marketing of non-EEA AIFs, such as the Fund, which may potentially limit the General Partner’s ability to market the Fund in the EEA or increase the costs borne by the Fund in doing so.

The AIFM Directive, related European and national legislation and interpretive rules present the potential for additional compliance costs being borne by the Fund (and therefore by the Limited Partners), and adverse impact on the operating flexibility of ASI and the General Partner and the ability of the Fund to source deals because of many of the AIFM Directive’s provisions. The AIFM Directive imposes operational requirements that will restrict ASI, the General Partner and the Fund from engaging in certain activities and impose certain other requirements that may restrict their operations (including the ability of the General Partner and ASI to market the Fund in the EEA) and increase the operating expenses of the Fund. For example, the AIFM Directive imposes disclosure and reporting requirements to both investors and regulators. ASI and the General Partner may be required to provide to regulators, among other things, information regarding the liquidity of the Fund’s assets and information regarding the Fund’s risk profile and leverage, if any, on an ongoing basis. ASI and the General Partner may also be required to provide to regulators information regarding the main categories of assets in which the Fund has invested.

Further, ASI and the General Partner may be restricted from marketing the Fund in the EEA, unless, among other things, relevant U.S. regulators have signed cooperation agreements for the purpose of systemic risk oversight with the relevant EEA competent authority in each EEA member state in which the Fund is proposed to be marketed.

The General Partner reserves the right to restructure the Fund and the arrangements associated with the operation and management of and investment with the Fund to take account of the requirements or impact of the AIFM Directive on the subject matter of this Memorandum.

Inflation Risk – Any rise in interest rates may cause inflation-indexed bonds to decline in price, hurting the portfolio’s performance. If interest rates rise owing to reasons other than inflation, the portfolio’s investment in these securities may not be fully protected from the effects of rising interest rates. The performance of any bonds that are indexed to non-U.S. rates of inflation may be higher or lower than those indexed to U.S. inflation rates. A portfolio’s actual returns could fail to match the real rate of inflation.

Additionally, many infrastructure-related issuers may have fixed income streams and, therefore, be unable to pay higher dividends. The market value of infrastructure-related issuers may decline in value in times of higher inflation rates. The prices that an infrastructure-related issuer is able to charge users of its assets may not always be linked to inflation. In this case, changes in the rate of inflation may affect the forecast profitability of the infrastructure-related issuer.

Initial Public Offering (“IPO”) Risk – Prices of securities bought in an IPO may rise and fall rapidly, often because of investor perceptions rather than economic reasons.

Insurance Risk – When owning or managing properties, there are additional risks that might not present themselves as compared to traditional asset classes. While the properties may in some cases be insured, this is no way an insurance of investment or principal and there are various uninsured and/or uninsurable risks that are present (such as natural disaster) and therefore investment carries greater risk of loss.

Inside Information – From time to time, we may come into possession of material, non-public information concerning an entity in which an account has invested, or proposes to invest. Possession of that information may limit our ability to buy or sell securities of the entity on behalf of a client.

Interest Rate Risk – Changes in interest rates will affect the value of a portfolio’s investments in fixed income securities. When interest rates rise, the value of investments in fixed income securities tend to fall, and this decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations.

Inverse Floating Rate Securities Risk – The interest payment received on inverse floating rate securities (“inverse floaters”) generally will decrease when short-term interest rates increase. Inverse floaters are derivatives that involve leverage and could magnify a client’s gains or losses.

Investment Company and Exchange-Traded Fund (“ETF”) Risk – An investment in an investment company or ETF involves substantially the same risks as investing directly in the underlying securities. An investment company or ETF may not achieve its investment objective or execute its investment strategy effectively, which may adversely affect your portfolio’s performance. A portfolio must pay its pro-rata portion of an investment company’s or ETF’s fees and expenses. Shares of a closed-end investment company or ETF may trade at a premium or discount to the net asset value of its portfolio securities.

Issuer Risk – The value of a security may decline for a number of reasons which directly relate to the issuer, such as management performance, financial leverage and reduced demand for the issuer’s goods or services, as well as the historical and prospective earnings of the issuer and the value of its assets.

Key Person Risk – Underlying funds are generally reliant on certain key investment personnel employed in managing assets. Termination, disability, death, or departure of key personnel could adversely affect the underlying fund and its performance.

Legal, Tax, and Regulatory Risk – Legal, tax and regulatory changes may occur in the future that may adversely affect investors. The effects of any future regulatory change are impossible to predict and could have substantial adverse effects on both investors and investment strategies.

LIBOR Risk – The risk that potential changes related to the use of the London Interbank Offered Rate (“LIBOR”) could adversely affect financial instruments that reference LIBOR as a benchmark interest rate. While some instruments may contemplate a scenario when LIBOR is no longer available by providing for an alternative rate setting methodology, not all instruments provide for an alternative rate, and the effectiveness of replacement rates is uncertain. The potential abandonment of LIBOR could affect the value and liquidity of instruments that reference LIBOR, especially those that do not have fallback provisions.

Limited Capacity Opportunities – We manage assets for multiple portfolios that may from time to time have overlapping investment mandates. Where an investment opportunity is of limited capacity, an allocation process will need to ensure each of the competing accounts is treated equitably over time in determining whether an account may participate and to what extent.

Limited Operating History – At times, as we launch new strategies, certain of our investment teams may have a limited operating history and little or no past performance in the strategy they manage.

Limits on Hedged Strategies – While certain underlying managers, in whose funds our funds of funds may invest, may use “market neutral” or “relative value” hedging or arbitrage strategies, this in no respect should be taken to imply that the fund’s investments with such money underlying managers are without risk. Substantial losses may be recognized on “hedge” or “arbitrage” positions, and illiquidity and/or default on one side of a position can effectively result in the position being changed. Every market neutral or relative value strategy involves exposure to some second order risk of the market, such as the implied volatility in convertible bonds or warrant, the yield spread between similar term government bonds, or the price spread between different classes of stock for the same underlying firm. Further, many “market neutral” investment managers employ limited directional strategies that expose such money managers to certain market risk.

Liquidity Risk – In certain situations, it may be difficult or impossible to sell an investment in an orderly fashion at an acceptable price. This includes investors in funds that may lock them up, possibly for multiple years. Investors in such funds must be able to bear the risk of investment for an extended period of time.

Managed Futures Strategy/Commodities Risk – Exposure to the commodities markets (including financial futures markets) through investment in managed futures programs may cause greater volatility than investments in traditional securities. Prices of commodities and related contracts may fluctuate significantly over short periods for a variety of reasons, including changes in interest rates, supply and demand relationships and balances of payments and trade; weather and natural disasters; and governmental, agricultural, trade, fiscal,

monetary and exchange control programs and policies. The commodity markets are subject to temporary distortions and other disruptions. U.S. futures exchanges and some foreign exchanges have regulations that limit the amount of fluctuation in futures contract prices which may occur during a single business day. Limit prices have the effect of precluding trading in a particular contract or forcing the liquidation of contracts at disadvantageous times or prices.

Management Risk – We will apply our investment techniques and risk analyses in making investment decisions for your portfolio, but there is no guarantee that our techniques will produce the intended results. For research or investment techniques that incorporate or rely upon quantitative models, there is no guarantee that these mathematical models will generate accurate forecasts, reduce risks or otherwise produce the intended results.

Market Capitalization Risk (Small-, Mid- and Large-Cap Stocks Risk) – To the extent an investment emphasizes small-, mid-, or large-cap stocks, it takes on the associated risks. At any given time, any of these market capitalizations may be out of favor with investors. Compared to small- and mid-cap companies, large-cap companies may be less responsive to changes and opportunities, but their returns have sometimes led those of smaller companies, often with lower volatility. The stocks of small- and mid-cap companies may fluctuate more widely in price than the market as a whole, may be difficult to sell when the economy is not robust or during market downturns, and may be more affected than other types of stocks by the underperformance of a sector or during market downturns. In addition, compared to large-cap companies, small- and mid-cap companies may depend on a more limited management group, may have a shorter history of operations, and may have limited product lines, markets or financial resources. There may also be less trading in small- or mid-cap stocks, which means that buy and sell transactions in those stocks could have a larger impact on a stock's price than is the case with large-cap stocks.

Market Risk – The value of a portfolio's assets will fluctuate along with the markets. The value of your investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that affect large portions of the market.

Mortgage-Related and Other Asset-Backed Securities Risk – Mortgage-related and other asset-backed securities often involve risks that are different from or more acute than risks associated with other types of debt instruments. Generally, rising interest rates tend to extend the duration of fixed rate mortgage-related securities, making them more sensitive to changes in interest rates. Consequently, in a period of rising interest rates, if an account holds mortgage-related securities, it may exhibit additional volatility. This is known as extension risk. In addition, adjustable and fixed rate mortgage-related securities are subject to prepayment risk. When interest rates decline, borrowers may pay off their mortgages sooner than expected. This can reduce the returns of an account because the account may have to reinvest that money at the lower prevailing interest rates. A portfolio's investments in other asset-backed securities are subject to risks similar to those associated with mortgage-related securities, as well as additional risks associated with the nature of the assets and the servicing of those assets.

Multi-Jurisdictional Investment – The investments we make may be subject to a variety of jurisdictions, each of which may have unique economic, political, social, cultural, business and labor environments, laws, regulations, accounting practices and business customs. These differences may be considerable and no single method of investment can be applied uniformly or be expected to produce uniform results.

Multi-Manager Investing Risk – A fund-of-fund strategy's relative performance is subject to the investment decisions made by each underlying fund or manager. The performance of a small number of underlying funds or managers could affect overall performance. Additionally, underlying funds may compete with one another from time to time for the same positions in the market and may potentially hold opposite positions in the same securities. Consequently, there can be no assurance that a diversification strategy implemented will be successful.

Our funds of funds will seek to obtain diversification by investing with a number of different investment managers with diverse strategies. However, since our funds will allocate their assets to the multiple investment managers who make their trading decisions independently, it is possible that various underlying managers may take substantial positions in the same security or group of securities at the same time.

Multiple Levels of Fees and Expense Risk – Funds-of-funds and multiple manager strategies will generally incur certain fees at two levels: the funds of funds vehicle and the underlying funds themselves. These fees potentially include both management and performance fees, which may increase the expense of the strategy, thus affecting investor returns. Additionally, investor returns may be adversely affected during periods in which there are overall portfolio losses due to the potential that performance fees may be earned by one or more of the underlying portfolio managers.

Municipal Securities Risk – A portfolio may be impacted by events in the municipal securities market. Negative events, such as severe fiscal difficulties, an economic downturn, unfavorable legislation, court rulings or political developments, or reduced monetary support from the federal government, could hurt a portfolio's performance. In addition, a portfolio may own auction rate securities (ARS) from time to time. These securities are long term bonds that have coupons that reset on a weekly or monthly basis at a Dutch auction process and are subject to auction fail risk. In the event of a failed auction, the coupon is set to a fail rate which is outlined in the securities prospectus. A failed auction may or may not impact the liquidity of the security.

No Voluntary Withdrawal – Voluntary withdrawals from the Private Market Funds are not permitted, except in the limited instances set forth in the Fund agreements. As a result, limited partners will generally not be able to liquidate their investments in the Private Market Funds prior to the end of each Fund's term. A withdrawing limited partner may not be entitled to immediate payment for its interest. Any withdrawal of a limited partner may reduce the amount of capital available for investment or other activities.

Non-Discretionary Account Risk – There may be circumstances where ASI provides positive advice in writing concerning an underlying fund or manager, but a non-discretionary client chooses not to act on that advice. ASI may or may not have made a discretionary investment in or with the underlying fund or manager for its discretionary clients. If, subsequently, ASI's opinion of such underlying fund or manager changes and ASI decides to redeem from the underlying fund or manager on behalf of its discretionary clients, ASI may or may not inform its non-discretionary advisory clients of the decision to redeem. Therefore, advisory clients should not rely on stale advice from ASI to make investments in or with underlying funds or managers.

Non-Diversification Risk – A portfolio may invest in securities of a relatively few issuers. Therefore, the performance of one or a small number of holdings can affect a portfolio's overall performance.

Operational Risk – A portfolio may suffer a loss arising from shortcomings or failures in internal processes, people or systems, or from external events. This risk can arise from many factors ranging from routine processing errors to potentially costly incidents related to, for example, major systems failures.

Options – In order for a call option to be profitable, the market price of the underlying security must rise sufficiently above the exercise price to cover the premium and transaction costs. These costs will reduce any profit that might have realized had it bought the underlying security at the time it purchased the call option. For a put option to be profitable, the market price of the underlying security must decline sufficiently below the exercise price to cover the premium and transaction costs. By using put options in this manner, an account will reduce any profit it might otherwise have realized from appreciation of the underlying security by the premium paid for the put option and by transaction costs. If a put option is sold, there is a risk that we may be required to buy the underlying asset at a disadvantageous price. If a call option is sold, there is a risk that we may be required to sell the underlying asset at a disadvantageous price. If an account sells a call option on an underlying asset that an account owns and the underlying asset has increased in value when the call option is exercised, the account will be required to sell the underlying asset at the call price and will not be able to realize any of the underlying asset's value above the call price.

Parallel Funds – The general partner may form parallel funds or similar structures for limited partners of the Funds with special tax or regulatory needs. It is the intention of the general partner that any such structures will participate, either directly or indirectly, in each investment made by the Funds on a pro rata basis. However, in certain circumstances, it is possible that a parallel fund will not be permitted to invest in each investment made by the Funds or will be unable to make such investment because the general partner decides that making such investment is not in the best interests of the Funds (i.e. the limited partners in the aggregate). As such, it is possible that not all investments will be made among the Funds and its related parallel funds, alternative investment vehicles or similar structures on a pro rata basis.

Passive Investment Risk – Some of the Alternative Investment Strategies portfolios may passively track a hedge fund index. ASI will not be making does not intend to make active investment decisions within these funds/portfolios. In addition to the Underlying Manager Risks, the performance of these portfolios/portfolios will be largely influenced by the performance of the index itself. In addition, ASI will not be making a decision as to whether the underlying funds within the index would pass our internal operational due diligence screening process.

Political and Economic Risk – Economic and/or political instability could lead to legal, fiscal and regulatory changes or the reversal of legal, fiscal, regulatory and/or market reforms.

Portfolio Company Risks – Portfolio funds and SPVs in which the Funds will invest in portfolio companies that involve a high degree of business or financial risk. The portfolio companies may be start-ups or in an early stage of development or have operating losses or significant variations in operating results and may be engaged in rapidly changing business with products subject to a substantial risk of obsolescence. Such investments may be experiencing, or may be expected to experience, financial difficulties that may never be overcome. In addition, such investments, may require substantial additional capital to support their operations, to finance expansion or to maintain their competitive position, or may otherwise have a weak financial condition.

Preferred Stock Risk – Preferred stocks include convertible and non-convertible preferred and preference stocks that are senior to common stock. Preferred stocks are equity securities that are senior to common stock with respect to the right to receive dividends and a fixed share of the proceeds resulting from the issuer's liquidation. Some preferred stocks also entitle their holders to receive additional liquidation proceeds on the same basis as holders of the issuer's common stock, and thus represent an ownership interest in the issuer. Depending on the features of the particular security, holders of preferred stock may bear the risks disclosed herein regarding equity or fixed income securities.

Pricing Risk – If market conditions make it difficult to value some investments, we may internally value these investments using more subjective methods such as fair value pricing. In these cases, the value determined for an investment could differ from the value realized upon such investment's sale.

In our funds of funds, we will have no ability to assess the accuracy of the valuations received from an underlying investment manager. Furthermore, the net asset values or other valuation information received by us from such underlying investment managers will typically be estimated, subject to revision through the end of each Investment Fund's annual audit. Revisions to the gain and loss calculations will be an ongoing process, and no net capital appreciation or depreciation figure can be considered final until the annual audit of each underlying fund is completed.

Real Property Risk – We will be subject to the risks inherent in the ownership, operation, repositioning and development of real estate and real estate-related businesses and assets. These risks include, but are not limited to, the burdens of ownership of real estate property; general and local economic conditions; the supply and demand for properties; the competition for real estate assets; energy and supply shortages; fluctuations in the average occupancy and room rates for hotel properties; the financial resources of tenants, buyers and sellers; changes in building, environmental and other laws and/or regulations; changes in real estate property tax rates; changes in interest rates and the availability of mortgage funds which may render the sale or refinancing of properties difficult or impracticable; negative developments in the economy that depress travel activity; environmental liabilities; contingent liabilities on disposition of assets; uninsured or uninsurable casualties; natural disasters, terrorist attacks; and war and other factors which are beyond our control. There is no assurance that there will be a ready market for resale of investments because investments will generally not be liquid. Illiquidity may result from the absence of an established market for the investments, as well as legal or contractual restrictions on their resale by our firm or our investments. The yields available from equity investments in real property depend in large part on the amount of income generated and expenses incurred. If the investments do not generate revenues sufficient to meet operating expenses, including debt service, tenant improvements, leasing commissions and other capital expenditures, clients may be required to fund or borrow additional amounts to cover fixed costs, and the cash flow of such client account (and, with respect to investment funds, its ability to make distributions to shareholders) will be adversely affected.

Real Asset Risk – Potential liability for environmental contamination or compliance with environmental laws could result in substantial costs. The operating costs and performance of the portfolio funds generally may be affected by the obligation to pay for the cost of complying with existing environmental laws, ordinances and regulations, as well as the cost of complying with future legislation or environmental problems that materially impair the value of the portfolio funds' properties or other investments. Investment in REITs and real estate involves the risks that are associated with direct ownership of real estate and with the real estate industry in general. These risks include: declines in the value of real estate; risks related to local economic conditions, overbuilding and increased competition; increases in property taxes and operating expenses; changes in zoning laws; casualty or condemnation losses; variations in rental income, neighborhood values or the appeal of properties to tenants; changes in interest rates and changes in general economic and market conditions. REITs' share prices may decline because of adverse developments affecting the real estate industry including changes in interest rates. The returns from REITs may trail returns from the overall market. Additionally, there is always a risk that a given REIT will fail to qualify for favorable tax treatment. REITs may be leveraged, which increases risk. Certain REITs charge management fees, which may result in layering the management fee paid by a portfolio.

Repurchase Agreements Risk – In the instance that an underlying fund manager enters into a repurchase agreement for a security, there can be no guarantee that the transferee of the securities in the agreement will not default. Therefore, any investment of the sort bears the risk of default of the transferee.

Restrictions on Transfer and Illiquidity of Shares – The shares held in private funds, including funds of funds and the underlying funds are generally not registered under any securities laws and, therefore, cannot be resold in a public market. Consequently, investors do not have the right to withdraw their investment other than in accordance with the prescribed redemption procedures of the underlying funds. These redemption procedures may be suspended due to certain circumstances that could further affect withdrawals. This potential illiquidity of shares could adversely affect NAV and result in delays in receiving redemptions. Investors may at times be restricted from redemption from certain of our private funds.

Secondary Investments – There is no established market for purchasing or selling existing portfolio fund interests ("Secondary Interests") on the secondary market and although there has been an increasing volume of sales of Secondary Interests, no liquid market is expected to develop. Moreover, the market for Secondary Interests has been evolving and is likely to continue to evolve. It is possible that competition for appropriate investment opportunities may increase, thus reducing the number of investment opportunities available to the Funds and adversely affecting the terms upon which investments can be made. Accordingly, there can be no assurance that some of the Funds will be able to identify sufficient investment opportunities or that they will be able to acquire Secondary Interests on attractive terms. In addition, in the cases where the Funds acquire an interest in a portfolio fund in a secondary transaction, the Funds may acquire contingent liabilities of the seller of the interest.

Short Sale Risk – Short sales are subject to special risks. A short sale involves the sale by an account of a security that it does not own with the hope of purchasing the same security at a later date at a lower price. An account may also enter into a short position through a forward commitment or a short derivative position through a futures contract or swap agreement. If the price of the security or derivative has increased during this time, then the account will incur a loss equal to the increase in price from the time that the short sale was entered into plus any premiums and interest paid to the third party. Therefore, short sales involve the risk that losses may be exaggerated, potentially losing more money than the actual cost of the investment.

Short Term Trading Risk – Short-term trading may result in increased turnover, higher than normal brokerage commissions (including soft commissions) and other expenses.

Side Letters – The general partner may enter into one or more "side letters" or similar agreements with certain limited partners pursuant to which the general partner grants to such limited partners specific rights, benefits, or privileges that are not made available to the limited partners generally, including, without limitation, the circumstances under which exclusion from certain investments or involuntary withdrawals from some of the Funds may be required; "most favored nation" rights (i.e., the right to receive favorable rights or other arrangements that may be afforded to other limited partners); co-investment rights; special economic rights (including reductions or waivers of management fee and/or carried interest); and the right to receive reports



from the Funds on a more frequent basis or to receive reports that include information not provided to other limited partners. Subject to applicable law, such agreements will be disclosed only to those potential or actual limited partners that have separately negotiated with the general partner for the right to review such agreements.

Sustainable Investing Risk – ASI’s ESG strategy could cause it to perform differently compared to funds that do not have such strategy. ESG considerations may be linked to long-term rather than short-term returns. The criteria related to the ASI’s ESG strategy, including the exclusion of securities of companies that engage in certain business activities, may result in a portfolio forgoing opportunities to buy certain securities when it might otherwise be advantageous to do so, or selling securities for ESG reasons when it might be otherwise disadvantageous for it to do so. In addition, there is a risk that the companies identified as sustainable leaders by ASI do not operate as expected when addressing ESG issues. There are significant differences in interpretations of what it means for a company to have positive ESG characteristics. While ASI believes its definitions are reasonable, the portfolio decisions it makes may differ with other investors’ or advisers’ views.

Swaps/Contracts for Differences – Swaps/Contracts for Differences involve greater risks than direct investment in the underlying securities, because swaps are subject to the risks related to “Derivatives” described above, including counterparty credit risk. These transactions or instruments are also subject to the particular risk that they could result in losses if the underlying asset or reference does not perform as anticipated. In a total return swap or contract for differences transaction, one party agrees to pay the other party an amount equal to the total return of a defined underlying asset (such as an equity security or basket of such securities) or a non-asset reference (such as an index) during a specified period of time. In return, the other party would make periodic payments based on a fixed or variable interest rate or on the total return from a different underlying asset or non-asset reference. Such transactions can have the potential for unlimited losses.

Tax Risk – Tax laws and regulations applicable to an account are subject to change, and unanticipated tax liabilities could be incurred by investors as a result of such changes. Investors should consult their own tax advisers to determine the potential tax-related consequences of investing.

Underlying Manager Risk – Funds of funds, including investments in the Alternative Investment Strategy, will directly invest in underlying funds managed by third-party managers that may or may not be affiliated with us and over which we do not exercise control. Therefore our funds will not have an active role in the day-to-day management of the underlying funds. Underlying managers may not be registered as investment advisers with the U.S. SEC and their funds may not be registered as investment companies. Moreover, our funds will generally not have an opportunity to evaluate the specific investments made by underlying funds. As a result, the return of our funds will depend in large part on the performance of these unrelated third-party managers.

It is expected that in the instance of the redemption of assets or termination of an underlying manager, the resultant assets and cash proceeds will be invested with a replacement underlying manager. This could result in increased turnover rates and higher corresponding brokerage fees and commissions.

Underlying funds in which our funds of funds, including the Alternative Investment Strategy, invest are generally subject to the same risks disclosed elsewhere in this brochure. Some of the risks that managers of underlying funds, including in the Alternative Investment Strategy, are subject to include:

- style drift;
- regulatory risks;
- counterparty default;
- changes in interest rates;
- departure of key personnel; and
- redemptions from the underlying manager’s funds.

Value Investing Risk – As a category, value stocks may underperform growth stocks (and the stock market as a whole) over any period of time. Value investing attempts to identify companies that a portfolio manager believes to be undervalued. Value stocks typically have prices that are low relative to factors such as earnings, cash flow or dividends. A value investing style may perform better or worse than equity portfolios that focus on growth stocks or that have a broader investment style.

Volatility Risk – The prices of commodities contracts and all derivatives, including futures and options, can be highly volatile. Funds are subject to the risk that trading activity in securities in which the funds invest may be dramatically reduced or cease at any time, whether due to general market turmoil, problems experienced by a single issuer or a market sector or other factors. If trading in particular securities or classes of securities is impaired, it may be difficult for a fund to properly value any of its assets represented by such securities.

Warehoused Investments - The Funds are permitted under certain circumstances to make investments on behalf of other Funds (normally, the next Fund to be offered within the same Private Markets strategy), with the intention that these investments will be transferred after a short period of time. A predetermined interest rate is paid to the investing Fund prior to the transfer to such other Fund on costs incurred as stipulated in the Governing Documents. In addition, an investment of this type (i.e., an investment that is held by a Fund with the intent of transferring it to another Fund) can present conflicts of interest with respect to allocation of the opportunity presented by the investment. Because the value of warehoused investments may decline prior to their transfer, there can be no assurance that their value will not be less than their cost, at the time of the transfer.

It is expected that in the instance of the redemption of assets or termination of an underlying manager, the resultant assets and cash proceeds will be invested with a replacement underlying manager. This could result in increased turnover rates and higher corresponding brokerage fees and commissions.

Underlying funds in which our Private Market Funds and clients invest are generally subject to the same risks disclosed elsewhere in this brochure.

Warrants and Rights Risk – A strategy may purchase or otherwise receive warrants or rights. Warrants and rights generally give the holder the right to receive, upon exercise, a security of the issuer at a stated price. A strategy may use warrants and rights in a manner similar to its use of options on securities. Risks associated with the use of warrants and rights are generally similar to risks associated with the use of options. Unlike most options, however, warrants and rights are issued in specific amounts, and warrants generally have longer terms than options. Warrants and rights are not likely to be as liquid as exchange-traded options backed by a recognized clearing agency. In addition, the terms of warrants or rights may limit a strategy's ability to exercise the warrants or rights at such time, or in such quantities, as the strategy would otherwise wish.

## **Item 9 – Disciplinary Information**

ASAFIL has no Civil or Criminal Actions, Administrative Proceedings, or SRO Proceedings to disclose.

## **Item 10 – Other Financial Industry Activities and Affiliations**

We are committed to providing clients with service of the highest quality and we are guided by the principle that we act in the best interests of our clients. Nevertheless, there are circumstances where client interests conflict with our interests or the interests of other clients. Some of these conflicts of interest are inherent to our business. We have policies and procedures that are designed to ensure that we are always acting in the best interests of our clients.

ASAFI is a wholly owned subsidiary Standard Life Investments Limited, in turn a wholly owned subsidiary of Standard Life Investments (Holdings), which is a wholly owned subsidiary of SLA, a global financial services company. We are affiliated with various U.S.-registered investment advisers, broker-dealers, and pooled investment vehicles, among other financial entities. We occasionally may engage in business activities with some or all of these companies, subject to our policies and procedures governing how we handle conflicts of interest. We may use our affiliates to provide other services to our clients to the extent permitted under applicable law.

We provide advice for numerous clients. We may advise some clients or take actions for them that differ from recommendations or actions taken for other clients. We are not obligated to recommend to clients any investments that we may recommend to or purchase or sell for other clients. Our employees regularly share information, perceptions, advice and recommendations about market trends, the valuations of individual securities, and investment strategies, except where prohibited by ethical walls established by us or by applicable law or regulation. Persons associated with us may have investments in securities that are recommended to clients or held in client accounts, subject to compliance with our policies regarding personal securities trading.

ASAFI has registered under the U.S. Commodity Futures Trading Commission (“CFTC”) with the National Futures Association (“NFA”) as a Commodity Pooled Operator (“CPO”) and Commodity Trading Adviser (“CTA”).

### **Broker-Dealer and Registered Representatives**

Aberdeen Fund Distributors LLC (“AFD”), a wholly owned subsidiary of our affiliate ASI Inc., is a limited-purpose broker-dealer formed to distribute our proprietary mutual funds and coordinate the private placement of our private funds. There are no trades executed through AFD. Certain of our management persons are registered, or have an application pending to register, as registered representatives of AFD.

### **Investment Companies**

We serve as a sub-adviser for various other U.S. registered investment companies.

### **Investment Advisers**

In rendering investment advisory services, we may use the resources of additional investment adviser subsidiaries of SLA. These affiliates have entered into a MOU with us pursuant to which investment professionals from each affiliate may render portfolio management, research or trading services to our clients. We may share personnel, research and other resources with our affiliated U.S. registered investment advisers (Aberdeen Standard Investments Inc. in the US, Aberdeen Standard Investments (Asia) Ltd. in Singapore, Aberdeen Standard Investments Australia Ltd. in Australia, Aberdeen Asset Managers Limited, and SL Capital Partners LLP in the United Kingdom) and a number of unregistered foreign entities under our personnel sharing procedures. Additionally, Aberdeen Capital Management LLC and Aberdeen Standard Investments ETF Securities Advisors LLC is each a wholly-owned subsidiary of ASI Inc. and is each a registered investment adviser with the SEC. Aberdeen Standard Investments ETF Securities Advisors LLC is a CPO registered with the National Futures Association.

In executing trades on behalf of our clients, we may use the resources of our SLA affiliates. These affiliates have entered into a global trading agreement pursuant to which professionals from each affiliate may execute trades on behalf of our clients. The use of affiliates to execute trades under the global trading agreement does not alter or change the entity making investment decisions for the client accounts.

#### Limited Partnerships or Similar Private Funds

We sponsor and serve as investment adviser to several private funds organized as limited partnerships, limited liability companies or non-U.S. entities. ASAFL and its affiliates may also serve as the general partner or managing member of these private investment vehicles.

Our Affiliates also serve as investment adviser to certain private funds and provide investment management services to limited partnership vehicles with U.S. investors. These funds may be domiciled in the U.S., as in the case of a Delaware partnership, or outside the U.S., as in the case of a Cayman corporation.

#### Participation in Privately Offered Investment Vehicles

ASAFL, its affiliates, officers and employees may participate individually in privately offered investment vehicles in which clients are solicited to invest. ASI or its affiliates may act as adviser or general partner (or in a similar capacity) to these investment vehicles, may receive management fees, and may participate in any profits generated by these investment vehicles. Participation by affiliates, officers and employees in such investments on such terms and the receipt of such compensation may be an incentive for such employees to devote an increased amount of time to the management of such vehicles to the detriment of other client account or investment vehicles. ASI has policies and procedures in place to mitigate this conflict.

#### Other Positions

Principals and employees of ASI may serve as officers, advisors, directors or provide comparable management functions for public companies and/or portfolio companies in which clients directly or indirectly invest, as well as for investment institutions that may invest in ASI-managed funds. In addition, such principals and employees may provide other services to public companies and/or portfolio companies and may receive compensation in connection therewith. Principals and employees of ASI may be provided access to confidential information relating to public companies and/or portfolio companies in which clients may directly or indirectly invest. As a result, clients may, under certain circumstances, be prohibited for a period of time from engaging in transactions with respect to the securities of such public companies and/or portfolio companies, which prohibition may have an adverse effect on clients.

#### Selection or Recommendation of Other Advisers

As a manager of funds of funds, and via our Client Solutions offering, ASI may select other investment advisers for its clients. Certain of ASI's principals, employees and/or related persons may be invited to serve on the advisory boards of the underlying private market funds in which clients invest to provide advice on certain conflicts of interest and other matters pertaining to such private market funds. There may be instances where such persons are asked to vote on issues taking the needs of all investors in such private equity funds into account. Additionally, such persons may receive compensation for such services. Any such compensation will be applied to the appropriate Private Market Fund to reduce the management fees paid to ASI.

#### Business Alliances

Our strategic partnerships and associate businesses play a vital role in our global distribution model as an effective way to reach clients in key markets around the world. The following summary provides an overview of our more significant business alliances:

##### *Phoenix*

On August 31, 2018, SLA announced the completion of the sale of the heritage Standard Life insurance business to Phoenix Group Holdings (Phoenix Group") and an expansion of the long-term strategic partnership between the two firms, historically entered into by Standard Life. Under the terms of the agreement ("the Insurance Sale"), SLA and Phoenix Group have agreed to significantly enhance and expand their existing long-term strategic partnership whereby SLA continues as Phoenix Group's long-term asset management partner for the business acquired by Phoenix Group and the existing arrangements between the parties under which ASI manages £48 billion of assets for Phoenix Group have been extended. The Phoenix Group life companies have committed to review the investment management mandates not currently managed by ASI, subject to normal commercial and governance constraints. On completion SLA received

total consideration of £3.24bn, comprising cash consideration of £2.28bn and a shareholding of 19.99% in Phoenix Group. SLA currently owns 14.43% of Phoenix Group.

On February 23, 2021, SLA announced a simplification and extension of its strategic partnership with Phoenix Group. The two groups agreed to simplify these arrangements and strengthen their relationship in the following way:

- The strategic asset management partnership will be extended and will now operate until at least 2031.
- Standard Life Aberdeen has an offering for its UK financial adviser clients in the form of its Wrap and Elevate platforms. To support its growth plans for these businesses and the continuous improvement of its service to its UK adviser clients, SLA will purchase the Wrap Self-Invested Personal Pension (“Wrap SIPP”) and Wrap Onshore Bond businesses from Phoenix Group.
- SLA will continue to partner with Phoenix Group to design and provide investment solutions for Phoenix customers. In addition, it will acquire the UK Trustee Investment Plan (“TIP”) business from Phoenix Group to consolidate its investments offering for UK pension scheme clients.
- Standard Life Aberdeen will sell the “Standard Life” brand to Phoenix Group during the course of 2021. As a consequence, certain colleagues who support this brand and related marketing will also transfer to Phoenix Group. Standard Life Aberdeen will pay £32m to Phoenix Group in return for Phoenix Group bearing the cost of some transferring colleagues going forward.
- The upfront payment by Standard Life Aberdeen for the purchase of the Wrap SIPP, onshore bond and TIP businesses will be £62.5m, which will be offset in part by expected payments from Phoenix Group to Standard Life Aberdeen relating to the profits of the business prior to completion of the legal transfer.
- Other existing services and platform arrangements between the groups will gradually be terminated to simplify the strategic partnership.

#### *Virgin Money*

On August 1 2019, SLA announced the completion of the joint venture between Virgin Money UK PLC (Virgin Money) and Aberdeen PLC. The joint venture was formed by the sale by Virgin Money to Aberdeen of 50 per cent (less one share) of Virgin Money Unit Trust Managers Limited which will offer investments and pensions propositions. The joint venture, combines Virgin Money’s brand, scale and retail distribution expertise with ASI’s market-leading investment solutions and asset management technology and digital expertise. As a result of the acquisition of Virgin Money in October 2018 by The Clydesdale and Yorkshire Banking Group plc (CYBG) the joint venture will also, over time, offer investment solutions to CYBG’s combined customer base of six million customers.

#### *Heng An Standard Life*

Heng An Standard Life (HASL) is a life insurer owned 50% by SLA and based in Tianjin, China. It is not a listed company. It was formed in 2003 as a joint venture between Standard Life plc and Tianjin TEDA International (“TEDA”). TEDA is the Tianjin Economic-Technological Development Area; it is the state owned Tianjin economic enterprise board. HASL has 10 provincial branches across 8 provinces and sales offices over 80 cities and offers a comprehensive suite of health, life and savings products. Assets are predominantly managed by HASL’s in-house investment team. A portion of the assets (predominantly fixed interest assets) is outsourced to Taikang AM. . In July 2020 HASL purchased an insurance subsidiary in Hong Kong from SLA In January 2021 HASL was granted permission to open a pensions insurance company in China.

#### *HDFC AMC*

HDFC Asset Management Company (HDFC AMC) was established in 1999 as a joint venture between HDFC Ltd (one of India’s leading housing finance companies) and Standard Life Investments Ltd. It completed a successful IPO on the Indian stock market in August 2018. SLA currently owns 21.25% of the company (through SLIL), which is a leading Indian asset manager with a successful track record in equity investment and multi-channel distribution network.

### *HDFC Life*

HDFC Life Insurance Company Limited (HDFC Life) was established in 2000 and is a joint venture between HDFC Ltd and SLA via a Mauritian subsidiary company, Standard Life Mauritius Holdings 2006 Limited (SLMH06 Ltd). It completed a successful IPO on the Indian stock market in November 2017. Through SLMH06, SLA currently owns 8.89% of the company, which is one of India's leading life insurance companies. It sells a wide range of products including traditional insurance, savings, pensions, protection and health products through distribution channels including banc assurance, agency and brokers. HDFC Life has its own asset management company, as required by Indian regulation.

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

### Code of Conduct and Personal Trading

From time to time, ASI or our directors, officers, employees or affiliates may, directly or indirectly, have interests in securities owned by or recommended to our clients. These situations may represent a potential conflict of interest, so we have adopted a Code of Conduct (the Access Person Code of Conduct, herein the “Code”), in accordance with Rule 204A-1 of the Adviser’s Act, to govern personal transactions by our directors, officers, and employees (“Access Persons”) in order to ensure that their interests do not conflict with the interests of our clients.

The Code mitigates potential conflicts of interest by requiring, among other things, pre-clearance of transactions in Reportable Securities (as defined in the Code) placed in reportable accounts. The Code restricts the purchase and sale by Access Persons for their own accounts of Reportable Securities, which have been purchased or sold for funds or clients within specified time limits. Except under certain limited circumstances, Access Persons may not engage in a personal transaction in a Reportable Security for which an order for a fund or client is pending or within seven (7) calendar days before or after execution of a client order. This blackout period does not apply to transactions in certain large cap securities of a de minimis value.

Access Persons are subject to reporting obligations, including completing quarterly transaction and annual holdings reports. Access Persons are required to direct their brokers to send copies of all brokerage confirmations and statements to their local Risk and Compliance Department. Alternatively, Access Persons can have the information sent by the broker via electronic feed, if available. Our procedures recognize that some Access Persons either reside in countries or maintain brokers where such statements are not regularly issued or available, and therefore these individuals are exempt from providing quarterly statements within a specific time period. In such circumstances, brokerage statements or their equivalent holdings reports must be provided as available. Employees must fully acknowledge the terms of the Code on an annual basis. Any employee who violates the Code may be subject to verbal or written warnings and censures, monetary sanctions, disgorgement, suspensions or dismissal, among other punitive actions.

Additionally, the Code includes provisions for employees relating to the confidentiality of client information, a prohibition on insider trading, a rumors policy, dollar restrictions on the value of accepted gifts and entertainment, and requires that certain outside business activities are approved in advance.

Clients or prospective clients may request a free copy of the Code by contacting ASI at +44 131 245 3535.

### Our Approach to Potential Conflicts of Interest

Various parts of our brochure discuss potential conflicts of interest that arise from our asset management business model. We disclose these conflicts due to the fiduciary relationship we have with our clients. Where potential conflicts of interest arise from our fiduciary activities, we take steps to mitigate, or at least disclose, them. Conflicts arising from fiduciary activities that we cannot avoid are mitigated through written policies and procedures. Potential conflicts may arise from new products or services, operational changes, new reporting lines and market developments.

### Gifts and Entertainment

We have policies and procedures in place which prohibit employees from accepting gifts, entertainment and other things of material value that may create a conflict of interest or give the appearance of a conflict of interest. Additionally, our employees may not offer gifts, entertainment or other things of material value that could be viewed as attempting to unduly influence the decision-making of any client or other business partner. In general, our policies dictate that giving and receiving gifts or participating in entertainment cannot occur if the value and/or the frequency of the gift or entertainment are deemed excessive or extravagant. The policies impose specific dollar restrictions and require compliance approval of gifts and entertainment. Additional restrictions regarding gifts apply to our employees who are registered representatives of our affiliated broker-dealer.

### Participation or Interest in Client Transactions

Potential conflicts of interest may exist if an investment adviser or one of its related persons buys or sells for client accounts, securities in which the adviser or a related person has a material financial



interest. We may recommend to clients that they buy or sell shares of an investment company or other investment product in which we have some financial interest by serving as adviser or sub-adviser to a fund or other product. Some of the investment companies, including private funds, are subject to a performance-based incentive fee. Employees providing advice to these funds may also hold interests in such performance-based funds and may also provide investment advisory services with respect to similarly managed accounts that are not subject to performance fees.

We may manage accounts similarly in that we may buy or sell the same securities for private funds, Registered Funds, segregated mandates and other account types. These transactions must be consistent with our trade allocation procedures so that no client is favored over another. In addition, and only in accordance with our policies and procedures, employees are permitted to invest in securities (including those recommended to clients) for their own accounts.

ASI may recommend Client Solutions clients other products offered by our affiliates. If we recommend our own products and services through our Client Solutions or advisory services offering, it may appear that our interest in selling the product or service could conflict with the client's expectation. Where we direct clients into an ASI-managed product or strategy, we will obtain client consent.

Our officers or directors may sit on the boards, and board committees, of publicly traded clients. In addition, employees may buy or sell securities for a client where we may have a material interest in a security or issuer of a security. A material interest could include owning a security, office, directorship, significant contract, interest or relationship which is likely to affect the person's judgment. In these cases, ASI or our employees could benefit from the success of a client's investments because of our interest in the security or issuer of the security. We maintain procedures to mitigate these potential conflicts.

#### Adviser for Multiple Accounts

We serve as investment adviser or sub-adviser to client accounts, including registered investment companies. Consistent with our fiduciary obligations, we may give advice with respect to funds or accounts we manage that may differ from action taken by our firm on behalf of other funds or accounts. We are not obligated to recommend, buy or sell—or to refrain from recommending, buying or selling—any security that any of ASI, our affiliates or our Access Persons, may buy or sell for their own accounts or for the accounts of any other client. Any company associated with ASI that wishes to purchase or sell securities of the types purchased for clients may do so only in a manner consistent with our fiduciary obligations. We are not obligated to refrain from investing in securities held by funds or accounts it manages, except if the investments violate the Code.

#### Insider Trading Policy and Use of Expert Networks

We have adopted an insider trading policy in accordance with Section 204A of the Advisers Act, which establishes procedures to prevent the misuse of material non-public information by ASI, our officers, directors and employees. Any officer, director or employee who fails to observe the insider trading policy risks serious sanctions, including dismissal and personal liability.

From time to time, employees of ASI may obtain, either voluntarily or involuntarily, material non-public information that is not available to other investors or other confidential information which, if disclosed, would likely affect an investor's decision to buy, sell or hold a security. Such information may be provided from various possible sources including upon execution of a non-disclosure agreement, as a result of serving on the board of directors of a portfolio company or serving on ad hoc or official creditors' committees. Under applicable law, employees are generally prohibited from disclosing or using such information for their personal benefit or for the benefit of any other person, regardless of whether that person is an ASI client.

Accordingly, should an employee receive, either voluntarily or involuntarily, material non-public information with respect to an issuer, it may be prohibited from communicating such information to, or using such information for the benefit of, clients, which could limit the ability of clients to buy, sell or hold investments and can also result in an underlying security or investment being priced inconsistently across clients. Even if ASI or our affiliates request material non-public information, ASI shall have no obligation or responsibility to disclose such information to, or use such information for the benefit of, any person (including ASI clients), even if failure to do so would be detrimental to the interests of such person. In this connection, ASI has

adopted policies governing the treatment of material non-public information, which establishes procedures reasonably designed to prevent the misuse of material non-public information by ASI and our personnel. Under the policy, ASI employees are not permitted to use material non-public information obtained by any department or affiliate of ASI in the course of its business activities or otherwise, in effecting purchases and sales in securities transactions for our clients or for their personal accounts. Consequently, we may not be able to engage in investment activity that they would otherwise take were they not in receipt of such information, even if a failure to act on such information may ultimately be detrimental to our clients. In addition, use of such information would also be prohibited by the policies referenced herein.

ASI may utilize expert network services to obtain market, sector, company or other information. There may be an inherent conflict of interest in such arrangements as the experts are financially incented to provide information to justify their position within the network. ASI has policies and procedures in place to deal with such conflicts as well as risk of receiving inside information via the use of expert network services.

#### Charitable Contributions

From time to time, clients or certain financial intermediaries may approach ASI to request that we make contributions to certain charitable organizations. Because our contribution may result in the financial intermediary or our employees or representatives recommending us or our affiliated investment advisers' products to their underlying clients, the solicitation or contribution raises potential conflicts of interest. Consequently, we maintain procedures to ensure that charitable contributions are not made for the purpose of influencing business.

Moreover, there may be certain circumstances where a fund has closed or a client has terminated and unanticipated proceeds have subsequently been paid to the fund or client. In such a circumstance, where it is impracticable and/or uneconomical (eg., the estimated costs of escheating the entire remaining amount, including the costs of an escheatment specialist, mailing, legal, check distribution, etc.) to find and remit the proceeds to the fund or client or escheat the proceeds to a state or where the amount is de minimis, then such proceeds may be donated to a third party 501(c)(3) charitable organization, as selected by an appropriate delegate of the Adviser, eg, a charitable committee.

#### Political Contributions

None of ASI's funds or assets may be contributed to any U.S. political candidate or political party. This ban includes contributions to U.S. political action committees ("PACs").

Financial contributions made to certain U.S. political campaigns may raise potential conflicts of interest because of the ability of certain office holders to direct business to ASI.

Employees are therefore prohibited from making contributions to any person running for or holding a U.S. city, county, state or other municipality-related position. This prohibition includes contributions to U.S. city, county, state or other municipality-related PACs. Employees are permitted to make contributions to persons holding or campaigning for a federal position as long as such person does not also hold a city, county or state position. Employees, however, may not allow present or anticipated business relationships of ASI to be a factor and must seek approval from ASI's Risk & Compliance Department before soliciting such contributions. Additionally, contributions to federal PACs are permissible. Approval from ASI's Risk & Compliance Department must be received before making a Contribution. Employees are prohibited from doing indirectly what they cannot do directly and, as such, cannot funnel payments through third parties, including, for example, consultants, attorneys and/or family members, as a means to circumvent ASI's Political Contributions Policy. The solicitation and coordination restrictions relate only to fundraising activities and would not prevent ASI's employees from expressing support for candidates in other ways, such as volunteering their time.

Any federal political contributions made or solicited by employees should be viewed as personal. Therefore, employees should never represent themselves as employees of ASI when participating in these activities (e.g., the use of ASI's letterhead for correspondence regarding these contributions is prohibited). Under Rule 206(4)-5 of the Advisers Act, the Advisers will ensure that any third-party solicitor used to solicit government clients are a "Regulated Person" as defined by the Rule.

#### Directorships and Outside Business Activities

Access Persons are permitted to serve on the boards of directors of non-profit organizations such as educational institutions, charitable foundations or other civic organizations. Access Persons are not permitted to serve on the board of directors of any publicly traded company without prior authorization. Authorization is generally based upon a determination that the board service would not bring ASI into disrepute and has been considered appropriately in terms of actual or potential conflicts.

In general, all Access Persons' Outside Business Activities are tracked and reviewed by ASI's Risk & Compliance Department to ensure they do not conflict with the duty that we owe to clients.

#### Material Non-Public Information

Our investment personnel, in the course of research or other related activities, may from time to time acquire confidential or material non-public information that may prevent ASI from purchasing or selling particular securities for certain clients. Consequently, certain clients could realize a positive or negative impact to overall performance. We maintain policies and procedures for handling material non-public information.

#### Initial Account Funding

We may purchase and sell securities for accounts funded with our own assets, which also is known as "seed capital." These accounts are intended to establish a performance history for a new or potential product or service. We may earn a profit on our seed capital investments.

## Item 12 – Brokerage Practices

### Broker-Dealer Selection and Best Execution

We have established policies and procedures designed to assess and monitor the broker-dealers selected to execute client transactions. We do not adhere to a rigid formula in making the selection of a broker-dealer for portfolio transactions, but rather weigh a combination of certain factors. When selecting a broker-dealer for client transactions, we take all sufficient steps to obtain the best possible outcome by looking at price, transaction costs, reasonableness of commissions, speed, efficiency, knowledge of particular securities, likelihood of execution and settlement, size and type of transaction, settlement capabilities, reputation, nature and any other consideration relevant to the best execution of that order. In selecting broker-dealers and in effecting portfolio transactions we seek to obtain best execution. Steps associated with seeking best execution are: (1) determining each client's trading requirements; (2) selecting appropriate trading methods, venues, and agents to execute the trades under the circumstances; (3) evaluating market liquidity of each security and taking appropriate steps to avoid excessive market impact; (4) maintaining client confidentiality and proprietary information inherent in the decision to trade; and (5) reviewing the results on a periodic basis. We review the above criteria on an ongoing basis. We do not consider the sales of shares of investment companies it advises as a factor in the selection of broker-dealers to execute portfolio transactions for a fund.

When selecting or recommending for client transactions, a broker or service provider, we will consider, among other things, the following:

- Professional reputation;
- Ability to provide clear, impartial and expert advice;
- Understanding of and presence in the relevant market; and
- Potential for or actual conflicts of interest.

If a client requires preauthorization of trades, such trades may not be commingled or "batched" for purposes of execution with orders for the same securities for other accounts we manage. Therefore, such trades may be executed subsequent to the trades executed for other accounts we manage and at different prices and commission rates which may be better or worse than the rates received for batched trades.

We may use Electronic Communications Networks ("ECN") or Alternative Trading Systems ("ATS") to execute when, in our judgment, the use of an ECN or ATS may result in equal or more favorable overall executions for the transactions.

With regards to our Alternatives Investment Strategies products, we do not arrange trades with any broker or dealer; our fund of hedge funds does not typically use brokers to transact for funds or third party clients as the investments made for such clients are generally in open-ended investment funds engaged in a continuous offering. The advice and investment activity conducted with regards to property funds generally relates to privately offered securities in partnerships or similar relevant structures that invest in real estate or real estate-related assets. We may invest in property funds which are marketed to ASAFL by placement agents; either the fund or the third-party manager bears the associated placement agent fees. Occasionally, we may recommend the purchase of a secondary interest in a privately offered security being offered by a broker. In such cases, clients may be required to pay a fee to the broker offering the interest on behalf of a seller. We do not receive client referrals from broker-dealers or third parties. For fund of fund products, investments in open-ended investment funds are facilitated through the appropriate transfer agent.

On occasion, our hedge funds client portfolios may receive security positions as part of a distribution or liquidation of an underlying fund or special purpose fund. While we generally execute transactions in these securities through the same broker-dealer where the ASI fund's account was established, there are no limitations on which broker-dealers may be used or the commission rates or similar charges paid.

### Commission Rates

We seek to minimize the expenses incurred for effecting portfolio transactions to the extent consistent with the interests and policies of our clients. However, we will not select broker-dealers solely on the basis of "posted" commission rates. We will not always seek in advance competitive bidding for the most favorable commission rate applicable to any particular portfolio transaction. Although we generally seek competitive commission

rates, we will not necessarily pay the lowest commission. Transactions may involve specialized services on the part of the broker-dealer involved, resulting in higher commissions.

The reasonableness of commissions is based on the broker-dealer's ability to provide best execution.

For Equities, a global commission rate analysis is completed at least annually using external data, and from these results we maintain a rate card for standard execution and electronic trading. The rates used may still occasionally deviate from these in certain circumstances

Fixed income trades are placed based on best price and execution as determined by our review of solicited bids/offers. We may contact several companies in soliciting any bid/offer. Potential avenues of execution are placed in competition with one another to the extent reasonably possible whenever the portfolio managers look to buy or sell a bond. One of our measures of achieving best execution is executing a transaction with a qualified and capable counterparty that bids or offers the most favorable price under the circumstances. When buying or selling fixed income securities in dealer markets, we may prefer to deal directly with market-makers in the securities. We will typically affect these trades on a net basis, and will not pay the market-maker any commission, commission-equivalent or markup/markdown other than the "spread." A "spread" is the difference between the price paid (or received) by our firm and the price received (or paid) by the market-maker in trades with other broker-dealers or other customers. Brokers through whom we execute trades may receive compensation from exchanges, market-makers and other intermediaries related to orders routed by the broker to those intermediaries.

In appointing a broker or service provider for client transactions, we will consider the proposed level of fee given, among other things:

- The scope of activities to be undertaken in relation to the client transaction;
- Local market rates for the activities to be undertaken in relation to the client transaction; and
- The ability to deliver the transaction in a timely fashion and in the best interest of the client.

#### Research

On September 12, 2017, ASI announced a change to the payment for research model, such that ASI will absorb all research costs directly (i.e., pays for research from its profits and losses) to coincide with the new MiFID II legislation which went into effect on January 3, 2018. As a result, ASI has been paying "execution only" commission rates since the start of 2017, paying for research for equities out of its assets

While our policy is to seek best execution, we may select a broker for a portion of our trades which charges higher transaction costs if we determine in good faith that the cost is reasonable in relation to the value of the brokerage services provided. Despite these potential conflicts, we believe that we are able to negotiate costs on client transactions that are competitive and consistent with our policy to seek best execution. In addition, we do not enter into agreements or understandings with any brokers regarding the placement of securities transactions because of the research they provide. However, we do have an internal procedure for allocating transactions in a manner consistent with our execution policy to brokers that we have identified as providing superior executions and research of particular benefit to clients.

#### Brokerage for Client Referrals

We may use solicitation agreements. We do not consider, in selecting or recommending broker-dealers, whether we or an affiliate have a relationship with a broker-dealer or third party, or whether we or an affiliate receive client referrals from a broker-dealer or third party. A client may direct us to use the services of a particular broker-dealer in executing transactions for that client's account. In some cases, the directed broker may have recommended our firm as a manager for that account. As stated previously, it is possible that such an account may suffer adverse effects from this direction, depending on market conditions.

#### Directed Brokerage

We do not routinely recommend, request or require that any client execute transactions through any specific broker or service provider. However, we occasionally receive requests from clients to direct a portion or all of the commissions earned on their account through a specific broker-dealer in order to generate a benefit for the client under such terms and arrangements as the client may negotiate with the particular broker or dealer.

Where a client has directed the use of a particular broker-dealer, we may not be in a position to freely negotiate commission rates or spreads, to obtain volume discounts, or to select broker-dealers on the basis of best execution. In situations where the client has directed us to direct trades to a select broker, the client must forfeit best execution and should understand that we will enter into such arrangements on a “best efforts” basis. If a client directs us to use a particular broker-dealer for a transaction, it will not be commingled or “batched” for purposes of execution with orders for the same securities for other accounts we manage. Client-directed transactions may result in higher commissions, greater spreads, or less favorable net prices than might be the case if we were empowered to freely negotiate commission rates or spreads, or to select broker-dealers on the basis of best execution. It is ASAFL’s policy to accept these requests only under certain circumstances.

With regard to the hedge funds in which clients invest, securities are generally purchased directly from the issuer or general partner, without the assistance of a broker-dealer and without the payment of a brokerage commission. With regard to securities distributed from the underlying funds in which ASI clients invest, ASI has discretion to select a broker-dealer to effect securities transactions. In selecting broker-dealers to effect securities transactions, ASI seeks to obtain best execution by considering factors including, but not limited to, execution quality, price, the level of service offered, reliability, experience in liquidating distributions from hedge funds and other such factors as ASI deems relevant and beneficial to the applicable ASI clients. Broker-dealers utilized by ASI are reviewed on an ongoing basis.

We may have certain accounts that were referred to us through the recommendation of third parties, including consultants that may also be broker-dealers, or may have certain pre-existing financial arrangements or relationships with a particular broker-dealer. Clients obtained from these third parties may instruct us to direct some or all of their brokerage transactions to the third party’s broker-dealers, or we may otherwise allocate brokerage to these or related broker-dealers. As stated previously, in situations where the client has directed us to direct trades to a particular broker, the client must forfeit best execution and should understand that we will only enter into such arrangements on a “best efforts” basis. We may also buy from such third parties certain services or products used in our investment advisory business (such as software or research publications) or pay registration or other fees toward or otherwise assist in sponsoring such third parties’ industry forums, seminars or conferences. We do not use client commissions to pay for these services.

#### Trade Errors and Corrections

In the event that we cause a trade error, our policy states that we ensure that the error is resolved in the best interests of the client. This means that trades are adjusted as needed in order to put the client account in such a position as if the error had never occurred. We review all trade errors to ensure they are resolved timely and accurately and that they do not indicate a recurrent pattern. In correcting trade errors, we or the party responsible for the error will bear the cost of correcting the error. Trade errors resulting in losses to client accounts will be reversed and the account compensated accordingly. To the extent a trade error in a client account results in a gain, we allow the client to keep the benefit, unless the gain offsets a loss in connection with a single transaction or occurrence or a series of related transactions, in which case any such gains and losses are netted unless prohibited by applicable regulation or a specific agreement with the client. In general, compensation is expected to be limited to direct monetary losses and will not include any amounts that ASAFL deems to be speculative or uncertain, nor will it cover investment losses not caused by the error.

Sub-advisers are responsible for their own execution of trades, and are therefore not covered under ASI’s Trade Error Policy. Sub-advisers are, however, expected to have sufficient policies and procedures with regards to trade error management that are in line with ASI’s policy. ASAFL will, when appropriate, review sub-adviser trade error policies and procedures and periodically review with the sub-advisers whether any trade errors were resolved in conformity with policies and procedures disclosed to ASI.

#### Cross-Trades

We may cross-trade between and among certain client accounts in accordance with our written cross-trading procedures. We will only consider engaging in cross-transactions to the extent permitted by applicable law and will, to the extent required by law, obtain the necessary client consents. Clients may revoke their consent for agency cross-transactions at any time.

For fund of fund products, we may arrange for a transaction between two or more of the Funds, in which one Fund buys an interest in an underlying fund or other investment from, or sells such investment to, another Fund

managed by ASI. Each of these cross transactions is affected at “fair value,” which is generally the Net Asset Value of the underlying fund. ASI receives no compensation (other than its management fee and incentive fee), directly or indirectly, for effecting a particular cross transaction. Although ASI will receive no compensation for cross transactions, underlying funds may assess customary transfer fees or commissions in connection with any such cross transaction. Cross transactions may inure to the benefit of the selling and buying Funds. Avoidance of redemption fees, taking on aged positions with the avoidance of soft and hard lock-ups, and the preservation of high water marks, are examples of other value added benefits that can inure to the benefit of the buying or selling Funds when applicable.

When a potential cross trade involves a Fund or account that has a significant beneficial ownership by ASI or its affiliates and control persons, it will be considered whether this transaction should be treated as a principal transaction under ASI’s procedures (and separate criteria would apply), rather than as a cross transaction. Under ASI’s procedures, cross trades are not permitted from or to any Fund or other account deemed to comprise “plan assets” pursuant to regulations under the Employee Retirement Income Security Act of 1974, or to or from a Registered Fund, without consideration of additional regulatory restrictions or approvals that are required by applicable law.

#### Foreign Exchange (“FX”) Transactions

We may execute currency transactions on an active basis through our currency trading desk, except where market restrictions in some emerging currencies exist and execution for trade settlement is arranged by the custodian directly. In addition, certain of our asset management clients may direct their currency trades to their custodian banks for execution via standing instructions, and in such cases as well as in the case of restricted emerging currencies, we may not know the precise execution time of the FX trade and cannot influence the exchange rates applied to these trades.

#### Aggregation and Allocation

We may, to the extent appropriate, permissible and/or feasible, aggregate multiple client orders for the purchase or sale of the same security to achieve best execution. In the instance that the same security is bought or sold for a number of clients at approximately the same time, orders may also be aggregated. Due to the possibility of a price variation among executed transactions throughout the trading period, an “averaging” procedure is utilized, when possible. This procedure allocates securities to those clients participating in the order on a pro-rata basis (subject to rounding) at the average execution price of the purchases and sales attributable to a given block, unless otherwise directed by the client or deemed inappropriate for best execution. If pro-rata allocations are deemed inappropriate, we may implement either rotational or random allocations, provided the result is fair access over time to trading opportunities for all eligible accounts.

In the instance that an order is not completed on the same trading day, the partial fill will be allocated pro-rata among participating clients, unless otherwise directed or deemed inappropriate for best execution. Any unexecuted orders will continue until either the block order is complete or all component orders have been cancelled. If remaining positions are too small to satisfy the minimum order amount, we may decide to allocate the remaining shares to those accounts which did meet the minimum. We may also decide to allocate remaining shares to those accounts for which orders would be completed as a result of the allocation. Pro-rata allocation logic for equities is built in to the Order Management System, and the reason for any deviation from the prescribed logic is documented by ASI’s trading function.

We seek to allocate opportunities to all clients in a consistent, fair manner. In accordance with our written policies and procedures, we may take special considerations when deciding on allocations, provided they are deemed fair and equitable to all clients. These special considerations may include—but are not limited to—cash flow changes; specialized investment objectives or restrictions of a particular client; specific bond trades; directed brokerage; limit orders; market restrictions; lot size; open bulk orders (market-to-market); new portfolio fundings; fungibility of certain security types; or new issuance allocations (debt or equity). Allocations may also take into consideration factors such as the particular market restrictions, size, nature, identity, or number of positions in a client’s portfolio, concentration and size of holdings, industry and sector exposure, purchase cost and cash availability, ability to obtain meaningful position sizes, liquidity, investment imbalances, prior participation in similar opportunities, limitations on the availability of an investment, special needs, trading considerations, whether the allocation would result in an account receiving an amount lower than the typical transaction size or an “odd lot”; and other factors. In addition, ASAFL may exclude certain

accounts from an allocation if the size of the allocation would not satisfy certain minimum size thresholds established by AS AFL, a client, or by the issuer itself for operational reasons.

We engage in real estate asset and investment management activities for a limited number of institutional and market counterparty clients; this creates the potential for a conflict of interest when allocating deals between clients. In order to manage any such conflict, we operate a deal introduction and allocation procedure which is intended to fulfill a number of criteria:

- Providing a practical, consistent and efficient method of deal introduction and deals allocation;
- Ensuring consistent fair and equal treatment of clients in deal introduction and deals allocation;
- Ensuring compliance generally and with any specific requirement in Asset Management or Investment Management Agreements in connection with deal introduction and deals allocation; and
- Providing a transparent and auditable control for deal introduction and deals allocation.

Representing several investors typically works to the benefit of all, as target fund terms can be negotiated more forcefully. Conflicts between different mandates could arise if there were a limited number of units available in a specific fund and where different clients have the similar investing preferences at the same time. If this scenario arises, we would run a fully transparent process where we would inform the clients about the situation. We would then offer to split the available units between the different parties, on a pro rata (to their individual applications) basis.

We may make co-investments along with clients in property funds or direct property. When undertaking investment management activities for clients, the duty owed to that client shall prevail over any owed to ASI, to its managers, employees or any other person directly or indirectly linked to ASI by control or to any other third party, including any other client.

Inevitably, not all clients, including clients with similar investment strategies, can participate in every investment opportunity, and clients who do participate in an investment cannot always participate to the same degree. AS AFL may determine that a limited supply of a particular opportunity or investment or other factors noted above may preclude the participation of some clients in a particular investment opportunity or trade. Similarly, when AS AFL determines to exit a position for some clients, other clients may not always participate, may not participate at the same time, or may not participate to an equal degree.

Where transactions for an account are not aggregated with other orders, including directed brokerage accounts, or not netted against orders for the account or other accounts, the account may not benefit from a better price, lower commission rate, or lower transaction cost. Aggregation and netting of trades may disproportionately benefit some accounts relative to other accounts due to the relative amount of savings obtained.

ASI does not typically aggregate orders for its hedge fund clients. For such clients we seek to allocate transactions and opportunities among the various accounts in a manner we believe to be as equitable as possible over time, considering each account's objectives, programs, limitations and capital available for investment. Any potential conflicts are brought to the attention of ASI's Hedge Fund Investment Committee in order to resolve them in an equitable and fair fashion. We apply the same general principles equally to decisions on which underlying funds or managers would be suitable to be recommended for non-discretionary advisory clients as for making decisions to invest for discretionary clients. However, since ASI does not have discretion over allocation decisions in non-discretionary accounts, it is likely that the actual allocations will differ as between discretionary and non-discretionary accounts. In addition, there may be situations where we provide non-discretionary advice concerning an underlying fund or manager where there is no discretionary account for which the underlying fund or manager is suitable (or where there is no cash available in the discretionary account to make an investment) or vice versa. There may also be situations where ASI advises a non-discretionary client not to invest in an underlying fund or manager, but in which ASI does make an investment for its discretionary accounts. Finally, there may be situations where an advisory client sources an underlying fund or manager and asks for ASI's advice, and even if ASI provides a favorable opinion on that underlying fund or manager, ASI may not invest in an underlying fund or manager for a variety of reasons. The results of any of these scenarios could, and it should be expected will, reasonably result in a divergence in performance between and among the various accounts over which ASI acts with discretion and for which ASI provides non-discretionary advice.



In order to avoid conflicts arising from limited capacity available for investment in or with an underlying fund or manager that is identified as suitable for investment by both an advisory client and by ASI for its discretionary accounts, ASI will apply procedures that are designed to create a fair result under the circumstances.

## **Item 13 – Review of Accounts**

### Account Review Process

We strive to ensure compliance with a client's investment guidelines consistent with our fiduciary responsibility to manage an account in the best interest of our clients, and we aim to complete reviews on an ongoing and continuous basis. An account may be reviewed immediately to the extent that information concerning economic or market conditions, individual companies or industries could affect the account. Reviews of accounts also occur when investment strategies and objectives are changed by a client. Our relationship managers work closely with the fund management teams to ensure that each client's guidelines are implemented, where applicable. Depending on the asset class and account type, we employ various methods of pre- and/or post-trade controls and monitoring techniques through automated or manual procedures to ensure that portfolios are managed in accordance with client-specific guidelines or restrictions as well as applicable regulatory requirements and internal policies. Periodic reviews may also be undertaken to ensure compliance with client investment guidelines. We have policies and procedures in place to address any investment guideline breaches.

### Reports to Clients

We provide each client with written monthly or quarterly market and investment reports, which include cash balance, transaction records, position reports and account valuation. Additional reports may be provided upon a client's request.

## **Item 14 – Client Referrals and Other Compensation**

ASAFI may effect transactions with broker-dealers that furnish non-research services which we believe will be beneficial.

In no event will we compensate a third-party solicitor for a referral if that solicitor serves as a sponsor, decision-maker or fiduciary of any U.S. pension or profit-sharing plan. We may engage and compensate entities to provide prime brokerage and other services (including client account statement preparation) to client accounts.

In addition, other third parties may provide certain shareholder servicing and/or distribution support services in connection with the sale of shares of our mutual funds or other funds that we service. These third parties may do so either directly or through intermediaries (i.e., broker-dealers) and may, in some instances, refer clients into such funds. These third parties (and the intermediaries through whom the funds are available) may receive cash compensation for these services out of our own resources.

Our firm, or our affiliates, may be compensated in connection with the sale of shares of either our mutual funds or other funds that either entity services. In addition, our sales and client service employees' compensation may be linked to sales goals relating to the sale of our mutual funds.

## **Item 15 – Custody**

We do not act as a custodian for client assets.

Clients typically receive statements from their account custodians at least quarterly and are encouraged to compare statements received from us with statements received from their client account custodians. Clients should carefully review their custodian statements to ensure they reflect the appropriate activity in their account. If there are differences between a client's custodian statement and an ASI account statement, or if a client has not received their account custodian statement, clients are asked to contact their client service representative.

## **Item 16 – Investment Discretion**

Depending upon the terms of an investment management agreement entered into with each client, we may have discretionary authority to make the following determinations without client consultation or consent prior to effecting each transaction:

- the securities that are to be bought or sold;
- the total amount of the securities to be bought or sold;
- the broker-dealer through whom securities are to be bought or sold; and
- the commission rates at which securities transactions for client accounts are effected.

We exercise discretion in a manner consistent with the stated investment objectives for a particular client account. We may accept advisory accounts with limited discretion or where investments are client-directed pursuant to an investment management agreement. We may also be limited in the type or quantity of securities purchased or held due to certain regulatory or internal compliance restrictions. Client investment guidelines and restrictions must be provided to us in writing. Unless ASI and a client have entered into a non-discretionary arrangement, ASI generally is not required to provide notice to, consult with, or seek the consent of its clients prior to engaging in transactions. Please refer to Item 4 of this Brochure for additional information on clients' ability to tailor investment guidelines.

## Item 17 – Voting Client Securities

Where clients appoint ASI to vote proxies on their behalf, policies have been established to vote these proxies in the best interests of our clients.

We employ ISS as a service provider to deliver our voting decisions efficiently to companies. We require ISS to provide recommendations based on our own set of parameters to tailored ASI's assessment and approach, but remain conscious always that all voting decisions are our own on behalf of our clients. We consider ISS's recommendations and those based on our custom parameters as input to our voting decisions.

In instances where we become aware of an issuer filing or intending to file additional soliciting materials after ASI has received ISS' voting recommendation but before the proxy voting submission deadline, and the information is received sufficiently in advance of the submission deadline, ASI will assess whether the new information is considered material to the voting decision, and whether a change in vote is warranted. This will also apply to automated pre-populated votes.

An ASI analyst will assess the resolutions at general meetings in our active investment portfolios. This analysis will be based on our knowledge of the company, but will also make use of the custom and standard recommendations provided by ISS as described above. The product of this analysis will be a final voting decision instructed through ISS and applied to all funds for which ASI have been appointed to vote.

There may be certain circumstances where ASI may take a more limited role in voting proxies. We will not vote proxies for client accounts in which the client contract specifies that ASI will not vote. We may abstain from voting a client proxy if the voting is uneconomic or otherwise not in clients' best interests. For companies held only in passively managed portfolios ASI custom recommendations provided by ISS will be used to automatically apply our voting approach; we have scope to intervene to test that this delivers appropriate results, and will on occasions intrude to apply a vote more fully in clients' best interests. If voting securities are part of a securities lending program, we may be unable to vote while the securities are on loan. However, we have the ability to recall shares on loan or to restrict lending when required, in order to ensure all shares have voted. In addition, certain jurisdictions may impose share-blocking restrictions at various times which may prevent ASI from exercising our voting authority.

We recognize that there may situations in which we vote at a company meeting where we encounter a conflict of interest. Such situations include:

- Where a portfolio manager owns the holding in a personal account,
- An investee company that is also a Segregated Client.
- An investee company where an Executive Director or Officer of our company or SLA or another affiliate is also a Director of that company.
- An investee company where an employee of ASI, SLA or an affiliate or subsidiary is a Director of that company.
- A significant distributor of our products.
- Any other companies which may be relevant from time to time.

In order to manage such conflicts of interests, we have established procedures to escalate decision-making so as to ensure that our voting decisions are based on our clients' best interests and are not impacted by any conflict.

Clients may obtain a free copy of ASI's proxy voting policies and procedures and/or proxy voting records for their account by contacting us at +44 131 245 3535. ASI publishes Stewardship Principles, which describe our approach to investment analysis, shareholder engagement and proxy voting across companies worldwide. These are published on our website.

Clients that have not granted ASI voting authority over securities held in their accounts will receive their proxies in accordance with the arrangements they have made with their service providers.

## **Item 18 – Financial Information**

Registered investment advisers are required to provide you with certain financial information or disclosures about ASI's financial condition. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients.. In addition, we have not been the subject of a bankruptcy proceeding.

## APPENDIX A - Fee Schedules

The following are our standard segregated and/or commingled account fee schedules. However, fees and other compensation are negotiated in certain circumstances, and arrangements with any particular client may vary.

Strategy	Minimum Account Size	Fee Schedule
Private Markets	Negotiable	<p><b>Segregated:</b>  &lt;\$100m: 0.55% + 5% performance (over hurdle)  \$100-300m: 0.50% + 5% performance (over hurdle)  \$300m+: 0.40% + 5% performance (over hurdle)</p> <p><b>Commingled:</b>  :&lt;\$100m: 0.75% on commitments + 10% performance (over hurdle),  100m+: 0.75% on commitments + 5% performance (over hurdle)  \$300m+: 0.75% on commitments+ 5% performances (over hurdle)</p> <p><b>Advisory:</b>  &gt;\$300K or 0.25% of notional account value</p>
Simple Strategic*	£25m	0.35%
Active Strategic*	£25m	0.50%
Strategy	Minimum Account Size	First 100m
Active Strategic (Fully Segregated)	£300m	N/A
Diversified Multi-Asset (Fully Segregated)	£500m	N/A
Global Absolute Return Strategies	Negotiable	Negotiable