

***Brochure***

**LANSDOWNE PARTNERS (UK) LLP**

**February 26, 2021**

---

**This brochure provides information about the qualifications and business practices of Lansdowne Partners (UK) LLP (the “Adviser”). If you have any questions about the contents of this brochure, please contact us at (44) 20 7290 5500. This information has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.**

**Additional information about Lansdowne Partners (UK) LLP is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Registration with the SEC does not imply a certain level of skill or training.**

Lansdowne Partners (UK) LLP  
15 Davies Street  
London  
England  
W1K 3AG  
Tel: (44) 20 7290 5500  
Website: <https://www.lansdownepartners.com/>

**TABLE OF CONTENTS**

Advisory Business .....	1
Fees and Compensation .....	2
Performance-Based Fees and Side-by-Side Management .....	4
Types of Clients .....	5
Methods of Analysis, Investment Strategies and Risk of Loss .....	6
Disciplinary Information .....	10
Other Financial Industry Activities and Affiliations .....	11
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	12
Brokerage Practices .....	14
Review of Accounts .....	16
Client Referrals and Other Compensation .....	17
Custody .....	18
Investment Discretion .....	19
Voting Client Securities .....	21
Financial Information .....	22
Appendix: Material Changes .....	23

---

#### **Item 4. Advisory Business**

On July 1, 2014, Lansdowne Partners (UK) LLP ("the Adviser") succeeded to the business of Lansdowne Partners Limited Partnership ("LPLP"), which acted by its general partner Lansdowne Partners Limited ("LPL"), both of which were previously registered with the SEC since 2004. LPL is the first Corporate Member of the Adviser.

Sir Paul Ruddock and Steven Heinz founded LPLP in 1998 and are the principal owners of LPL. Peter Davies is also a shareholder of LPL. Suzanna Nutton acts as the Chief Executive Officer and Brian Heyworth acts as Co-Managing Partner.

The Adviser provides investment advisory services on a discretionary basis to its clients, including commingled investment vehicles intended for institutional investors and other sophisticated investors and investment vehicles formed for particular investors (collectively, the "Funds"), and separately managed accounts for sophisticated financial institutions, including Registered Investment Companies (the "Accounts"). The Adviser also provides ancillary support services to its affiliate, Lansdowne Partners Austria GmbH, which is licensed as an investment firm by the Austrian Financial Market Authority.

The Adviser provides advice to client accounts based on specific investment objectives and strategies. Under certain circumstances, certain clients may impose restrictions on the Adviser in relation to investing in certain securities or types of securities.

The Adviser and/or the Funds have entered, and may in the future enter, into agreements with certain significant or strategic investors in the applicable Fund, whereby such investors may be subject to terms and conditions that are different from, or more advantageous than, those set forth in such Fund's offering documents.

As of December 31, 2020, the Adviser managed approximately \$9,706,603,898 of client assets on a discretionary basis.

---

## Item 5. Fees and Compensation

### *Asset-Based Compensation:*

The Adviser charges each client an investment management fee based on the value of the client's assets under management.

Except as set forth below, the Adviser (or a related person of the Adviser) is generally paid a monthly management fee calculated at the annual rate typically ranging from 0.4% to 1.5% of the net assets of each Fund as of the end of each month (adjusted for any subscriptions or redemptions made during the month). The management fee is paid promptly to the Adviser (or to a related person of the Adviser) after the end of each month and is prorated for periods less than a full month. With respect to certain Funds formed for particular investors and certain managed accounts, the management fee may differ from the typical range and payment cycle detailed above.

### *Performance-Based Compensation:*

The Adviser receives an annual performance-based fee or allocation from some clients, which is compensation based on a share of capital gains on or capital appreciation of the assets of a client or the outperformance of a specified benchmark. This compensation may be paid or allocated to the Adviser (or to a related person of the Adviser) and typically ranges from 7.5% to 20%. Under certain circumstances, receipt of annual performance-based compensation may be subject to a hurdle rate which may differ for each client.

The Adviser may offer different management fee and performance-based compensation schedules to clients (including investors in the Funds) based on a variety of factors, including, among other things, the nature of investments and length of relationship with the Adviser or related persons. In addition, the Adviser, its partners and related entities, and their respective partners, directors and employees may invest in the Funds without being subject to any management fees or performance-based compensation.

The Fund administrator calculates and arranges payment of the investment management fees and, if applicable, performance-based fees to the Adviser.

In addition, each client account will also pay its own expenses, including expenses and costs (i) of all transactions carried out by it or on its behalf and (ii) of the administration of the client account, including (a) all of the charges and expenses of any legal and professional advisers, independent auditors, administrators and custodians, (b) all brokers' commissions and any issue or transfer taxes or stamp duties chargeable in connection with its securities transactions, (c) research charges (see item 12), (d) all taxes and corporate fees payable to governments or agencies, (e) all reasonable legal and professional fees and expenses incurred by the Adviser in connection with its services, (f) all directors' fees (if any) and expenses, (g) all interest on borrowings, including borrowings from the prime brokers, (h) all communication expenses with respect to investor services and all expenses of meetings of investors and of preparing, printing and distributing financial and other reports, proxy forms, prospectuses and similar documents, (i) all of the costs of insurance in favor of the directors (or the general partner) of the relevant Fund(s), (j) all litigation and indemnification expenses and extraordinary expenses not incurred in the ordinary course of business and (k) all other organizational and operating expenses.

Client assets may also be invested in money market mutual funds, ETFs or other registered investment companies. In these cases, the client will bear its pro rata share of the investment management fee and other fees of the money market mutual fund, ETF or other registered investment company, as appropriate, which would be in addition to the investment management fee paid to the Adviser.

The allocation of expenses by the Adviser between it and any client and among clients represents a conflict of interest for the Adviser. The Adviser allocates expenses to each client in accordance with the client's arrangements with the Adviser (including applicable client disclosures). The Adviser seeks to allocate shared expenses for products and services benefitting the Adviser and the client and not

covered in the client's arrangements in a fair and reasonable manner. The Adviser generally allocates common client expenses among multiple clients pro rata based on assets under management at the date on which the expenses are paid or on a different basis if the Adviser determines that an expense disproportionately benefits a particular client or group of clients.

---

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

The Adviser and its investment personnel provide investment management services to multiple portfolios for multiple clients. The Adviser (or a related person of the Adviser) is also paid performance-based compensation by certain of its clients. In addition, the Adviser's investment personnel are typically compensated on a basis that includes a performance-based component. Certain client accounts may have higher asset-based fees or more favorable performance-based compensation arrangements than other accounts. When the Adviser and its investment personnel manage more than one client account, a potential conflict exists for one client account to be favored over another client account. The Adviser and its investment personnel may have a greater incentive to favor client accounts that pay the Adviser (or its related person and, indirectly, their respective portfolio manager) performance-based compensation or higher fees.

The Adviser is aware of, and has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including accounts with multiple fee arrangements, and the allocation of investment opportunities. The Adviser's procedures relating to the allocation of investment opportunities require the Adviser to attempt to allocate them in a manner that is in the best interests of all the client accounts involved and the Adviser will, in general, allocate investment opportunities believed to be appropriate for more than one client account between such client accounts on a pro rata basis in proportion to the relative net worth of each. The Adviser evaluates for each client account a variety of factors which may be relevant in determining whether a particular situation or strategy is appropriate and feasible for the client account at a particular time, including the nature of the investment opportunity taken in the context of the other investment or regulatory limitations on the client account and the transaction costs involved. Periodically, the Adviser prepares a schedule comparing allocations between advisory accounts within the same strategy, for review by the Chief Compliance Officer of the Adviser.

The Adviser employs a wide range of investment objectives and strategies for its clients. These differing objectives and strategies raise potential conflicts of interest. For example, the Adviser may buy a security for one client account while it is selling that security for another client account. In addition, the Adviser may cause one client account to buy a particular security "long" and another client account to sell that same security "short". In specific instances, the Adviser's strategies may result in buying and selling different securities and instruments within an issuer's capital structure for different clients. Accordingly, it is possible that one client may acquire an instrument that is senior on the capital structure of an issuer relative to an instrument for a different client that is more junior on the capital structure (including common stock). In certain circumstances, such as if the credit quality of the issuer deteriorates, the Adviser may owe conflicting fiduciary duties to multiple clients, in that action taken to protect the interest of one set of holders may be detrimental to, or conflict with the interests of, other holders of the same issuer's securities or instruments. When the Adviser causes its clients to take opposite positions with respect to a particular security, or to invest in different ranks of seniority with respect to a particular issuer, action taken for the benefit of one set of clients may appear to favor that set of clients.

---

**Item 7. Types of Clients**

The Adviser's clients consist of the Funds and the Accounts.

With respect to any Fund, any initial and additional subscription minimums are disclosed in the Fund's offering memorandum although the Funds' directors have the right to accept a lesser amount. With respect to the Accounts, the Adviser does not have any standard requirements for opening or maintaining an account and may, in its discretion, require a different investment minimum for any Account.

---

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

The Adviser utilizes a variety of methods and strategies to make investment decisions and recommendations. Its investment philosophy generally aims to deliver good annual returns through a rigorous process of fundamental research. Funds and Accounts managed by the Adviser include fundamental long/short equity funds and traditional equity funds which do not use leverage. There are currently four broad strategies; namely,

- i. Developed Markets Equity:
  - a. Developed Markets Long Only: this strategy aims to invest primarily in the equity and equity-related securities of listed companies in developed markets which are identified as being mispriced, either in absolute terms or relative to other equity securities.
  - b. Developed Markets Opportunities: this strategy aims to invest primarily in the unlisted equities of early stage intellectual property companies across a wide range of sectors.
- ii. European Equity. This strategy aims to invest primarily in the equity and equity-related securities of European companies which are identified as being undervalued and where it is believed by the Adviser that there is potential for both significant creation of value in the underlying company and/or significant potential for revaluation of the equity.
- iii. Greater China Equity. This strategy aims to invest primarily in the equity and equity-related securities of companies established in or which have significant business exposure to the Greater China region which are identified as being mispriced.
- iv. Global Sector Equity. This strategy aims to invest primarily in the equity and equity-related securities of companies within a particular sector which are identified as being mispriced, either in absolute terms or relative to other equity securities.

For each strategy, the Adviser identifies investment opportunities through extensive meetings with company managements and its own independent research and analysis. The investment approach is expected to result in relatively concentrated portfolios of positions, but with a focus on maximizing returns relative to risk. The Adviser also, from time to time, engages in co-investment mandates with certain clients which can consist of only a single position.

Some of the strategies outlined above employ the following techniques:

- Short Selling. In a short sale transaction, the Adviser sells a security it does not own in anticipation that the market price of that security will decline. The Adviser sells short those stocks that have been identified as potentially overvalued or where it is believed that a company has structural problems. The Adviser also makes short sales as a form of hedging to offset potential declines in long positions in similar securities, and in order to maintain flexibility.
- Leverage. The Adviser's investment program utilizes leverage which involves the borrowing of funds from brokerage firms, banks and other institutions in order to be able to increase the amount of capital available for investments.
- Derivatives. The Adviser trades both exchange-traded and over-the counter derivatives, including, but not limited to, futures, forwards, swaps, put and call options and contracts for differences, as part of its investment program and for hedging purposes. The Adviser may also sell covered and uncovered options on securities and other assets.

These methods, strategies and investments involve risk of loss to clients, and clients must be prepared to bear the loss of their entire investments.

Short Selling Risk. The Adviser's investment program may include a significant amount of short selling. Short selling transactions expose its clients to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and without effective limit. There is the risk that the



securities borrowed in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein the Adviser might be compelled, at the most disadvantageous time, to replace the borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

**Leverage.** Performance may be more volatile if a client's account employs leverage.

**Lack of Diversification.** Client accounts will not be diversified among a wide range of types of securities, countries or industry sectors. Accordingly, client portfolios are subject to more rapid change in value than would be the case if the Adviser were required to maintain a wider diversification among types of securities and other instruments.

**Hedging.** There can be no assurances that a particular hedge is appropriate, or that certain risk is measured properly. Further, while the Adviser may enter into hedging transactions to seek to reduce risk, such transactions may result in poorer overall performance and increased (rather than reduced) risk for a client's investment portfolios than if the Adviser did not engage in any such hedging transactions on behalf of clients.

**Interest Rate Risks.** Generally, the value of fixed-income securities changes inversely with changes in interest rates. As interest rates rise, the market value of fixed-income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed-income securities tends to increase. This risk is greater for long-term securities than for short-term securities.

**Limits on Trading Activities.** In some situations, purchases or sales of securities for one client account may cause certain trading limitations to apply to another client account. Such trading limitations may be the result of regulatory restrictions. For example, under federal securities laws, a short sale of a security by one client within five business days prior to a public offering of the same securities (the timing of which is generally not known to the Adviser in advance) may prohibit another client from participating in the public offering, which could cause the client to miss an otherwise favorable investment opportunity or to pay a higher price for the securities in the secondary markets. Similarly, in the event that the Adviser causes one of its clients to purchase equity securities offered via private placement, the Adviser's other clients may be restricted from trading in related publicly traded securities. In addition to limits imposed by law or regulation, the Adviser may place limits on the aggregate ownership of classes of equity securities across all client accounts over which it has investment discretion. Such limits may prevent certain client accounts from participating in an investment in which other client accounts with similar investment objectives and guidelines participate, such as where the Adviser is not able to invest a new client account's assets in a security because the Adviser has reached the aggregate ownership limit for that security with respect to its other clients.

**Equity Securities.** The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and "growth" stocks can react differently from "value" stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geo-political risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.

**Non-U.S. Securities.** Foreign securities, foreign currencies, and securities issued by U.S. entities with substantial foreign operations can involve additional risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign currencies; withholding or other taxes; trading, settlement, custodial, and other operational risks; and the less stringent investor protection and disclosure standards of some foreign markets. All of these factors can make foreign investments, especially those in emerging markets, more volatile and potentially less liquid than U.S. investments. In addition, foreign markets can perform differently from the U.S. market.

**Undervalued Securities.** The identification of investment opportunities in undervalued securities is a difficult task, and there can be no assurance that such opportunities will be successfully recognized. While purchases of undervalued securities offer opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from such investments may not adequately compensate for the business and financial risks assumed. In addition, a client portfolio may be required to maintain positions in such securities for a substantial period of time before realizing their anticipated value.

**Derivatives.** Swaps, and certain options and other custom derivative or synthetic instruments are subject to the risk of nonperformance by the counterparty to such instrument, including risks relating to the financial soundness and creditworthiness of the counterparty. In addition, investments in derivative instruments may require a high degree of leverage, meaning the overall contract value (and, accordingly, the potential for profits or losses in that value) could be much greater than the deposit used to buy the position in the derivative contract. Derivative instruments can also be highly volatile. The prices of derivative instruments and the investments underlying the derivative instruments may fluctuate rapidly and over wide ranges and may reflect unforeseeable events or changes in conditions, none of which can be controlled by the client or the Adviser. Further, transactions in derivative instruments may not be undertaken on recognized exchanges, and therefore may expose the client's account to greater risks than regulated exchange transactions that may provide greater liquidity and in certain circumstances more accurate valuation of securities.

**Illiquid Instruments.** Certain instruments may have no readily available market or third-party pricing. Reduced liquidity may have an adverse impact on market price and the Adviser's ability to sell particular securities when necessary to meet liquidity needs or in response to a specific economic event, such as the deterioration of creditworthiness of an issuer. In some cases, the relevant portfolio may be contractually prohibited from disposing of certain securities for a specified period of time. Reduced liquidity in the secondary market for certain securities may also make it more difficult for the Adviser to obtain market quotations based on actual trades for the purpose of valuing a fund's portfolio.

**Illiquid Investments.** In some circumstances, investments may be relatively illiquid, making it difficult or impossible to acquire or dispose of them at the prices quoted on the various exchanges or at the prices which the Adviser considers reflects their then value. Accordingly, the Adviser's ability to respond to market movements may be impaired and the client accounts may experience adverse price movements upon liquidation of their investments. Settlement of transactions may be subject to delay and administrative uncertainties.

**REITs.** REITs in which the Adviser invests client accounts are affected by underlying real estate values, which may have an exaggerated effect to the extent that REITs in which the Adviser invests concentrate investments in particular geographic regions or property types. Investments in REITs are also subject to the risk of interest rate volatility. Further, rising interest rates will cause investors in REITs to demand a higher annual yield from future distributions, which will in turn decrease market prices for equity securities issued by REITs. REITs are subject to risks inherent in operating and financing a limited number of projects because they are dependent upon specialized management skills, and have limited diversification. REITs depend generally on their ability to generate cash flow to make distributions to investors.

**Security Futures and Options.** In connection with the use of futures contracts and options, there may be an imperfect correlation between the change in market value of a security and the prices of the futures contracts and options in the client's account. In addition, the Adviser's investments in security futures and options may encounter a lack of a liquid secondary market for a futures contract and the resulting inability to close a futures position prior to its maturity date.

#### Additional Risks Relating to the Adviser

**Brexit and the European Union.** In an advisory referendum held in June 2016, the United Kingdom electorate voted to leave the European Union. On March 29, 2017 the Government of the United Kingdom formally notified the European Union that it will leave and there will be a period of up to two years from that date (which may be further extended) of exit negotiations before the United Kingdom leaves the European Union. The future economic and political relationship between the United Kingdom and the European Union (and between the United Kingdom and other countered by agreement) is

uncertain, and a period of economic and political uncertainty is expected in the United Kingdom, in the rest of the European Union and globally. The result of the United Kingdom's referendum has caused severe currency movements and volatility in global markets, and is likely to continue to do so as events develop. The United Kingdom's exit from the European Union is expected to result in regulatory changes, which may be adverse to the Adviser. The ultimate nature and extent of the impact of these events on the Funds and the Adviser are uncertain, but may be significant.

Other Member States of the European Union may also reconsider their European Union membership. This could result in one or more other countries leaving the European Union, or in major reforms or changes being made to the European Union or to the Eurozone. The nature and extent of the impact of any such changes on the Funds and the Adviser are uncertain, but may be significant.

*Cybersecurity Risk.* The information and technology systems of the Adviser and of key service providers to the Adviser and its clients may be vulnerable to potential damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although the Adviser has implemented various measures designed to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, it may be necessary for the Adviser to make a significant investment to fix or replace them and to seek to remedy the effect of these issues. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the operations of the Adviser or its client accounts and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information.

*Risk Management Failures.* Although the Adviser attempts to identify, monitor and manage significant risks, there can be no assurance that these efforts will be effective. Moreover, many risk management techniques, including those employed by the Adviser, are based on historical market behavior, but future market behavior may be entirely different and, accordingly, the risk management techniques employed on behalf of clients may be incomplete or altogether ineffective. Similarly, the Adviser may be ineffective in implementing or applying risk management techniques. Any inadequacy or failure in risk management efforts could result in material losses to clients.

*Systems and Operational Risk.* The Adviser relies on certain financial, accounting, data processing and other operational systems and services that are employed by the Adviser and/or by third party service providers, including prime brokers, the third party administrator, market counterparties and others. Such data, programs and/or systems could be subject to defects, failures or interruptions. In addition, despite certain measures established by the Adviser and third party service providers to safeguard such data, programs and/or systems, the Adviser, clients and their third party service providers are subject to risks associated with a breach in cybersecurity which may result in damage and disruption to hardware and software systems, loss or corruption of data and/or misappropriation of confidential information. Any such errors and/or disruptions may lead to financial losses, the disruption of the client trading activities, liability under applicable law, regulatory intervention or reputational damage.

---

**Item 9. Disciplinary Information**

This item is not applicable.

---

## Item 10. Other Financial Industry Activities and Affiliations

A Morgan Stanley affiliate (the “MS Affiliate”) holds approximately a 19% partnership interest in the Adviser. In such capacity, the MS Affiliate is entitled to a portion of the profits of the Adviser, which include fees received by the Adviser from its clients. The MS Affiliate is not involved in the day-to-day management of the Adviser, but as an interest holder in the Adviser, the MS Affiliate has the right to approve certain limited matters in respect of the Adviser. Morgan Stanley & Co. International plc (“MSI”), a Morgan Stanley company (“Morgan Stanley Company”), acts as a prime broker and custodian for certain of the Adviser’s clients. The Adviser, in consultation with the directors or the general partner of the relevant Fund(s), has sole discretion to allocate investment capacity in the Fund(s) to Morgan Stanley or its affiliates, having regard to demand from other investors to invest in the Fund(s) and taking into account other factors such as the diversity of investors seeking investment capacity and the tenure and breadth of the relationship with such investors. It is, therefore, possible that any of the Adviser, the MS Affiliate and their respective partners, shareholders, members, directors, officers, agents or employees may, in the course of business, have potential conflicts of interest with the Adviser’s client accounts. The Adviser will, at all times, have regard in such event to its obligations (if any) to clients and will endeavor to ensure that such conflicts are resolved fairly. In connection with transactions in securities for the Adviser’s clients, other Morgan Stanley companies (including MSI) may provide prime brokerage, custody, securities brokerage, foreign exchange, banking and other services, or may act as principal, on their usual terms and may benefit therefrom, provided that any dealings are carried out as if effected on normal commercial terms negotiated on an arm’s length basis. The Adviser has complete management autonomy and there is no board or management representation by the MS Affiliate. Further, the MS Affiliate is not regarded as a business or advisory affiliate to the Adviser and does not have access to client information nor full transparency of the Adviser’s business.

Subject to the foregoing, and to any restrictions adopted by the directors of a Fund or set forth in a Fund’s organizational documents, the Adviser, the Adviser’s affiliates, the MS Affiliate, MSI and any other Morgan Stanley Company, and any directors, partners, officers and employees of the foregoing, may (a) have an interest in a Fund or in any transaction effected with or for it, or a relationship of any description with any other person, which may involve a potential conflict with their respective duties to a Fund, and (b) deal with or otherwise use the services of any other Morgan Stanley Company in connection with the performance of such duties; and none of them (including any Morgan Stanley Company) will be liable to account for any profit or remuneration derived from so doing.

Each Fund for which the Adviser or its related person serves as general partner or investment manager has and/or may in the future enter into agreements, or “side letters,” with certain prospective or existing Fund investors whereby such investors may be subject to terms and conditions that are more advantageous than those set forth in the offering memorandum for the Fund. For example, such terms and conditions may provide for rights to redeem on shorter notice in specified circumstances, rights to receive notification of specified events and/or rights to receive portfolio and/or NAV information. The modifications are solely at the discretion of the Fund and may, among other things, be based on the size of the investor’s investment in the Fund or affiliated investment entity, an agreement by an investor to maintain such investment in the Fund for a significant period of time, or other similar commitment by an investor to the Fund.

The Adviser also provides ancillary support services to its affiliate, Lansdowne Partners Austria GmbH, and to an unaffiliated third party investment firm. The Adviser receives compensation for such services as agreed between the parties from time to time.

---

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

The Adviser recognizes and believes that (i) high ethical standards are essential for its success and to maintain the confidence of its clients; (ii) its long-term business interests are best served by adherence to the principle that the interests of clients come first; and (iii) it has a fiduciary duty to its clients to act solely for their benefit. All personnel of the Adviser must put the interests of the Adviser's clients before their own personal interests and must act honestly and fairly in all respects in dealings with clients. All personnel of the Adviser must also comply with all federal securities laws.

The Adviser has adopted a Code of Ethics governing personal trading by its personnel. Among other requirements, the Code of Ethics requires personnel who have access to client portfolio information or the Adviser's non-public securities recommendations to report their personal securities transactions and holdings to the Adviser, and the Adviser is required to review such reports. Clients or prospective clients may obtain a copy of the Code of Ethics by contacting Mr. Hugh Orange (Chief Compliance Officer) by email at [horange@lansdownepartners.com](mailto:horange@lansdownepartners.com) or telephone at +44-20-7290-5500.

The Adviser and its related persons may give and/or receive gifts, services or other items to/from any person or entity that does business with or potentially could conduct business with or on behalf of the Adviser. The Adviser has adopted policies and procedures governing gifts and business entertainment, which includes ongoing disclosure of gifts and business entertainment and pre-clearance by the Chief Compliance Officer prior to giving gifts or receiving gifts above certain de minimis thresholds.

The Adviser is a signatory to the Standards Board for Alternative Investments (previously the Hedge Fund Standards Board) best practice standards in the UK.

The Adviser, in the course of its investment management and other activities, may come into possession of confidential or material non-public information about issuers, including issuers in which the Adviser or its related persons have invested or seek to invest on behalf of clients. The Adviser is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is a client. The Adviser maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that the Adviser is meeting its obligations to clients and remains in compliance with applicable law. In certain circumstances, the Adviser may possess certain confidential or material, non-public information that, if disclosed, might be material to a decision to buy, sell or hold a security, but the Adviser will be prohibited from communicating such information to the client or using such information for the client's benefit. In such circumstances, the Adviser will have no responsibility or liability to the client for not disclosing such information to the client (or the fact that the Adviser possesses such information), or not using such information for the client's benefit, as a result of following the Adviser's policies and procedures designed to provide reasonable assurances that it is complying with applicable law.

The Adviser's related persons may, and currently do, invest in private funds managed by the Adviser and, in certain cases, may, in the aggregate, hold a substantial portion of a private fund's assets. Such investments pose a risk that the Adviser or individuals who are in a position to control the allocation of investment opportunities to the Adviser's client accounts will favor those private funds in which the Adviser's related persons invest, particularly in the case of limited opportunities (such as initial public offerings and private placements) or other investments that are otherwise subject to limited capacity. The Adviser's procedures require the objective allocation for limited opportunities to ensure fair allocation among accounts. The Adviser's related persons have access to information that is not available to other investors in such private funds. In addition, the Adviser or its related persons may invest in the same securities (or related securities, e.g., warrants, options or futures) that the Adviser or a related person recommends to clients. Such practices present a conflict where, because of the information the Adviser has, the Adviser or its related person are in a position to trade in a manner that could adversely affect clients (e.g., place their own trades before or after client trades are executed in order to benefit from any price movements due to the clients' trades). In addition to affecting the

Adviser's or its related person's objectivity, these practices by the Adviser or its related persons may also harm clients by adversely affecting the price at which the clients' trades are executed.

The Adviser's related persons hold the majority of capital in certain Funds managed by the Adviser. This follows reorganizations whereby investors were offered the opportunity to stay in the Fund or redeem. Prior to these reorganizations, the Funds held investments in certain illiquid and less liquid investments. To facilitate the payment of cash to those investors wishing to redeem, certain of the Adviser's related persons agreed to remain in the Fund to cover the illiquid portion of the portfolio. One such Fund will continue to hold these illiquid and less liquid investments until maturity. These positions will be sold over time and capital returned to the remaining investors, including the Adviser's related persons. Certain of these investments held by the Fund are also held by other Funds managed by the Adviser which, when sold, will be sold alongside the Fund on a pari passu basis. Another Fund will be actively managed and primarily invests in the unlisted equities of early stage intellectual property companies. All trading by these Funds are subject to review and approval by the Adviser's Chief Compliance Officer (or his designate).

The Adviser requires its related persons to pre-clear all relevant transactions in their personal accounts with the Chief Compliance Officer (or his designate), who may deny permission to execute the transaction if such transaction will have any adverse economic impact on one or more of its clients.

All of the Adviser's related persons are required to disclose their securities transactions and holdings on a quarterly basis. All of the Adviser's related persons are also required to provide broker confirmations of each transaction in which they engage and a quarterly certification of such transactions. From time to time, personnel of the Adviser may act as directors or officers for companies in which Funds or Accounts may invest. Any such arrangements are reviewed by the Adviser's Chief Compliance Officer (or his designate) to ensure they do not serve to conflict with the Adviser's duty to seek to act in the best interests of its clients. Currently, a staff member of the Adviser acts as a director of Oxford Sciences Innovation plc, a company that invests in, develops and advises spin-out companies established to exploit and commercialize intellectual property developed by Oxford University. Funds managed by the Adviser have investments in Oxford Sciences Innovation plc.

---

## Item 12. Brokerage Practices

Except for the general investment guidelines set forth in the offering memorandum of each respective Fund, there are no limitations on the authority of the Adviser with respect to brokerage practices.

The Adviser is authorized to determine the broker or dealer to be used for each securities transaction for the Funds. In selecting brokers or dealers to execute transactions, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost.

In general the Adviser pays for all eligible research consumed by way of a Research Payment Account (RPA) that is funded through research charges collected via the "accounting method". Under this method, research charges are collected via regular payments made by clients directly into the RPA.

The Adviser will, on an annual basis, set a budget in respect of the purchase of research during each calendar year. The Adviser's general policy is to set the research budget at a strategy level, and to then allocate the costs between the underlying clients within that strategy pro-rata according to the value of gross assets in each portfolio. The research budget and estimated research charge for a Fund in respect of the current RPA period may be obtained from the Adviser on request.

In order to qualify as eligible research, the materials or services received must (i) relate to a potential investment and (ii) be capable of contributing to better investment decisions and benefiting the end client. Where types of research do not meet or only partially meet the FCA's criteria for eligible research, these will be paid for by the Adviser out of its own resources either in full or partially following a mixed use assessment.

The Adviser will regularly assess the quality of the research purchased, based on robust quality criteria, and its ability to contribute to better investment decisions. The quality criteria used by the Adviser includes, without limitation, (a) the uniqueness of the relevant research; (b) the authorship quality of the relevant research; (c) the accuracy of the relevant research in correctly predicting the outcome of future events; and (d) the consistency of the relevant research in contributing to profitable trading.

The research purchased through the RPA is expected to be of a type that would be permitted under Section 28(e) of the United States Securities Exchange Act of 1934, as amended. Nevertheless, the arrangements through which the Adviser receives research will not necessarily satisfy the requirements of Section 28(e).

The Adviser often purchases or sells the same security for many clients contemporaneously, at or near the same time and using the same executing broker. It is the Adviser's practice, where possible, to aggregate client orders for the purchase or sale of the same security submitted contemporaneously, at or near the same time for execution using the same executing broker. The Adviser will also aggregate in the same transaction, the same securities for accounts where the Adviser has brokerage discretion. Such aggregation may enable the Adviser to obtain for clients a more favorable price or a better commission rate based upon the volume of a particular transaction. However, in cases where the client has negotiated the commission rate directly with the broker, the Adviser will not be able to obtain more favorable commission rates based on an aggregated trade. In such cases, the client will be precluded from receiving the benefit of any possible commission discounts that might otherwise be available as a result of the aggregated trade. In cases where trading or investment restrictions are placed on a client's account, the Adviser may be precluded from aggregating that client's transaction with others. In such a case, the client may pay a higher commission rate and/or receive less favorable prices than clients who are able to participate in an aggregated order. When an aggregated order is completely filled, the Adviser allocates the securities purchased or proceeds of sale pro rata among the participating accounts, based on the purchase or sale order. Adjustments or changes may be made under certain circumstances, such as to avoid odd lots or excessively small allocations. If the order at a particular broker is filled at several different prices, through multiple trades, generally all such participating accounts will receive the average price and pay the average commission, subject to odd lots, rounding, and market practice. If an aggregated order is only partially filled, the Adviser's procedures provide that the securities or proceeds are to be allocated in a manner deemed fair and equitable to clients.



Depending on the investment strategy pursued and the type of security, this may result in a pro rata allocation to all participating clients.

From time to time the Adviser may participate in meetings with corporate executives or in capital introduction programs arranged by broker-dealers, including firms that serve as prime brokers to a private fund managed by the Adviser or recommend these private funds as an investment to clients. The Adviser may place client portfolio transactions with firms who have arranged such meetings, provided capital introduction opportunities or made such recommendations, if the Adviser determines that it is otherwise consistent with seeking best execution. In no event will the Adviser select a broker-dealer as a means of remuneration for recommending the Adviser or any other product managed by the Adviser (or an affiliate) or affording the Adviser with the opportunity to participate in capital introduction programs or meetings with corporate executives.

---

**Item 13. Review of Accounts**

The Adviser will typically make reviews on a daily basis of the most significant holdings of client accounts. These holdings are monitored in the light of trading activity, significant corporate developments and other activities which may dictate a change in portfolio positions. The portfolios of the client accounts will be analyzed in connection with certain prudent risk-management measures, including, but not limited to, diversification guidelines. In addition, the client accounts will be reviewed periodically from the standpoint of their respective specific investment objectives and as particular situations may dictate. Each client that is a separate account will receive reports from the Adviser in the format and frequency as required by the terms of the applicable client agreement with the Adviser. Investors in Funds managed by the Adviser will receive reports from the Fund pursuant to the terms of each Fund's offering memoranda or as otherwise described in the offering document of the Fund.

---

**Item 14. Client Referrals and Other Compensation**

As stated in item 12, the Adviser pays for research services used in the investment management process via a Research Payment Account.

Certain arrangements have been made with non-employees of the Adviser who introduce potential investors to the Funds. Such individuals are compensated from a portion of the fees received by the Adviser (or a related person of the Adviser) at no additional cost to the Funds or the investors.

---

**Item 15. Custody**

The Advisor is not authorized, nor is it required, to provide custody of assets.

---

## Item 16. Investment Discretion

The Adviser provides investment advisory services on a discretionary basis to its clients. Please see Item 4 for more information.

Prior to assuming any discretion in managing a client's assets, the Adviser enters into an investment management agreement or other agreement that sets forth the scope of the Adviser's discretion (an "Investment Management Agreement").

Unless otherwise instructed or directed by a discretionary client, the Adviser has the authority to determine (i) the securities to be purchased and sold for the client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines) (ii) the amount of securities to be purchased or sold for the client account. Because of the differences in client investment objectives and strategies, risk tolerances, and other criteria, there may be differences among clients in invested positions and securities held. The Adviser may consider the following factors, among others, in allocating securities among clients: (i) client investment objectives and strategies; (ii) client risk profiles; (iii) restrictions placed on a client's portfolio by the client or by applicable law; (iv) size of the client account; (v) nature and liquidity of the security to be allocated; (vi) size of available position; (vii) current market conditions; and (viii) account liquidity, account requirements for liquidity and timing of cash flows. Although it is the Adviser's policy to allocate investment opportunities to eligible client accounts on a pro rata basis (based on the value of the assets of each participating account relative to value of the assets of all participating accounts), these factors may lead the Adviser to allocate securities to client accounts in varying amounts. Even client accounts that are typically managed on a *pari passu* basis may from time to time receive differing allocations of securities based on total assets of each account eligible to invest in the particular investment type (e.g., equities) divided by the total assets of all accounts eligible to invest in the particular investment.

Allocations will be made among client accounts eligible to participate in initial public offerings (IPOs) and secondary offerings on a pro rata basis, except when the Adviser determines in its discretion that a pro rata allocation is not appropriate, which may include a client's investment guidelines explicitly prohibiting participation in IPOs or secondary offerings and a client's status as a "restricted person" under applicable regulations.

The Adviser shall be permitted to enter into cross transactions between their clients, provided that such transactions are in accordance with the Adviser's policies and procedures. Cross transactions enable the Adviser to effect a trade between two clients for the same security at a set price, thereby possibly avoiding an unfavorable price movement that may be created through entrance into the market and saving commission costs for both accounts. Cross transactions may include rebalancing transactions that are undertaken so that, after withdrawals or contributions have occurred, the portfolio compositions of similarly managed accounts remain substantially similar. The Adviser has a potentially conflicting division of loyalties and responsibilities regarding both parties to cross transactions.

Furthermore, where the Adviser's related persons own more than twenty-five percent of a private fund managed by the Adviser, cross transactions involving that private fund client will constitute a principal transaction within the meaning of Section 206(3) of the Investment Advisers Act of 1940, as amended (the "Act"). These types of transactions create additional conflicts of interest because the Adviser or related person has an incentive to buy securities from (or sell securities to) clients based on its own financial interests, rather than solely the interests of a client. With respect to such principal transactions, the Adviser discloses to the client in writing before the completion of the transaction the capacity in which the Adviser is acting with respect to this arrangement, and obtains the client's consent to such transaction as required by the Act.

Trading errors (i.e., when an order is not executed according to the portfolio manager's instructions due to a mistake of fact, processing error or other similar reason) and order errors (i.e., when an order is not suitable and appropriate for the client because of investment restrictions or regulatory limitations, changed circumstances, inadvertent duplication or other similar reason) that are attributable to the Adviser shall be corrected in accordance with the following principles: If trading errors and/or order

errors do occur, they will be for the account of the applicable client account(s), unless they are the result of conduct inconsistent with the standard of care set forth in the applicable investment management agreement. The investment management agreement generally provides that, except in the case of negligence, fraud or willful default, losses (including indirect losses, loss of opportunity and consequential loss) arising from unintended errors in the communication or administration of trading instructions shall be for the account of the client account on the basis that profits arising from such errors will also be for the account of the client account. The Adviser will not be responsible for the errors of other persons, including the client account's prime brokers and custodians. In the event of a trading error or an order error, it shall be a matter of the Adviser's discretion as a free-standing investment judgment whether or not to retain the relevant position.

To the extent the Adviser has authority, pursuant to the investment management agreement or other governing documents of a client account, to participate in class action claims (each, a "Claim") it will do so on a case-by-case basis. Once the Adviser receives a Claim, the Adviser will determine whether any clients or former clients of the Adviser owned the security during the period covered by the Claim. Appropriate personnel of the Adviser will determine whether they agree with the basis of the Claim and whether or not to participate in the Claim depending upon (i) the nature of the Claim; (ii) prospects for recovery; (iii) resources required to pursue the Claim, (iv) other relevant factors pertaining to the particular Claim and (v) any other factors that the Adviser deems relevant.

The Adviser may provide certain clients or investors in a private fund with the opportunity to co-invest in certain investments to which the Adviser has access. Participation in such opportunities may be limited to a select number of clients or investors based on the Adviser's consideration of factors, including but not limited to: (i) whether the potential co-investor has expressed an interest in participating in co-investment opportunities; (ii) the Adviser's evaluation of the potential co-investor's size and financial resources; (iii) the ability of the potential co-investor to expeditiously participate in the investment opportunity without harming or otherwise prejudicing the other clients participating; (iv) the Adviser's perception of whether the investment opportunity may subject the potential co-investor to legal, regulatory or other burdens that make it less likely that the potential co-investor would accept the investment opportunity; (v) whether the Adviser believes that allocating the investment opportunity to a potential co-investor will help establish, recognize or strengthen relationships that may provide indirectly longer-term benefits to current or future clients or to the Adviser; (vi) any confidentiality concerns the Adviser has that may arise in connection with providing the potential co-investor with specific information regarding an investment opportunity in order to allow it to evaluate the opportunity; and (vii) other factors deemed relevant by the Adviser. Co-investment opportunities may not be available to all of the Adviser's clients or investors.

---

## Item 17. Voting Client Securities

To the extent that the Adviser has been delegated proxy voting authority on behalf of its clients, the Adviser complies with its Proxy Voting Policy and Procedures (the "Procedures") that are designed to ensure that the Adviser will make a best efforts attempt to vote proxies with respect to client securities in the best interests of its clients. The Procedures also require that the Adviser identify and address conflicts of interest between its related persons and its clients. If a material conflict of interest exists, the Adviser will determine whether voting in accordance with the guidelines set forth in the Procedures is in the best interests of the client or whether taking some other action may be more appropriate. The Adviser has engaged a service provider, ISS Europe Limited ("ISS"), to provide corporate research and to facilitate the voting of proxies on behalf of its clients. In January 2021 the Adviser subscribed to ISS' Sustainability Policy which seeks to promote support for recognized global governing bodies promoting sustainable business practices advocating for stewardship of environment, fair labor practices, non-discrimination, and the protection of human rights. Generally, ISS' Sustainability Policy will take as its frame of reference internationally recognized sustainability-related initiatives such as the United Nations Environment Programme Finance Initiative (UNEPFI), United Nations Principles for Responsible Investment (UNPRI), United Nations Global Compact, Global Reporting Initiative (GRI), Carbon Principles, International Labour Organization Conventions (ILO), CERES Roadmap for Sustainability, Global Sullivan Principles, MacBride Principles, and environmental and social European Union Directives.

The Adviser generally votes in favor of routine corporate housekeeping proposals, including election of directors (where no corporate governance issues are involved). For other proposals, the Adviser will assess what is in the best interests of its clients and, in doing so, may take into account the following factors:

- (i) whether the proposal was recommended by management and Lansdowne's opinion of management;
- (ii) whether the proposal acts to entrench existing management;
- (iii) whether the proposal fairly compensates management for past and future performance;
- (iv) Environmental, Social and Governance factors (where appropriate), and
- (v) ISS' Research Reports and Sustainability Policy.

Although information about how the Adviser has exercised its client's proxies is not made available to the general public, clients may obtain (i) a copy of the Adviser's Procedures and (ii) information about how the Adviser voted a client's proxies by contacting Mr. Hugh Orange (Chief Compliance Officer) by email at [horange@lansdownepartners.com](mailto:horange@lansdownepartners.com) or telephone at +44-20-7290-5500.

As noted in Item 11, the Adviser may have a business relationship with an issuer whose securities the Adviser recommends to its clients. In the event the Adviser has been delegated proxy voting authority by a client with respect to its investment in such securities, the Adviser will seek to ensure that proxies in respect of such securities are voted in the best interest of that client.

---

**Item 18. Financial Information**

This item is not applicable.



---

**Appendix: Material Changes**

Changes made to the brochure since the Adviser's last filing, dated November 26, 2020, consist of general updates to the information contained therein.